

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

Commission file number 000-31215

MIND C.T.I. LTD.

(Exact name of Registrant as specified in its charter  
and translation of Registrant's name into English)

ISRAEL

(Jurisdiction of incorporation or organization)

2 HaCarmel Street, Yoqneam, 2066724, Israel

(Address of principal executive offices)

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Ordinary Shares, nominal value NIS 0.01 per share

Nasdaq Global Market

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2022, the Registrant had outstanding 20,124,326 Ordinary Shares, nominal value NIS 0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.  Yes  No

Unless the context requires otherwise, "MIND", "us", "we", "our company", "the company", "the Company" and "our" refer to MIND C.T.I. Ltd. and its subsidiaries.

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## FORWARD LOOKING STATEMENTS AND SUMMARY RISK FACTORS

Statements in this Annual Report concerning our business outlook or future economic performance; anticipated revenues, expenses or other financial items; introductions and advancements in development of products, and plans and objectives related thereto; and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters, are “forward-looking statements” as that term is defined under the United States Federal Securities Laws. Forward-looking statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from those stated in such statements. Factors that could cause or contribute to such differences include, but are not limited to, those set forth under “Risk Factors” in this Annual Report as well as those discussed elsewhere in this Annual Report and in our other filings with the Securities and Exchange Commission. The following is a summary of some of the principal risks we face:

**We may be unable to compete effectively in the marketplace;**

**We may fail to attract and retain qualified personnel;**

**Our backlog, revenues and operating results may vary significantly from quarter to quarter;**

**Our acquisition strategy could divert resources and disrupt our business;**

**We may not be successful in integrating acquisitions;**

**We may not adequately enhance our products and services and introduce new products and features to retain our customers and attract new ones;**

**Our products could be affected by cyber security breaches;**

**Our products may fail to comply with or to enable our customers and channel partners to comply with applicable privacy and other laws and regulations;**

**We may be unable to manage our international operations effectively;**

**Our Israeli tax benefits may be discontinued or reduced;**

**Our business may be negatively affected by exchange rate fluctuations;**

**We may lose the services of key personnel;**

**We may become subject to claims of intellectual property infringement;**

**Our use of “open-source” software tools may be subject to IP infringement claims or subject our derivative works or products to unintended consequences;**

**We are subject to ongoing costs and risks associated with being a public company, including potential lawsuits;**

**System disruptions and failures may result in customer dissatisfaction and customer loss;**

**The market segment of small to medium size communication service providers may fail to grow;**

**We may lose existing customers or the use of our products may decline;**

**Our billing software and the systems into which it is integrated may contain undetected errors;**

**We may be unable to attract new messaging customers in a cost-effective manner;**

**We may be unable to increase adoption of our messaging products by enterprises;**

**We rely on network service providers for our messaging services;**

**We may have to lower our prices for messaging products;**

**We may have defects or errors in our messaging products;**

**We face a risk of litigation resulting from customer misuse of our messaging software to send unauthorized messages;**

**System disruptions and failures may result in customer dissatisfaction and customer loss;**

**Changes to regulations or technology vendor rules may prevent us from using some services; and**

**Our articles of association include forum selection clauses for certain claims brought under the U.S. securities laws or under Israeli law.**

**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

**Item 3. Key Information**

A. [Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

We believe that the occurrence of any one or some combination of the following factors would have a material adverse effect on our business, financial condition and results of operations.

**If we are unable to compete effectively in the marketplace, we may suffer a decrease in market share, revenues and profitability.**

All the markets we operate in are significantly fragmented and highly competitive. The principal competitive factors in our market include completeness of offering, global reach, ease of integration, product features, platform scalability, reliability, security and performance, brand awareness and reputation, the strength of sales and marketing efforts, customer support, as well as the cost of deploying and using our products.

Some of our competitors are larger and have greater name recognition, longer operating histories, more established customer relationships, larger budgets and significantly greater resources than we do. In addition, they have the operating flexibility to bundle competing products and services at little or no perceived incremental cost, including offering them at a lower price as part of a larger sales transaction. As a result, our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. In addition, some competitors may offer products or services that address one or a limited number of functions at lower prices, with greater depth than our products or in different geographies. Our current and potential competitors may develop and market new products and services with comparable functionality to our products, and this could lead to us having to decrease prices in order to remain competitive.

With the introduction of new products and technologies and new market entrants, we expect competition to intensify in the future. Some of our competitors have lower list prices than ours, which may be attractive to certain customers even if those products have different or lesser functionality. Pricing pressures and increased competition could result in reduced revenue, reduced margins, increased losses, any of which could harm our business, results of operations and financial condition.

**If we fail to attract and retain qualified personnel, we will not be able to implement our business strategy or operate our business effectively.**

Our products require sophisticated software development, sales, professional services and technical customer support. Our success depends on our ability to attract, train, motivate and especially retain highly skilled personnel within each of these areas of expertise. Qualified personnel in these areas are in great demand worldwide and are likely to remain a limited resource. We cannot assure you that we will be able to retain the skilled employees we require. In addition, the resources required to retain such personnel may adversely affect our operating margins. The failure to retain qualified personnel may harm our business. In particular, we maintain a large engineering and support center in Iasi, Romania and have encountered many successful attempts from other technology companies to recruit our employees after we have trained them. If this phenomenon continues and increases, we may not be able to retain the highly skilled personnel we require to implement our business strategy and operate our business effectively. If we significantly raise the salaries of our Romanian employees, our results of operations will be harmed.

**Our backlog, revenues and operating results may vary significantly from quarter to quarter.**

Our results of operations, including the levels of our revenues, cost of revenues, gross margins and operating expenses, have fluctuated from quarter to quarter in the past and may continue to vary significantly in the future. These fluctuations are a result of a variety of factors, many of which are outside of our control, may be difficult to predict and may or may not fully reflect the underlying performance of our business. Our operating results may vary significantly from quarter to quarter due to a number of factors, including the following:

- our ability to retain and increase revenue from existing customers and attract new customers;
- our ability to introduce new products and enhance existing products;
- competition and the actions of our competitors, including pricing changes and the introduction of new products, services and geographies;
- changes in network service provider fees that we pay in connection with the delivery of communication services on our messaging platforms;
- changes in foreign currency exchange rates;
- expenses in connection with mergers, acquisitions or other strategic transactions;
- potential termination of contracts by our customers; and
- changes in our pricing policies.

Due to all of the foregoing, we cannot predict revenues for any future quarter with any significant degree of accuracy. Accordingly, we believe that period-to-period comparisons of our operating results are not necessarily meaningful, and you should not rely upon them as indications of future performance. Accordingly, in the event of a revenue shortfall, we may not be able to mitigate the negative impact on our operating results and margins in the short term. If we fail to meet or exceed the expectations of investors, we could face costly lawsuits, including securities class action suits.

In future quarters, our operating results may be below the expectations of public market analysts and investors, and as a result, the price of our ordinary shares may fall.

**We seek to expand our business through acquisitions, which could result in diversion of resources and extra expenses and which may involve other risks that could disrupt our business and harm our financial condition.**

It is part of our strategy to pursue acquisitions of business, products and technologies, or the establishment of joint venture arrangements in order to offer new products or services or otherwise enhance our market position or strategic strengths, and we are actively evaluating potential acquisition opportunities. The negotiation of potential acquisitions or joint ventures, as well as the integration of an acquired or jointly developed business, technology or product, could cause diversion of management's attention from the day-to-day operation of our business. This could impair our relationships with our employees, customers, distributors, resellers and marketing allies. Future acquisitions could result in:

- potentially dilutive issuances of equity securities;
- the incurrence of debt and contingent liabilities;
- amortization of intangible assets;
- changes in our business model and margins;
- research and development write-offs; and
- other acquisition-related expenses.

In addition, we have limited experience with respect to negotiating an acquisition and operating an acquired business. Due to the multiple risks and difficulties associated with any acquisition, there can be no assurance that we will be successful in achieving our expected strategic, operating and financial goals for any such acquisition. If future acquisitions disrupt our operations, our business may suffer.

**We may not be successful in the integration of our acquisitions.**

We cannot assure you that we have identified, or will be able to identify, all material adverse issues related to the integration of our acquisitions, such as significant defects in the internal control policies of companies that we have acquired. In addition, our acquisitions could lead to difficulties in integrating acquired personnel and operations and in retaining and motivating key personnel from these businesses, while maintaining our corporate culture. In some instances, we may need to depend on the seller of an acquired business to provide us with certain transition services in order to meet the needs of our customers. Any failure to properly integrate and retain personnel, to recognize significant defects in the internal control policies of acquired companies or to scale and adapt our internal control policies and our reporting systems and procedures, and any interruptions of transition services, may require a significant amount of time and resources to address and may harm our company.

**If we do not continually enhance our products and service offerings, introduce new products and features and adopt and monetize new technologies and methodologies in the marketplace, we may have difficulty retaining existing customers and attracting new customers.**

We believe that our future success will depend, to a significant extent, upon our ability to enhance our existing products and services, to introduce new products, services and features to meet the requirements of our customers, and to adopt and leverage new technologies and methodologies such as cloud, microservices-based architecture in a rapidly developing and evolving market. We devote significant resources to refining and expanding our base software modules and to developing our products, services and development methodologies and tools. In some instances, we rely on cooperative relationships with third parties to assist us in delivering certain products and services to our customers. Our present or future products, services and technology may not satisfy the evolving needs of the communications industry or of other industries that we serve. If we are unable to anticipate or respond adequately to such needs, due to resource, technological or other constraints, our business and results of operations could be harmed.

**If our security measures for our software, hardware, services or cloud offerings are compromised and as a result, our data, our customers' data or our IT systems are accessed improperly, made unavailable, or improperly modified, our products and services may be perceived as vulnerable, which may materially affect our business and result in potential legal liability.**

Our products and services, including our cloud offerings, store, retrieve, and manage our customers' information and data, as well as our own data. We have a reputation for secure and reliable product offerings and related services, and we have invested a great deal of time and resources in protecting the integrity and security of our products, services and the internal and external data that we manage. Despite our efforts to implement network security measures, we cannot guarantee that our systems are fully protected from vulnerabilities related to IT-related viruses, worms and other malicious software programs, attacks, break-ins and similar disruptions from unauthorized tampering by computer hackers and others. Such cybersecurity incident could include an attempt to gain unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Security measures in our products and services may be penetrated or bypassed by computer hackers and others who may gain unauthorized access to our or our customers' or partners' software, hardware, cloud offerings, networks, data or systems. They may use a wide variety of methods, which may include developing and deploying malicious software to attack our products third-party data, products or services incorporated into our own. Data may also be accessed or modified improperly as a result of customer, partner or employee error or malfeasance and third parties may attempt to fraudulently induce customers, partners, employees or suppliers into disclosing sensitive information such as usernames, passwords or other information in order to gain access to our data or IT systems or our customers' or partners' data or IT systems. Any of the foregoing occurrences could create system disruptions and cause shutdowns or denials of service or compromise data, including personal or confidential information, of us, our partners or our customers.



If a cyber-attack or other security incident (for example phishing, advanced persistent threats, or social engineering) were to result in unauthorized access to, or deletion of, and/or modification and/or exfiltration of our customers' data, other external data or our own data or our IT systems or if the services we provide to our customers were disrupted, customers could lose confidence in the security and reliability of our products and services, including our cloud offerings, and perceive them not to be secure. This in turn could lead to fewer customers using our products and services and result in reduced revenue and earnings. The costs we would incur to address and fix these security incidents would increase our expenses. These risks will increase as we continue to grow our cloud and network offerings and store and process increasingly large amounts of data, including personal information and our customers' confidential information and data and other external data, and host or manage parts of our customers' businesses in cloud-based IT environments.

Any of the events described above could cause our customers to make claims against us for damages allegedly resulting from a security breach or service disruption, which could adversely affect our business, results of operation and financial condition.

**Our products and platform and our business are subject to a variety of European and international laws and regulations, including those regarding privacy, data protection and information security, and our customers may be subject to regulations related to the handling and transfer of certain types of sensitive and confidential information. Any failure of our products to comply with or enable our customers and channel partners to comply with applicable laws and regulations would harm our business, results of operations and financial condition.**

We and our customers that use our products may be subject to privacy and data protection-related laws and regulations that impose obligations in connection with the collection, processing and use of personal data, financial data, health or other similar data. The U.S. federal and various state and foreign governments have adopted or proposed limitations on, or requirements regarding, the collection, distribution, use, security and storage of personally identifiable information of individuals. The U.S. Federal Trade Commission and numerous state attorneys general are applying federal and state consumer protection laws to impose standards on the online collection, use and dissemination of data, and to the security measures applied to such data.

Similarly, many foreign countries and governmental bodies, including the European Union, or the EU, member states, have laws and regulations concerning the collection and use of personally identifiable information obtained from individuals located in the EU or by businesses operating within their jurisdiction, which are often more restrictive than those in the United States. Laws and regulations in these jurisdictions apply broadly to the collection, use, storage, disclosure and security of personally identifiable information that identifies or may be used to identify an individual, such as names, telephone numbers, email addresses and, in some jurisdictions, IP addresses and other online identifiers.

For example, the General Data Protection Regulation, or GDPR, took effect in the European Union on May 25, 2018. The GDPR enhances data protection obligations for businesses and requires service providers (data processors) processing personal data on behalf of customers to cooperate with European data protection authorities, implement security measures and keep records of personal data processing activities. Noncompliance with the GDPR can trigger fines equal to or greater of €20 million or 4% of global annual revenues. There are also additional EU laws and regulations (and member states implementations thereof) which govern the protection of consumers and of electronic communications. If our efforts to comply with GDPR or other applicable EU laws and regulations are not successful, we may be subject to penalties and fines that would adversely impact our business and results of operations, and our ability to conduct business in the EU could be significantly impaired.

As well, we continue to see jurisdictions imposing data localization laws, which require personal information, or certain subcategories of personal information to be stored in the jurisdiction of origin. These regulations may inhibit our ability to expand into those markets or prohibit us from continuing to offer services in those markets without significant additional costs.

The uncertainty and changes in the requirements of multiple jurisdictions may increase the cost of compliance, delay or reduce demand for our services, restrict our ability to offer services in certain locations, impact our customers' ability to deploy our solutions in certain jurisdictions, or subject us to sanctions, by national data protection regulators, all of which could harm our business, financial condition and results of operations.

Additionally, although we endeavor to have our products and platform comply with applicable laws and regulations, these and other obligations may be modified, they may be interpreted and applied in an inconsistent manner from one jurisdiction to another, and they may conflict with one another, other regulatory requirements, contractual commitments or our internal practices.

We also may be bound by contractual obligations relating to our collection, use and disclosure of personal, financial and other data or may find it necessary or desirable to join industry or other self-regulatory bodies or other privacy or data protection-related organizations that require compliance with their rules pertaining to privacy and data protection.

We expect that there will continue to be new proposed laws, rules of self-regulatory bodies, regulations and industry standards concerning privacy, data protection and information security in the United States, the European Union and other jurisdictions, and we cannot yet determine the impact such future laws, rules, regulations and standards may have on our business. Moreover, existing U.S. federal and various state and foreign privacy and data protection-related laws and regulations are evolving and subject to potentially differing interpretations, and various legislative and regulatory bodies may expand current or enact new laws and regulations regarding privacy and data protection-related matters. Because global laws, regulations and industry standards concerning privacy and data security have continued to develop and evolve rapidly, it is possible that we or our products or platform may not be, or may not have been, compliant with each such applicable law, regulation and industry standard and compliance with such new laws or to changes to existing laws may impact our business and practices, require us to expend significant resources to adapt to these changes, or to stop offering our products in certain countries. These developments could adversely affect our business, results of operations and financial condition.

Any failure or perceived failure by us, our products or our platform to comply with new or existing U.S., EU or other foreign privacy or data security laws, regulations, policies, industry standards or legal obligations, or any security incident that results in the unauthorized access to, or acquisition, release or transfer of, personally identifiable information or other customer data may result in governmental investigations, inquiries, enforcement actions and prosecutions, private litigation, fines and penalties, adverse publicity or potential loss of business.

**Because our revenues are generated in numerous countries, our results of operations could suffer if we are unable to manage international operations effectively.**

Our sales are made in many countries, with different legislation and complex taxation rules and in many states in the United States. Managing our existing international operations and additional international markets requires significant management attention and financial resources. Our ability to penetrate some international markets may be limited due to different technical standards, protocols and requirements for our products in different markets. In addition, conducting our business internationally subjects us to a number of risks, including:

- the burden of compliance with a wide variety of foreign laws and regulations;
- staffing and managing foreign operations; and
- adverse effects of political and economic instability.

**We currently benefit from Israeli tax benefits that may be discontinued or reduced.**

We have derived benefits from various programs, including Israeli tax benefits relating to our “Approved and Preferred Enterprise” programs, and the “Preferred Technological Enterprise” program under the Israel Law for the Encouragement of Capital Investment, 1959.

To be eligible for tax benefits as a “Preferred Technological Enterprise,” we must continue to meet certain conditions. Should it be determined that our Preferred Technological Enterprise programs have not met, or do not meet, the statutory conditions, our income taxes will increase.

**Additional tax liabilities could materially adversely affect our results of operations and financial condition.**

As a global corporation, we are subject to income and other taxes both in Israel and in various foreign jurisdictions. Our domestic and international tax liabilities are subject to the allocation of revenues and expenses in different jurisdictions and the timing of recognizing revenues and expenses. Additionally, the amount of income taxes paid or accrued is subject to our interpretation of applicable laws in the jurisdictions in which we do business. From time to time, we are subject to income and other tax audits in various jurisdictions, the timings of which are unpredictable. While we believe we comply with applicable tax laws, there can be no assurance that a governing tax authority will not have a different interpretation of the law and assess us with additional taxes. Should we be assessed additional taxes, there could be a material adverse effect on our results of operations and financial condition.

**Our business may be negatively affected by exchange rate fluctuations.**

Approximately 52% of our revenues are denominated in Euro, and approximately 44% in U.S. dollars, or dollar. Approximately 22% of our expenses are incurred in New Israeli Shekel, or NIS, and approximately 69% in Euro or linked to the Euro. At the same time, the majority of our cash reserves and investments are denominated in dollars, and our financial statements are denominated in dollars. As a result, we may be negatively affected by fluctuations in the exchange rates between the Euro or the NIS and the dollar. We cannot predict any future trends in the rate of devaluation or appreciation of the NIS or of the Euro against the dollar. If the dollar cost of our operations in Israel increases, our dollar-measured results of operations will be adversely affected. We may choose to limit these exposures by entering into hedging transactions. However, hedging transactions may not enable us to avoid exchange-related losses, and our business may be harmed by exchange rate fluctuations.

**We depend on a limited number of key personnel who would be difficult to replace. If we lose the services of these individuals, our business may be harmed.**

The success of our business depends in large part upon the continuing contributions of our senior management, specifically on the managerial and technical skills of our founder, President and Chief Executive Officer, Ms. Monica Iancu, and other members of our senior management. If either Ms. Iancu or other members of the senior management team are unable or unwilling to continue their employment with us, our business may be harmed.

**If we become subject to a claim of intellectual property infringement, our business may be materially adversely affected.**

If anyone asserts a claim against us relating to proprietary technology or information, we might seek to license the claimant's intellectual property or to develop non-infringing technology. We might not be able to obtain a license on commercially reasonable terms or on any terms. Alternatively, our efforts to develop non-infringing technology could be unsuccessful. Our failure to obtain the necessary licenses or other right or to develop non-infringing technology could prevent us from selling our software and could therefore seriously harm our business.

**We use certain "open-source" software tools that may be subject to intellectual property infringement claims or that may subject our derivative works or products to unintended consequences, possibly impairing our product development plans, interfering with our ability to support our clients or requiring us to allow access to the source code of our products or necessitating that we pay licensing fees.**

Certain of our products contain open-source code and we may use more open-source code in the future. In addition, certain third-party software that we embed in our products contains open-source code. Open-source code is code that is covered by a license agreement that permits the user to liberally use, copy, modify and distribute the software without cost, provided that users and modifiers abide by certain licensing requirements. The original developers of the open-source code provide no warranties on such code.

As a result of the use of open-source software, we could be subject to suits by parties claiming ownership of what they believe to be their proprietary code or we may incur expenses in defending claims alleging non-compliance with certain open-source code license terms. In addition, third-party licensors do not provide intellectual property protection with respect to the open-source components of their products, and we may be unable to be indemnified by such third-party licensors in the event that we or our customers are held liable in respect of the open-source software contained in such third-party software. If we are not successful in defending against any such claims that may arise, we may be subject to injunctions and/or monetary damages or be required to remove the open-source code from our products. Such events could disrupt our operations and the sales of our products, which would negatively impact our revenues and cash flow.

Moreover, under certain conditions, the use of open-source code to create derivative code may obligate us to make the resulting derivative code available to others at no cost. The circumstances under which our use of open-source code would compel us to offer derivative code at no cost are subject to varying interpretations. If we are required to publicly disclose the source code for such derivative products or to license our derivative products that use an open-source license, our previously proprietary software products may be available to others without charge. If this happens, our customers and our competitors may have access to our products without cost to them, which could harm our business. Certain open-source licenses require as a condition to use, modification or distribution of such open-source that proprietary software incorporated into, derived from or distributed with such open-source be disclosed or distributed in source code form, be licensed for the purpose of making derivative works or be redistributable at no charge. The foregoing may under certain conditions be interpreted to apply to our software, depending upon the use of the open-source and the interpretation of the applicable open-source licenses.

We monitor our use of open-source code to avoid subjecting our products to conditions we do not intend. The use of open-source code, however, may ultimately subject some of our products to unintended conditions so that we are required to take remedial action that may divert resources away from our development efforts.

**We are subject to ongoing costs and risks associated with being a public company, including potential lawsuits.**

As an Israeli company subject to U.S. federal securities laws, we spend a significant amount of management time and resources to comply with laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, Securities and Exchange Commission, or SEC, regulations, Nasdaq listing rules and the Israeli Companies Law, 1999, or the Companies Law, or the Israeli Companies Law<sup>7</sup>. In connection with our compliance with Section 404 and the other applicable provisions of the Sarbanes-Oxley Act of 2002, our management and other personnel devote a substantial amount of time to assure that we continue to comply with these requirements. There is no guarantee that these efforts will result in management assurance that our internal control over financial reporting is adequate in future periods. If our internal controls are found to be ineffective in future periods, it could harm our operations, financial reporting or financial results.

Since we are a public company in the United States, the cost of our directors' and officers' liability insurance has significantly increased over recent years, as a result of which we have decided to purchase minimal coverage insurance. Our directors and officers rely on indemnification agreements provided by us. Accordingly, any lawsuits against our directors and officers could result in expensive legal expenses, settlements and judgments that we would be required to bear, which would harm our financial condition.

**Risks Relating to our Billing and Related Services Business**

**System disruptions and failures may result in customer dissatisfaction, customer loss or both, which could materially and adversely affect our reputation and business.**

Our billing systems are an integral part of our customers' business operations. The continued and uninterrupted performance of these systems for our customers is critical to our success. Customers may become dissatisfied by any system failure that interrupts our ability to provide services to them.

Our ability to serve our customers depends on our ability to protect our systems and infrastructure against damages and unexpected adverse events. We also depend on various cloud providers and co-location datacenter providers which provide us environments, tools and applications on which we provide our products. Although we maintain insurance that we believe is appropriate for our business and industry, such coverage may not be sufficient to compensate for any significant losses that may occur as a result of any of these events. In addition, we have experienced systems outages and service interruptions in the past, none of which has had a material adverse effect on us. However, a prolonged system-wide outage or frequent outages could cause harm to our customers and to our reputation and reduce the attractiveness of our services significantly, which could result in decreased demand for our products and services and could cause our customers to make claims against us for damages allegedly resulting from an outage or interruption. Any damage or failure that interrupts or delays our operations could result in material harm to our business and expose us to material liabilities.

**The customer base for our billing and customer care products is characterized by small to medium size communication service providers, or CSPs. If this market segment fails to grow, the demand for our billing and customer care software would diminish substantially.**

Our billing and customer care products target small to medium size carriers. Our growth in this field depends on continued growth of carriers of this size. We cannot be certain that carriers of this size will be able to successfully compete with large CSPs. If this market segment fails to grow, the demand for our billing and customer care software would diminish substantially and our business would suffer. In addition, there may never be significant demand for new billing and customer care software by providers of telecom services.

**If we experience loss of one or more existing billing customers, we may suffer a decrease in revenues, reputation and profitability.**

A significant part of our revenues is derived from our existing customer base, maintenance agreements, customizations and additional professional services. Small service providers may be acquired by larger carriers and replace our solutions with the buyer's existing billing platform, cease operations due to lack of funding, or terminate their relationship with us due to their financial condition, loss of market share and competitive pricing, as occurred with customers of ours over the years. If one or more customers cease using our solutions or services due to replacements or any other reason, our business and results of operations would suffer.

**From time to time, our billing software and the systems into which it is integrated contain undetected errors. This may cause us to experience a significant decrease in market acceptance and use of our software products and we may be subject to warranty and other liability claims.**

From time to time, our billing software, as well as the systems into which it is integrated, contains undetected errors. Because of this integration, it can be difficult to determine the source of the errors. Also, from time to time, hardware systems we resell contain certain defects or errors. As a result, and regardless of the source of the errors, we could experience one or more of the following adverse results:

- diversion of our resources and the attention of our personnel from our research and development efforts to address these errors;
- negative publicity and injury to our reputation that may result in loss of existing or future customers; and
- loss of or delay in revenue and loss of market share.

In addition, we may be subject to claims based on errors in our software or mistakes in performing our services. Our licenses and agreements generally contain provisions such as disclaimers of warranties and limitations on liability for special, consequential and incidental damages, designed to limit our exposure to potential claims. However, not all of our contracts contain these provisions and we cannot assure you that the provisions that exist will be enforceable. In addition, while we maintain product liability and professional indemnity insurance, we cannot assure you that this insurance will provide sufficient, or any, coverage for these claims. A product liability or professional indemnity claim, whether or not successful, could adversely affect our business by damaging our reputation, increasing our costs, and diverting the attention of our management team.

#### **Risks Relating to our Messaging Business**

**Our messaging business depends on customers increasing their use of our messaging products, and any loss of customers or decline in their use of our products could materially and adversely affect our business, results of operations and financial condition.**

Our ability to grow our mobile messaging business and generate incremental revenue depends, in part, on our ability to maintain and grow our relationships with existing messaging customers and to have them increase their usage of our messaging platform. If our customers do not increase their use of our messaging products, then our revenue may decline and our results of operations may be harmed. Messaging customers are charged based on the usage of our products. Most of these customers do not have long-term contractual financial commitments to us and, therefore, they may reduce or cease their use of our products at any time without penalty or termination charges. Messaging customers may terminate or reduce their use of our products for any number of reasons, including if they are not satisfied with our products, the value proposition of our products or our ability to meet their needs and expectations. We cannot accurately predict customers' usage levels, and the loss of customers or reductions in their usage levels of our products may each have a negative impact on our business, results of operations and financial condition. If a significant number of messaging customers cease using, or reduce their usage of our products, it could harm our operations, financial reporting or financial results.

**If we are unable to attract new messaging customers in a cost-effective manner, then our business, results of operations and financial condition would be adversely affected.**

In order to grow our messaging business, we must continue to attract new customers in a cost-effective manner. We use a variety of marketing channels to promote our messaging products and platform, such as regional customer events and telemarketing campaigns. We will incur marketing expenses before we are able to recognize any revenue that the marketing initiatives may generate, and these expenses may not result in increased revenue or brand awareness. We may make significant expenditures and investments in new marketing campaigns, and we cannot guarantee that any such investments will lead to the cost-effective acquisition of additional customers. If we are unable to maintain effective marketing programs, then our ability to attract new customers could be materially and adversely affected, our marketing expenses could increase substantially and our results of operations may suffer.

**If we are unable to increase adoption of our messaging products by enterprises, our business, results of operations and financial condition may be adversely affected.**

Our ability to increase the customer base of our messaging business, especially among enterprises, and achieve broader market acceptance of our messaging products will depend, in part, on our ability to effectively organize, focus and train our sales and marketing personnel.

As we seek to increase the adoption of our messaging products by enterprises, we expect to incur higher costs and longer sales cycles. In the enterprise market segment, the decision to adopt our products may require the approval of multiple technical and business decision makers, including security, compliance, procurement, operations and IT. In addition, while enterprise customers may quickly deploy our products on a limited basis before they will commit to deploying our products at scale, they often require extensive education about our products and significant customer support time, engage in protracted pricing negotiations and seek to secure readily available development resources. In addition, sales cycles for enterprises are inherently more complex and less predictable, and some enterprise customers may not use our products enough to generate revenue amounts that justify our cost to acquire such customers. In addition, these complex and resource intensive sales efforts could place additional strain on our product and engineering resources. Further, enterprises, including some of our customers, may choose to develop their own messaging solutions that do not include our products. They also may demand reductions in pricing as their usage of our products increases, which could have an adverse impact on our gross margin. As a result of our limited experience selling and marketing messaging products to enterprises, our efforts to sell to these potential customers may not be successful. If we are unable to increase the messaging revenue that we derive from enterprises, then our business, results of operations and financial condition may be adversely affected.

**To deliver our messaging products, we rely on network service providers for our messaging services.**

We currently interconnect with network service providers around the world to enable the use by our customers of our messaging products over their networks. We expect that we will continue to rely heavily on network service providers for these services going forward. Our reliance on network service providers has reduced our operating flexibility, ability to make timely service changes and control quality of service. In addition, the fees that we are charged by network service providers may change daily or weekly, while we do not typically change our customers' pricing as rapidly.

Furthermore, many of these network service providers do not have long-term committed contracts with us and may terminate their agreements with us without notice or restriction. If a significant portion of our network service providers stop providing us with access to their infrastructure, fail to provide these services to us on a cost-effective basis, cease operations or otherwise terminate these services, the delay caused by qualifying and switching to other network service providers could be time consuming and costly and could adversely affect our business, results of operations and financial condition. Further, if problems occur with our network service providers, it may cause errors or poor-quality communications with our products, and we could encounter difficulty identifying the source of the problem. The occurrence of errors or poor quality communications on our messaging products, whether caused by our platform or a network service provider, may result in the loss of our existing customers or the delay of adoption of our products by potential customers and may adversely affect our business, results of operations and financial condition.

**We may have to lower our prices for messaging products or change our pricing model from time to time.**

We charge our customers based on their use of our messaging products. We expect that we may need to change our pricing from time to time. In the past we have sometimes reduced our prices either for individual customers in connection with long-term agreements or for a particular product. One of the challenges to our pricing is that the fees that we pay to network service providers over whose networks we transmit communications can vary daily or weekly and are affected by volume and other factors that may be outside of our control and difficult to predict. This can result in us incurring increased costs that we may be unable or unwilling to pass through to our customers, which could adversely impact our business, results of operations and financial condition.

Further, as competitors introduce new messaging products or services that compete with ours or reduce their prices, we may be unable to attract new customers or retain existing customers based on our historical pricing. As we expand internationally, we also must determine the appropriate price to enable us to compete effectively internationally. Moreover, enterprises, which are a primary focus for our direct sales efforts for our messaging products, may demand substantial price concessions. In addition, if the mix of products sold changes, including for a shift to IP-based products, then we may need to, or choose to, revise our pricing. As a result, in the future we may be required or choose to reduce our prices or change our pricing model, which could adversely affect our business, results of operations and financial condition.

**Defects or errors in our messaging products could diminish demand for these products, harm our business and results of operations and subject us to liability.**

Our customers use our messaging products for important aspects of their businesses, and any errors, defects or disruptions to our products and any other performance problems with our products could damage our customers' businesses and, in turn, hurt our brand and reputation. We provide regular updates to our messaging products, which may contain undetected errors, failures, vulnerabilities and bugs when first introduced or released. Real or perceived errors, failures or bugs in our products could result in negative publicity, loss of or delay in market acceptance of our messaging platform, loss of competitive position, lower customer retention or claims by customers for losses sustained by them. In such an event, we may be required, or may choose, for customer relations or other reasons, to expend additional resources in order to help correct the problem. In addition, we may not carry insurance sufficient to compensate us for any losses that may result from claims arising from defects or disruptions in our products. As a result, our reputation and our brand could be harmed, and our business, results of operations and financial condition may be adversely affected.

**We face a risk of litigation resulting from customer misuse of our messaging software to send unauthorized messages in violation of applicable laws.**

The actual or perceived improper sending of messages with our messaging software may subject us to potential risks, including liabilities or claims relating to consumer protection laws. For example, the U.S. Telephone Consumer Protection Act of 1991 restricts telemarketing and the use of automatic SMS text messages without proper consent. The scope and interpretation of the laws that are or may be applicable to the delivery of messages are continually evolving and developing. If we do not comply with these laws or regulations or if we become liable under these laws or regulations due to the failure of our customers to comply with these laws by obtaining proper consent, we could face direct liability.

In addition, if our customers' use of our messaging products will not adhere to privacy regulations and messaging rules, they and us may be blocked from sending more messages through specific channels and may be fined for such conduct. Our failure to prevent such infringements could have a material adverse effect on our business.



**System disruptions and failures may result in customer dissatisfaction, customer loss or both, which could materially and adversely affect our reputation and business.**

We provide real time messaging services to our customers. The continued and uninterrupted performance of these services for our customers is critical to our success. Customers may become dissatisfied by any service failure that interrupts their business, which could lead them to stop using our messaging services. This could materially and adversely affect our reputation and business.

**Changes to regulations or technology vendor rules could materially and adversely affect our business.**

We use messaging technologies and products, such as SMS and WhatsApp, to deliver messages from our customers to consumers. Changes in rules and regulations may prevent us from using some services, which may block our ability to grow our services and have a material adverse effect on our business.

**Risks Relating to our Ordinary Shares**

**Our share price has fluctuated and could continue to fluctuate significantly.**

The market for our ordinary shares, as well as the prices of shares of other technology companies, has been volatile. The price of our ordinary shares has fluctuated significantly over the years.

We do not control these matters and any of them may adversely affect our share price. In addition, trading in shares of companies listed on the Nasdaq Global Market in general and trading in shares of technology companies in particular has been subjected to extreme price and volume fluctuations that have been unrelated or disproportionate to operating performance. These broad market and industry factors may depress our share price, regardless of our actual operating results. Given the likely volatility that exists for our ordinary shares, sales of a substantial number of our ordinary shares could cause the market price of our ordinary shares to decline.

**If we are characterized as a passive foreign investment company, our U.S. shareholders will be subject to adverse tax consequences.**

If, for any taxable year, either (i) 75% or more of our gross income is passive income; or (ii) 50% or more of our assets, averaged over the year and generally determined based upon value, including cash (even if held as working capital), produce or are held to produce passive income, we may be characterized as a “passive foreign investment company”, or PFIC for United States federal income tax purposes. For this determination, passive income includes dividends, interest, royalties, rents, annuities and the excess of gain over losses from the disposition of assets that produce passive income.

As a result of our cash position and the value of our assets, we may be deemed to be a PFIC for U.S. federal income tax purposes.

If we are characterized as a PFIC, our shareholders who are residents of the United States will be subject to adverse U.S. tax consequences. Our treatment as a PFIC could result in a reduction in the after-tax return to shareholders resident in the United States and may cause a reduction in the value of our shares. If we were to be treated as a PFIC, our shareholders will be required, absent certain elections, to pay an interest charge together with tax calculated at the then prevailing highest tax rates on ordinary income on certain “excess distributions” including any gain on the sale of Ordinary Shares. The consequences of holding shares in a PFIC are described below under “Additional Information - United States Federal Income Tax Consequences - Passive Foreign Investment Companies.” Prospective investors should consult with their own tax advisors with respect to the tax consequences applicable to them of investing in our Ordinary Shares.

**Our articles of association provide that unless we consent to an alternative forum, the federal district courts of the United States shall be the exclusive forum for the resolution of any claims arising under the Securities Act of 1933, as amended, or the Securities Act, which may limit the ability of our shareholders to initiate litigation against us or increase the cost thereof.**

Our articles of association provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States shall be the exclusive forum for the resolution of any claims arising under the Securities Act. Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions, and accordingly, both state and federal courts have jurisdiction to entertain such claims. While the federal forum provision in our amended and restated articles does not restrict the ability of our shareholders to bring claims under the Securities Act, we recognize that it may limit shareholders' ability to bring a claim in the judicial forum that they find favorable and may increase certain litigation costs, which may discourage the filing of claims under the Securities Act against the Company, its directors and officers. However, the enforceability of similar forum provisions (including exclusive federal forum provisions for actions, suits or proceedings asserting a cause of action arising under the Securities Act) in other companies' organizational documents has been challenged in legal proceedings, and there is uncertainty as to whether courts would enforce the exclusive forum provision that we propose to add to our articles of association. If a court were to find the choice of forum provision contained in our articles of association to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could materially adversely affect our business, financial condition and results of operations.

### **Risks Relating to Our Location in Israel**

**Potential political, economic and military conditions concerning Israel may harm our operating results.**

Most of our senior management is located in Israel. Accordingly, our operating results are directly influenced by economic, political and military conditions in and relating to Israel. Since the establishment of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors, Hamas (an Islamist militia and political group in the Gaza Strip) and Hezbollah (an Islamist militia and political group in Lebanon). In addition, Iran has threatened to attack Israel and is believed to be developing nuclear weapons. Iran is also believed to have a strong influence among parties hostile to Israel in areas that neighbor Israel, such as the Syrian government, Hamas in Gaza and Hezbollah in Lebanon. Any armed conflicts or political instability in the region, including an increase in the degree of violence between Israel and the Palestinians, could negatively affect business conditions and harm our results of operations. Furthermore, several countries, companies and trade groups restrict business with Israel and Israeli companies, and additional countries, companies and trade groups may restrict doing business with Israel and Israeli companies for political reasons. These restrictive laws and policies may seriously harm our operating results, financial condition or the expansion of our business. In addition, critics of the proposed judicial reforms in Israel warn that such reforms, if not moderated prior to enactment, may weaken Israel's democratic institutions and therefore harm its economy. The situation in Israel or the region could adversely affect our operations if our customers and/or strategic partners believe that instability could affect our ability to fulfill our commitments.

**It may be difficult to enforce a U.S. judgment against us, our officers and directors or to assert U.S. securities laws claims in Israel.**

We are incorporated in the State of Israel. Substantially most of our executive officers and directors are nonresidents of the United States, and a substantial portion of our assets and the assets of these persons are located outside the United States. Therefore, it may be difficult for a shareholder, or any other person or entity, to collect a judgment obtained in the United States against us or any of these persons, or to effect service of process upon these persons in the United States.

We have been informed by our legal counsel in Israel that it may be difficult to bring original actions in Israel to enforce civil liabilities under the Securities Act and the Securities Exchange Act of 1934, as amended, or the Exchange Act. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws because Israel is not the most appropriate forum to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law. There is little binding case law in Israel addressing these matters.

Subject to specified time limitations and legal procedures, under the rules of private international law currently prevailing in Israel, Israeli courts may enforce a U.S. judgment in a civil matter, including judgments based upon the civil liability provisions of the U.S. securities laws and including a monetary or compensatory judgment in a non-civil matter, provided that the following key conditions are met:

- subject to limited exceptions, the judgment is final and non-appealable;
- the judgment was given by a court competent under the laws of the state of the court and is otherwise enforceable in such state;
- the judgment was rendered by a court competent under the rules of private international law applicable in Israel;
- the laws of the state in which the judgment was given provide for the enforcement of judgments of Israeli courts;
- adequate service of process has been effected and the defendant has had a reasonable opportunity to present his arguments and evidence;
- the judgment and its enforcement are not contrary to the law, public policy, security or sovereignty of the State of Israel;
- the judgment was not obtained by fraud and does not conflict with any other valid judgment in the same matter between the same parties; and
- an action between the same parties in the same matter was not pending in any Israeli court at the time the lawsuit was instituted in the U.S. court.

**Provisions of Israeli law and our articles of association may delay, prevent or make difficult a change of control and therefore may depress the price of our stock.**

Some of the provisions of our articles of association and Israeli law could, together or separately:

- discourage potential acquisition proposals;
- delay or prevent a change in control; and
- limit the price that investors might be willing to pay in the future for our ordinary shares.

In particular, our articles of association provide that our board of directors will be divided into three classes that serve staggered three-year terms and authorize our board of directors to adopt protective measures to prevent or delay a coercive takeover, including without limitation the adoption of a “Shareholder Rights Plan.” In addition, Israeli corporate law regulates mergers and acquisitions of shares through tender offers, requires approvals for transactions involving significant shareholders and regulates other matters that may be relevant to these types of transactions. See Item 10.B “Memorandum and Articles of Associations - Mergers and Acquisitions under Israeli Law.” Furthermore, Israeli tax law treats stock-for-stock acquisitions between an Israeli company and a foreign company less favorably than does U.S. tax law. For example, Israeli tax law may subject a shareholder who exchanges his ordinary shares for shares in another corporation to taxation prior to the sale of the shares received in such stock-for stock swap.

**Our articles of association provide that the competent courts of Tel Aviv, Israel are the exclusive forum for substantially all disputes between us and our shareholders under the Companies Law and the Securities Law, which could limit our shareholders’ ability to bring claims and proceedings against us, our directors, officers and other employees.**

Our articles of association provide that the competent courts of Tel Aviv, Israel are the exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of fiduciary duty owed by any of our directors, officers or other employees to the Company or to our shareholders, or (iii) any action asserting a claim arising pursuant to any provision of the Companies Law or the Israeli Securities Law, 1968, or the Securities Law. This exclusive forum provision applies to claims arising under Israeli law and would not apply to claims brought pursuant to the Securities Act or the Exchange Act or any other claim for which federal courts would have exclusive jurisdiction. Such exclusive forum provision does not relieve us of our duties to comply with federal securities laws and the rules and regulations thereunder, and our shareholders will not be deemed to have waived our compliance with these laws, rules and regulations. This exclusive forum provision may limit a shareholder’s ability to bring a claim in a judicial forum of its choosing for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us, our directors, officers and employees.

## **Item 4. Information on the Company**

### **A. History and Development of the Company.**

#### **General**

Our name is MIND C.T.I. Ltd. for both legal as well as commercial purposes. We were incorporated under the laws of the State of Israel on April 6, 1995 as a company with limited liability, and we are subject to the Israeli Companies Law and the regulations promulgated thereunder. Our principal executive offices are located at 2 HaCarmel Street, Yoqneam 2066724, Israel. Our telephone number is +972 4 993 6666. Our agent in the United States is MIND Software, Inc. and its principal offices are located at 10306 Eaton Pl., Suite 300, Fairfax, VA 22030, USA.

#### **Principal Capital Expenditures**

During 2022, 2021 and 2020, the aggregate cash amount of our capital expenditures was \$130 thousand, \$82 thousand, and \$68 thousand, respectively. These expenditures were mainly for the purchase of equipment and licenses for software tools to be used by our engineering teams. We currently have no material commitments for capital expenditures.

### **B. Business Overview**

#### **Overview**

We develop, manufacture, market and implement convergent billing and customer care software solutions for communication service providers, including traditional wireline and wireless, voice over IP, or VoIP, broadband IP network operators, wireless internet service providers, or WISPs, LTE operators, cable operators and mobile virtual network operators, or MVNOs.

Our convergent billing and customer care solution supports multiple services, including voice, data and content services as well as prepaid, postpaid and pay-in-advance payment models in a single platform. It includes a powerful workflow engine to support the implementation of business processes, such as subscriber registration, order management, trouble ticket and debt collection, providing a high level of customization to our customer operation flows.

It also includes an integral point of sale (POS) solution that extends our offering to cover all dealer, store and cashier management and sales cycle related activities. Our solution is built upon a multi-layered architecture supporting real-time distributed processing, achieving high performance, scalability and high availability.

MINDBill can be installed on-premises or in a cloud environment.

As part of our offering, we provide professional services, primarily to our billing and customer care customers, consisting of turnkey project delivery, customer support and maintenance services, integration, customizations and project management. Our professional services also include enhanced support options, known as managed services, which are performed from our offices. These managed services include performing day to day billing operational tasks.

In addition to our billing and customer care solutions, we offer unified communications analytics solutions and call accounting systems, which we call PhonEX ONE. PhonEX ONE is used by organizations around the world for call accounting, telecom expense management, traffic analysis and fraud detection. PhonEX ONE delivers a full-management solution including real-time and historical data dashboards, providing in-depth analysis of every session type specific to unified communications as well as traditional/VoIP PBXs, for monitoring and optimizing telephony communication networks and unified communications platforms. The flexible and scalable architecture of PhonEX ONE meets the needs of large enterprises, supporting an unlimited number of extensions, users and sites, it provides full functionality through a web browser, based on Microsoft SQL database and the advanced ASP.NET technology.

In addition, from 2019, following the acquisitions of Message Mobile GmbH, or Message Mobile and GTX GmbH, or GTX, we offer enterprise messaging services and wholesale messaging services.

Our enterprise mobile messaging platform enables enterprises to easily communicate with clients and partners via text / SMS, instant messaging or voice. The platform may be integrated with the customers' CRM or marketing automation platforms. The messaging services are used by businesses for direct communication with their customers for several reasons, such as customer care, notifications, appointments, OTPs (one-time passwords) and marketing.

Our wholesale mobile messaging business offers wholesale messaging services and messaging termination services on our software platform. The software is designed to provide advanced routing functionality enabling us to offer competitive wholesale and termination prices to other aggregators and service providers. The payment for the wholesale and termination services is based on volume (number of messages) and is being calculated and paid every month. In most cases, there are long-term contracts with other aggregators for the wholesale and termination services, but the prices are being negotiated ad-hoc based on demand.

## **Our Market Opportunity**

### *Billing and Customer Care Industry*

Billing and customer care are critical to telecommunications service providers as they enable them to manage customer relations, track and bill for usage, and launch, deploy and charge new services and bundles, marketing programs and rate plans. The need for comprehensive billing solutions is driven by the market trend that requires service providers to introduce new services, to be innovative in creating new product offerings and to optimize business processes for maximum efficiency. We provide tier 2 and tier 3 service providers with flexible, easy to deploy, truly convergent and scalable billing solutions.

From time to time, telecommunications service providers initiate searches for billing solutions to replace existing ones in order to offer additional services, reduce costs and improve service. In addition, our existing customers occasionally consider adding new modules that we developed to their existing platform, replacing other vendors or migrating to a newer version with up-to-date technology and enhanced functionality.

Also, from time to time, new providers surface and introduce new offering to the market or try to attract a specific targeted customer base. They build new infrastructure or resell traffic and initiate searches for billing solutions.

### *Mobile Messaging*

The global messaging market, via SMS and IP messaging, is growing, with new use cases added every year and enterprises moving their operation and marketing activities from traditional mail and email channels to mobile messaging technologies. Application to person, or A2P, messaging continues to grow as the most effective way for businesses to engage with consumers and is also believed to be the most trusted form of communication. Our Communications Platform as a Service, or CPaaS, provides simple APIs with well-defined ways to easily integrate messaging into the enterprise's legacy systems (such as CRM) or our own applications. Our platform helps our customers to reduce costly in-house development and the need to negotiate complex commercial agreements with service providers.

## Our Strategy

Our objective is to be a leader in the market for convergent billing and customer care software for tier 2 and tier 3 service providers, to increase our presence in mobile messaging and to remain as profitable as possible in an increasingly competitive environment.

We introduced our billing and customer care software in 1997. We believe that our customer base, high customer satisfaction and our reputation for offering high quality, reliable platform provide us with brand name recognition. We continually invest in research and development to enhance our products with additional modules to address the digitalization of the telecom industry.

The key elements of our strategy to increase our presence in mobile messaging include:

- *Expand through acquisitions.* We believe that A2P messaging needs are increasing worldwide, be it in SMS or in IP messaging. This market is consolidating, as most of our competitors are very active and successful in executing their acquisition strategy. We intend to continue targeting potential acquisitions that could benefit our growth;
- *Provide multi-channel messaging solutions.* We intend to continue to develop our platform to support multiple messaging channels such as SMS, WhatsApp, RCS, Telegram and others in order to provide to our customers multiple messaging options for personal mobile communication; and

### *Billing and Customer Care Solutions*

The key functionalities of our billing and customer care solutions are as follows:

- *Mediation.* Providing real-time and batch event collection, interfacing with the voice, content, data, service delivery and routing network elements;
- *Provisioning.* Setting up the ability of a subscriber to use services, enabling features and quantitative limits on network elements and legacy billing solutions;
- *Authentication, Authorization and Accounting.* Authenticating subscribers, authorizing a particular usage and calculating the amount to be charged to the subscriber;
- *Interconnect Billing.* MINDBill generates reports that enable providers to bill for traffic and services that are being transported across their networks by other providers;
- *Roaming.* MINDBill provides the ability to define and manage the required roaming contract terms and the applicable tariff plan for each roaming partner;
- *Virtual Providers.* MINDBill allows carriers to have resellers of traffic under different brand names and manage them as Virtual Providers;
- *Multiple Services and Products Support.* MINDBill allows CSPs to provide all types of services and bundle them into packages with special rates, discounts and promotions;
- *On-Line-Charging (OCS).* Flexible real-time rating engine that facilitates a wide variety of billing plans and tariff parameters, content-based rates, rates based on the day of the week, time of the day, call origin and destination and multi-currency rates for international services;

- *Invoicing*. Support for all stages of invoice generation, multiple billing cycles and invoice on demand. Invoices can be printed locally or exported to printing service bureaus, using a customizable invoice layout;
- *Account Receivables (A/R)*. MINDBill manages all A/R activities, supports multiple payment methods and a built-in debt collection process;
- *Collection procedures*. Flexible collection solution that provides full monitoring and control of the collection treatment (dunning process);
- *Customer Support Representative Web Interface*. User-friendly web interface that allows operators to perform all customer care operations from any location;
- *Self-Care Web Interface*. Subscriber web interface that allows subscribers to obtain information about their account, including invoices, payments and usage details. Subscribers can also make payments and update subscription details;
- *E-commerce Web Interface*. New module that supports the entire sales cycle of plans, devices and accessories;
- *Point of Sale (POS)*. Our POS enables operators to offer their products and services in retail stores, selling services, equipment and accessories to new and existing customers. POS integrates with external systems, such as credit card clearinghouses, external taxation engines, field service solutions and address validation systems;
- *Business Processes Workflow Environment*. Creating tailored business processes such as customer onboarding, managing subscriptions, trouble tickets and debt collection; and
- *Monitoring*. MINDBill includes a monitoring tool that enables 24x7 operational control, proactive monitoring and historical analysis of the platform's behavior.

#### *Enterprise Software*

Our enterprise product, known as PhonEX ONE, is used by corporations for telecom expense management, call accounting, traffic analysis and fraud detection. It allows organizations to more effectively manage their telecommunications resources. PhonEX ONE is a call management system that collects, records and stores all call information and enables:

- to generate near real-time reports on the enterprise's communication use;
- monitor quality of experience;
- track agent's performance in contact centers;
- produce sophisticated reports and graphics for easy and effective analysis of call activity; and
- allocate telephone expenses to specific departments, individual clients or projects.

PhonEX ONE can be installed on-premises or in a cloud environment.



Some of its major advantages are:

- *Quality of Service (QoS) Monitoring.* PhonEX ONE enables quantification of the user's perceived audio call quality so the organization can ensure the relevant communication quality of experience of its contact centers, calls between branches, out-going calls, etc.;
- *User centric.* The PhonEX ONE user-centric architecture provides a consolidated solution for the collection, analysis, reporting, and managing of all the telecommunication and data traffic expenses;
- *Dashboard.* A visual representation of the most significant information regarding calls, a useful tool that helps administrators to get a quick and relevant image of the general system activity. The Dashboard can quickly provide - through its graphical and non-graphical monitors - a snapshot over the outgoing and incoming calls, traffic and exceptions as well as several top requested reports;
- *Multi-site solution.* The PhonEX ONE scales to support large multi-site organizations using voice and data equipment from multiple vendors. PhonEX ONE supports complex hierarchies on which any employee can be associated to any branch of the organization and under a separate matrix to any corporate department;
- *ASP.NET and MS-SQL database.* PhonEX ONE is designed using the Microsoft .Net technology and has extensive configuration capabilities using XML files with server – client interaction;
- *Certification by IP switch vendors.* PhonEX ONE is interoperable and certified on a timely manner with new releases of IP switch vendors, including Cisco and Microsoft;
- *Enhanced security.* PhonEX ONE security management includes user authentication, security group restrictions, event log monitoring and encryption methodology of data base entries. This management tool enables a secure and easy control over the system;
- *Modular architecture supporting high scalability.* The PhonEX ONE's scalable system architecture supports an unlimited number of sites and extensions;
- *Guard and Alerter.* The PhonEX ONE Guard and Alerter provide sophisticated tools for fraud prevention, alerting on phone misuse, budget surpass, possible toll fraud or other abnormal behaviors within the organization; and
- *Multilingual and multicurrency.* The built-in support of multiple languages and multiple currencies enables telecom expense management for multinational organizations.

#### *Mobile Messaging*

Following the acquisition of Message Mobile and GTX in 2019, we offer messaging solutions to enterprise and wholesale customers. We plan to expand the range of services we offer and the technological vehicles used to deliver them to our customers, and to increase the rate of new customer acquisition by facilitating self-registration and on-boarding for new customers, and by offering competitive pricing and quality services.

## **Technology**

Our software products are based on an open architecture, which was developed using industry standard API that enables it to readily integrate with other software applications. These application program interfaces create an object-oriented, multi-layered architecture that support a distributed environment. Our object-oriented technology enables the design and implementation of software utilizing reusable business objects rather than complex procedural codes. We implement our software in a distributed configuration. This allows further customization and solution adjustment based on modules to be installed on different servers to support the system's scalability and security. We utilize a business processes workflow environment that facilitates the implementation of tailored and automated business processes to fit our customers' unique business rules.

We believe that our technology allows us to offer products with the following benefits:

- fast integration and interoperability with telecommunications equipment of major manufacturers, legacy systems and external software;
- modular architecture that allows our products to be easily scalable and enables us to customize our software relatively quickly;
- reliable products that support high availability of the service for mission-critical applications; and
- security at all levels of the architecture.

Our messaging services are based on our modern, cloud-based messaging platforms developed by our subsidiaries in Germany.

## **Sales and Marketing**

We conduct our sales and marketing activities primarily directly. We also work with appointed distributors and resellers throughout the world.

Our marketing programs are focused on creating awareness, interest and preference for our products and services. We engage in a variety of marketing activities, including:

- participating in industry trade shows and special events; and
- conducting ongoing public and press relations programs.

## Principal Markets

The following table shows our revenues for each of the past three years classified by type of revenue and geographic region.

	Years Ended December 31,		
	2022	2021	2020
	(dollars in thousands)		
The Americas (total)	\$ 8,536	\$ 9,421	\$ 10,355
Sale of Licenses	64	72	482
Services	8,472	9,349	9,873
Asia Pacific and Africa (total)	808	838	392
Sale of Licenses	139	88	97
Services	669	750	295
Europe (total)	11,382	14,702	11,734
Sale of Licenses	297	792	513
Services	11,085	13,910	11,221
Israel (total)	825	1,366	893
Sale of Licenses	111	596	274
Services	714	770	619
Total	21,551	26,331	23,374
Sale of Licenses	611	1,548	1,366
Services	20,940	24,783	22,008

## Customers

### *Billing and Customer Care Solutions*

Our billing and customer care solutions have been installed for a large base of customers worldwide, including:

- Traditional telephony providers that evolved into quad-play providers, offering wireless, wireline, cable, content and internet services, such as Moldtelecom, Belize Telemedia and Docomo Pacific;
- Wireless telephony providers, LTE operators and MVNO's, such as KDDI America, Inc. and Chat Mobility;
- Cable providers that also offer voice services, such as EastLink; and
- Mobile Virtual Network Enablers (MVNEs), such as Pelephone Communications Ltd.

### *Enterprise Software*

Our enterprise software products have been installed for a large base of customers worldwide, including international banking firms, global technology leaders, government agencies and other thousands of small to very large organizations.

### *Messaging Services*

Our messaging solutions are used by more than 100 enterprise customers, mostly in Germany.

## Competition

### *Billing and Customer Care Solutions*

Competition in the market for billing and customer care software is intense and we expect competition to continue to be strong.

We believe that our competitive advantage is based on:

- our ability to rapidly deploy a complete turn-key product-based solution;
- our truly convergent platform using one database and one product catalog for both prepaid and postpaid subscribers;
- our solutions' functionality, which includes billing, customer care, point-of-sale, mediation, provisioning, online charging for multiple services and online store (eCommerce) modules;
- our proven platform and our many years of experience to satisfy customer requirements; and
- our flexibility to meet customer requirements in a short time frame.

Some of our competitors have greater financial, technical, sales, marketing and other resources and greater name recognition than we do. Some of our competitors have lower cost structure and compete with us on pricing. Current and potential competitors have established, and may establish in the future, cooperative relationships among themselves or with third parties to increase their ability to address the needs of prospective customers. Accordingly, new competitors or alliances among competitors may emerge and rapidly acquire significant market share and their solutions could achieve greater market acceptance than our solutions.

### *Enterprise Software*

Our competitors in the market for enterprise software products are mainly local companies. To compete effectively, companies must be able to offer adequate technical support and ongoing product development. In addition, multinational companies prefer call accounting systems that can be installed at their various offices throughout the world, and therefore require call accounting products that are multilingual and support the local telecommunication requirements. The principal factors upon which we compete are scalability, ease of use, being certified by major IP switch vendors and the multi-lingual and multi-currency nature of our system.

### *Messaging*

Our competition in the messaging market comes from a few international companies, such as Sinch AB and CM.com, and from many small, local service providers in Germany. Our competitive advantage is based on a combination of technology and service – our ability and will to tailor our services to the needs of enterprise customers.

### C. Organizational Structure

Set forth below is a list of our significant subsidiaries:

- MIND Software Limited, a wholly owned subsidiary, incorporated in the United Kingdom;
- MIND Software, Inc., a wholly owned subsidiary, incorporated in the State of Delaware;
- MIND Software SRL., a wholly owned subsidiary of MIND Software Limited, incorporated in Romania;
- MIND CTI GmbH, a wholly owned subsidiary, incorporated in Germany;
- Message Mobile GmbH, a wholly owned subsidiary of MIND CTI GmbH, incorporated in Germany; and
- GTX GmbH, a wholly owned subsidiary of MIND CTI GmbH, incorporated in Germany.

### D. Property, Plant and Equipment

Our headquarters are located in Yoqneam, Israel, approximately 50 miles north of Tel Aviv. We lease approximately 5,800 square feet at our Yoqneam headquarters and approximately 3,000 square feet in Luneburg, Germany. We also lease approximately 7,900 square feet in Iasi, Romania and approximately 7,400 square feet in Suceava, Romania. The offices in Iasi and Suceava are used primarily for software development and for customer support.

#### Item 4A. Unresolved Staff Comments

Not applicable.

#### Item 5. Operating and Financial Review and Prospects

The following discussion and analysis of our financial condition and results of operations should be read together with our audited consolidated financial statements and the related notes included elsewhere in this annual report. The following discussion contains forward-looking statements that are based upon our current expectations and are subject to uncertainty and changes in certain circumstances. Actual results may differ materially from these expectations due to inaccurate assumptions and known or unknown risks and uncertainties, including those identified under “Forward-Looking Statements and Summary Risk Factors” and under “Risk Factors” elsewhere in this annual report.

#### Overview

We were incorporated in Israel in 1995 and started providing our enterprise software products in that year. In 1997, we introduced our billing and customer care software for Voice over IP. We have enhanced our billing solutions since then to support multiple IP services, wireless and wireline carriers and triple play (voice, data and content) service providers. Following the acquisitions completed during 2019 (see below), we, together with our subsidiaries, also provide enterprise and wholesale messaging, communication solutions.

On March 25, 2019, we acquired Message Mobile GmbH, a leading provider of enterprise messaging, communication and payment solutions, based in Germany, with more than 15 years’ experience in the mobile industry. Its messaging platform enables enterprises to easily communicate with clients and partners via text / SMS, voice and instant messaging services like WhatsApp, Facebook Messenger and Telegram.

On September 25, 2019, we acquired GTX GmbH, a company based in Germany offering global SMS services for B-2-B customers, providing business partners a robust and easy-to-use system to send SMS messages to end-users at the best possible quality and attractive pricing, acting as a one-stop-platform for clients aiming to extend their messaging activities on different channels, e.g., WhatsApp, Chatbot on Messenger and Rich Communication Services (RCS).

In 2022, 54% of our total revenues were derived from providing our billing and customer care software, 35% of our total revenues were derived from enterprise messaging and payment solutions and 11% of our total revenues were derived from providing our enterprise software. In 2022, services represented 97% of our total revenues and license fees represented 3% of our total revenues.

In 2022, one customer accounted for approximately 12% of our total revenues. In 2021 and 2020, no customer accounted for more than 10% of our total revenues. We expect to continue to derive sizeable revenues from a small number of changing customers.

Consolidation in the telecom markets was not favorable to us in the last years, and we closed fewer deals than in previous years. Accordingly, we expect challenges in maintaining our revenues and our profitability levels in the near term.

Our dividend policy is to declare a dividend distribution once per year, in the approximate amount of our EBITDA for the preceding year plus net financial income minus taxes on income, subject to specific board of directors' approval and applicable law. Since 2003, our cash dividends amount to approximately \$5.54 per share (including the dividend declared in March 2023 in respect of 2022). The amount per share that we distributed in each of 2022 and 2021 was \$0.26, and a dividend of \$0.24 per share was declared in March 2023. The board of directors' decision to approve the annual distribution is based, among other factors, on our cash position at that time, potential acquisitions and future cash needs. Our board of directors may decide to discontinue the dividend distribution in whole or in part at any time.

*Revenues.* In the billing and related services segment, we are paid license fees by our customers for the right to use our products, based on (i) traffic volume, which is measured by factors such as number of subscribers, and (ii) the functionality of the system, based on application modules that are added to the software. In relation to our professional services, other than maintenance services and managed services, we mainly quote a fixed price based on the type of service offered, estimated direct labor costs and the expenses that we will incur to provide these services. We also provide Agile development teams that perform solution enhancements, each dedicated for a period of time to a specific customer, for a fixed cost per person per month. Fees for maintenance services are based on a percentage of the solution fee and are paid annually, quarterly or monthly. Fees for managed services are primarily based on the number of subscribers or customers business volume and are paid monthly.

We primarily use two business models when we sell our solutions in the billing and related services segment, the license model and the managed services model. In the license model, the customer pays a one-time implementation fee, a one-time license fee for a perpetual license limited by the traffic metrics chosen by the customer, and additional fees to expand the chosen traffic metrics limitation. In addition, we are paid maintenance fees to renew periodically the maintenance agreement at the customer discretion. In the managed services model, the customer pays a one-time implementation fee, a monthly fee that includes a periodic license (right to use), maintenance and services fees, calculated by the metrics chosen by the customer (mainly, number of subscribers).

In the messaging segment, revenues are derived from customers using our messaging software platform, when the messaging service has been rendered, i.e., the messages are delivered to recipient.

We provide a revenue breakdown for our billing and customer care software, our messaging solutions and our enterprise call management software. We believe that this information provides a better understanding of our performance and allows investors to make a more informed judgment about our business.

*Cost of Revenues.* In the billing and related services segment, the cost of revenues consists primarily of direct labor costs and overhead expenses related to software installation and maintenance. Cost of revenues also includes, among other things, software license fees to third parties, primarily Oracle, hardware, travel expenses and shipping costs.

In the messaging segment, the cost of revenues consists primarily of fees paid to network providers. Our arrangements with the network service providers require us to pay fees based on the volume of text messages sent, as well as telephone numbers acquired by us to service our customers.

*Research and Development Expenses.* Our research and development expenses consist primarily of compensation, overhead and related costs for research and development personnel and depreciation of equipment. Research and development costs related to software products are expensed as incurred until the "technological feasibility" of the product has been established. Because of the relatively short time period between "technological feasibility" and product release, no software development costs have been capitalized. We expect to continue to make investments in research and development.

*Selling and Marketing Expenses.* Our selling and marketing expenses consist primarily of compensation, overhead and related costs, for sales and marketing personnel, the operation of international sales offices, sales commissions, marketing programs, public relations, promotional materials, travel expenses, trade shows and exhibition expenses.

*General and Administrative Expenses.* Our general and administrative expenses consist primarily of compensation, overhead and related costs for executives and administrative personnel, professional fees, directors' fees, insurance, provisions for doubtful accounts and other general corporate expenses.

*Financial Income, Net.* Our financial income, net consists mainly of interest earned on bank deposits and short-term investments, gains and losses from the change in value and realization of marketable securities, gains and losses from the conversion of monetary balance sheet items denominated in non-dollar currencies into dollars, net of bank charges.

*Taxes on Income.* See “Corporate Tax Rate” below.

## A. Operating Results

The following discussion of our results of operations for the years ended December 31, 2022 and 2021, including the percentage data in the following table, is based upon our statements of operations contained in our consolidated financial statements for those years, and the related notes thereto, included in Item 18:

	<b>Years Ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
	<b>(% of revenues)</b>	
Revenues	100.0%	100.0%
Cost of revenues	46.6	47.3
Gross profit	53.4	52.7
Research and development	16.2	15.4
Selling and marketing	4.5	5.3
General and administrative	7.1	6.1
Operating income	25.6	25.9
Financial income, net	0.4	0.2
Income before taxes on income	26.1	26.1
Taxes on income	1.5	3.5
Net income	24.5%	22.6%

### *Comparison of the Year Ended December 31, 2022 to the Year Ended December 31, 2021*

#### *Revenues*

	<b>Years Ended December 31,</b>		<b>% Change</b>
	<b>2022</b>	<b>2021</b>	
	<b>(dollars in millions)</b>		
License sales	\$ 0.6	\$ 1.5	(60.5)%
Services	20.9	24.8	(15.5)%
Total revenues	\$ 21.5	\$ 26.3	(18.1)%

Total revenues decreased from \$26.3 million in 2021 to \$21.5 million in 2022, mainly attributable to a decrease in revenues in our messaging segment, from \$12.0 million in 2021 to \$7.7 million in 2022. This decrease is mainly due to unusual higher revenues in 2021 that was primarily attributed to the high messages volumes in Q2 and Q3 of 2021, related to specific COVID-19 regulations in Germany that were temporary in nature and did not represent a trend.

Revenues from our billing and customer care solutions for service providers decreased from \$12.1 million in 2021 to \$11.5 million in 2022. The decrease was primarily attributed to the loss of one large customer and the lower revenues from our new customers. We expect a future trend of market decline due to shrinking relevant telecom markets and strong competition.

Revenues from our enterprise products increased slightly from \$2.2 million in 2021 to \$2.3 million in 2022. The increase was primarily attributed to a few major upgrades to the latest version at existing customers. Nevertheless, we continue to expect that this market will generally decline.

Revenues from licenses decreased from \$1.5 million in 2021 to \$0.6 million in 2022. The decrease was mainly attributed to the fact that in 2021 we received a one-time large increase in license revenues, based on an increase in the number of subscribers at two customers. Revenues from services decreased from \$24.8 million in 2021 to \$ 20.9 million in 2022, primarily as a result of the decrease in revenues in our messaging segment discussed above.

The following table presents the geographic distribution of our revenues:

	<b>Years Ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
	<b>(% of revenues)</b>	
The Americas	39.6%	35.8%
Europe	52.8	55.8
Asia Pacific and Africa	3.8	3.2
Israel	3.8	5.2
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>

Our revenues in the Americas decreased from \$9.4 million in 2021 to \$8.5 million in 2022. The decrease was primarily due to the reduced budgets allocated by CSPs to replace or upgrade their billing solutions and the loss of a few customers in this area. We expect this trend to continue.

Our revenues in Europe significantly decreased from \$14.7 million in 2021 to \$11.3 million in 2022. The decrease was primarily attributed to the decrease in revenues in our messaging segment, offset by an increase in revenues from our billing segment resulting mainly from the sales of upgrades to the latest version to two existing customers. The percentage of total revenues in Europe decreased from 55.8% in 2021 to 52.8% in 2022, due to the same reason.

Our revenues in Israel decreased from \$1.4 million in 2021 to \$0.8 million in 2022, mainly due to the one-time sale of licenses to one of our customers in Israel during 2021.

#### *Cost of Revenues*

	<b>Years Ended December 31,</b>		<b>% Change</b>
	<b>2022</b>	<b>2021</b>	
	<b>(dollars in millions)</b>		
Cost of sales of license	\$ 0.10	\$ 0.09	25.5%
Cost of services	9.9	12.36	(19.6)%
<b>Total cost of revenues</b>	<b>\$ 10.0</b>	<b>\$ 12.45</b>	<b>(19.3)%</b>

Total cost of revenues in 2022 decreased by \$2.4 million, or 19.3%, compared with 2021, primarily due to the decrease in revenues in our messaging segment, which generated cost of revenues of approximately \$6.6 million during 2022 and cost of revenues of approximately \$9.0 million in 2021.

Gross profit as a percentage of total revenues increased from 52.7% in 2021 to 53.4% in 2022. The increase was primarily attributed to the significant decrease in our messaging segment, which operates with lower gross margins than our billing segment.



## Operating Expenses

	<b>Years Ended December 31,</b>		<b>% Change</b>
	<b>2022</b>	<b>2021</b>	
	<b>(dollars in millions)</b>		
Research and development	\$ 3.4	\$ 4.1	(13.6)%
Selling and marketing	1.0	1.4	(31.2)%
General and administrative	1.5	1.6	(4.9)%
Total operating expenses	<u>\$ 5.9</u>	<u>\$ 7.1</u>	(15.1)%

*Research and Development.* The decrease in our research and development expenses by 13.6% in 2022 compared to 2021 was primarily due to a decrease in personnel expenses. Research and development expenses as a percentage of total revenues increased from 15.4% in 2021 to 16.2% in 2022, due to the significant decrease in total revenues, offset by the decrease in research and development expenses.

*Selling and Marketing Expenses.* Selling and marketing expenses decreased from \$1.4 million in 2021 to \$1.0 million in 2022, mainly attributable to a decrease in commissions and personnel expenses. Selling and marketing expenses as a percentage of total revenues decreased from 5.3% in 2021 to 4.5% in 2022, mainly due to the above-mentioned decrease.

*General and Administrative Expenses.* General and administrative expenses decreased from \$1.6 million in 2021 to \$1.5 million in 2022, mainly due to a decrease in administrative personnel expenses. General and administrative expenses as a percentage of revenues increased from 6.1% in 2021 to 7.1% in 2022, mainly due to the significant decrease in total revenues.

*Impairment of Goodwill.* No impairment of goodwill was required following the annual assessment performed during each of 2021 and 2022.

*Financial Income, net.* In 2022, financial income consisted of interest income on short-term bank deposits and marketable securities in the aggregate amount of \$262 thousand, together with interest income on a long-term balance with a customer in the amount of \$58 thousand, offset by a loss from currency exchange rate fluctuations in the aggregate amount of \$99 thousand, interest on tax assessments in the aggregate amount of \$60 thousand, realized and unrealized loss from marketable securities in the aggregate amount of \$45 thousand and bank charges in an aggregate amount of \$23 thousand. In 2021, financial income consisted of interest income on short-term bank deposits and income on marketable securities in the aggregate amount of \$112 thousand, offset by loss from currency exchange rate fluctuations in the aggregate amount of \$8 thousand, and bank charges in an aggregate amount of \$49 thousand.

*Taxes on Income.* Taxes on income are comprised of current and deferred taxes. On a regular basis, we estimate our actual current tax exposures and assess temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred taxes, which are included in our consolidated balance sheet. In 2022, our taxes on income in the amount of \$330 thousand included taxes on income, mainly in Israel, in the amount of \$335 thousand and a decrease in deferred taxes in the amount of \$7 thousand, offset by a refund in Germany in the amount of \$39 thousand. In 2021, our taxes on income in the amount of \$936 thousand included taxes on income, mainly in Israel and in Germany, in the amount of \$992 thousand (\$687 thousand in Israel and \$305 thousand in Germany) and an increase in deferred taxes in the amount of \$96 thousand.

**For a comparison of the year ended December 31, 2021 to the year ended December 31, 2020, please refer to Item 5 in our annual report on Form 20-F for the year ended December 31, 2021, filed with the SEC on April 11, 2022.**

#### *Our Functional Currency*

The currency of the primary economic environment in which we operate is the dollar. Although 52% of our revenues are denominated in Euro, approximately 44% of our revenues are denominated in dollars and the vast majority of our cash reserves and investments are denominated in dollars. Thus, the functional currency of the Company and certain subsidiaries is the dollar.

The Company and certain subsidiaries' transactions and balances denominated in dollars are presented at their original amounts. Non-dollar transactions and balances have been remeasured to dollars in accordance with Accounting Standards Codification, or ASC, 830, "Foreign Currency Matters". All transaction gains and losses from remeasurement of monetary balance sheet items denominated in non-dollar currencies are reflected in the statements of income as financial income or expenses, as appropriate.

For those subsidiaries whose functional currency has been determined to be a non-dollar currency, assets and liabilities are translated at year-end exchange rates, and statement of operation's items are translated at average exchange rates prevailing during the year. Such translation adjustments are recorded as a separate component of accumulated other comprehensive income (loss) in shareholders' equity.

#### *Impact of Foreign Currency Fluctuations on Results of Operations*

The dollar revenues and cost of our operations may be significantly influenced by currency fluctuations.

The weakening of the dollar in relation to the Euro and the NIS would have a negative effect on our profitability because we incur a significant portion of our expenses, mainly personnel expenses, in Euro and NIS.

The weakening of the Euro in relation to the dollar would have a negative effect on our revenues because we incur a significant portion of our revenues in Euro.

Because exchange rates between the NIS and the Euro to the dollar fluctuate continuously, exchange rate fluctuations and especially larger periodic devaluations would have an impact on our revenues, profitability and period-to-period comparisons of our results. The effects of foreign currency remeasurements are reported in our consolidated financial statements in current operations.

#### **B. Liquidity and Capital Resources**

Since our inception, we have financed our operations mainly through cash generated by operations. We supplemented this source by two private rounds of equity financing, the first in 1997 (with a follow-on in 1999) and the second in 2000 and our initial public offering in 2000, which raised total net proceeds in the amount of \$44.3 million.

As of December 31, 2022, we had \$5.2 million in cash and cash equivalents and \$12.0 million in short-term bank deposits, and our working capital was \$15.1 million. In our opinion, our working capital is sufficient for our requirements for the foreseeable future.

The majority of our cash and cash equivalents and our deposits are denominated in dollars.

*Net Cash Provided by Operating Activities.* Net cash provided by operating activities in 2022 was \$4.6 million, attributable to our net income of \$5.3 million, non-cash related items, net, in the amount of \$0.5 million, a net decrease in operating assets and liabilities items in the amount of \$1.3 million. Net cash provided by operating activities in 2021 was \$6.9 million, attributable to our net income of \$5.9 million, non-cash related items, net, in the amount of \$0.3 million, a net increase in operating assets and liabilities items in the amount of \$0.6 million.

The decrease in net cash provided by operating activities of \$2.3 million from 2021 to 2022 reflects mainly the decrease of \$1.9 million in operating assets and liabilities items from 2021 to 2022 and the decrease of \$0.6 million in our net income from 2021 to 2022.

#### *Net Operating Working Capital*

As of December 31, 2022, net operating working capital was \$15.1 million, compared with \$15.0 million as of December 31, 2021. The increase of \$0.2 million is mainly due to a decrease in tax and other accruals, offset by a decrease in our cash position.

#### *Cash Deposits*

As of December 31, 2022, we had approximately \$12.0 million in bank deposits with maturities of between three and twelve months.

#### *Marketable Securities*

As of December 31, 2022, we held marketable securities of approximately \$174 thousand.

*Net Cash Used in Investing Activities.* In 2022, we decreased our investments in short-term bank deposits by \$2.0 million. In 2021, we increased our investments in short-term bank deposits by \$6.9 million, and we decreased our investments in marketable securities by \$1.4 million.

*Net Cash Used in Financing Activities.* In each of 2022 and 2021, our financing activities used \$5.2 million due to a cash dividend of \$5.2 million.

*Capital Expenditures.* The aggregate cash amount of our capital expenditures was \$130 thousand and \$82 thousand in 2022 and 2021, respectively. These expenditures were principally for the purchase of equipment, mainly for the upgrade of our hosted platform that services the messaging segment, vehicles and for our engineering teams. Although we have no material commitments for capital expenditures, we anticipate an increase in capital expenditures if we purchase or merge with companies or purchase assets in order to obtain complementary technology and to expand our product offerings, customer base and geographical presence.

*Cash Dividends.* Since 2003, we have distributed aggregate cash dividends of \$5.54 per share to our shareholders, including \$0.26 per share in March 2021, \$0.26 per share in April 2022 and the dividend of \$0.24 per share that we declared in March 2023. For information about our dividend policy, please see Item 8 “Financial Information - Dividend Policy.”

### **C. Research and Development, Patents and Licenses, etc.**

We believe that investment in research and development is essential for maintaining and expanding our technological expertise in the market for billing and customer care software and to our strategy of being a leading provider of new and innovative convergent billing products. Our customers provide significant feedback for product development and innovation.

We have invested significant time and resources to create a structured process for undertaking research and product development. We believe that the method that we use for our product development and testing is well suited for identifying market needs, addressing the activities required to release new products, and bringing development projects to market successfully. Our product development activities also include the release of new versions of our products. Although we expect to develop new products internally, we may, based upon timing and cost considerations, acquire or license technologies or products from third parties.

We invested in research and development \$3.4 million (or 16.2% of total revenues) in 2022 and \$4.1 million (or 15% of total revenues) in 2021. The decrease in 2022 was mainly due to a decrease in personnel expenses. Our engineering department comprised approximately 82 employees as of December 31, 2022.

### **D. Trend Information**

Our billing and customer care solutions target tier 2 and tier 3 service providers. Some service providers seek solutions that are implemented upon a native cloud architecture. However, we have not yet completed the development of our native cloud-based solutions, and this has harmed our competitive position.

Service providers are facing many challenges, including the need to reduce cost and offer new services. Wireline telephony is diminishing. Mobile operators, after incurring high investment expenses in deploying 5G networks, need to monetize on the high-speed connectivity and rich content offering. Subscribers expect customer support, uninterrupted service and full digitalization, while telcos seek ways to reduce workforce and increase profitability. Our solutions address those challenges as it enables them to rapidly deploy all types of services for prepaid and postpaid, residential and business customers. Our solution reduces the Total Cost of Ownership (TCO) with its end-to-end capabilities, its built-in mediation, provisioning, point-of-sale and automated business processes. MIND enhanced its solutions with eCommerce, Mobile App and Self-service modules that enable high quality service with Omnichannel architecture.

There is a need to replace outdated billing systems that are not secure due to old technologies and that require high costs to operate. Most telcos in our relevant segment are reluctant to heavily invest in transformation projects, and are turning to low-cost solutions. This buying behavior results in lower demand for our comprehensive and sophisticated end-to-end solutions.

Accordingly, our new customers in 2022 provided lower initial proceeds. Also, the telecommunication market is undergoing consolidation and intensifying competition, and we have lost a few customers. We expect that these trends will negatively impact our revenues and profitability in 2023.

The trend we expect in the messaging business is companies turning to Application to Person (A2P) messaging to reach and engage with their target audience in a reliable, fast and secure way. Essentially, A2P messaging allows an application to send a message (typically SMS or IP Messaging). Examples of these types of messages include bank alerts, shipping notifications from online stores, appointment reminders, promotional and loyalty program notifications and two-factor authentication one-time passcodes for account security.

## E. Critical Accounting Estimates

Our discussion and analysis of our consolidated financial statements of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP. The preparation of these financial statements requires us to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, revenue, and expenses. On a regular basis, we evaluate and may revise our estimates. Actual results could differ materially from the estimates under different assumptions or conditions.

Goodwill impairment assessment is a critical accounting estimate. As a result of our acquisitions, our goodwill represents the excess of the consideration paid or transferred. Goodwill is subject to an annual impairment test or more frequently if impairment indicators are present. Goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. When we perform such analysis, we determine the fair value of a reporting unit, using discounted cash flows. In such analysis we apply assumptions that market participants would consider in determining the fair value of each reporting unit and the fair value of the identifiable assets and liabilities of the reporting units, as applicable.

Another critical accounting policy is revenue recognition. We have customer contracts in the Billing and Related Services segment where revenue is recognized over time, as our performance does not create an asset with an alternative use and we have an enforceable right to payment, including a reasonable profit. Our determination of revenue to be recognized for these contracts accounted for over time requires management to make significant estimates of the total labor hours needed to complete the contracts, including updates to those estimates throughout the life of the contracts. The updates of the existing estimates are not expected to have a significant impact on our financial condition or results of operations.

## F. [Reserved]

### Item 6. Directors, Senior Management and Employees

#### A. Directors and Senior Management

The following table sets forth certain information regarding our directors and executive officers as of the date of filing of this Annual Report:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Monica Iancu	65	President and Chief Executive Officer, Director
Arie Abramovich	36	Chief Financial Officer
Gilad Parness	54	Vice President Sales
Oren Tanhum	52	Vice President, Professional Services
Shoval Cohen Nissan	48	Vice President, Information Technology
Victor <i>Balteanu</i>	43	Vice President Engineering
Marian Scurtu	45	Vice President Customer Success
Liviu Serea	68	General Manager, MIND Romania
Meir Nissensohn	79	Chairman of the Board of Directors
Joseph Tenne	67	Director and Chairman of the Audit Committee
Itay Barzilay	48	Director
Amnon Neubach	79	Director

The background of each of our directors and executive officers is as follows:

*Monica Iancu.* Ms. Iancu founded MIND and has been President and Chief Executive Officer of our company since inception and, until April 6, 2012, also served as the Chairperson. Ms. Iancu holds a B.Sc. degree in Computer Science and a Master's degree in Telecommunications (with expertise in Voice and Data Integration over the Ethernet) from the Technion, Israel Institute of Technology.

*Arie Abramovich.* Mr. Abramovich rejoined MIND in December 2022 as Chief Financial Officer. Prior to rejoining MIND, Arie served as Corporate Assistant Controller at Albaad Massuot Yitzhak Ltd. (TASE: ALBA). From 2020 until 2021, Arie served as MIND's Assistant Controller and prior to that as Senior Accountant at KPMG from 2017 until 2020. Mr. Abramovich holds a B.A. degree in Accounting from The Jerusalem School for Business Administration, Hebrew University, and he is a Certified Public Accountant in Israel.

*Gilad Parness.* Mr. Parness has served as our Vice President of Sales since June 2020. He joined MIND in 2004 as a team leader in MINDBill Support. Mr. Parness was promoted to Support Manager and later to Director Professional Services, leading the Sentori support team in 2007. In 2009 he joined our Sales and Account Management and in 2014 was promoted to Vice President of Enterprise Solutions leading the engineering, the support and the sales teams. Mr. Parness holds a Practical Engineer degree from Tel Chai College.

*Oren Tanhum.* Mr. Tanhum has served as our Vice President of Professional Services since 2016. He joined MIND in July 1997 as a software engineer and was involved in the development of all versions of our billing platform. Throughout his almost 20 years with us, he has been promoted in the R&D organization, filling leadership roles at various levels. Mr. Tanhum holds a B.A. degree in Mathematics and Computer Science from Haifa University.

*Shoval Cohen Nissan.* Mr. Cohen Nissan has served as our IT Manager since December 1998 and was promoted to Vice President of IT in 2016. Mr. Cohen Nissan leads the planning and management of the supporting infrastructure company-wide and the implementation of network security at the corporate level. He also acts as Purchasing Manager for our internal needs and customer solutions. Mr. Cohen Nissan holds a Practical Engineering degree from Braude College.

*Victor Balteanu.* Victor Balteanu has served as our VP Engineering since November 2020. He joined MIND in 2002 as a testing engineer. Between 2004 and 2006, he served as Subject Matter Expert at Amdocs (NASDAQ:DOX) and in 2006, he returned to MIND as a software developer. He was promoted within the organization to Team Leader in 2007, Group Leader in 2013 and Director of Engineering in 2019. Mr. Balteanu holds a B.A. degree in Automatic Control and Industrial Informatics from Gheorghe Asachi Technical University of Iași.

*Marian Scurtu.* Marian Scurtu joined MIND in 2001 as a support engineer. Throughout his over 20 years with us he has been involved in the delivery of more than 40 projects around the world, filling various leadership roles including Project Manager and Program Manager. He was promoted to VP Customer Success in January 2022. Marian holds a B.Sc. degree in Computer Science from Gheorghe Asachi Technical University of Iași and an M.B.A. from Alexandru Ioan Cuza University of Iasi.

*Liviu Serea.* Mr. Serea has served as General Manager of our Romania office since January 2001. Before joining MIND, for over five years Mr. Serea managed a local company involved in hardware assembly, distribution and support. Mr. Serea holds a M.Sc. degree in Electronics and Telecommunications from the Politechnic Institute of Iasi.

*Meir Nissensohn.* Mr. Nissensohn has served as our Chairman of the Board since 2020 and as a director of our company since 2014. Mr. Nissensohn served as the Chairman of the Board of Directors and Chief Executive Officer of IBM Israel Ltd. from 1996 to 2012, having joined IBM Israel as a computer programmer in 1969. Since his retirement from IBM, he serves in several Boards of Directors and is involved in various business initiatives. Mr. Nissensohn holds a B.Sc. in Industrial Engineering from the Technion – Israeli Institute of Technology, and an M.B.A. from Tel Aviv University.

*Joseph Tenne.* Mr. Tenne has served as a director of our company since August 2014. Since May 2017, Mr. Tenne serves as a financial executive at Itamar Medical Ltd. (NASDAQ and TASE), which was sold in 2021 to ZOLL Medical Corporation, and from 2014 to 2017 he served as its Vice President Finance and CFO. Mr. Tenne serves as a director at AudioCodes Ltd., at OPC Energy Ltd., at Highcon Systems Ltd., at Electreon Wireless Ltd., and at Sapir Corp Ltd. From 2005 to 2013, Mr. Tenne served as the CFO of Ormat Technologies, Inc. (NYSE). From 2003 to 2004, Mr. Tenne served as the CFO of Treofan Germany GmbH & Co. KG, a German private company. Mr. Tenne served as a director at Enzymotec Ltd. from 2013 to 2018, at Orbotech Ltd. from 2014 to 2019 and at Ratio Oil Exploration (Finance) from 2005 to 2021. From 1997 to 2003, Mr. Tenne was a partner in Kesselman & Kesselman, Certified Public Accountants in Israel and a member of PricewaterhouseCoopers International Limited (PwC Israel). Mr. Tenne holds a B.A. degree in Accounting and Economics and an M.B.A. degree from Tel Aviv University, and he is a Certified Public Accountant in Israel.

*Itay Barzilay.* Mr. Barzilay has served as a director of our company since May 2020. Since 2019 Mr. Barzilay has served as the CFO of Personetics. From 2010 to 2019, Mr. Barzilay held a number of finance leadership positions at Amdocs and most recently served as Vice President Finance for Amdocs Technology & Media and for Amdocs Global Services (NASDAQ: DOX). From 2008 to 2010, Mr. Barzilay was the CFO of MIND. From 2004 to 2008, Mr. Barzilay served in several finance management roles with Avaya. Mr. Barzilay is a Certified Public Accountant, holds a BA in Accounting and Economics from Tel Aviv University and an MBA from NYU's Stern School of Business.

*Amnon Neubach.* Mr. Neubach had served as an external director of our company from 2001 until 2014 and rejoined our board of directors in 2021. Mr. Neubach served as Chairman of the Tel Aviv Stock Exchange Ltd. from 2014 to 2021. Mr. Neubach has served in various privately held companies and public companies as a director, a member of executive committees and in some as chairman of the board. Mr. Neubach holds a B.A. degree in Economics and Business Administration and an M.A. degree in Economics, both from Bar Ilan University.

To the best of our knowledge, there are no family relationships between any of the directors or members of senior management named above. To the best of our knowledge, there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to above was selected as a director or member of senior management.

## **B. Compensation of Directors and Executive Officers**

The aggregate direct remuneration paid to all persons who served in the capacity of director or executive officer during 2022 was \$1.6 million, including \$0.1 million that was set aside for pension and retirement benefits. This does not include amounts expensed by us for automobiles made available to our officers or expenses, including business, travel, professional and business association dues and expenses, reimbursed to officers, and do not include equity-based compensation expenses.

During 2022, we granted to our executive officers under our option plans options to purchase 106,000 ordinary shares at exercise price of \$0.003 per share. All these options expire in 2027.

The table below outlines the compensation granted to our five most highly compensated office holders during or with respect to the year ended December 31, 2022. We refer to the five individuals for whom disclosure is provided herein as our “Covered Executives.”

*Summary Compensation Table*

<b>Name of Officer</b>	<b>Position of Officer</b>	<b>Salary</b>	<b>Cash Bonus<sup>(1)</sup></b>	<b>Equity-Based Compensation<sup>(2)</sup></b>	<b>All Other Compensation<sup>(3)</sup></b>	<b>Total (\$)</b>
Monica Iancu	President and Chief Executive Officer	240,000	240,000	-	58,368	538,368
Ran Mendelaw	Chief Financial Officer <sup>(4)</sup>	88,560	21,443	-	41,803	151,806
Gilad Parness	Vice President Sales	115,477	28,591	29,630	49,856	223,554
Shoval Cohen Nisaan	Vice President, Information Technology	115,590	28,591	92,240	52,748	289,169
Oren Tanhum	Vice President, Professional Services	101,256	25,017	29,630	46,816	202,719

- (1) Amounts reported in this column represent annual incentive bonuses granted to the Covered Executives or commissions based on performance-metric formulas set forth in their respective employment agreements.
- (2) Amounts reported in this column represent the grant date fair value computed in accordance with accounting guidance for stock-based compensation.
- (3) Amounts reported in this column include personal benefits and perquisites, including those mandated by applicable law. Such benefits and perquisites may include, to the extent applicable to the respective Covered Executive, payments, contributions and/or allocations for savings funds (e.g., Managers Life Insurance Policy), education funds (referred to in Hebrew as “*keren hishtalmut*”), pension, severance, vacation, car or car allowance, medical insurance and benefits, risk insurance (e.g., life insurance or disability insurance), convalescence or recreation pay, payments for National Insurance (social security), and other personal benefits and perquisites consistent with the Company’s guidelines. All amounts reported in this column represent incremental cost of the Company.
- (4) Mr. Mendelaw resigned and was replaced as Chief Financial Officer by Arie Abramovich in December 2022.

On May 4, 2017, our board of directors resolved that each of our external directors will be entitled to receive an annual fee of \$13,200 and a participation fee of \$680 per meeting. On August 9, 2017, payment in the same amounts to each of our non-executive directors was approved by our shareholders. At the meeting our shareholders also approved that the remuneration of those of our external directors who our Board classifies as “expert external directors” (as such term is defined in the Israeli Companies Law) will be 20% more than the remuneration of non-expert external directors.

**C. Board Practices**

**Board of Directors**

Our board is divided into three classes of directors, denominated Class I, Class II and Class III. The term of Class I will expire in 2025, Class II in 2023 and Class III in 2024. Monica Iancu is a member of Class I, Itay Barzilay and Joseph Tenne are members of Class II and Meir Nissensohn and Amnon Neubach are members of Class III. At each annual general meeting of shareholders, directors will be elected by a simple majority of the votes cast for a three-year term to succeed the directors whose terms then expire. There is no legal limit on the number of terms that may be served by directors.

Pursuant to regulations that took effect in April 2016, a Nasdaq-listed company that does not have a controlling shareholder is entitled to opt out of the provisions of the Companies Law requiring at least two external directors and certain related requirements, so long as the company complies with the SEC regulations and Nasdaq listing rules regarding independent directors and the composition of the audit and compensation committees. In May 2016, our board of directors decided to adopt this relief, subject to the shareholder approval of related amendments to our articles of association, which occurred in August 2016.

Under the Companies Law, our board of directors must determine the minimum number of directors having financial and accounting experience, as defined in the regulations, which our board of directors should have. In determining the number of directors required to have such expertise, the board of directors must consider, among other things, the type and size of the company and the scope and complexity of its operations. Our board of directors has determined that we require one director with the requisite financial and accounting expertise.



## Audit Committee

Under the Companies Law, our board of directors is required to appoint an audit committee, comprised of at least three directors. The members of the audit committee must satisfy certain independence standards under the Companies Law. Our audit committee consists of Mr. Joseph Tenne (Chairman of the audit committee), Mr. Itay Barzilay, Mr. Amnon Neubach and Mr. Meir Nissensohn.

Under the Companies Law, the roles of the audit committee include examining flaws in the management of the company's business, in consultation with the internal auditor and the company's independent accountants, suggesting remedial measures, approving specified related party transactions, establishing whistleblower procedures and assessing the company's internal audit system and the performance of its internal auditor. The approval of the audit committee is required to effect specified actions and transactions with office holders, controlling shareholders and entities in which they have a personal interest.

The Companies Law defines the term "office holder" of a company to include a director, the chief executive officer, the chief business manager, a vice president and any officer that reports directly to the chief executive officer.

Under the Nasdaq rules, our audit committee assists the board in fulfilling its responsibility for oversight of the quality and integrity of our accounting, auditing and financial reporting practices and financial statements and the independence qualifications and performance of our independent auditors. Our audit committee also has the authority and responsibility to oversee our independent auditors, to recommend for shareholder approval the appointment and, where appropriate, replacement of our independent auditors and to pre-approve audit engagement fees and all permitted non-audit services and fees. We have adopted an audit committee charter, which sets forth the qualifications, powers and responsibilities of our audit committee.

Our audit committee also serves as (i) our compensation committee, as described below, and (ii) our nominations committee, authorized to recommend all director nominees for the selection of the board of directors, provided that no such recommendation is required in cases, if any, where the right to nominate a director legally belongs to a third party. In its capacity as our compensation committee, the audit committee is authorized to, among other things, review, approve and recommend to our board of directors base salaries, incentive bonuses, including the specific goals and amounts, stock option grants, employment agreements, and any other benefits, compensation or arrangements of our office holders.

Under the Companies Law, at least once every three years our compensation committee is required to propose for shareholder approval by a special majority, a policy governing the compensation of office holders based on specified criteria, to review, from time to time, modifications to the compensation policy and examine its implementation and to approve the actual compensation terms of office holders prior to approval thereof by the board of directors. If the shareholders do not approve a proposed compensation policy, the board of directors is entitled to approve it if the compensation committee and the board of directors, after re-evaluating the proposed policy, conclude that approving the policy is in the company's best interests.

At our 2022 annual general meeting, the shareholders did not approve the renewal of our compensation policy that was approved by our shareholders at our 2019 annual general meeting. Our board of directors subsequently re-evaluated the policy, after receiving the compensation committee's recommendation on the matter, and resolved that the renewal of the existing compensation policy is in our company's best interests.

All the members of our audit committee are "independent directors" under the Nasdaq rules and meet the additional qualifications for membership on an audit committee and a compensation committee under applicable law.

## **Internal Auditor**

Under the Companies Law, the board of directors must appoint an internal auditor proposed by the audit committee. The role of the internal auditor is to examine, among other things, whether the company's actions comply with the law and orderly business procedure. The internal auditor must satisfy certain independence standards. Ms. Dana Gottesman-Erich, C.P.A., partner of the accounting firm of BDO Israel, serves as our internal auditor.

## **Fiduciary Duties of Office Holders**

The Companies Law imposes a duty of care and a duty of loyalty on all office holders of a company. The duty of care requires an office holder to act with the level of care with which a reasonable office holder in the same position would have acted under the same circumstances. The duty of care includes a duty to use reasonable means to obtain:

- information on the advisability of a given action brought for his approval or performed by him by virtue of his position; and
- all other important information pertaining to these actions.

The duty of loyalty of an office holder includes a duty to:

- refrain from any conflict of interest between the performance of his duties in the company and the performance of his other duties or his personal affairs;
- refrain from any activity that is competitive with the company;
- refrain from exploiting any business opportunity of the company to receive a personal gain for himself or others; and
- disclose to the company any information or documents relating to a company's affairs which the office holder has received due to his position as an office holder.

## **Disclosure of Personal Interest of an Office Holder**

The Companies Law requires that an office holder of a company disclose to the company any personal interest that he may have and all related material information known to him, in connection with any existing or proposed transaction by the company. The disclosure is required to be made promptly and, in any event, no later than the board of directors meeting in which the transaction is first discussed. If the transaction is an extraordinary transaction, the office holder must also disclose any personal interest held by:

- the office holder's spouse, siblings, parents, grandparents, descendants, spouse's descendants and the spouses of any of these people; or
- any corporation in which the office holder is a 5% or greater shareholder, director or general manager or in which he has the right to appoint at least one director or the general manager.

Under Israeli law, an extraordinary transaction is a transaction:

- other than in the ordinary course of business;
- other than on market terms; or
- that is likely to have a material impact on the company's profitability, assets or liabilities.

## **Approval of Related Party Transactions**

Once an office holder complies with the above disclosure requirement, the board of directors may approve a transaction between the company and an office holder, or a third party in which an office holder has a personal interest. A transaction that is adverse to the company's interest may not be approved.

If the transaction is an extraordinary transaction, approval of both the audit committee and the board of directors is required. Under specific circumstances, shareholder approval may also be required.

## **Office Holder Compensation**

In general, all office holders' terms of compensation – including fixed remuneration, bonuses, equity compensation, retirement or termination payments, indemnification, liability insurance and the grant of an exemption from liability – must comply with the company's compensation policy. In addition, the compensation terms of directors, the chief executive officer, and any employee or service provider who is considered a controlling shareholder generally must be approved separately by the compensation committee, the board of directors and the shareholders of the company, in that order. The compensation terms of other officers require the approval of the compensation committee and the board of directors.

## **Disclosure of Personal Interests of a Controlling Shareholder**

Under the Companies Law, the disclosure requirements, which apply to an office holder, also apply to a controlling shareholder of a public company. For this purpose, a controlling shareholder is a shareholder who has the ability to direct the activities of a company, including a shareholder that owns 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights, but excluding a shareholder whose power derives solely from his or her position on the board of directors or any other position with the company. Extraordinary transactions with a controlling shareholder or in which a controlling shareholder has a personal interest (other than compensation matters, which are discussed above under "Office Holder Compensation"), require the approval of the audit committee, the board of directors and the shareholders of the company, in that order. Except under specific circumstances, such a transaction needs to be re-approved in accordance with the foregoing procedure once in every three years. The shareholder approval must be by a majority of the shares voted on the matter, provided that either:

- at least a majority of the shares of shareholders who have no personal interest in the transaction and who vote on the matter vote in favor thereof; or
- the shareholders who have no personal interest in the transaction who vote against the transaction do not represent more than two percent of the voting rights in the company.

Shareholders generally have the right to examine any document in the company's possession pertaining to any matter that requires shareholder approval. If this information is made public in Israel or elsewhere, we will file the information with the SEC in the United States.

For information concerning the direct and indirect personal interests of an office holder and principal shareholders in specified transactions with us, see Item 7.B "Related Party Transactions."

## **Executive Officers**

Our executive officers are appointed by our board of directors and serve at the discretion of our board of directors. We maintain written employment agreements with our executive officers. Each agreement terminates upon 30 days' written notice and provides for standard terms and conditions of employment. All of our executive officers have agreed not to compete with us for 12 months (or 24 months in the case of Monica Iancu) following the termination of their employment with us. Monica Iancu is entitled to severance pay upon termination of her employment by either her or us (other than by us for cause) and to receive, during each month of the six-month period following termination of her employment by us, or by her for cause, an amount of salary and benefits equal to her former monthly salary and other benefits. Under Israeli case law, the non-competition undertakings of employees may not be enforceable.

#### D. Employees

In the years ended December 31, 2022, 2021, and 2020 our total number of employees was 153, 160, and 188 respectively. The numbers and breakdowns of our employees as of the end of the past three years are set forth in the following table:

	As of December 31,		
	2022	2021	2020
Approximate numbers of employees by geographic location			
Israel	24	23	25
Romania	116	124	147
United States	-	-	-
Germany	13	13	16
Total workforce	153	160	188
Approximate numbers of employees by category of activity			
General and administration	15	14	15
Research and development	97	103	115
Professional services and customer support	32	32	47
Sales and marketing	9	11	11
Total workforce	153	160	188

#### E. Share Ownership

As of March 1, 2023, Monica Iancu beneficially owned 3,316,625, or 16.5% of our ordinary shares. None of our other directors or members of senior management beneficially owns 1% or more of our ordinary shares.

We have established stock option plans to provide for the issuance of options to our directors, officers and employees. Our 2011 Share Incentive Plan was extended in 2022 for an additional ten years. Under the 2011 Share Incentive Plan, our ordinary shares and/or options to purchase our ordinary shares may be issued from time to time to our directors, officers, employees, consultants and contractors at exercise prices and on other terms and conditions as determined by our board of directors. Our board of directors determines the exercise price and the vesting period of options granted. Unless otherwise is determined by our Board, any award granted under the 2011 Share Incentive Plan will have a four-year vesting schedule, such that 50% of the award will vest on the second anniversary of the commencement date and 25% of the award will vest on each of the third and fourth anniversaries of the commencement date.

As of March 1, 2023, options to purchase 452,500 ordinary shares were outstanding and options for 2,335,290 ordinary shares had been exercised. The options vest over four years, primarily commencing on the date of grant. Generally, options not previously exercised will expire five years after they are granted. Our board of directors elected the capital gains treatment afforded under Section 102 of the Israeli Income Tax Ordinance [New Version], 1961, or the Tax Ordinance, in respect of options and ordinary shares awarded to our Israeli employees under our option or share incentive plans after January 1, 2003. Accordingly, gains derived from options awarded to our Israeli employees and held by a trustee for two years from the date of grant, will generally be taxed as capital gains at a rate of 25%, and we will generally not be entitled to recognize an expense for the award of such options.

On September 2, 2021, Ms. Iancu adopted a Rule 10b5-1 Sale Plan in order to establish a systematic program by which Oppenheimer & Co. Inc. is instructed to sell on Nasdaq up to 1,800,000 ordinary shares held by her pursuant to the guidelines set forth therein. As of March 1, 2023, no shares were sold under this plan.

## Item 7. Major Shareholders and Related Party Transactions

### A. Major Shareholders

The following table sets forth certain information regarding the beneficial ownership of our ordinary shares as of March 1, 2023, unless otherwise specified, by each person who is known to own beneficially 5% or more of the outstanding ordinary shares.

<b>Name of Beneficial Owners</b>	<b>Total Shares Beneficially Owned</b>	<b>Percentage of Ordinary Shares<sup>(1)</sup></b>
Monica Iancu	3,316,625 <sup>(2)</sup>	16.5%
Morgan Stanley and affiliates	1,085,327 <sup>(3)</sup>	5.4%

(1) Based on 20,124,326 ordinary shares outstanding on March 1, 2023.

(2) Based on a Schedule 13G/A filed with the SEC on March 5, 2015.

(3) Based on a Schedule 13G filed with the SEC on February 10, 2023.

As of March 1, 2023, there were nine holders of record of our ordinary shares in the United States who collectively held less than 1% of our outstanding ordinary shares. In addition to this amount, there were also 17,186,019 shares held by the Depositary Trust Company in the United States. The number of record holders in the United States is not representative of the number of beneficial holders nor is it representative of where such beneficial holders are resident since many of these ordinary shares were held of record by brokers or other nominees.

On February 12, 2021, Invesco Ltd. reported beneficial ownership of 1,216,450 ordinary shares (constituting 6.1% of our outstanding ordinary shares), and on February 2, 2023, Invesco reported beneficial ownership of 609,450 ordinary shares (constituting 3.0% of our outstanding ordinary shares).

### B. Related Party Transactions

None.

### C. Interests of Experts and Counsel

Not applicable.

## Item 8. Financial Information

### A. Consolidated Statements and Other Financial Information

#### Financial Statements

See Item 18.

#### Export Sales

We conduct our sales activities primarily directly, by our sales force located in the MIND offices in Israel and Germany. For information regarding our revenues by geographic market, see Item 5 — “Operating and Financial Review and Prospects.”

## **Legal Proceedings**

We are, or may be, from time to time named as a defendant in certain routine litigation incidental to our business. However, we are currently not a party to any legal proceedings which may have or have had in the recent past significant effects on our financial position or profitability.

## **Dividend Policy**

Our dividend policy is distribute a cash dividend once in each calendar year, in the amount approximately equal to our EBITDA plus financial income (expenses), minus taxes on income. Each dividend under the policy is subject to board approval and the requirements of applicable law. Our board of directors plans to declare the annual dividend when it approves the applicable year-end financial statements.

## **B. Significant Changes**

Except as otherwise disclosed in this annual report, no significant change has occurred since December 31, 2022.

## **Item 9. The Offer and Listing**

### **A. Offer and Listing Details**

Our ordinary shares have been listed on the Nasdaq Global Market under the symbol MNDO since August 8, 2000.

### **B. Plan of Distribution**

Not applicable.

### **C. Markets**

Our ordinary shares are quoted on the Nasdaq Global Market under the symbol MNDO.

### **D. Selling Shareholders**

Not applicable.

### **E. Dilution**

Not applicable.

### **F. Expenses of the Issue**

Not applicable.

## **Item 10. Additional Information**

### **A. Share Capital**

Not applicable.

### **B. Memorandum and Articles of Associations**

#### **Objects and Purposes**

We were first registered under Israeli law on April 6, 1995 as a private company, and on August 8, 2000 became a public company. Our registration number with the Israeli registrar of companies is 51-213448-7. The full details of our objects and purposes can be found in Section 2 of our Memorandum of Association filed with the Israeli registrar of companies. Among the objects and purposes stipulated are the following: “to engage in any kind of commercial and/or productive business and to engage in any action or endeavor which the company’s managers consider to be beneficial to the company.”

#### **Transfer of Shares and Notices**

Fully paid ordinary shares are issued in registered form and may be freely transferred pursuant to our articles of association unless such transfer is restricted or prohibited by another instrument. Unless otherwise prescribed by law, we will provide at least 21 calendar days’ prior notice of any general shareholders meeting.

#### **Election of Directors**

The ordinary shares do not have cumulative voting rights in the election of directors. Thus, the holders of ordinary shares conferring more than 50% of the voting power have the power to elect all the directors, to the exclusion of the remaining shareholders. Our board of directors is divided into three classes of directors serving staggered three-year terms.

#### **Dividend and Liquidation Rights**

Dividends on our ordinary shares may be paid only out of profits and other surplus, as defined in the Companies Law, as of our most recent financial statements or as accrued over a period of two years, whichever is higher, unless otherwise approved by a court order. Our board of directors is authorized to declare dividends, provided that there is no reasonable concern that the dividend will prevent us from satisfying our existing and foreseeable obligations as they become due. In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of ordinary shares in proportion to their respective holdings. Dividend or liquidation right may be affected by the grant of preferential dividends or distribution rights to the holders of a class of shares with preferential rights that may be authorized in the future.

#### **Voting, Shareholders’ Meetings and Resolutions**

Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders.

These voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

We have two types of general shareholders meetings: the annual general meetings and extraordinary general meetings. These meetings may be held either in Israel or in any other place the board of directors determines. An annual general meeting must be held in each calendar year, but not more than 15 months after the last annual general meeting. Our board of directors may convene an extraordinary meeting, from time to time, at its discretion and is required to do so upon the request of shareholders holding at least 5% of our ordinary shares.

The quorum required for an ordinary meeting of shareholders consists of at least two shareholders present in person or by proxy who hold or represent between them at least 25% of the outstanding voting shares, unless otherwise required by applicable rules. Nasdaq generally requires a quorum of 33-1/3%, but we have an exemption from that requirement and instead follow the generally accepted business practice for companies in Israel. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place or any time and place as the Chairman may designate with the consent of the shareholders voting on the matter adjourned. At such reconvened meeting, the required quorum consists of any two members present in person or by proxy, unless otherwise required by applicable rules.

Under the Companies Law, unless otherwise provided in the articles of association or applicable law, all resolutions of the shareholders require a simple majority of the shares present, in person or by proxy, and voting on the matter. However, our articles of association require approval of 75% of the shares present and voting to remove directors or change the structure of our staggered board of directors.

We file annual reports on Form 20-F electronically with the SEC and post a copy on our website.

### **Duties of Shareholders**

Under the Companies Law, each and every shareholder has a duty to act in good faith in exercising his rights and fulfilling his obligations towards the company and other shareholders and to refrain from abusing his power in the company, such as in voting in the general meeting of shareholders on the following matters:

- any amendment to the articles of association;
- an increase of the company's authorized share capital;
- a merger; or
- approval of certain actions and transactions which require shareholder approval.

In addition, each and every shareholder has the general duty to refrain from depriving rights of other shareholders. Furthermore, any controlling shareholder, any shareholder who knows that it possesses the power to determine the outcome of a shareholder vote and any shareholder that, pursuant to the provisions of the articles of association, has the power to appoint or to prevent the appointment of an office holder in the company or any other power toward the company is under a duty to act in fairness towards the company. The Companies Law does not describe the substance of this duty of fairness. These various shareholder duties, which typically do not apply to shareholders of U.S. companies, may restrict the ability of a shareholder to act in what the shareholder perceives to be its own best interests.



## **Restrictions on Non-Israeli Residents**

The ownership or voting of our ordinary shares by non-residents of Israel, except with respect to citizens of countries which are in a state of war with Israel, is not restricted in any way by our memorandum of association or articles of association or by the laws of the State of Israel.

## **Mergers and Acquisitions under Israeli Law**

The Companies Law includes provisions that allow a merger transaction and requires that each company that is party to a merger approve the transaction by its board of directors and a vote of the majority of its shares, voting on the proposed merger at a shareholders' meeting. For purposes of the shareholder vote, unless a court rules otherwise, the merger will not be deemed approved if a majority of the shares held by parties other than the other party to the merger, or by any person who holds 25% or more of the shares or the right to appoint 25% or more of the directors of the other party, vote against the merger. Upon the request of a creditor of either party of the proposed merger, the court may delay or prevent the merger if it concludes that there exists a reasonable concern that as a result of the merger, the surviving company will be unable to satisfy the obligations of any of the parties to the merger. In addition, a merger may not be completed unless at least (i) 50 days have passed from the time that a proposal of the merger has been filed by each party with the Israeli Registrar of Companies and (ii) 30 days have passed since the merger was approved by the shareholders of each party.

The Companies Law also provides that an acquisition of shares of public company must be made by means of tender offer if as a result of the acquisition the purchaser would become a 25% or more shareholder of the company and there is no 25% or more shareholder in the company. In addition, an acquisition of shares of a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a greater than 45% shareholder of the company and there is greater than 45% shareholder in the company. These requirements do not apply if the acquisition (i) is made in a private placement that received shareholder approval, (ii) was from a 25% shareholder of the company and resulted in the acquirer becoming a 25% shareholder of the company or (iii) was from a greater than 45% shareholder of the company and resulted in the acquirer becoming a greater than 45% shareholder of the company. The tender offer must be extended to all shareholders, but the offer or is not required to purchase more than 5% of the company's outstanding shares, regardless of how many shares are tendered by shareholders. The tender offer may be consummated only if (i) at least 5% of the company's outstanding shares will be acquired by the offer and (ii) the number of shares tendered in the offer exceeds the number of shares whose holders objected to the offer.

If as a result of an acquisition of shares the acquirer will hold more than 90% of a company's outstanding shares, the Companies Law requires that the acquisition be made by means of a tender offer for all of the outstanding shares. If as a result of a full tender offer the acquirer would own more than 95% of the outstanding shares, then all the shares that the acquirer offered to purchase will be transferred to it. The law provides for appraisal rights if any shareholder files a request in court within six months following the consummation of a full tender offer, although the acquirer may stipulate that any tendering shareholders forfeit their appraisal rights. If as a result of a full tender offer the acquirer would own 95% or less of the outstanding shares, then the acquirer may not acquire shares that will cause his shareholding to exceed 90% of the outstanding shares.

Finally, Israeli tax law treats stock-for-stock acquisitions between an Israeli company and a foreign company less favorably than does U.S. tax law. For example, Israeli tax law subjects a shareholder who exchanges his ordinary shares for shares in another corporation to taxation prior to the sale of the shares received in such stock-for-stock swap.

## **Modification of Class Rights**

Our articles of association provide that the rights attached to any class (unless otherwise provided by the terms of such class), such as voting, rights to dividends and the like, may be varied by a shareholders resolution, subject to the approval of the holders of a majority of the issued shares of that class.

## **Board of Directors**

According to the Companies Law and our articles of association, the oversight of the management of our business is vested in our board of directors. The board of directors may exercise all such powers and may take all such actions that are not specifically granted to our shareholders. As part of its powers, our board of directors may cause the company to borrow or secure payment of any sum or sums of money, at such times and upon such terms and conditions as it thinks fit, including the grants of security interests on all or any part of the property of the company.

A resolution proposed at any meeting of the board of directors shall be deemed adopted if approved by a majority of the directors present and voting on the matter. For additional information, please see Item 6.C “Board Practices.”

## **Exculpation of Office Holders**

Under the Companies Law, an Israeli company may not exempt an office holder from liability for a breach of his duty of loyalty, but may exempt in advance an office holder from his liability to the company, in whole or in part, for a breach of his duty of care (except in connection with distributions) provided the articles of association of the company allow it to do so. Our articles allow us to exempt our office holders to the fullest extent permitted by law.

## **Insurance of Office Holders**

Our articles of association provide that, subject to the provisions of the Companies Law, we may enter into a contract for the insurance of the liability of any of our office holders, with respect to an act performed in the capacity of an office holder for:

- a breach of his duty of care to us or to another person;
- a breach of his duty of loyalty to us, provided that the office holder acted in good faith and had reasonable cause to assume that his act would not prejudice our interests; or
- a financial liability imposed upon him in favor of another person.

## **Indemnification of Office Holders**

Our articles of association provide that we may indemnify an office holder against the following obligations and expenses imposed on or incurred by the office holder with respect to an act performed in the capacity of an office holder:

- a financial obligation imposed on him in favor of another person by a court judgment, including a settlement or an arbitrator’s award approved by the court; such indemnification may be approved (i) after the liability has been incurred or (ii) in advance, provided that our undertaking to indemnify is limited to events that our board of directors believes are foreseeable in light of our actual operations at the time of providing the undertaking and to a sum or criterion that our board of directors determines to be reasonable under the circumstances;
- reasonable litigation expenses, including attorneys’ fees, expended by the office holder as a result of an investigation or proceeding instituted against him by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against him and either (A) concluded without the imposition of any financial liability in lieu of criminal proceedings or (B) concluded with the imposition of a financial liability in lieu of criminal proceedings but relates to a criminal offense that does not require proof of criminal intent or in connection with a financial sanction;

- reasonable litigation expenses, including attorneys' fees, expended by the office holder or charged to him by a court in connection with: (A) proceedings we institute against him or instituted on our behalf or by another person; or (B) a criminal charge from which he was acquitted; or (C) a criminal proceeding in which he was convicted of an offense that does not require proof of criminal intent; and
- a financial obligation imposed upon an office holder and reasonable litigation expenses, including attorney fees, expended by the office holder as a result of an administrative proceeding instituted against him. Without derogating from the generality of the foregoing, such obligation or expense will include a payment which the office holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Securities Law and expenses that the office holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law, including reasonable legal expenses, which term includes attorney fees.

#### **Limitations on Exculpation, Insurance and Indemnification**

The Companies Law provides that a company may not exculpate or indemnify an office holder, or enter into an insurance contract, which would provide coverage for any monetary liability incurred as a result of any of the following:

- a breach by the office holder of his duty of loyalty unless, with respect to indemnification or insurance coverage, the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach by the office holder of his duty of care if the breach was done intentionally or recklessly;
- any act or omission done with the intent to derive an illegal personal benefit; or
- any fine levied against the office holder.

In addition, under the Companies Law, indemnification of, and procurement of insurance coverage for, our office holders must be approved by our audit committee and our board of directors and, if the beneficiary is a director, by our shareholders.

We have agreed to exempt from liability and indemnify our office holders to the fullest extent permitted under the Companies Law. We currently do not maintain directors and officers liability insurance for the benefit of our office holders.

#### **C. Material Contracts**

None.

#### **D. Exchange Controls**

There are currently no Israeli currency control restrictions on payments of dividends or other distributions with respect to our ordinary shares or the proceeds from the sale of the shares, except for the obligation of Israeli residents to file reports with the Bank of Israel regarding certain transactions. However, legislation remains in effect, pursuant to which currency controls can be imposed by administrative action at any time.

#### **E. Taxation**

##### **Israeli Tax Considerations**

The following is a summary of the current tax structure applicable to companies in Israel, with special reference to its effect on us. Note that this tax structure and any resulting benefit may not apply for any income derived by our foreign subsidiaries, which subsidiaries may be taxed according to tax laws applicable to their country of residence. The following also contains a discussion of the material Israeli tax consequences to persons purchasing our ordinary shares. To the extent that the discussion is based on tax legislation, which has not been subject to judicial or administrative interpretation, we cannot assure you that the tax authorities or courts will accept the views expressed in the discussion in question.

Prospective purchasers of our ordinary shares should consult their own tax advisors as to the United States, Israeli or other tax consequences of the purchase, ownership and disposition of ordinary shares, including, in particular, the effect of any foreign, state or local taxes.

## General Corporate Tax Structure

The general rate of corporate tax in Israel to which Israeli companies are subject is 23% for the 2022 tax year and for future years. The general rate of capital gains tax in Israel to which Israeli companies are subject is the corporate tax rate. However, the effective tax rate payable by a company which derives income from an “Approved Enterprise”, “Preferred Enterprise” or “Preferred Technological Enterprise” (all as defined below) may be considerably less, as further discussed below.

### Law for the Encouragement of Capital Investments, 1959

#### *General*

The Law for Encouragement of Capital Investments, 1959, or the Investments Law, as in effect until 2005, provided that upon application to the Investment Center of the Ministry of Industry and Trade of the State of Israel, a proposed capital investment in eligible facilities may be designated as an “Approved Enterprise.” Please see discussion below regarding reforms of the Investments Law that came into effect in 2011 and in 2017.

#### *Our Approved and Preferred Enterprises*

During 2011, we decided to implement the new legislation amending the Investments Law, while waiving future benefits provided from the Approved Enterprise program under the Investments Law (see more details hereinafter).

Further information with regard to our Approved and Preferred Enterprise programs can be found in Item 3, “Risk Factors” under the caption “We currently benefit from local tax benefits that may be discontinued or reduced” and in Note 8 of our Consolidated Financial Statements under the caption “Taxes on Income.”

#### *Reform of the Investments Law - 2011*

On December 29, 2010, the Israeli parliament approved an amendment to the Investments Law, effective as of January 1, 2011, which constitutes a reform of the incentives regime under such law. This amendment revises the objectives of the Investments Law to focus on achieving enhanced growth in the business sector, improving the Israeli industry’s competitiveness in international markets and creating employment and development opportunities in remote areas of Israel. The amendment allows enterprises meeting certain required criteria to enjoy grants as well as tax benefits. The amendment also introduces certain changes to the map of geographic development areas for purposes of the Investments Law, which will take effect in future years.

The amendment generally abolishes the previous tax benefit routes that were afforded under the Investments Law, specifically the tax-exemption periods previously allowed, and introduces new tax benefits for industrial enterprises meeting the criteria of the law, which include the following:

- A reduced corporate tax rate for industrial enterprises, provided that more than 25% of their annual income is derived from export, which will apply to the enterprise’s entire preferred income the reduced tax rate in recent years is 9% for development area A and 16% for the rest of Israel. Under an amendment to the Investment Law enacted in December 2016, the reduced tax rate of 9% decreased to 7.5% for 2017 and thereafter.
- The reduced tax rates will no longer be contingent upon making a minimum qualifying investment in productive assets.
- A definition of “preferred income” was introduced into the Investments Law to include certain types of income that are generated by the Israeli production activity of a Preferred Enterprise.
- A reduced dividend withholding tax rate of 15% will apply to dividends paid from preferred income to both Israeli and non-Israeli investors, with an exemption from such withholding tax applying to dividends paid to an Israeli company. Under a later amendment of the Investments Law, the dividend withholding tax rate of 15% was increased to 20% for dividends paid from preferred income that accrued from the tax year 2014 and onwards.

The amendment will generally apply to preferred income produced or generated by a Preferred Company (as defined in the Investments Law) commencing from January 1, 2011. The amendment contains various transition provisions which allow, under certain circumstances, to apply the new regime to investment programs previously approved or elected under the Investments Law in its previous form. Although this recent amendment took effect on January 1, 2011, the transitional provisions of its adoption also allow the company to defer its adoption to future years.

#### *The 2017 amendment (“Preferred Technological Enterprises”)*

Amendment 73 to the Investments Law, which came into effect on January 1, 2017, provides a new tax incentive regime. Regulations have been promulgated to implement the “Nexus Principles,” based on OECD guidelines published as part of the Base Erosion and Profit Shifting (BEPS) project.

The new incentive regime applies to “Preferred Technological Enterprises” that meet certain conditions, including all of the following:

- The company’s average R&D expenses in the three years prior to the current tax year must be greater than or equal to 7% of its total revenue or exceed NIS 75 million (approximately \$20 million) per year; and
- The company must satisfy one of the following conditions:
  - at least 20% of the workforce (or at least 200 employees) are employed in R&D;
  - a venture capital investment in an amount approximately equivalent to at least NIS 8 million was previously made in the company, and the company has not changed its business following such investment; or
  - growth in sales or workforce by an average of 25% over the three years preceding the applicable tax year, and the company’s total revenue was at least NIS 10 million or at least 50 employees are employed by the company over the three years preceding the applicable tax year.

A Preferred Technological Enterprises will be subject to a corporate tax rate of 12% unless it is located in a specified development zone, in which case the rate will be 7.5%, all with respect to the portion of income derived from eligible intellectual property developed in Israel. The withholding tax on dividends from such enterprises will be 4% for dividends paid to a foreign parent company holding at least 90% of the shares of the distributing company. For other dividend distributions, the withholding tax rate will be 20% (or a lower rate provided under a tax treaty, if applicable).

On February 18, 2018, the Israel Tax Authority issued a tax ruling granting us “Preferred Technological Enterprise” status, subject to the conditions and terms of the tax ruling. The grant of the status means that starting January 1, 2017 we are subject to a reduced Israeli corporate tax rate of 7.5% on any future taxable “technological income”.

The tax ruling was in force for five years through the 2021 tax year. On January 16, 2022, the tax ruling was extended by the Israel Tax Authority for an additional period of five years through the 2026 tax year.

#### *Dividends Taxation*

When dividends are distributed from the Preferred Enterprise, they are generally considered to be attributable to the entire enterprise and their effective tax rate is a result of a weighted combination of the applicable tax rates. Further information with regard to taxation of dividends can be found in Note 7 of our Consolidated Financial Statements.

We paid dividends to our shareholders in the amount of \$4.8 million in 2020, \$5.2 million in 2021, and \$5.2 million in 2022. In March 2023, we declared a dividend of approximately \$4.8 million and withholding tax applied at a rate of 22%.

## **Law for the Encouragement of Industry (Taxes), 1969**

Under the Law for the Encouragement of Industry (Taxes), 1969, or the Industry Encouragement Law, a company qualifies as an “Industrial Company” if it is resident in Israel and at least 90% of its income in a given tax year, determined in NIS, exclusive of income from certain government loans, is derived from Industrial Enterprises owned by that company. An “Industrial Enterprise” is defined as an enterprise whose major activity in a particular tax year is industrial production activity.

Industrial Companies qualify (based on tax regulations) for accelerated depreciation rates for machinery, equipment and buildings used by an Industrial Enterprise. An Industrial Company owning an Approved Enterprise, as described above, may choose between the above depreciation rates and the depreciation rates available to Approved Enterprises.

Pursuant to the Industry Encouragement Law, an Industrial Company is also entitled to amortize the purchase price of know-how and patents over a period of eight years beginning with the year in which such rights were first used.

In addition, an Industrial Company is entitled to deduct over a three-year period expenses involved with the issuance and listing of shares on a stock exchange and has the right, under certain conditions, to elect to file a consolidated tax return with related Israeli Industrial Companies that satisfy conditions set forth in the law.

Eligibility for the benefits under the law is not subject to receipt of prior approval from any governmental authority. We believe that we currently qualify as an Industrial Company within the definition of the Industry Encouragement Law. However, the definition may be amended from time to time and the Israeli tax authorities, which reassess our qualifications annually, may determine that we no longer qualify as an Industrial Company. As a result of either of the foregoing, the benefits described above might not be available in the future.

## **Israeli Transfer Pricing Regulations**

On November 29, 2006, Income Tax Regulations (Determination of Market Terms), 2006, promulgated under Section 85A of the Tax Ordinance, or the Transfer Pricing Regulations, came into force. Section 85A of the Tax Ordinance and the Transfer Pricing Regulations generally require that all cross-border transactions carried out between related parties will be conducted on an arm’s length principle basis and will be taxed accordingly.

## **Capital Gains Tax on the Sale of our Ordinary Shares**

### *General*

Israeli law generally imposes a capital gains tax on the sale of any capital assets by residents of Israel, as defined for Israeli tax purposes, and on the sale of assets located in Israel, including shares in Israeli companies, by non-residents of Israel, unless a specific exemption is available or unless a tax treaty between Israel and the shareholder’s country of residence provides otherwise. The law distinguishes between real gain and inflationary surplus. The inflationary surplus is equal to the increase in the purchase price of the relevant asset attributable to the increase in the Israeli consumer price index or, in certain circumstances, a foreign currency exchange rate, between the date of purchase and the date of sale. The real gain is the excess of the total capital gain over the inflationary surplus.

### *Israeli Residents*

Generally, the tax rate applicable to capital gains derived from the sale of shares, whether listed on a stock market or not, is 25% for Israeli individuals, unless such shareholder claims a deduction for financing expenses in connection with such shares, in which case the gain will generally be taxed at a rate of 30%. Additionally, if such shareholder is considered a “significant shareholder” at any time during the 12-month period preceding such sale, *i.e.*, such shareholder holds directly or indirectly, including with others, at least 10% of any “means of control” in the company, the tax rate will be 30%. However, the foregoing tax rates will not apply to individuals: (i) who are dealers in securities; or (ii) who acquired their shares prior to an initial public offering (that may be subject to a different tax arrangement). Israeli companies are subject to the corporate tax rate on capital gains derived from the sale of listed shares.

Shareholders that are individuals who have taxable income that exceeds a certain threshold in a tax year (linked to the CPI, which threshold is NIS 663,240 and NIS 698,280 in the 2022 and 2023 tax years, respectively), will be subject to an additional tax, referred to as High Income Tax, at the rate of 3% on their taxable income for such tax year which is in excess of such threshold. For this purpose, taxable income will include taxable capital gains from the sale of our shares and taxable income from dividend distributions.

#### *Non-Residents of Israel*

Non-Israeli residents are exempt from Israeli capital gains tax on any gains derived from the sale of shares publicly traded on a recognized stock market outside of Israel, provided that such capital gains are not derived from a permanent establishment in Israel and that such shareholders did not acquire their shares prior to the issuer's initial public offering. However, non-Israeli corporations will not be entitled to such exemption if Israeli residents (i) have a controlling interest of more than 25% in such non-Israeli corporation, or (ii) are the beneficiaries of or are entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly.

In some instances where our shareholders may be liable to Israeli tax on the sale of their ordinary shares, the payment of the consideration may be subject to the withholding of Israeli tax at the source.

Pursuant to the Convention between the Government of the United States of America and the Government of Israel with Respect to Taxes on Income, as amended, or the U.S.- Israel Tax Treaty, the sale, exchange or disposition of our ordinary shares by a person who qualifies as a resident of the United States and is entitled to claim the benefits afforded to a resident, or a Treaty U.S. Resident, will not be subject to Israeli capital gains tax unless (i) the Treaty U.S. Resident held, directly or indirectly, shares representing 10% or more of our voting power during any part of the 12-month period preceding the sale, exchange or disposition, (ii) the capital gains from such sale can be allocated to a permanent establishment in Israel or (iii) such Treaty U.S. Resident is an individual and was present in Israel for 183 days or more during the relevant taxable year. A sale, exchange or disposition of our ordinary shares by a Treaty U.S. Resident who does not meet the above conditions will be subject to Israeli capital gains tax, to the extent applicable. However, under the U.S.-Israel Tax Treaty, this Treaty U.S. Resident would be permitted to claim a credit for such taxes against U.S. federal income tax imposed with respect to such sale, exchange or disposition, subject to the limitations in U.S. laws applicable to foreign tax credits. The U.S.-Israel Tax Treaty does not relate to state or local taxes.

A non-resident of Israel who receives dividend income or that realizes capital gains derived from the sale of our ordinary shares, from which tax was withheld at the source, in practice, is exempt from the duty to file tax returns in Israel with respect to such income, provided such income was not derived from a business conducted in Israel by the taxpayer and the taxpayer has no other taxable sources of income in Israel.

#### *Dividend Taxation*

##### *Income Taxes on Dividends Distributed by the Company to Israeli Residents*

The distribution of dividend income to Israeli residents will generally be subject to income tax at a rate of 25% for individuals and will be exempt from income tax for corporations. The portion of dividends paid out of profits earned under a Preferred Enterprise (accrued from the 2014 tax year and onwards) or a Preferred Technological Enterprise tax status of the Company to individuals is subject to withholding tax at the rate of 20%.

In addition, if an Individual Israeli shareholder is considered a "significant shareholder" at any time during the 12-month period preceding such distribution, i.e., such shareholder holds directly or indirectly, including with others, at least 10% of any means of control in the company, the tax rate on the dividend (not sourced from eligible Preferred Enterprise or Preferred Technological Enterprise income) will be 30%.

For information with respect to the applicability of High-Income Tax on distribution of dividends, see "Capital Gains Tax on Sales of Our Ordinary Shares - Taxation of Israeli Residents."

Subject to the provisions of applicable tax treaties, dividend distributions from regular profits (non-Preferred Enterprise) by the Company to a non-resident shareholder are generally subject to withholding tax of 25%. The portion of dividends paid out of profits earned under a Preferred Enterprise (accrued from the 2014 tax year and onwards) or a Preferred Technological Enterprise tax status of the Company is subject to withholding tax at the rate of 20%.

Generally, under the U.S-Israel Tax Treaty the maximum rate of withholding tax on dividends paid to a shareholder who is a resident of the United States (as defined in the U.S. – Israel Tax Treaty) will be 25%. However, when a U.S. tax resident corporation is the recipient of the dividend, the withholding tax rate on a dividend out of regular (non-Approved/Preferred Enterprise/Preferred Technological Enterprise) profits may be reduced to 12.5% under the U.S-Israel Tax Treaty, where the following conditions are met:

- (a) the recipient corporation owns at least 10% of the outstanding voting rights of the Company for all of the period preceding the dividend during the Company's current and prior taxable year; and
- (b) generally not more than 25% of the gross income of the paying corporation for its prior tax year consists of certain interest and dividend income.

Otherwise, the usual rates apply. Dividends paid to such U.S. corporation from income derived during any period for which the Israeli company is entitled to the reduced tax rate applicable to an Approved Enterprise, Preferred Enterprise or Preferred Technological Enterprise will be subject to a 15% tax rate, provided that the conditions in clauses (a) and (b) above are met.

### **U.S. Federal Income Taxation**

Subject to the limitations described in the next paragraph, the following discussion summarizes the material U.S. federal income tax consequences to a "U.S. Holder" arising from the purchase, ownership and sale of the Ordinary Shares. For this purpose, a "U.S. Holder" is a holder of Ordinary Shares that is: (1) an individual citizen or resident of the United States, including an alien individual who is a lawful permanent resident of the United States or meets the substantial presence residency test under U.S. federal income tax laws; (2) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) or a partnership (other than a partnership that is not treated as a U.S. person under any applicable U.S. Treasury Regulations) created or organized in or under the laws of the United States or the District of Columbia or any political subdivision thereof; (3) an estate, the income of which is subject to U.S. federal income tax regardless of source; (4) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have authority to control all substantial decisions of the trust; (5) a trust that has a valid election in effect to be treated as a U.S. person to the extent provided in U.S. Treasury regulations; or (6) any person otherwise subject to U.S. federal income tax on a net income basis in respect of the Ordinary Shares, if such status as a U.S. Holder is not overridden pursuant to the provisions of an applicable tax treaty.

This summary is for general information purposes only and does not purport to be a comprehensive description of all of the U.S. federal income tax considerations that may be relevant to a decision to purchase or hold our Ordinary Shares. This summary generally considers only U.S. Holders that will own our Ordinary Shares as capital assets. Except to the limited extent discussed below, this summary does not consider the U.S. federal tax consequences to a person that is not a U.S. Holder, nor does it describe the rules applicable to determine a taxpayer's status as a U.S. Holder. This summary is based on the provisions of the Internal Revenue Code of 1986, as amended, or the Code, final, temporary and proposed U.S. Treasury Regulations promulgated thereunder, administrative and judicial interpretations thereof, and the U.S./Israel Income Tax Treaty, all as in effect as of the date hereof and all of which are subject to change, possibly on a retroactive basis, and all of which are open to differing interpretations. The Company will not seek a ruling from the U.S. Internal Revenue Service, or the IRS, with regard to the U.S. federal income tax treatment of an investment in our Ordinary Shares by U.S. Holders and, therefore, can provide no assurances that the IRS will agree with the conclusions set forth below.



This discussion does not address all of the aspects of U.S. federal income taxation that may be relevant to a particular shareholder based on such shareholder's particular circumstances and in particular does not discuss any estate, gift, generation-skipping, transfer, state, local or foreign tax considerations. In addition, this discussion does not address the U.S. federal income tax treatment of a U.S. Holder who is: (1) a bank, life insurance company, regulated investment company, or other financial institution or "financial services entity"; (2) a broker or dealer in securities or foreign currency; (3) a person who acquired our Ordinary Shares in connection with employment or other performance of services; (4) a U.S. Holder that is subject to the U.S. alternative minimum tax; (5) a U.S. Holder that holds our Ordinary Shares as a hedge or as part of a hedging, straddle, conversion or constructive sale transaction or other risk-reduction transaction for U.S. federal income tax purposes; (6) a tax-exempt entity; (7) real estate investment trusts; (8) a U.S. Holder that expatriates out of the United States or a former long-term resident of the United States; or (9) a person having a functional currency other than the dollar. This discussion does not address the U.S. federal income tax treatment of a U.S. Holder that owns, directly or constructively, at any time, Ordinary Shares representing 10% or more of our voting power. Additionally, the U.S. federal income tax treatment of persons who hold Ordinary Shares through a partnership or other pass-through entity are not considered.

You are encouraged to consult your own tax advisor with respect to the specific U.S. federal and state income tax consequences to you of purchasing, holding or disposing of our Ordinary Shares, including the effects of applicable state, local, foreign or other tax laws and possible changes in the tax laws.

### **Distributions on Ordinary Shares**

Subject to the discussion under the heading "Passive Foreign Investment Companies" below, a U.S. Holder will be required to include in gross income as ordinary income the amount of any distribution paid on Ordinary Shares (including the amount of any Israeli tax withheld on the date of the distribution), to the extent that such distribution does not exceed our current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. The amount of a distribution which exceeds our earnings and profits will be treated first as a non-taxable return of capital, reducing the U.S. Holder's tax basis for the Ordinary Shares to the extent thereof, and then capital gain. Corporate holders generally will not be allowed a deduction for dividends received. For noncorporate U.S. Holders, to the extent that their total adjusted income does not exceed applicable thresholds, the maximum federal income tax rate for "qualified dividend income" and long-term capital gains is generally 15%. For those noncorporate U.S. Holders whose total adjusted income exceeds such income thresholds, the maximum federal income tax rate for "qualified dividend income" and long-term capital gains is generally 20%. For this purpose, "qualified dividend income" means, *among other things*, dividends received from a "qualified foreign corporation." A "qualified foreign corporation" is a corporation that is entitled to the benefits of a comprehensive tax treaty with the United States which includes an exchange of information program. The IRS has stated that the Israel/U.S. Tax Treaty satisfies this requirement and we believe we are eligible for the benefits of that treaty.

In addition, our dividends will be qualified dividend income if our Ordinary Shares are readily tradable on Nasdaq or another established securities market in the United States. Dividends will not qualify for the preferential rate if we are treated, in the year the dividend is paid or in the prior year, as a passive foreign investment company, or PFIC. A U.S. Holder will not be entitled to the preferential rate: (1) if the U.S. Holder has not held our Ordinary Shares or ADRs for at least 61 days of the 121-day period beginning on the date which is 60 days before the ex-dividend date, or (2) to the extent the U.S. Holder is under an obligation to make related payments on substantially similar property. Any days during which the U.S. Holder has diminished its risk of loss on our Ordinary Shares are not counted towards meeting the 61-day holding period. Finally, U.S. Holders who elect to treat the dividend income as "investment income" pursuant to Code section 163(d)(4) will not be eligible for the preferential rate of taxation.

The amount of a distribution with respect to our Ordinary Shares will be measured by the amount of the fair market value of any property distributed, and for U.S. federal income tax purposes, the amount of any Israeli taxes withheld therefrom. (See discussion above under "Israeli Tax Considerations - Dividend Taxation.") Cash distributions paid by us in NIS will be included in the income of U.S. Holders at a dollar amount based upon the spot rate of exchange in effect on the date the dividend is includible in the income of the U.S. Holder, and U.S. Holders will have a tax basis in such NIS for U.S. federal income tax purposes equal to such dollar value. If the U.S. Holder subsequently converts the NIS, any subsequent gain or loss in respect of such NIS arising from exchange rate fluctuations will be U.S. source ordinary exchange gain or loss.

Distributions paid by us will generally be foreign source income for U.S. foreign tax credit purposes. Subject to the limitations set forth in the Code, U.S. Holders may elect to claim a foreign tax credit against their U.S. income tax liability for Israeli income tax withheld from distributions received in respect of the Ordinary Shares. In general, these rules limit the amount allowable as a foreign tax credit in any year to the amount of regular U.S. tax for the year attributable to foreign source taxable income. This limitation on the use of foreign tax credits generally will not apply to an electing individual U.S. Holder whose creditable foreign taxes during the year do not exceed \$300, or \$600 for joint filers, if such individual's gross income for the taxable year from non-U.S. sources consists solely of certain passive income. A U.S. Holder will be denied a foreign tax credit with respect to Israeli income tax withheld from dividends received with respect to the Ordinary Shares if such U.S. Holder has not held the Ordinary Shares for at least 16 days out of the 31-day period beginning on the date that is 15 days before the ex-dividend date or to the extent that such U.S. Holder is under an obligation to make certain related payments with respect to substantially similar or related property. Any day during which a U.S. Holder has substantially diminished his or her risk of loss with respect to the Ordinary Shares will not count toward meeting the 16-day holding period. A U.S. Holder will also be denied a foreign tax credit if the U.S. Holder holds the Ordinary Shares in an arrangement in which the U.S. Holder's reasonably expected economic profit is insubstantial compared to the foreign taxes expected to be paid or accrued. The rules relating to the determination of the U.S. foreign tax credit are complex, and U.S. Holders should consult with their own tax advisors to determine whether, and to what extent, they are entitled to such credit. U.S. Holders that do not elect to claim a foreign tax credit may instead claim a deduction for Israeli income taxes withheld, provided such U.S. Holders itemize their deductions.

### **Disposition of Shares**

Except as provided under the PFIC rules described below, upon the sale, exchange or other disposition of our Ordinary Shares, a U.S. Holder will recognize capital gain or loss in an amount equal to the difference between such U.S. Holder's tax basis in the sold Ordinary Shares and the amount realized on the disposition of such Ordinary Shares (or its dollar equivalent determined by reference to the spot rate of exchange on the date of disposition, if the amount realized is denominated in a foreign currency). The gain or loss realized on the sale or exchange or other disposition of Ordinary Shares will be long-term capital gain or loss if the U.S. Holder has a holding period of more than one year at the time of the disposition.

In general, gain realized by a U.S. Holder on a sale, exchange or other disposition of Ordinary Shares will generally be treated as U.S. source income for U.S. foreign tax credit purposes. A loss realized by a U.S. Holder on the sale, exchange or other disposition of Ordinary Shares is generally allocated to U.S. source income. However, U.S. Treasury Regulations require such loss to be allocated to foreign source income to the extent specified dividends were received by the taxpayer within the 24-month period preceding the date on which the taxpayer recognized the loss. The deductibility of a loss realized on the sale, exchange or other disposition of Ordinary Shares is subject to limitations.

### **Tax on Net Investment Income**

U.S. Holders who are individuals, estates or trusts will generally be required to pay 3.8% tax on their net investment income (including dividends on and gains from the sale or other disposition of our Ordinary Shares), or in the case of estates and trusts on their net investment income that is not distributed. In each case, the 3.8% Medicare tax applies only to the extent the U.S. Holder's total adjusted income exceeds applicable thresholds.

### **Passive Foreign Investment Companies**

Special U.S. federal income tax laws apply to a U.S. Holder who owns shares of a corporation that was (at any time during the U.S. Holder's holding period) a PFIC. We would be treated as a PFIC for U.S. federal income tax purposes for any tax year if, in such tax year, either:

- 75% or more of our gross income (including our pro rata share of gross income for any company, U.S. or foreign, in which we are considered to own 25% or more of the shares by value), in a taxable year is passive, or the Income Test; or
- At least 50% of our assets, averaged over the year and generally determined based upon value (including our pro rata share of the assets of any company in which we are considered to own 25% or more of the shares by value), in a taxable year are held for the production of, or produce, passive income, or the Asset Test.

For this purpose, passive income generally consists of dividends, interest, rents, royalties, annuities and income from certain commodities transactions and from notional principal contracts. Cash is treated as generating passive income.

If we are or become a PFIC, each U.S. Holder who has not elected to treat us as a qualified electing fund by making a “QEF election”, or who has not elected to mark the shares to market (as discussed below), would, upon receipt of certain distributions by us and upon disposition of our Ordinary Shares at a gain, be liable to pay U.S. federal income tax at the then prevailing highest tax rates on ordinary income plus interest on such tax, as if the distribution or gain had been recognized ratably over the taxpayer’s holding period for the Ordinary Shares. In addition, when shares of a PFIC are acquired by reason of death from a decedent that was a U.S. Holder, the tax basis of such shares would not receive a step-up to fair market value as of the date of the decedent’s death, but instead would be equal to the decedent’s basis if lower, unless all gain were recognized by the decedent. Indirect investments in a PFIC may also be subject to special U.S. federal income tax rules.

The PFIC rules would not apply to a U.S. Holder who makes a QEF election for all taxable years that such U.S. Holder has held the Ordinary Shares while we are a PFIC, provided that we comply with specified reporting requirements. Instead, each U.S. Holder who has made such a QEF election is required for each taxable year that we are a PFIC to include in income such U.S. Holder’s *pro rata* share of our ordinary earnings as ordinary income and such U.S. Holder’s *pro rata* share of our net capital gains as long-term capital gain, regardless of whether we make any distributions of such earnings or gain. In general, a QEF election is effective only if we make available certain required information. The QEF election is made on a shareholder-by-shareholder basis and generally may be revoked only with the consent of the IRS. U.S. Holders should consult with their own tax advisors regarding eligibility, manner and advisability of making a QEF election if we are treated as a PFIC.

A U.S. Holder of PFIC shares which are traded on qualifying public markets, including the Nasdaq, can elect to mark the shares to market annually, recognizing as ordinary income or loss each year an amount equal to the difference as of the close of the taxable year between the fair market value of the PFIC shares and the U.S. Holder’s adjusted tax basis in the PFIC shares. Losses are allowed only to the extent of net mark-to-market gain previously included income by the U.S. Holder under the election for prior taxable years.

In light of the complexity of PFIC rules, we cannot assure you that we have not been or are not a PFIC or will avoid becoming a PFIC in the future. U.S. Holders who hold Ordinary Shares during a period when we are a PFIC will be subject to the foregoing rules, even if we cease to be a PFIC, subject to specified exceptions for U.S. Holders who made a QEF or mark-to-market election. U.S. Holders are strongly urged to consult their tax advisors about the PFIC rules, including tax return filing requirements and the eligibility, manner, and consequences to them of making a QEF or mark-to-market election with respect to our Ordinary Shares in the event we that qualify as a PFIC.

### **Information Reporting and Withholding**

A U.S. Holder may be subject to backup withholding (at a rate of 24%) with respect to cash dividends and proceeds from a disposition of Ordinary Shares. In general, back-up withholding will apply only if a U.S. Holder fails to comply with specified identification procedures. Backup withholding will not apply with respect to payments made to designated exempt recipients, such as corporations and tax-exempt organizations. Backup withholding is not an additional tax and may be claimed as a credit against the U.S. federal income tax liability of a U.S. Holder, provided that the required information is timely furnished to the IRS.

Under the Hiring Incentives to Restore Employment Act of 2010, or the HIRE Act, some payments made to “foreign financial institutions” in respect of accounts of U.S. stockholders at such financial institutions may be subject to withholding at a rate of 30%. U.S. Treasury Regulations provide that such withholding will only apply to distributions paid on or after January 1, 2014, and to other “withholdable payments” (including payments of gross proceeds from a sale or other disposition of our Ordinary Shares) made on or after January 1, 2017. U.S. Holders should consult their tax advisors regarding the effect, if any, of the HIRE Act on their ownership and disposition of our Ordinary Shares. See “Non-U.S. Holders of Ordinary Shares.”

## **Non-U.S. Holders of Ordinary Shares**

Except as provided below, an individual, corporation, estate or trust that is not a U.S. Holder generally will not be subject to U.S. federal income or withholding tax on the payment of dividends on, and the proceeds from the disposition of, our Ordinary Shares.

A non-U.S. Holder may be subject to U.S. federal income or withholding tax on a dividend paid on our Ordinary Shares or the proceeds from the disposition of our Ordinary Shares if: (1) such item is effectively connected with the conduct by the non-U.S. Holder of a trade or business in the United States or, in the case of a non-U.S. Holder that is a resident of a country which has an income tax treaty with the United States, such item is attributable to a permanent establishment or, in the case of gain realized by an individual non-U.S. Holder, a fixed place of business in the United States; (2) in the case of a disposition of our Ordinary Shares, the individual non-U.S. Holder is present in the United States for 183 days or more in the taxable year of the sale and other specified conditions are met; (3) the non-U.S. Holder is subject to U.S. federal income tax pursuant to the provisions of the U.S. tax law applicable to U.S. expatriates.

In general, non-U.S. Holders will not be subject to backup withholding with respect to the payment of dividends on our Ordinary Shares if payment is made through a paying agent, or office of a foreign broker outside the United States. However, if payment is made in the United States or by a U.S. related person, non-U.S. Holders may be subject to backup withholding, unless the non-U.S. Holder provides on an applicable Form W-8 (or a substantially similar form) a taxpayer identification number, certifies to its foreign status, or otherwise establishes an exemption. A U.S. related person for these purposes is a person with one or more current relationships with the United States.

The amount of any backup withholding from a payment to a non-U.S. Holder will be allowed as a credit against such holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the IRS.

The HIRE Act may impose withholding taxes on some types of payments made to "foreign financial institutions" and some other non-U.S. entities. Under the HIRE Act, the failure to comply with additional certification, information reporting and other specified requirements could result in withholding tax being imposed on payments of dividends and sales proceeds to U.S. Holders that own Ordinary Shares through foreign accounts or foreign intermediaries and specified non-U.S. Holders. The HIRE Act imposes a 30% withholding tax on dividends on, and gross proceeds from the sale or other disposition of, Ordinary Shares paid from the United States to a foreign financial institution or to a foreign nonfinancial entity, unless (1) the foreign financial institution undertakes specified diligence and reporting obligations or (2) the foreign nonfinancial entity either certifies it does not have any substantial U.S. owners or furnishes identifying information regarding each substantial U.S. owner. In addition, if the payee is a foreign financial institution, it generally must enter into an agreement with the U.S. Treasury that requires, among other things, that it undertake to identify accounts held by specified U.S. persons or U.S.-owned foreign entities, annually report certain information about such accounts, and withhold 30% on payments to other specified account holders. U.S. Treasury Regulations provide that such withholding will only apply to distributions paid on or after January 1, 2014, and to other "withholdable payments" (including payments of gross proceeds from a sale or other disposition of our Ordinary Shares) made on or after January 1, 2017. You should consult your tax advisor regarding the HIRE Act.

## **F. Dividends and paying agents**

Not applicable.

## **G. Statement by Experts**

Not applicable.

## H. Documents on Display

We are subject to certain of the information reporting requirements of the Exchange Act. As a foreign private issuer, we are exempt from the rules and regulations under the Exchange Act prescribing the content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and “short-swing” profit recovery provisions contained in Section 16 of the Exchange Act, with respect to their purchase and sale of our shares. In addition, we are not required to file reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we are required to file with the SEC, within four months after the end of each fiscal year, an annual report on Form 20-F containing financial statements audited by an independent accounting firm. We publish unaudited interim financial information after the end of each quarter. We furnish this quarterly financial information to the SEC under cover of a Form 6-K.

We are subject to the informational requirements of the Exchange Act, applicable to foreign private issuers and fulfill the obligations with respect to such requirements by filing reports with the SEC. You may read and copy any document we file, including any exhibits, with the SEC without charge at the SEC’s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Copies of such material may be obtained by mail from the Public Reference Branch of the SEC at such address, at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Certain of our SEC filings are also available to the public at the SEC’s website at <http://www.sec.gov>, and on our website at <http://www.mindcti.com>.

You may request a copy of our SEC filings, at no cost, by e-mailing to [investor@mindcti.com](mailto:investor@mindcti.com) and upon said request copies will be sent by e-mail. A copy of each report submitted in accordance with applicable U.S. law is available for review at our principal executive offices.

## I. Subsidiary Information

Not applicable.

## Item 11. Quantitative and Qualitative Disclosures about Market Risk

Market risk represents the risk of changes in the value of our financial instruments as a result of fluctuations in foreign currency exchange rates.

The following table sets forth our consolidated balance sheet exposure with respect to change in foreign currency exchange rates as of December 31, 2022.

Currency	Current Monetary Assets (Liabilities)- Net
	(dollars in thousands)
NIS	\$ 54
EURO	1,549
Romanian RON	67
Other non-dollar currencies	55
	\$ 1,725

Our annual expenses paid in NIS are approximately \$3.4 million. Accordingly, we estimate that a hypothetical increase of the value of the NIS against the dollar by 1% would result in an increase in our operating expenses by approximately \$34 thousand for the year ended December 31, 2022.

We are exposed to changes in prices of various securities in which we invest. As of December 31, 2022, we held short term investments (mainly highly rated corporate bonds) of \$0.2 million, which are held for trading and presented in the balance sheet as marketable securities. These debt securities are exposed to potential loss in market value due to a decline in debt securities prices. The potential loss in fair value resulting from a 10% adverse change in debt securities prices would be approximately \$0.02 million.

As of December 31, 2022, we did not hold any derivative financial instruments for either trading or non-trading purposes.

## Item 12. Description of Securities Other Than Equity Securities

None.

## PART II

### Item 13. Defaults, Dividend Arrearages and Delinquencies

Not applicable.

### Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

### Item 15. Controls and Procedures

#### *Disclosure Controls and Procedures*

We performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2022. The evaluation was performed with the participation of our senior management and under the supervision and with the participation of our chief executive officer and chief financial officer. Based on this evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were effective as of December 31, 2022.

#### *Management's Annual Report on Internal Control over Financial Reporting*

Our management, including our chief executive officer and chief financial officer, is responsible for establishing and maintaining adequate internal control over our financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Our internal control system was designed to provide reasonable assurance to our management and our board of directors regarding the reliability of financial reporting and the preparation and fair presentation of published financial statements for external purposes in accordance with generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurances with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may decline.

Our management (with the participation of our chief executive officer and chief financial officer) conducted an evaluation, pursuant to Rule 13a-15(c) under the Exchange Act, of the effectiveness, as of the end of the period covered by this Annual Report, of our internal control over financial reporting based on the criteria set forth in the *Internal Control-Integrated Framework* (2103 framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the results of this evaluation, management assessed the effectiveness of our internal control over financial reporting as at December 31, 2022 and concluded that our internal control over financial reporting was effective as of December 31, 2022.

#### *Attestation Report of the Registered Public Accounting Firm*

Not applicable.

#### *Changes in Financial Control over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during 2022 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

**Item 16. [Reserved]****Item 16A. Audit Committee Financial Expert**

Our board of directors has designated Mr. Joseph Tenne as our “audit committee financial expert”, as defined by the SEC rules.

**Item 16B. Code of Ethics**

We have adopted a Code of Ethics that applies to all of our directors, officers and employees, including our principal executive and financial officers. The Code of Ethics is publicly available on our website at [www.mindcti.com](http://www.mindcti.com). If we make any substantive amendments to the Code of Ethics or grant any waiver from a provision of this code to our chief executive officer, principal financial officer, principal accounting officer or controller, we will either disclose the nature of such amendment or waiver on our website or in our annual report on Form 20-F.

**Item 16C. Principal Accountant Fees and Services**

At the annual meeting held on June 30, 2022, our shareholders appointed Fahn Kanne & Co. Grant Thornton Israel, certified public accountants in Israel, as our independent auditor until the close of the following year’s annual general meeting. Prior to that, Brightman Almagor Zohar had served as our independent auditor since 2009.

Brightman Almagor Zohar and Fahn Kanne & Co. Grant Thornton Israel billed the following fees to us for professional services in fiscal years 2022 and 2021, respectively:

	<b>Years Ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Audit Fees	\$ 119,129	\$ 147,516
Tax Fees	-	27,500
<b>Total</b>	<b>\$ 119,129</b>	<b>\$ 175,016</b>

Our audit committee’s policy is to approve each audit and non-audit service to be performed by our independent accountant before the accountant is engaged.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

None.

**Item 16F. Change in Registrant’s Certifying Accountant**

At our 2022 Annual General Meeting held on June 30, 2022, our shareholders approved the appointment of Fahn Kanne & Co. Grant Thornton Israel (“Fahn Kanne”), a member firm within Grant Thornton, as our independent registered public accounting firm until our next annual general meeting. The appointment of Fahn Kanne was recommended by our audit committee and by our board of directors on May 12, 2022. Fahn Kanne is independent of the Company, and during the two most recent fiscal years and the subsequent interim period, neither the Company nor anyone on its behalf consulted Fahn Kanne regarding any matter that requires disclosure under applicable SEC rules.

Our previous independent registered public accounting firm was Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network (“Deloitte Israel”), certified public accountants in Israel. As described below, the change in independent registered public accounting firm is not the result of any disagreement with Deloitte Israel. Deloitte Israel’s report on our financial statements as of and for the years ended December 31, 2021 and 2020, did not contain an adverse opinion or a disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles. During the years ended December 31, 2021 and 2020, there were no disagreements with Deloitte Israel on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement(s), if not resolved to the satisfaction of Deloitte Israel, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its reports on the financial statements for such years, and there were no “reportable events” (as defined in Item 16F(a)(1)(v) of SEC Form 20-F).

The Company provided Deloitte Israel with a copy of the foregoing disclosure and requested Deloitte Israel to furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statements made therein. A copy of such letter, dated March 14, 2023, furnished by Deloitte Israel is filed as Exhibit 15.3 to this Annual Report on Form 20-F.

#### **Item 16G. Corporate Governance**

We follow the Israeli Companies Law, the relevant provisions of which are summarized in this annual report, rather than comply with the Nasdaq requirement relating to the quorum for shareholder meetings, as described in Item 10.B “Additional Information – Memorandum and Articles of Association – Voting, Shareholders’ Meetings and Resolutions”, rather than comply with Nasdaq’s shareholder approval requirements with respect to equity compensation plans, as described in Item 6.C “Directors, Senior Management and Employees – Board Practices–Office Holder Compensation”, and rather than comply with the Nasdaq requirements relating to compensation committees (other than the due composition thereof), our audit committee (in its capacity as our compensation committee) fulfills the duties of a compensation committee in accordance with the Companies Law, as described in Item 6.A “Directors, Senior Management and Employees - Board Practices.” In addition, we are exempt from Nasdaq’s requirement to send an annual report to shareholders prior to our annual general meetings. Instead, we file annual reports on Form 20-F electronically with the SEC and post a copy on our website.

#### **Item 16H. Mine Safety Disclosure**

Not applicable.

#### **Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.



**PART III**

**Item 17. Financial Statements**

Not applicable.

**Item 18. Financial Statements**

See pages F-1 through F-26 of this annual report attached hereto.

## Item 19. Exhibits

The following exhibits are filed as part of this Annual Report:

Exhibit No.	Exhibit
1.1 <sup>*</sup>	<a href="#">Memorandum of Association, as amended</a>
1.2	<a href="#">Articles of Association, as amended</a>
2(d) <sup>****</sup>	<a href="#">Description of Ordinary Shares</a>
4.1 <sup>**</sup>	<a href="#">MIND 1998 Share Option Plan</a>
4.2 <sup>**</sup>	<a href="#">MIND 2000 Share Option Plan</a>
4.3 <sup>***</sup>	<a href="#">MIND 2011 Share Incentive Plan</a>
4.4 <sup>*****</sup>	<a href="#">Compensation Policy of Directors and Officers, dated May 26, 2019</a>
8	<a href="#">List of Subsidiaries</a>
11 <sup>***</sup>	<a href="#">Code of Ethics and Business Conduct</a>
12.1	<a href="#">Certification of Principal Executive Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to §302 of the Sarbanes-Oxley Act</a>
12.2	<a href="#">Certification of Principal Financial Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to §302 of the Sarbanes-Oxley Act</a>
13.1	<a href="#">Certification of Principal Executive Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act</a>
13.2	<a href="#">Certification of Principal Financial Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act</a>
15.1	<a href="#">Consent of Brightman Almagor Zohar &amp; Co., a firm in the Deloitte Global Network</a>
15.2	<a href="#">Consent of Fahn Kanne &amp; Co. Grant Thornton Israel</a>
15.3	<a href="#">Letter from Brightman Almagor Zohar &amp; Co., a firm in the Deloitte Global Network</a>
101	The following financial information from MIND C.T.I. Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2022, formatted in XBRL (eXtensible Business Reporting Language):  (i) Consolidated Balance Sheets at December 31, 2021 and 2022;  (ii) Consolidated Statements of Operations for the years ended December 31, 2020, 2021 and 2022;  (iii) Consolidated Comprehensive Income for the years ended December 31, 2020, 2021 and 2022;  (iv) Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2020, 2021 and 2022;  (v) Consolidated Statements of Cash Flows for the years ended December 31, 2020, 2021 and 2022; and  (vi) Notes to Consolidated Financial Statements, tagged as blocks of text
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

\* Incorporated by reference to MIND C.T.I. Ltd.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2002.

\*\* Incorporated by reference to MIND C.T.I. Ltd.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2003.

\*\*\* Incorporated by reference to MIND C.T.I. Ltd.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2011.

\*\*\*\* Incorporated by reference to MIND C.T.I. Ltd.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2019.

\*\*\*\*\* Incorporated by reference to MIND C.T.I. Ltd.'s Notice of Annual General Meeting of Shareholders on Form 6K filed on April 16, 2019.

**SIGNATURES**

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this annual report on its behalf.

MIND CTI LTD.

/s/ Monica Iancu

By: Monica Iancu

Title: President and Chief Executive Officer

Date: March 14, 2023

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**AS OF DECEMBER 31, 2022**

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**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**AS OF DECEMBER 31, 2022**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**To the shareholders and the Board of Directors of MIND C.T.I. Ltd.**

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheet of MIND C.T.I. Ltd. and subsidiaries (the “Company”) as of December 31, 2022, the related consolidated statements of operations, comprehensive income, changes in shareholders’ equity, and cash flows, for the year then ended, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provide a reasonable basis for our opinion.

### **Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

### **Certified Public Accountants**

**Fahn Kanne & Co. is the Israeli member firm of Grant Thornton International Ltd.**

*Critical Audit Matter Description***Goodwill Impairment Analysis**

As described further in Note 11 and Note 4b to the consolidated financial statements, as of September 30, 2022, the Company performed goodwill impairment analysis with respect to goodwill balance with a total carrying amount of \$7.8 million that was allocated to two reporting units. As disclosed in Note 11, goodwill is not amortized but rather tested for impairment at least annually or most often if indicators of impairment are present. Management either assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying value, including goodwill (qualitative assessment) or elects to proceed directly to the impairment test and bypass the qualitative assessment. As part of the qualitative assessment, if, after assessing the totality of events or circumstances, the Company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, additional impairment testing is not required. Goodwill impairment is measured by comparing the fair value of a reporting unit with its carrying amount. The impairment test was based on a valuation performed by management. Judgments and assumptions used in the discounted cash flow model which included projected net cash flows from operations, short-term and long-term growth rates, weighted average cost of capital, interest, capital expenditures, cash flows, and market conditions. We identified the goodwill impairment analysis as a critical audit matter.

The principal considerations for our determination that the goodwill impairment assessment is a critical audit matter are the high degree of auditor judgment, effort and subjectivity in performing procedures and evaluating management's fair value estimate, which included projected net cash flows from operations, estimated weighted average cost of capital and short-term and long-term growth rates for the reporting units. Given the subjective nature and judgment applied by management, auditing these estimates required a high degree of auditor judgment and an increased extent of effort, including the use of our valuation specialist.

Our audit procedures related to the annual goodwill impairment analysis of the reporting units included, among others, the following:

- We evaluated the appropriateness of the discounted cash flow model; tested the completeness, accuracy and relevance of underlying data used in the model; and evaluated the reasonableness of significant assumptions used by management, including projected net cash flows from operations, estimated weighted average cost of capital and short-term and long-term growth rates for the reporting units. Our evaluation involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the reporting unit, (ii) the consistency with external market and industry data, and (iii) the consistency of the assumptions used with evidence obtained in other areas of the audit.
- We utilized a valuation specialist to assess the appropriateness of the impairment methodology used and to assist us with testing the appropriateness of the discount rate used (the estimated weighted average cost of capital) in the discounted cash flow model.

/s/ Fahn Kanne & Co. Grant Thornton Israel

**Fahn Kanne & Co. Grant Thornton Israel**

Certified Public Accountants (Isr.)

Tel-Aviv, March 14, 2023

We have served as the Company's auditor since 2022.

**Certified Public Accountants**

**Fahn Kanne & Co. is the Israeli member firm of Grant Thornton International Ltd.**

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	Note	December 31,	
		2022	2021
		U.S. dollars in thousands	
<b>ASSETS</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	8a	\$ 5,265	\$ 4,182
Short-term bank deposits	8a	12,040	14,071
Marketable securities		174	208
Trade receivables, net		2,357	1,803
Other current assets	8b	293	145
Prepaid expenses		169	124
<b>Total current assets</b>		<b>20,298</b>	<b>20,533</b>
<b>NON-CURRENT ASSETS:</b>			
Trade receivables		58	-
Severance pay fund	5	1,914	2,325
Deferred income taxes	7c	143	184
Property and equipment, net	2	225	175
Right-of-use assets, net	3	946	1,463
Intangible assets, net	4a	374	522
Goodwill	4b	7,785	7,929
<b>Total assets</b>		<b>\$ 31,743</b>	<b>\$ 33,131</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES:</b>			
Trade payables		\$ 937	\$ 839
Other current liabilities and accruals	8c	1,978	2,265
Current maturities of lease liabilities	3	271	376
Deferred revenues		1,986	2,155
<b>Total current liabilities</b>		<b>5,172</b>	<b>5,635</b>
<b>LONG-TERM LIABILITIES:</b>			
Deferred revenues		107	154
Lease liabilities, net of current maturities	3	615	1,098
Accrued severance pay	5	1,930	2,361
Deferred income taxes		112	157
<b>Total liabilities</b>		<b>7,936</b>	<b>9,405</b>
<b>SHAREHOLDERS' EQUITY:</b>			
Share capital - Ordinary shares of NIS 0.01 par value – Authorized: 88,000,000 shares at December 31, 2022 and 2021; Issued: 21,660,010 shares at December 31, 2022 and 2021; Outstanding: 20,124,326 and 20,057,326 shares at December 31, 2022 and 2021, respectively	6	54	54
Additional paid-in capital		27,546	27,324
Accumulated other comprehensive loss		(1,073)	(836)
Accumulated deficit		(1,662)	(1,722)
Treasury shares - 1,535,684 and 1,602,684 shares at December 31, 2022 and 2021, respectively		(1,058)	(1,094)
<b>Total shareholders' equity</b>		<b>23,807</b>	<b>23,726</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 31,743</b>	<b>\$ 33,131</b>

The accompanying notes are an integral part of the consolidated financial statements.



**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Note	Years Ended December 31,		
		2022	2021	2020
		U.S. dollars in thousands, except per share data		
<b>REVENUES:</b>	9a			
Sales of licenses		\$ 611	\$ 1,548	\$ 1,366
Services		20,940	24,783	22,008
Total revenues		<u>21,551</u>	<u>26,331</u>	<u>23,374</u>
<b>COST OF REVENUES</b>				
Cost of sales of licenses		108	86	82
Cost of services		9,936	12,364	11,071
Total cost of revenues		<u>10,044</u>	<u>12,450</u>	<u>11,153</u>
<b>GROSS PROFIT</b>		<u>11,507</u>	<u>13,881</u>	<u>12,221</u>
<b>OPERATING EXPENSES:</b>				
Research and development		3,495	4,048	3,963
Selling and marketing		965	1,403	973
General and administrative		1,523	1,602	1,822
Total operating expenses		<u>5,983</u>	<u>7,053</u>	<u>6,758</u>
<b>OPERATING INCOME</b>		5,524	6,828	5,463
<b>FINANCIAL INCOME, net</b>	9b	93	55	379
<b>INCOME BEFORE TAXES ON INCOME</b>		5,617	6,883	5,842
<b>TAXES ON INCOME</b>	7	330	936	459
<b>NET INCOME</b>		<u>\$ 5,287</u>	<u>\$ 5,947</u>	<u>\$ 5,383</u>
<b>EARNINGS PER SHARE - in U.S. dollars:</b>	9c			
Basic		<u>\$ 0.26</u>	<u>\$ 0.30</u>	<u>\$ 0.27</u>
Diluted		<u>\$ 0.26</u>	<u>\$ 0.29</u>	<u>\$ 0.27</u>
<b>WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES USED IN COMPUTATION OF EARNINGS PER SHARE – in thousands:</b>	9c			
Basic		<u>20,099</u>	<u>20,006</u>	<u>19,907</u>
Diluted		<u>20,397</u>	<u>20,270</u>	<u>20,138</u>

The accompanying notes are an integral part of the consolidated financial statements.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	<b>Years Ended December 31,</b>		
	<b>2 0 2 2</b>	<b>2 0 2 1</b>	<b>2 0 2 0</b>
	<b>U.S. dollars in thousands</b>		
<b>NET INCOME</b>	<u>\$ 5,287</u>	<u>\$ 5,947</u>	<u>\$ 5,383</u>
<b>OTHER COMPREHENSIVE INCOME (LOSS):</b>			
Translation adjustments	(237)	(314)	362
<b>TOTAL COMPREHENSIVE INCOME</b>	<u>\$ 5,050</u>	<u>\$ 5,633</u>	<u>\$ 5,745</u>

The accompanying notes are an integral part of the consolidated financial statements.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

	Share capital		Additional paid-in capital	Accumulated			Treasury shares	Total	
	Number of shares outstanding	Amount		other comprehensive loss	Accumulated deficit	U.S. dollars in thousands			
	In thousands								
<b>BALANCE AS OF JANUARY 1, 2020</b>	19,896	\$ 54	\$ 27,050	\$ (884)	\$ (3,080)	\$ (1,204)	\$ 21,936		
<b>CHANGES DURING 2020:</b>									
Comprehensive income	-	-	-	362	5,383	-	5,745		
Dividend paid (\$0.24 per share) (Note 6c)	-	-	-	-	(4,775)	-	(4,775)		
Employees share-based compensation expenses	-	-	213	-	-	-	213		
Exercise of options issued to employees from treasury shares	90	-	(61)	-	-	61	-		
<b>BALANCE AS OF DECEMBER 31, 2020</b>	19,986	54	27,202	(522)	(2,472)	(1,143)	23,119		
<b>CHANGES DURING 2021:</b>									
Comprehensive income	-	-	-	(314)	5,947	-	5,633		
Dividend paid (\$0.26 per share) (Note 6c)	-	-	-	-	(5,197)	-	(5,197)		
Employees share-based compensation expenses	-	-	171	-	-	-	171		
Exercise of options issued to employees from treasury shares	71	-	(49)	-	-	49	-		
<b>BALANCE AS OF DECEMBER 31, 2021</b>	20,057	54	27,324	(836)	(1,722)	(1,094)	23,726		
<b>CHANGES DURING 2022:</b>									
Comprehensive income	-	-	-	(237)	5,287	-	5,050		
Dividend paid (\$0.26 per share) (Note 6c)	-	-	-	-	(5,227)	-	(5,227)		
Employees share-based compensation expenses	-	-	258	-	-	-	258		
Exercise of options issued to employees from treasury shares	67	-	(36)	-	-	36	-		
<b>BALANCE AS OF DECEMBER 31, 2022</b>	<u>20,124</u>	<u>54</u>	<u>27,546</u>	<u>(1,073)</u>	<u>(1,662)</u>	<u>(1,058)</u>	<u>23,807</u>		

The accompanying notes are an integral part of the consolidated financial statements.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31,		
	2022	2021	2020
	U.S. dollars in thousands		
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 5,287	\$ 5,947	\$ 5,383
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	193	194	200
Deferred income taxes, net	7	(96)	(128)
Accrued severance pay	41	83	118
Unrealized loss (gain) from marketable securities	34	1	(51)
Realized loss (gain) on sale of marketable securities, net	11	(3)	(25)
Realized gain on sale of property and equipment	-	(3)	-
Employees share-based compensation	258	171	213
Changes in operating asset and liability items:			
Decrease (increase) in trade receivables, net	(666)	243	1,073
Decrease (increase) in other current assets	(149)	117	323
Decrease (increase) in prepaid expenses	(45)	149	(45)
Increase (decrease) in trade payables	139	(363)	(901)
Increase (decrease) in other current liabilities and accruals	(265)	399	58
Change in operation lease liability	(71)	(52)	78
Increase (decrease) in deferred revenues	(216)	111	203
<b>Net cash provided by operating activities</b>	<b>4,558</b>	<b>6,898</b>	<b>6,499</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Proceeds from sales of (investment in) marketable securities, net	(11)	1,370	545
Purchase of property and equipment	(130)	(82)	(68)
Proceeds from sales of property and equipment	-	3	-
Severance pay funds	(61)	(89)	(126)
Proceeds from (investment in) short-term bank deposits	2,031	(6,891)	(385)
<b>Net cash provided by (used in) investing activities</b>	<b>1,829</b>	<b>(5,689)</b>	<b>(34)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Dividend paid	(5,227)	(5,197)	(4,775)
<b>Net cash used in financing activities</b>	<b>(5,227)</b>	<b>(5,197)</b>	<b>(4,775)</b>
<b>TRANSLATION ADJUSTMENTS ON CASH AND CASH EQUIVILENTS</b>	<b>(77)</b>	<b>(90)</b>	<b>91</b>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>1,083</b>	<b>(4,078)</b>	<b>1,781</b>
<b>BALANCE OF CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>4,182</b>	<b>8,260</b>	<b>6,479</b>
<b>BALANCE OF CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>\$ 5,265</b>	<b>\$ 4,182</b>	<b>\$ 8,260</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW AND NON-CASH ACTIVITIES:</b>			
Taxes paid	\$ 413	\$ 903	\$ 454
Net lease liabilities arising from obtaining right-of-use asset	\$ -	\$ -	\$ 599

The accompanying notes are an integral part of the consolidated financial statements.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES**

**a. General:**

**1) Nature of operations:**

MIND C.T.I. Ltd. (the "Company") is an Israeli company which, together with its subsidiaries (the "Group"), provides integrated products and services. The Company designs, develops, markets, supports, implements and operates billing and customer care systems, including consulting and managed services, primarily to wireless, wireline, next-generation service providers throughout the world. The Company also provides a call management system used by enterprises for call accounting, traffic analysis, and fraud detection. The Company, through its subsidiaries, also provides enterprise and wholesale messaging.

The Company has wholly-owned subsidiaries in the United States (MIND Software Inc.), Romania (MIND Software Srl), United Kingdom (MIND Software Limited) and Germany (MIND CTI GmbH, Message Mobile GmbH ("Message Mobile") and "GTX Messaging GmbH ("GTX")).

**2) Accounting principles:**

The consolidated financial statements were prepared in accordance with the United States Generally Accepted Accounting Principles ("GAAP").

**3) Use of estimates in preparation of financial statements:**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting years. Actual results could differ from those estimates. The most significant estimates with regard to the Company's consolidated financial statements relate to revenue recognition for projects that apply the percentage of completion measurement and goodwill impairment.

**4) Functional currency:**

The currency of the primary economic environment in which the operations of the Company and certain subsidiaries are conducted is the U.S. dollar ("dollar" or "\$"). Most of the Company's and its non-German subsidiaries' revenues are derived from sales which are denominated primarily in dollars. In addition, the majority of the Company's cash reserves and investments are denominated in dollars. Thus, the functional currency of the Company and certain subsidiaries is the dollar.

The Company and certain subsidiaries transactions and balances denominated in dollars are presented at their original amounts. Non-dollar transactions and balances have been remeasured to dollars in accordance with Accounting Standards Codification ("ASC") 830, "Foreign Currency Matters". All transaction gains and losses from remeasurement of monetary balance sheet items denominated in non-dollar currencies are reflected in the statements of operations as financial income or expenses, as appropriate.

The currency of the primary economic environment in which the operations of the Company's German subsidiaries, Message Mobile, GTX and MIND CTI GmbH, are conducted is the Euro. Most of the revenues of the German subsidiaries, are denominated primarily in Euros. Thus, the functional currency of such subsidiaries is the Euro. For those subsidiaries, assets and liabilities are translated at year-end exchange rates and statement of operations' items are translated at average exchange rates prevailing during the year. Such translation adjustments are recorded as a separate component of accumulated other comprehensive income (loss) in shareholders' equity.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**b. Principles of consolidation:**

The consolidated financial statements include the accounts of the Company and all of its wholly-owned subsidiaries.

Inter-company balances and transactions have been eliminated in consolidation. Profits from inter-company sales, not yet realized outside the Company and its subsidiaries, have also been eliminated.

**c. Comprehensive income (loss):**

The purpose of reporting comprehensive income (loss) is to report a measure of all changes in equity of an entity that result from recognized transactions and other economic events of the period resulting from transactions from non-owner sources.

**d. Segment reporting:**

The chief operating decision maker (the “CODM”) of the Company is the Chief Executive Officer. The CODM reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has two reporting segments, see Note 10.

**e. Cash and cash equivalents:**

The Company and its subsidiaries consider all highly liquid investments, which include short-term bank deposits (up to three months from original date of deposit) that are not restricted as to withdrawal or use, to be cash equivalents.

**f. Fair value of financial instruments:**

The Company records its financial assets and liabilities at fair value. The accounting guidance for fair value provides a framework for measuring fair value, clarifies the definition of fair value, and expands disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The accounting guidance establishes a three-tiered hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company recognizes transfers among Level 1, Level 2 and Level 3 classifications as of the actual date of the events or change in circumstances that caused the transfers.

The Company’s financial instruments, including cash, cash equivalents, short-term bank deposits, marketable securities, accounts receivable, accounts payable and accruals have carrying amounts which is equal or approximate fair value due to the short-term maturity of these instruments.

The measurement of cash and cash equivalents and marketable derivatives are classified within Level 1.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**g. Short-term bank deposits:**

Bank deposits with maturities of more than three months but less than one year are included in short-term bank deposits. These deposits are presented at cost and earn interest at market rates which present the fair value.

**h. Marketable securities:**

Marketable securities are classified as “financial assets held at fair value through profit or loss” when held for trading or are designated upon initial recognition as financial assets at fair value through profit or loss.

Financial assets at fair value through profit or loss are shown at fair value. Any gain or loss arising from changes in fair value, including those originating from changes in exchange rates is recognized in profit or loss in the period in which the change occurred. Net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset.

The Company invests in highly-rated marketable securities, and its policy limits the amount of credit exposure to any one issuer. The Company’s investment policy requires investments to be investment grade, rated BBB- or better, with the objective of minimizing the potential risk of principal loss. Fair values were determined for each individual security in the investment portfolio, based on quoted prices in active markets.

**i. Leases:**

The Company adopted ASC 842, “Leases”. In accordance with ASC 842, the Company first determines if an arrangement contains a lease and the classification of that lease, if applicable, at inception. ASC 842 requires the recognition of right-of-use assets and lease liabilities for the Company’s operating leases.

The Company elected to adopt the package of practical expedients permitted under ASC 842. Therefore, the Company was not required to reassess: (i) whether any expired or existing contracts are or contain leases; (ii) the classification of any expired or existing leases; and (iii) initial direct costs for any existing leases.

**j. Property and equipment:**

These assets are stated at cost, less accumulated depreciation and amortization.

The assets are depreciated by the straight-line method, on basis of their estimated useful life which best reflects the pattern of use.

Annual rates of depreciation are as follows:

	<u>%</u>
Computers and electronic equipment	15-33
Office furniture and equipment	6-7
Vehicles	15

Leasehold improvements are amortized by the straight-line method over the term of the lease, which is shorter than the estimated useful life of the improvements.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**k. Intangible assets:**

Intangible assets with definite lives are amortized over their estimated useful lives using the straight-line method which best reflects the pattern of use, at the following annual periods ranges:

	<b>Years</b>
Core technology	10.75
Customer relationships	5.75

Recoverability of these assets is measured by a comparison of the carrying amount of the asset to the undiscounted future cash flows expected to be generated by the assets. If the assets are considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired assets.

During the years ended December 31, 2022, 2021 and 2020, no impairment losses have been identified with respect to intangible assets.

**l. Goodwill:**

Goodwill reflects the excess of the purchase price of subsidiaries acquired over the fair value of net assets acquired. Under ASC 350, "Intangibles – Goodwill and Others", goodwill is not amortized but rather tested for impairment at least annually or most often if indicators of impairment are present.

Events or changes in circumstances that could trigger an impairment review include macroeconomic and other industry specific factors including, among others, a significant adverse change in business climate, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, significant changes in the manner of the Company's use of the acquired assets or the strategy for its overall business, significant negative industry or economic trends, or significant underperformance relative to expected historical or projected future results of operations.

The Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying value, including goodwill. If, after assessing the totality of events or circumstances, the Company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, additional impairment testing is not required.

Alternatively, the Company may elect to proceed directly to the impairment test and bypass the qualitative assessment. Goodwill impairment should be measured by comparing the fair value of a reporting unit with its carrying amount.

The Company performed the annual impairment tests as of September 30, 2022, 2021 and 2020 and did not identify any indication for impairment losses (see Note 4b). The impairment test was based on a valuation performed by management. Judgments and assumptions used in the discounted cash flow model which included projected net cash flows from operations, short-term and long-term growth rates, weighted average cost of capital, interest, capital expenditures, cash flows, and market conditions.

**m. Income taxes:**

The Company accounts for income taxes, in accordance with the provisions of ASC 740, "Income Taxes", under the liability method of accounting. Under the liability method, deferred taxes are determined based on the differences between the financial statement and tax basis of assets and liabilities at enacted tax rates in effect in the year in which the differences are expected to reverse. Valuation allowances in respect of the deferred tax assets are provided for if, based upon the weight of available evidence, it is more likely than not that all or a portion of the deferred income tax assets will not be realized.

Deferred tax liabilities and assets are classified as non-current.

For uncertain tax positions, the Company follows a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate resolution. The Company's policy is to include interest and penalties related to unrecognized tax benefits within income tax expenses.



**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**n. Revenue recognition:**

The Company generates its revenues from software licensing, sales of professional services including integration and implementation, maintenance services, managed services and mobile messaging services.

The Company applies ASC 606, "Revenue from Contracts with Customers". Under ASC 606, revenue is measured as the amount of consideration the Company expects to be entitled to, in exchange for transferring products or providing services to its customers and is recognized when performance obligations under the terms of contracts with the Company's customers are satisfied. ASC 606 prescribes a five-step model for recognizing revenue from contracts with customers: (i) identify contract(s) with the customer; (ii) identify the separate performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the separate performance obligations in the contract; and (v) recognize revenue when (or as) each performance obligation is satisfied.

The Company applies the provisions of ASC 606, as follows:

i) *Sale of standard licensed products*

Revenue from perpetual licenses is classified as software license revenue. Software license revenue is recognized as a point in time upon transfer of control to the customer which usually occurs when the licensed product and the utility that enables the customer to access authorization keys is delivered, provided that a signed contract has been received.

ii) *Services*

Revenues from ongoing maintenance and support fees are recognized over time on a pro-rated basis over the duration of the contract. Revenues earned from time and material arrangements, usually based on a pre agreed monthly rates, recognized over time, based on the duration of the contract and the service time provided to date.

Ongoing work on customizations performed for existing customers is generally provided on a fixed price basis and as such revenue is recognized when the related services are performed.

Contracts may include a combination of the Company's various products and services offerings, software, consulting services, and maintenance. For contracts with multiple performance obligations, the Company accounts for individual performance obligations separately if they are distinct. Significant judgment may be required to identify distinct obligations within a contract.

The total transaction price is allocated to the individual performance obligations based on the ratio of the relative established standalone selling prices (SSP), or the Company's best estimate of SSP, of each distinct product or service in the contract. Revenue is then recognized for each distinct performance obligation.

*Measuring Progress towards Completion*

Where a performance obligation is satisfied over time for an upgrade or implementation project that requires significant customer modifications and complex implementation, revenue is recognized over time, as the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment, including a reasonable profit, based on the percentage of completion using the input method. This method relies on the Group's internal measure of progress, compared to the total effort to complete the modifications and implementation utilizing direct labor as the input measure. Estimates are based on the total number of hours performed on the project, compared to the total number of hours expected to complete the project. The estimate of the total number of hours to complete a project is inherently judgemental and depends upon the complexity of the work being undertaken, the customization being made to software and the customer environment being interfaced to. The scope of projects frequently changes, consequently, the judgement of total estimate at completion is subjected to a high level of review at all stages in a project life cycle.

*Managed Services*

Revenues from managed services include a monthly fee for services and a right to access the Company's software and are recorded as service revenues. The Company does not provide the customer with the contractual right to take possession of the software at any time during the period under these contracts. The monthly fee is based mainly on the number of subscribers or customer's business volume and the contracts include a minimum monthly charge. These revenues are recognized over time on a monthly basis when those services are satisfied.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

iii) *Mobile Messaging Transactions*

Certain of the Company's subsidiaries provide mobile messaging services, via text messages (SMS) and IP (Internet Protocol) messaging channels. Revenues from mobile messaging services are recognized when the messaging service has been rendered, i.e., the messages are delivered to recipient. The revenue amount is based on the price specified in the contract.

**o. Research and development expenses:**

Pursuant to ASC 985-20, "Software - Costs of Software to be Sold, Leased, or Marketed", development costs related to software products are expensed as incurred until the "technological feasibility" of the product has been established. Because of the relatively short time period between "technological feasibility" and product release, and the insignificant amount of costs incurred during such period, no software development costs have been capitalized.

**p. Allowance for doubtful accounts:**

The allowance is determined for specific debts doubtful of collection.

**q. Share-based compensation:**

The Company accounts for share-based compensation in accordance with ASC 718, "Compensation - Stock Compensation", which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based payment awards made to employees. ASC 718 requires companies to estimate the fair value of equity-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statements of operations.

The Company recognizes compensation cost for an award with only service conditions that has a graded vesting schedule using the straight-line method over the requisite service period for the entire award, net of estimated forfeitures.

**r. Earnings per share ("EPS"):**

Basic EPS is computed by dividing net income by the weighted average number of shares outstanding during the year, net of treasury shares.

Diluted EPS reflects the increase in the weighted average number of shares outstanding that would result from the assumed exercise of employee stock options, calculated using the treasury stock method.

**s. Treasury shares:**

Treasury shares are presented as a reduction of shareholders' equity, at their cost to the Company, under "Treasury shares."

**t. Concentration of credit risks:**

Most of the cash and cash equivalents and short-term deposits of the Company and its subsidiaries are deposited with Israeli, European and U.S. banks. The Company is not aware of any specific credit risks in respect of these banks.

The Company's revenues have been generated from a large number of customers. Consequently, the exposure to credit risks relating to trade receivables is limited. The Company performs ongoing credit evaluations of its customers for the purpose of determining the appropriate allowance for doubtful accounts.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**u. Recently adopted accounting pronouncements:**

In November 2021, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2021-10, ASC Topic 832, “Disclosures by Business Entities about Government Assistance”, which requires annual disclosures that increase the transparency of transactions involving government grants, including (i) information about the nature of the transactions and the related accounting policy used to account for the transactions, (ii) the line items on the balance sheet and statement of operations that are affected by the transactions, and the amounts applicable to each financial statement line item, and (iii) significant terms and conditions of the transactions. The Company applied the guidance prospectively to all in-scope transactions beginning fiscal year 2022. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements.

In October 2021, the FASB issued ASU 2021-08, “Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers”, which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, “Revenue from Contracts with Customers”. The guidance will result in the acquirer recognizing contract assets and contract liabilities at the same amounts recorded by the acquiree. The guidance should be applied prospectively to acquisitions occurring on or after the effective date. The guidance is effective for the fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted, including in interim periods, for any financial statements that have not yet been issued. Adopting the new guidance in an interim period other than the first fiscal quarter requires an entity to apply the new guidance to all prior business combinations that have occurred since the beginning of the annual period in which the new guidance was adopted. The Company plans to adopt the new accounting standard effective January 1, 2023 and will apply the guidance prospectively to business combinations with an acquisition date occurring on or after January 2023.

The Company has evaluated other recently issued accounting pronouncements and does not currently believe that any of these pronouncements will have a material impact on its consolidated financial statements and related disclosures.

**NOTE 2 - PROPERTY AND EQUIPMENT, NET**

**a. Composition of assets, grouped by major classification, is as follows:**

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
	<b>U.S. dollars in thousands</b>	
Computers and electronic equipment	\$ 2,089	\$ 1,977
Office furniture and equipment	158	157
Vehicles	121	87
Leasehold improvements	27	27
	2,395	2,248
Less - accumulated depreciation and amortization	(2,170)	(2,073)
	\$ 225	\$ 175

**b. Depreciation expenses totaled \$77 thousand, \$63 thousand and \$77 thousand in the years ended December 31, 2022, 2021 and 2020, respectively.**

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

c. Property and equipment, net - by geographical location:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
	<b>U.S. dollars in thousands</b>	
Israel	\$ 74	\$ 62
Romania	70	67
Germany	81	46
<b>Total</b>	<b>\$ 225</b>	<b>\$ 175</b>

**NOTE 3 – LEASES**

The following represents the aggregate right-of-use assets and related lease liabilities from operating lease agreements for certain offices as:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
	<b>U.S. dollars in thousands</b>	
<b>Amounts recognized in the consolidated balance sheet – right-of-use assets, net</b>	<b>\$ 946</b>	<b>\$ 1,463</b>
Current liabilities	\$ 271	\$ 376
Long-term liabilities	615	1,098
<b>Total operating leased liabilities</b>	<b>\$ 886</b>	<b>\$ 1,474</b>

In the third quarter of 2022, the Company returned one floor of office space in Romania, which resulted in a decrease of the right-of-use asset and in the lease liability in the amount of approximately \$173 thousand. There were no additional changes in the lease terms.

The weighted average lease term and weighted average discount rate as of December 31, 2022 were as follows:

Weighted average lease term – operating lease	4.28 years
Weighted average discount rate – operating lease	6.9%

The future cash flows related to the operating lease liabilities as of December 31, 2022 were as follows:

	<b>U.S. dollars in thousands</b>
<b>Years ending December 31:</b>	
2023	\$ 294
2024	248
2025	146
2026	142
2027	142
Thereafter	38
<b>Total lease payments (undiscounted)</b>	<b>1,010</b>
Less – discount to net present value	(124)
<b>Present value of lease liabilities</b>	<b>\$ 886</b>

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 4 – GOODWILL AND OTHER INTANGIBLE ASSETS**

**a. Definite-lived intangible assets:**

	December 31,	
	2022	2021
	U.S. dollars in thousands	
Core technology	\$ 312	\$ 312
Customer relationships	545	545
	<u>857</u>	<u>857</u>
Less – accumulated amortization	(524)	(348)
	<u>333</u>	<u>509</u>
Functional currency translation adjustments	41	13
Total intangible assets, net	<u>\$ 374</u>	<u>\$ 522</u>

**b. Goodwill**

	Billing and related services			Messaging			Total		
	U.S. dollars in thousands			U.S. dollars in thousands			U.S. dollars in thousands		
Balance as of January 1, 2021	\$	5,430		\$	2,709		\$	8,139	
Changes during the year ended December 31, 2021:									
Functional currency translation adjustments		-			(210)			(210)	
Balance as of December 31, 2021	\$	5,430		\$	2,499		\$	7,929	
Changes during the year ended December 31, 2022:									
Functional currency translation adjustments		-			(144)			(144)	
Balance as of December 31, 2022	\$	5,430		\$	2,355		\$	7,785	

**NOTE 5 – SEVERANCE PAY**

Israeli law generally requires payment of severance pay upon dismissal of an employee or upon termination of employment in certain other circumstances. The severance pay liability of the Company to its Israeli employees, based upon the number of years of service and the latest monthly salary, is partially covered by regular deposits with severance pay funds and pension funds, and by purchase of insurance policies; under labor agreements, the deposits with recognized pension funds and the insurance policies, as above, are in the employees' names and are, subject to certain limitations, the property of the employees.

The Company has entered into an agreement with some of its employees implementing Section 14 of the Israeli Severance Pay Law, 1963 and the general approval of the Minister of Labor dated June 30, 1998, issued in accordance with such Section 14. The agreement mandates that upon termination of such employees' employment, all the amounts accrued in their severance funds, pension funds and by the insurance policies will be released to them. The severance pay liabilities and deposits covered by these plans are not reflected in the balance sheet, as the severance pay risks have been irrevocably transferred to the severance funds, pension funds and insurance companies.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The amounts accrued and the portions funded, with severance pay funds, pension funds and by the insurance policies are reflected in the financial statements as follows:

	<b>December 31,</b>	
	<b>2 0 2 2</b>	<b>2 0 2 1</b>
	<b>U.S. dollars in thousands</b>	
Accrued severance pay	\$ 1,930	\$ 2,361
Severance pay fund	(1,914)	(2,325)
<b>Unfunded balance</b>	<b>\$ 16</b>	<b>\$ 36</b>

The amounts of accrued severance pay as above cover the Company's severance pay liability in accordance with labor agreements in force and based on salary components which, in management's opinion, create entitlement to severance pay. The Company records the obligation as if it was payable at each balance sheet date on an undiscounted basis.

Withdrawals from the funds are generally made for the purpose of paying severance pay.

The severance pay expenses were \$61 thousand, \$89 thousand and \$126 thousand in the years ended December 31, 2022, 2021 and 2020, respectively.

**NOTE 6 - SHAREHOLDERS' EQUITY**

**a. Share capital:**

The Company's ordinary shares are traded in the United States on the Nasdaq Global Market, under the symbol MNDO. Ordinary shares of the Company confer upon their holders the right to receive notice to participate and vote in general meetings of the Company and the right to receive dividends, if and when, declared.

**b. Treasury shares:**

During the period between September 2008 and December 2009, the Company has purchased an aggregate number of 3,165,092 ordinary shares for a total consideration of approximately \$2.8 million. Currently, the Company does not have an active buyback plan. As of December 31, 2022, the remaining treasury shares are 1,535,684 which amounted to \$1,058 thousand. The treasury shares are mainly utilized by the Company to settle exercise of options by employees.

**c. Dividend:**

Dividends paid per share in the years ended December 31, 2022, 2021 and 2020 were \$0.26, \$0.26 and \$0.24, respectively.

The Company paid dividends to its shareholders in the amounts of approximately \$5.2 million, \$5.2 million and \$4.8 million during the years ended December 31, 2022, 2021 and 2020, respectively.

**d. Stock option plan:**

In 2011, the Board of Directors and the Company's shareholders approved a share incentive plan (the "2011 Share Incentive Plan"). Under the 2011 Share Incentive Plan, options for up to 1,800,000 ordinary shares of NIS 0.01 par value can be granted to employees, directors, consultants or contractors of the Company and its subsidiaries.

Each option can be exercised to purchase one ordinary share. Immediately upon issuance, the ordinary shares issuable upon the exercise of the options will confer on holders the same rights as the other ordinary shares.

The Board of Directors determines the exercise price and the vesting period of the options granted. The outstanding options granted under the abovementioned plan vest over 2-4 years on service basis. Options not exercised will expire five years after the day of grant.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The compensation costs charged against income for the 2011 Share Incentive Plan were comprised as follows:

	Years Ended December 31,		
	2022	2021	2020
	U.S. dollars in thousands		
Cost of revenues	\$ 63	\$ 49	\$ 65
Research and development expenses	159	90	109
Selling and marketing expenses	1	4	9
General and administrative expenses	35	28	30
	<u>\$ 258</u>	<u>\$ 171</u>	<u>\$ 213</u>

Under Section 102 of the Israeli Income Tax Ordinance, pursuant to an election made by the Company thereunder, Israeli employees (except for employees who are deemed “Controlling Members” under the Israeli Income Tax Ordinance) are subject to a lower tax rate on part of the capital gains accruing to them in respect of Section 102 awards. However, the Company is not allowed to claim as an expense for tax purposes the amounts credited to such employees.

- 1) The following is a summary of the status of the 2011 Share Incentive Plan as of December 31, 2022, 2021 and 2020, and changes during the years ended on those dates:

	Years Ended December 31,					
	2022		2021		2020	
	Number	Weighted average exercise price	Number	Weighted average exercise price	Number	Weighted average exercise price
Options outstanding at the beginning of year	269,500	\$ 0.003	266,500	\$ 0.003	352,000	\$ 0.23
Changes during year:						
Granted (a)	304,000	\$ 0.003	172,000	\$ 0.003	64,000	\$ 0.003
Exercised	(67,000)	\$ 0.003	(71,500)	\$ 0.003	(89,500)	\$ 0.003
Forfeited	(54,000)	\$ 0.003	(96,500)	\$ 0.003	(56,000)	\$ 1.233
Expired	-	\$ 0.003	(1,000)	\$ 0.003	(4,000)	\$ 2.688
Options outstanding at the end of year	<u>452,500</u>	<u>\$ 0.003</u>	<u>269,500</u>	<u>\$ 0.003</u>	<u>266,500</u>	<u>\$ 0.003</u>
Options exercisable at the end of year	<u>25,500</u>	<u>\$ 0.003</u>	<u>30,000</u>	<u>\$ 0.003</u>	<u>23,000</u>	<u>\$ 0.003</u>
Weighted average grant date fair value of options granted during the year (b)		<u>\$ 1.58</u>		<u>\$ 1.79</u>		<u>\$ 1.32</u>

- (a) In the years ended December 31, 2022 and 2021 and 2020, the options were granted with an exercise price equal to par value of NIS 0.01 (\$0.003).

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

- (b) The fair value of each stock option granted is computed on the date of grant according to the Black-Scholes option pricing model with the following assumptions:

	Years Ended December 31,		
	2022	2021	2020
Dividend yield	9.69%	8.73%	10.3%
Expected volatility*	30%	34%	22%
Average risk-free interest rate	1.99%	0.81%	0.53%
Expected average term - in years	3.88	3.88	3.88

\* Volatility is based on historical volatility of the Company's share price for periods matching the expected term of the option until exercise.

As of December 31, 2022, there were approximately \$623 thousand of total unrecognized compensation costs, net of expected forfeitures, related to unvested share-based compensation awards granted under the 2011 Share Incentive Plan. The costs are expected to be recognized over a weighted average period of 1.54 years.

- 2) The following table summarizes information about options outstanding and exercisable as of December 31, 2022:

Range of exercise prices	Options Outstanding			Options Exercisable		
	Number outstanding at December 31, 2022	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable at December 31, 2022	Weighted average remaining contractual life	Weighted average exercise price
		Years			Years	
\$ 0.003	452,500	3.7	\$ 0.003	25,500	1.45	\$ 0.003

The total intrinsic value of options exercised during the years ended December 31, 2022, 2021 and 2020 were approximately \$184 thousand, \$235 thousand and \$212 thousand, respectively. As of December 31, 2022 the aggregate intrinsic value of the outstanding options is \$949 thousand, and the aggregate intrinsic value of the exercisable options is \$53 thousand.

**NOTE 7 - TAXES ON INCOME**

**a. Israeli corporate tax**

- 1) Tax benefits under the Law for the Encouragement of Industry (Taxes), 1969:

The Company is an "Industrial Company", as defined by this law. As such, the Company is entitled to claim depreciation at increased rates for equipment used in industrial activity, as stipulated by regulations published under the Income Tax (Inflationary Adjustments) Law, 1985.

- 2) Tax benefits under the Law for the Encouragement of Capital Investments, 1959 (the "Investment Law"):

On February 18, 2018 and on February 16, 2022, the Company received a status of "Technologic Preferred Enterprise" as defined under the Investment Law (the "Approvals"). In accordance with the Approvals, starting in 2017 and until 2026, income originating from granting the right of use as defined in the Approval, will be defined as Technologic Preferred Income, as defined under the Law, and will be subject to a tax rate of 7.5%. The reduced tax rate applies only with respect to the revenue attributable to the portion of intellectual property developed in Israel. The Preferred Technological Income is calculated for each tax year by applying the "Nexus" formula as detailed in the Israeli regulations.

Dividend distributed from income which is attributed to a "Technologic Preferred Enterprise" will be subject to withholding tax of 20%, subject to a reduced tax rate under the provisions of an applicable double taxation treaty.



**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**b. Other applicable tax rates:**

- 1) Income from other sources in Israel

The tax rate relevant to corporates in Israel in the year 2021 and thereafter is 23%.

- 2) Income of non-Israeli subsidiaries

Non-Israeli subsidiaries are taxed according to tax laws in their countries of residence (19% in the U.K, 30% in Germany, 21% in U.S. and 16% in Romania).

- 3) On October 8, 2021, 136 countries approved a statement known as the OECD BEPS Inclusive Framework, which builds upon the OECD's continuation of the BEPS project. The first pillar is focused on the allocation of taxing rights between countries for in-scope multinational enterprises that sell goods and services into countries with little or no local physical presence. The second pillar is focused on developing a global minimum tax rate of at least 15 percent applicable to in-scope multinational enterprises. The Company is monitoring the developments closely to ensure that the Company is compliant with the various requirements.

**c. Deferred income taxes:**

- 1) Provided in respect of the following:

	<b>December 31,</b>	
	<b>2 0 2 2</b>	<b>2 0 2 1</b>
	<b>U.S. dollars in thousands</b>	
Research and development expenses	\$ 105	\$ 104
Carryforward tax losses, see (2) below	1,388	1,588
Other	10	18
Less - valuation allowance, see (2) below	(1,360)	(1,526)
	\$ 143	\$ 184

Deferred income tax assets are presented in the balance sheet among non-current assets. Also, as of December 31, 2022 and 2021, the Company has deferred income tax liability in amount of \$112 thousand and \$157 thousand, respectively which is calculated on temporary difference on intangible assets, which were recorded as a part of Message Mobile's acquisition. Deferred income tax liability is presented in the balance sheet among long-term liabilities.

- 2) As of December 31, 2022 and 2021, the Company has provided valuation allowances in respect of certain deferred tax assets in certain subsidiaries resulting from tax losses carryforward due to uncertainty concerning their realization.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Taxes on income included in the statements of operations:

1) As follows:

	<b>Years Ended December 31,</b>		
	<b>2 0 2 2</b>	<b>2 0 2 1</b>	<b>2 0 2 0</b>
	<b>U.S. dollars in thousands</b>		
Current:			
In Israel	\$ 335	\$ 687	\$ 420
Outside Israel	(12)	346	167
	<u>323</u>	<u>1,033</u>	<u>587</u>
Deferred:			
In Israel	1	(18)	(59)
Outside Israel	6	(79)	(69)
	<u>\$ 330</u>	<u>\$ 936</u>	<u>\$ 459</u>

2) Following is a reconciliation of the theoretical tax expense, assuming all income is taxed at the regular tax rates applicable to companies in Israel (see b above), and the actual tax expense:

	<b>Years Ended December 31,</b>		
	<b>2 0 2 2</b>	<b>2 0 2 1</b>	<b>2 0 2 0</b>
	<b>U.S. dollars in thousands</b>		
Income before taxes on income, as reported in the statements of operations*	\$ 5,617	\$ 6,883	\$ 5,842
Theoretical tax expense	1,292	1,583	1,344
Less - tax benefits arising from Technologic Preferred Enterprise status, see a. above	(797)	(739)	(796)
	<u>495</u>	<u>844</u>	<u>548</u>
Increase (decrease) in taxes resulting from other differences:			
Disallowable deductions	20	38	52
Taxes on income from previous years	(80)	169	-
Changes in valuation allowance	(119)	(127)	(152)
Other	14	12	11
Taxes on income for the reported years:	<u>\$ 330</u>	<u>\$ 936</u>	<u>\$ 459</u>
* As follows:			
Taxable in Israel	\$ 5,144	\$ 4,936	\$ 5,135
Taxable outside Israel	473	1,947	707
	<u>\$ 5,617</u>	<u>\$ 6,883</u>	<u>\$ 5,842</u>

**d. Tax assessments:**

As of December 31, 2022, the Company's tax assessments through the 2017 tax year, are deemed final.

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 8 - SUPPLEMENTARY BALANCE SHEET INFORMATION**

**a. Cash and short-term bank deposits:**

	<b>December 31,</b>	
	<b>2 0 2 2</b>	<b>2 0 2 1</b>
	<b>U.S. dollars in thousands</b>	
Cash	\$ 4,535	\$ 4,182
Cash equivalents	730	-
<b>Total cash and cash equivalents</b>	<b>\$ 5,265</b>	<b>\$ 4,182</b>
 Short-term bank deposits*	 \$ 12,040	 \$ 14,071

\* The average interest rate of short-term deposits is 4.15% and 0.73%, as of December 31, 2022 and 2021, respectively.

**b. Other current assets:**

	<b>December 31,</b>	
	<b>2 0 2 2</b>	<b>2 0 2 1</b>
	<b>U.S. dollars in thousands</b>	
Government institutions	\$ 36	\$ 55
Employees	31	27
Interest receivable	185	24
Sundry	41	39
	<b>\$ 293</b>	<b>\$ 145</b>

**c. Other current liabilities and accruals:**

	<b>December 31,</b>	
	<b>2 0 2 2</b>	<b>2 0 2 1</b>
	<b>U.S. dollars in thousands</b>	
Payroll and related expenses	\$ 840	\$ 946
Government institutions	277	453
Accrued vacation pay	64	87
Accrued expenses and sundry	797	779
	<b>\$ 1,978</b>	<b>\$ 2,265</b>

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 9 - SELECTED STATEMENT OF OPERATIONS DATA**

**a. Revenues:**

- 1) The Company's revenues derive from sale of software products and services in two operating segments. The Company has three product lines: (i) product line "A" - billing and customer care solutions for service providers; (ii) product line "B" - call accounting and call management solutions for enterprises; and (iii) product line "C" - mobile messaging and communication solutions. Product lines "A" and "B" relate to the billing and related services reporting segment and product line "C" relates to the messaging reporting segment.

The following table sets forth the revenues classified by product lines:

	Years Ended December 31,		
	2022	2021	2020
	U.S. dollars in thousands		
Product line "A"	\$ 11,545	\$ 12,069	\$ 11,986
Product line "B"	2,343	2,286	2,642
Product line "C"	7,663	11,976	8,746
	<u>\$ 21,551</u>	<u>\$ 26,331</u>	<u>\$ 23,374</u>

- 2) The following table sets forth the geographical revenues classified by geographical location of the customers:

	Years Ended December 31,		
	2022	2021	2020
	U.S. dollars in thousands		
The Americas	\$ 8,536	\$ 9,421	\$ 10,355
Europe	11,382	14,702	11,734
Israel	825	1,366	893
Other	808	842	392
	<u>\$ 21,551</u>	<u>\$ 26,331</u>	<u>\$ 23,374</u>

**b. Financial income, net:**

	Years Ended December 31,		
	2022	2021	2020
	U.S. dollars in thousands		
<b>Income:</b>			
Interest on bank deposits and short-term investments	\$ 262	\$ 110	\$ 172
Interest on non-current trade receivables	58	-	-
Non-dollar currency gains, net	-	-	147
Income from marketable securities	-	-	83
Realized gain from sale of available-for-sale securities	-	3	-
	<u>320</u>	<u>113</u>	<u>402</u>
<b>Expenses:</b>			
Non-dollar currency losses, net	(99)	(8)	-
Interest	(60)	-	-
Unrealized loss from marketable securities	(34)	(1)	-
Realized loss from sale of marketable securities	(11)	-	-
Bank commissions and charges	(23)	(49)	(23)
	<u>(227)</u>	<u>(58)</u>	<u>(23)</u>
	<u>\$ 93</u>	<u>\$ 55</u>	<u>\$ 379</u>

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**c. Earnings per ordinary share (“EPS”):**

The following table sets forth the computation of the Company’s basic and diluted EPS:

	<b>Years Ended December 31,</b>		
	<b>2 0 2 2</b>	<b>2 0 2 1</b>	<b>2 0 2 0</b>
	<b>In thousands</b>		
Weighted average number of shares issued and outstanding - used in computation of basic EPS	20,099	20,006	19,907
Incremental shares from assumed exercise of options	298	264	231
Weighted average number of shares used in computation of diluted EPS	20,397	20,270	20,138

**NOTE 10 - REPORTABLE SEGMENTS**

The Company applies ASC 280, “Segment Reporting”. ASC 280 establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the CODM in deciding how to allocate resources and in assessing performance.

As mentioned in Note 1d, the CODM of the Company is the Chief Executive Officer. The CODM assesses the performance of each segment and allocates resources to those segments based on net revenues and operating results and does not evaluate the Company’s reportable segments using discrete asset information.

	<b>Year Ended December 31, 2022</b>		
	<b>Billing and Related Services</b>	<b>Messaging</b>	<b>Total</b>
	<b>U.S. dollars in thousands</b>		
Revenues	\$ 13,888	\$ 7,663	\$ 21,551
Operating income	\$ 5,105	\$ 419	\$ 5,524

**MIND C.T.I. LTD. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

	<b>Year Ended December 31, 2021</b>		
	<b>Billing and Related Services</b>	<b>Messaging</b>	<b>Total</b>
	<b>U.S. dollars in thousands</b>		
Revenues	\$ 14,355	\$ 11,976	\$ 26,331
Operating income	\$ 4,818	\$ 2,010	\$ 6,828

  

	<b>Year Ended December 31, 2020</b>		
	<b>Billing and Related Services</b>	<b>Messaging</b>	<b>Total</b>
	<b>U.S. dollars in thousands</b>		
Revenues	\$ 14,628	\$ 8,746	\$ 23,374
Operating income	\$ 4,412	\$ 1,051	\$ 5,463

Revenues from one customer of the Company's billing and related services segment represents approximately 12%, 7% and 9% of the total revenues for the years ended December 31, 2022, 2021 and 2020, respectively.

**NOTE 11 - RELATED PARTIES**

**a. Balances**

As of December 31, 2022 and 2021, the Company had an accrual in the amount of \$240 thousand, pursuant to the compensation policy regarding the Chief Executive Officer's annual bonus.

**b. Transactions**

During the years ended December 31, 2022, 2021 and 2020, the Company recorded salary expenses, cash bonus and directors' fees to its related parties in the amount of \$615 thousand, \$596 thousand and \$596 thousand, respectively.

**NOTE 12 - SUBSEQUENT EVENT**

On March 8, 2023, the Company declared a cash dividend to its shareholders in the amount of approximately \$4.8 million (\$0.24 per share).

**THE COMPANIES LAW, 5759 - 1999****A COMPANY LIMITED BY SHARES****SEVENTH AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION**

OF

**MIND C.T.I. LTD.**

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**GENERAL PROVISIONS****1. Object and Purpose of the Company**

The object and purpose of the Company shall be as set forth in the Company's Memorandum of Association, as the same shall be amended from time to time in accordance with applicable law.

**2. Limitation of Liability**

The liability of the shareholders is limited to the payment of the nominal value of the shares in the Company allotted to them and which remains unpaid, and only to that amount. If the Company's share capital shall include at any time shares without a nominal value, the shareholders' liability in respect of such shares shall be limited to the payment of up to NIS 0.01 for each such share allotted to them and which remains unpaid, and only to that amount.

**3. Interpretation**

(a) Unless the subject or the context otherwise requires: words and expressions defined in the Companies Law, 5759-1999 (the "Companies Law"), and in those sections of the Companies Ordinance [New Version], 5743-1983 that are still in force (with respect to such sections), in force on the date when these Articles or any amendment thereto, as the case may be, first became effective shall have the same meanings herein; words and expressions importing the singular shall include the plural and vice versa; words and expressions importing the masculine gender shall include the feminine gender; and words and expressions importing persons shall include bodies corporate.

(b) The captions in these Articles are for convenience only and shall not be deemed a part hereof or affect the construction of any provision hereof.

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## SHARE CAPITAL

### 4. Share Capital

(a) The share capital of the Company shall be eight hundred eighty thousand New Israeli Shekels (NIS 880,000) divided into eighty-eight million (88,000,000) ordinary shares of a nominal value of one Agora (NIS 0.01) each, which shall be designated as "Ordinary Shares".

(b) Rights of Ordinary Shares. The Ordinary Shares confer upon the holders thereof all rights accruing to a shareholder of the Company, as provided in these Articles, including, *inter alia*, the right to receive notices of, and to attend, meetings of the shareholders; for each share held - the right to one vote at all shareholders' meetings for all purposes, and to share equally, on a per share basis, in such dividends as may be declared by the Board of Directors in accordance with the terms of these Articles and the Companies Law, and upon liquidation or dissolution - in the assets of the Company legally available for distribution to shareholders after payment of all debts and other liabilities of the Company, in accordance with the terms of these Articles and applicable law. All Ordinary Shares rank *pari passu* in all respects with each other.

### 5. Increase of Share Capital

(a) The Company may, from time to time, by resolution of the shareholders ("Shareholders Resolution"), whether or not all the shares then authorized have been issued, and whether or not all the shares theretofore issued have been called up for payment, increase its share capital by the creation of new shares. Any such increase shall be in such amount and shall be divided into shares of such nominal amounts, and such shares shall confer such rights and preferences, and shall be subject to such restrictions, as such resolution shall provide.

(b) Except to the extent otherwise provided in such resolution, such new shares shall be subject to all the provisions applicable to the shares of the original capital.

### 6. Special Rights; Modifications of Rights

(a) Without prejudice to any special rights previously conferred upon the holders of existing shares in the Company, the Company may, from time to time, by Shareholders Resolution, provide for shares with such preferred or deferred rights or rights of redemption or other special rights and/or such restrictions, whether in regard to dividends, voting, repayment of share capital or otherwise, as may be stipulated in such resolution.

(b) (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class, unless otherwise provided by these Articles, may be modified or abrogated by the Company, by Shareholders Resolution, subject to the sanction of a resolution passed by the holders of a majority of the shares of such class by written consent or at a separate General Meeting of the holders of the shares of such class.

(ii) The provisions of these Articles relating to General Meetings shall, *mutatis mutandis*, apply to any separate General Meeting of the holders of the shares of a particular class.

(iii) Unless otherwise provided by these Articles, the enlargement of an existing class of shares, or the issuance of additional shares thereof, shall not be deemed, for purposes of this Article 6(b), to modify or abrogate the rights attached to the previously issued shares of such class or of any other class.



## 7. Consolidation, Subdivision, Cancellation and Reduction of Share Capital

(a) The Company may, from time to time, by Shareholders Resolution (subject, however, to the provisions of Article 6(b) hereof and to applicable law):

(i) consolidate and divide all or any of its issued or unissued share capital into shares of larger nominal value than its existing shares,

(ii) subdivide its shares (issued or unissued) or any of them, into shares of smaller nominal value than is fixed by these Articles of Association (subject, however, to the provisions of the Companies Law), and the Shareholders Resolution whereby any share is subdivided may determine that, as among the holders of the shares resulting from such subdivision, one or more of the shares may, as compared with the others, have any such preferred or deferred rights or rights of redemption or other special rights, or be subject to any such restrictions, as the Company has power to attach to unissued or new shares.

(iii) cancel any shares which, at the date of the adoption of such resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so canceled, or

(iv) reduce its share capital in any manner, and with and subject to any incident authorized, and consent required, by law.

(b) With respect to any consolidation of issued shares into shares of larger nominal value, and with respect to any other action which may result in fractional shares, the Board of Directors may settle any difficulty which may arise with regard thereto, as it deems fit, including, *inter alia*, resort to one or more of the following actions:

(i) determine, as to the holder of shares so consolidated, which issued shares shall be consolidated into each share of larger nominal value;

(ii) allot, in contemplation of or subsequent to such consolidation or other action, such shares or fractional shares sufficient to preclude or remove fractional share holdings;

(iii) redeem, in the case of redeemable preference shares, and subject to applicable law, such shares or fractional shares sufficient to preclude or remove fractional share holdings;

(iv) cause the transfer of fractional shares by certain shareholders of the Company to other shareholders thereof so as to most expediently preclude or remove any fractional shareholdings, and cause the transferees to pay the transferors the fair value of fractional shares so transferred, and the Board of Directors is hereby authorized to act as agent for the transferors and transferees with power of substitution for purposes of implementing the provisions of this sub-Article 7(b)(iv).

## SHARES

### 8. Issuance of Share Certificates: Replacement of Lost Certificates

(a) Share certificates shall be issued under the seal or stamp of the Company and shall bear the signatures of the Company's chief executive officer and chief financial officer, or of any other person or persons authorized thereto by the Board of Directors.

(b) Each shareholder shall be entitled to one numbered certificate for all the shares of any class registered in his name, and if reasonably requested by such shareholder, to several certificates, each for one or more of such shares.

(c) A share certificate registered in the names of two or more persons shall be delivered to the person first named in the Registrar of Shareholders in respect of such co-ownership.

(d) If a share certificate is defaced, lost or destroyed, it may be replaced, upon payment of such fee, and upon the furnishing of such evidence of ownership and such indemnity, as the Board of Directors may think fit.

(e) The Company may issue bearer shares.

### 9. Registered Holder

Except as otherwise provided in these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and, accordingly, shall not, except as ordered by a court of competent jurisdiction, or as required by statute, be bound to recognize any equitable or other claim to, or interest in such share on the part of any other person.

### 10. Allotment of Shares

The unissued shares from time to time shall be under the control of the Board of Directors, who shall have the power to allot shares or otherwise dispose of them to such persons, on such terms and conditions (including inter alia terms relating to calls as set forth in Article 12(f) hereof), and either at par or at a premium, or, subject to the provisions of the Companies Law, at a discount, and at such times, as the Board of Directors may think fit, and the power to give to any person the option to acquire from the Company any shares, either at par or at a premium, or, subject as aforesaid, at a discount, during such time and for such consideration as the Board of Directors may think fit.

### 11. Payment in Installments

If by the terms of allotment of any share, the whole or any part of the price thereof shall be payable in installments, every such installment shall, when due, be paid to the Company by the then registered holder(s) of the share of the person(s) entitled thereto.

### 12. Calls on Shares

(a) The Board of Directors may, from time to time, make such calls as it may think fit upon shareholders in respect of any sum unpaid in respect of shares held by such shareholders which is not, by the terms of allotment thereof or otherwise, payable at a fixed time, and each shareholder shall pay the amount of every call so made upon him (and of each installment thereof if the same is payable in installments), to the person(s) and at the time(s) and place(s) designated by the Board of Directors, as any such time(s) may be thereafter extended and/or such person(s) or place(s) changed. Unless otherwise stipulated in the resolution of the Board of Directors (and in the notice hereafter referred to), each payment in response to a call shall be deemed to constitute a pro rata payment on account of all shares in respect of which such call was made.

(b) Notice of any call shall be given in writing to the shareholder(s) in question not less than fourteen (14) days prior to the time of payment, specifying the time and place of payment, and designating the person to whom such payment shall be made, provided, however, that before the time for any such payment, the Board of Directors may, by notice in writing to such shareholder(s), revoke such call in whole or in part, extend such time, or alter such person and/or place. In the event of a call payable in installments, only one notice thereof need be given.

(c) If, by the terms of allotment of any share or otherwise, any amount is made payable at any fixed time, every such amount shall be payable at such time as if it were a call duly made by the Board of Directors and of which due notice had been given, and all the provisions herein contained with respect to such calls shall apply to each such amount.

(d) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof and all interest payable thereon.

(e) Any amount unpaid in respect of a call shall bear interest from the date on which it is payable until actual payment thereof, at such rate (not exceeding the then prevailing debitory rate charged by leading commercial banks in Israel), and at such time(s) as the Board of Directors may prescribe.

(f) Upon the allotment of shares, the Board of Directors may provide for differences among the allottees of such shares as to the amount of calls and/or the times of payment thereof.

### 13. Prepayment

With the approval of the Board of Directors, any shareholder may pay to the Company any amount not yet payable in respect of his shares, and the Board of Directors may approve the payment of interest on any such amount until the same would be payable if it had not been paid in advance, at such rate and time(s) as may be approved by the Board of Directors. The Board of Directors may at any time cause the Company to repay all or any part of the money so advanced, without premium or penalty. Nothing in this Article 13 shall derogate from the right of the Board of Directors to make any call before or after receipt by the Company of any such advance.

### 14. Forfeiture and Surrender

(a) If any shareholder fails to pay any amount payable in respect of a call, or interest thereon as provided for herein, on or before the day fixed for payment of the same, the Company, by resolution of the Board of Directors, may at any time thereafter, so long as the said amount or interest remains unpaid, forfeit all or any of the shares in respect of which said call had been made. Any expense incurred by the Company in attempting to collect any such amount or interest, including, inter alia, attorneys' fees and costs of suit, shall be added to, and shall, for all purposes (including the accrual of interest thereon), constitute a part of the amount payable to the Company in respect of such call.

(b) Upon the adoption of a resolution of forfeiture, the Board of Directors shall cause notice thereof to be given to such shareholder, which notice shall state that, in the event of the failure to pay the entire amount so payable within a period stipulated in the notice (which period shall not be less than fourteen (14) days and which may be extended by the Board of Directors), such shares shall be ipso facto forfeited, provided, however, that, prior to the expiration of such period, the Board of Directors may nullify such resolution of forfeiture, but no such nullification shall estop the Board of Directors from adopting a further resolution of forfeiture in respect of the non-payment of the same amount.

(c) Whenever shares are forfeited as herein provided, all dividends theretofore declared in respect thereof and not actually paid shall be deemed to have been forfeited at the same time.

(d) The Company, by resolution of the Board of Directors, may accept the voluntary surrender of any share.

(e) Any share forfeited or surrendered as provided herein shall become the property of the Company, and the same, subject to the provisions of these Articles, may be sold, re-allotted or otherwise disposed of as the Board of Directors thinks fit.

(f) Any shareholder whose shares have been forfeited or surrendered shall cease to be a shareholder in respect of the forfeited or surrendered shares, but shall, notwithstanding, be liable to pay, and shall forthwith pay, to the Company, all calls, interest and expenses owing upon or in respect of such shares at the time of forfeiture or surrender, together with interest thereon from the time of forfeiture or surrender until actual payment, at the rate prescribed in Article 12(e) above, and the Board of Directors, in its discretion, may enforce the payment of such moneys, or any part thereof, but shall not be under any obligation to do so. In the event of such forfeiture or surrender, the Company, by resolution of the Board of Directors, may accelerate the date(s) of payment of any or all amounts then owing by the shareholder in question (but not yet due) in respect of all shares owned by such shareholder, solely or jointly with another, and in respect of any other matter or transaction whatsoever.

(g) The Board of Directors may at any time, before any share so forfeited or surrendered shall have been sold, re-allotted or otherwise disposed of, nullify the forfeiture or surrender on such conditions as it thinks fit, but no such nullification shall estop the Board of Directors from re-exercising its powers of forfeiture pursuant to this Article 14.

#### 15. Lien

(a) Except to the extent the same may be waived or subordinated in writing, the Company shall have a first and paramount lien upon all the shares registered in the name of each shareholder (without regard to any equitable or other claim or interest in such shares on the part of any other person), and upon the proceeds of the sale thereof, for his debts, liabilities and engagements arising from any cause whatsoever, solely or jointly with another, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared in respect of such share. Unless otherwise provided, the registration by the Company of a transfer of shares shall be deemed to be a waiver on the part of the Company of the lien (if any) existing on such shares immediately prior to such transfer.

(b) The Board of Directors may cause the Company to sell any shares subject to such lien when any such debt, liability or engagement has matured, in such manner as the Board of Directors may think fit, but no such sale shall be made unless such debt, liability or engagement has not been satisfied within seven (7) days after written notice of the intention to sell shall have been served on such shareholder, his executors or administrators.

(c) The net proceeds of any such sale, after payment of the costs thereof, shall be applied in or toward satisfaction of the debts, liabilities or engagements of such shareholder (whether or not the same have matured), or any specific part of the same (as the Company may determine), and the residue (if any) shall be paid to the shareholder, his executors, administrators or assigns.

#### 16. Sale after Forfeiture or Surrender or in Enforcement of Lien

Upon any sale of shares after forfeiture or surrender or for enforcing a lien, the Board of Directors may appoint some person to execute an instrument of transfer of the shares so sold and cause the purchaser's name to be entered in the Register of Shareholders in respect of such shares, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Shareholders in respect of such shares, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

#### 17. Redeemable Shares

The Company may, subject to applicable law, issue redeemable shares and redeem the same.

#### 18. [reserved]

## TRANSFER OF SHARES

### 19. Effectiveness and Registration

(a) No transfer of shares shall be registered unless a proper instrument of transfer (in form and substance satisfactory to the Board of Directors) has been submitted to the Company or its agent, together with any share certificate(s) and such other evidence of title as the Board of Directors may reasonably require. Until the transferee has been registered in the Register of Shareholders in respect of the shares so transferred, the Company may continue to regard the transferor as the owner thereof. The Board of Directors, may, from time to time, prescribe a fee for the registration of a transfer.

(b) The Board of Directors may, in its discretion and to the extent that it deems necessary, close the Register of Shareholders for the registration of transfer of shares for such periods as may be determined by the Board of Directors, and no transfers of shares shall be registered during any period in which the Register of Shareholders is so closed.

### 20. Record Date for General Meetings

Notwithstanding any provision to the contrary in these Articles, for the determination of the shareholders entitled to receive notice of and to participate in and vote at a General Meeting, or to express consent to or dissent from any corporate action in writing, or to receive payment of any dividend or other distribution or allotment of any rights or to exercise any rights in respect of shares of the Company, the Board of Directors may fix, in advance, a record date, which, subject to applicable law, shall not be earlier than ninety (90) days prior to the General Meeting or other action, as the case may be. No persons other than holders of record of shares as of such record date shall be entitled to notice of and to participate in and vote at such General Meeting, or to exercise such other right or receive such other benefit, as the case may be. A determination of shareholders of record with respect to a General Meeting shall apply to any adjournment of such meeting, provided that the Board of Directors may fix a new record date for an adjourned meeting.

## TRANSMISSION OF SHARES

### 21. Decedents' Shares

(a) In case of a share registered in the names of two or more holders, the Company may recognize the survivor(s) as the sole owner(s) thereof unless and until the provisions of Article 21(b) have been effectively invoked.

(b) Any person becoming entitled to a share in consequence of the death of any person, upon producing evidence of the grant of probate or letters of administration or declaration of succession (or such other evidence as the Board of Directors may reasonably deem sufficient that he sustains the character in respect of which he proposes to act under this Article or of his title), shall be registered as a shareholder in respect of such share, or may, subject to the regulations as to transfer herein contained, transfer such share.

### 22. Receivers and Liquidators

(a) The Company may recognize the receiver or liquidator of any corporate shareholder in winding-up or dissolution, or the receiver or trustee in bankruptcy of any shareholder, as being entitled to the shares registered in the name of such shareholder.

(b) The receiver or liquidator of a corporate shareholder in winding-up or dissolution, or the receiver or trustee in bankruptcy of any shareholder, upon producing such evidence as the Board of Directors may deem sufficient that he sustains the character in respect of which he proposes to act under this Article or of his title, shall with the consent of the Board of Directors (which the Board of Directors may grant or refuse in its absolute discretion), be registered as a shareholder in respect of such shares, or may, subject to the regulations as to transfer herein contained, transfer such shares.

## GENERAL MEETINGS

### 23. Annual General Meeting

An Annual General Meeting shall be held once in every calendar year at such time (within a period of not more than fifteen (15) months after the last preceding Annual General Meeting) and at such place either within or without the State of Israel as may be determined by the Board of Directors.

### 24. Extraordinary General Meetings

All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings." The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting at such time and place, within or without the State of Israel, as may be determined by the Board of Directors, and shall be obliged to do so upon a requisition in writing in accordance with Sections 63(b)(1) or (2) of the Companies Law.

### 25. Notice of General Meetings

The Company is not required to give notice under Section 69(b) of the Companies Law.

## PROCEEDINGS AT GENERAL MEETINGS

### 26. Quorum

(a) Two or more shareholders (not in default in payment of any sum referred to in Article 32(a) hereof), present in person or by proxy and holding shares conferring in the aggregate at least twenty-five percent (25%) of the voting power of the Company (subject to rules and regulations, if any, applicable to the Company), shall constitute a quorum at General Meetings. No business shall be transacted at a General Meeting, or at any adjournment thereof, unless the requisite quorum is present when the meeting proceeds to business.

(b) If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition under Sections 63(b)(1) or (2), 64 or 65 of the Companies Law, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Chairman may determine with the consent of the holders of a majority of the voting power represented at the meeting in person or by proxy and voting on the question of adjournment. No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting as originally called. At such adjourned meeting, any two (2) shareholders (not in default as aforesaid) present in person or by proxy, shall constitute a quorum (subject to rules and regulations, if any, applicable to the Company).

(c) The Board of Directors may determine, in its discretion, the matters that may be voted upon at the meeting by proxy in addition to the matters listed in Section 87(a) to the Companies Law.

### 27. Chairman

The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman, or if at any meeting he is not present within fifteen (15) minutes after the time fixed for holding the meeting or is unwilling to act as Chairman, the shareholders present shall choose someone of their number to be Chairman. The office of Chairman shall not, by itself, entitle the holder thereof to vote at any General Meeting nor shall it entitle such holder to a second or casting vote (without derogating, however, from the rights of such Chairman to vote as a shareholder or proxy of a shareholder if, in fact, he is also a shareholder or such proxy).

## 28. Adoption of Resolutions at General Meetings

(a) Unless otherwise provided herein, a Shareholders Resolution shall be deemed adopted if approved by the holders of a majority of the voting power represented at the meeting in person or by proxy and voting thereon.

(b) A Shareholders Resolution approving a merger (as defined in the Companies Law) of the Company shall be deemed adopted if approved by the holders of a majority of the voting power represented at the meeting in person or by proxy and voting thereon.

(c) Every question submitted to a General Meeting shall be decided by a show of hands, but if a written ballot is demanded by any shareholder present in person or by proxy and entitled to vote at the meeting, the same shall be decided by such ballot. A written ballot may be demanded before the proposed resolution is voted upon or immediately after the declaration by the Chairman of the results of the vote by a show of hands. If a vote by written ballot is taken after such declaration, the results of the vote by a show of hands shall be of no effect, and the proposed resolution shall be decided by such written ballot. The demand for a written ballot may be withdrawn at any time before the same is conducted, in which event another shareholder may then demand such written ballot. The demand for a written ballot shall not prevent the continuance of the meeting for the transaction of business other than the question on which the written ballot has been demanded.

(d) A declaration by the Chairman of the meeting that a resolution has been carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

## 29. Resolutions in Writing

A resolution in writing signed by all shareholders of the Company then entitled to attend and vote at General Meetings or to which all such shareholders have given their written consent (by letter, facsimile [telexcopier], telegram, telex or otherwise), or their oral consent by telephone (provided that a written summary thereof has been approved and signed by the Chairman of the Board of Directors of the Company) shall be deemed to have been unanimously adopted by a General Meeting duly convened and held.

## 30. Power to Adjourn

(a) The Chairman of a General Meeting at which a quorum is present may, with the consent of the holders of a majority of the voting power represented in person or by proxy and voting on the question of adjournment (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting as originally called.

(b) It shall not be necessary to give any notice of an adjournment, whether pursuant to Article 26(b) or Article 30(a), unless the meeting is adjourned for thirty (30) days or more in which event notice thereof shall be given in the manner required for the meeting as originally called.

## 31. Voting Power

Subject to the provisions of Article 32(a) and subject to any provision hereof conferring special rights as to voting, or restricting the right to vote, every shareholder shall have one vote for each share held by him of record, on every resolution, without regard to whether the vote hereon is conducted by a show of hands, by written ballot or by any other means.

32. Voting Rights

(a) No shareholder shall be entitled to vote at any General Meeting (or be counted as a part of the quorum thereat), unless all calls and other sums then payable by him in respect of his shares in the Company have been paid, but this Article shall not apply to separate General Meetings of the holders of a particular class of shares pursuant to Article 6(b).

(b) A company or other corporate body being a shareholder of the Company may, by resolution of its directors or any other managing body thereof, authorize any person to be its representative at any meeting of the Company. Any person so authorized shall be entitled to exercise on behalf of such shareholder all the power which the latter could have exercised if it were an individual shareholder. Upon the request of the Chairman of the meeting, written evidence of such authorization (in form acceptable to the Chairman) shall be delivered to him prior to the conclusion of the meeting.

(c) Any shareholder entitled to vote may vote either personally or by proxy (who need not be a shareholder of the Company), or, if the shareholder is a company or other corporate body, by a representative authorized pursuant to Article 32(b).

(d) If two or more persons are registered as joint holders of any share, the vote of the senior who tenders a vote, in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the Register of Shareholders.

**PROXIES**

33. Instrument of Appointment

(a) The instrument appointing a proxy shall be in writing and shall be substantially in the following form:

“I \_\_\_\_\_ of \_\_\_\_\_  
(Name of Shareholder) (Address of Shareholder)

being a shareholder of \_\_\_\_\_ hereby appoint  
(Name of the Company)

\_\_\_\_\_ of \_\_\_\_\_  
(Name of Proxy) (Address of Proxy)

as my proxy to vote for me and on my behalf at the General Meeting of the Company to be held on the \_\_\_\_ day of \_\_\_\_\_, 19\_\_ and at any adjournment(s) thereof.

Signed this \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
(Signature of Appointer)”

or in any usual or common form or in such other form as may be approved by the Board of Directors. It shall be duly signed by the appointer or his duly authorized attorney or, if such appointer is a company or other corporate body, under its common seal or stamp or the hand of its duly authorized agent(s) or attorney(s). Upon the request of the Company, written evidence of such authorization (in form acceptable to the Company) shall be delivered to the Company prior to the conclusion of the meeting.

(b) The instrument appointing a proxy (and the power of attorney or other authority, if any, under which such instrument has been signed) shall either be delivered to the Company (at its Registered Office, or at its principal place of business or at the offices of its registrar and/or transfer agent or at such place as the Board of Directors may specify) not less than seventy two (72) hours (or such shorter period as determined by the Board of Directors) before the time fixed for the meeting at which the person named in the instrument proposes to vote.

(c) For as long as any of the Company’s securities are publicly traded on a U.S. market or exchange, all proxy solicitations by persons other than the Board of Directors shall be undertaken pursuant to the U.S. Proxy Rules, whether or not applicable to the Company under U.S. law.



#### 34. Effect of Death of Appointor or Revocation of Appointment

A vote cast pursuant to an instrument appointing a proxy shall be valid notwithstanding the previous death of the appointing shareholder (or of his attorney-in-fact, if any, who signed such instrument), or the revocation of the appointment or the transfer of the share in respect of which the vote is cast, provided no written intimation of such death, revocation or transfer shall have been received by the Company or by the Chairman of the meeting before such vote is cast and provided, further, that the appointing shareholder, if present in person at said meeting, may revoke the appointment by means of a writing, oral notification to the Chairman, or otherwise.

### **BOARD OF DIRECTORS**

#### 35. Powers of Board of Directors

##### (a) In General

The management of the business of the Company shall be vested in the Board of Directors, which may exercise all such powers and do all such acts and things as the Company is authorized to exercise and do, and are not hereby or by law required to be exercised or done by the Company in General Meeting. The authority conferred on the Board of Directors by this Article 35 shall be subject to the provisions of the Companies Law, of these Articles and any regulation or resolution consistent with these Articles adopted from time to time by the Company in General Meeting, provided, however, that no such regulation or resolution shall invalidate any prior act done by or pursuant to a decision of the Board of Directors which would have been valid if such regulation or resolution had not been adopted.

##### (b) Borrowing Power

The Board of Directors may from time to time, in its discretion, cause the Company to borrow or secure the payment of any sum or sums of money for the purposes of the Company, and may secure or provide for the repayment of such sum or sums in such manner, at such times and upon such terms and conditions in all respects as it thinks fit, and, in particular, by the issuance of bonds, perpetual or redeemable debentures, debenture stock, or any mortgages, charges, or other securities on the undertaking or the whole or any part of the property of the Company, both present and future, including its uncalled or called but unpaid capital for the time being.

##### (c) Reserves

The Board of Directors may, from time to time, set aside any amount(s) out of the profits of the Company as a reserve or reserves for any purpose(s) which the Board of Directors, in its absolute discretion, shall think fit, and may invest any sum so set aside in any manner and from time to time deal with and vary such investments, and dispose of all or any part thereof, and employ any such reserve or any part thereof in the business of the Company without being bound to keep the same separate from other assets of the Company, and may subdivide or redesignate any reserve or cancel the same or apply the funds therein for another purpose, all as the Board of Directors may from time to time think fit.

##### (d) Protective Measures

The Board of Directors may, at any time in its sole discretion, adopt protective measures to prevent or delay a coercive takeover of the Company, including without limitation the adoption of a "Shareholder Rights Plan."

### 36. Exercise of Powers of Directors

(a) A meeting of the Board of Directors at which a quorum is present (whether in person, by conference call or by any other device allowing the participating Directors to hear each other simultaneously) shall be competent to exercise all the authorities, powers and discretions vested in or exercisable by the Board of Directors,

(b) A resolution proposed at any meeting of the Board of Directors shall be deemed adopted if approved by a majority of the Directors present when such resolution is put to a vote and voting thereon.

(c) A resolution may be adopted by the Board of Directors without convening a meeting if all Directors then in office and lawfully entitled to vote thereon (as conclusively determined by the Chairman of the Audit Committee or, in the absence of such determination, by the Chairman of the Board of Directors) have given their consent (in any manner whatsoever) not to convene a meeting. Such a resolution shall be adopted if approved by a majority of the Directors entitled to vote thereon (as determined as aforesaid). The Chairman of the Board shall sign any resolutions so adopted, including the decision to adopt said resolutions without a meeting.

### 37. Delegation of Powers

(a) The Board of Directors may, subject to the provisions of the Companies Law, delegate any or all of its powers to committees, each consisting of two or more persons (all of whose members must be Directors), and it may from time to time revoke such delegation or alter the composition of any such committee. Any Committee so formed (in these Articles referred to as a "Committee of the Board of Directors"), shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such Committee of the Board of Directors shall, mutatis mutandis, be governed by the provisions herein contained for regulating the meetings of the Board of Directors, so far as not superseded by the Companies Law or any regulations adopted by the Board of Directors under this Article. Unless otherwise expressly provided by the Board of Directors in delegating powers to a Committee of the Board of Directors, such Committee shall not be empowered to further delegate such powers.

(b) Without derogating from the provisions of Article 50, the Board of Directors may, subject to the provisions of the Companies Law, from time to time appoint a Secretary to the Company, as well as officers, agents, employees and independent contractors, as the Board of Directors may think fit, and may terminate the service of any such person. The Board of Directors may, subject to the provisions of the Companies Law, determine the powers and duties, as well as the salaries and emoluments, of all such persons, and may require security in such cases and in such amounts as it thinks fit.

(c) The Board of Directors may from time to time, by power of attorney or otherwise, appoint any person, company, firm or body of persons to be the attorney or attorneys of the Company at law or in fact for such purpose(s) and with such powers, authorities and discretions, and for such period and subject to such conditions, as it thinks fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Directors may think fit, and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

### 38. Number of Directors

Until otherwise determined by Shareholders Resolution of the Company, the Board of Directors shall consist of not less than three (3) nor more than nine (9) Directors.

### 39. Election and Removal of Directors

(a) The Board of Directors of the Company shall be divided into three (3) classes of Directors, designated as Class I, Class II, and Class III, which shall be differentiated by the dates of commencement and expiration of the terms of office of their respective Directors. The number of Directors in each class shall be divided equally, so far as practicable, among the classes. The initial terms of office of the Directors of the respective classes shall be as follows:

(A) Class I Directors shall serve until the Annual General Meeting to be convened in 2001;

(B) Class II Directors shall serve until the Annual General Meeting to be convened in 2002; and

(C) Class III Directors shall serve until the Annual General Meeting to be convened in 2003,

until their respective successors shall be duly elected. At each Annual General Meeting, beginning with the Annual General Meeting to be convened in 2001, the Directors elected or re-elected to the class whose term expires at such meeting shall serve until the Annual General Meeting to be convened in the third year following such election or re-election.

(b) Directors shall be elected at General Meetings by the vote of the holders of a majority of the voting power represented at such meeting in person or by proxy and voting on the election of directors.

(c) Notwithstanding anything to the contrary in these Articles of Association, the affirmative vote of at least 75% of the shares present, in person or by proxy, and voting on the matter shall be required to amend or repeal this Article 39 or to remove any Director prior to the expiration of his or her term.

(d) Notwithstanding anything to the contrary in the foregoing provisions of Article 39, the foregoing provisions of this Article 39 shall not apply to the Company's External Directors, if any, who shall not be members of any class and shall serve pursuant to the provisions of the Companies Law.

(e) Notwithstanding anything to the contrary herein, the term of a Director may commence as of a date later than the date of the Shareholder Resolution electing said Director, if so specified in said Shareholder Resolution.

### 40. Qualification of Directors

No person shall be disqualified to serve as a Director by reason of his not holding shares in the Company or by reason of his having served as a Director in the past.

### 41. Continuing Directors in the Event of Vacancies

In the event of one or more vacancies in any class of Directors, the continuing Directors may continue to act in every matter and may temporarily fill any such vacancy in such class, provided, however, that if the continuing Directors number less than a majority of the number provided for pursuant to Article 38 hereof, they may only act in an emergency, and may call a General Meeting of the Company for the purpose of electing Directors to fill any or all vacancies, so that at least a majority of the number of Directors provided for pursuant to Article 38 hereof are in office as a result of said meeting.

### 42. Vacation of Office

(a) The office of a Director shall be vacated, ipso facto, upon his death, or if he be found lunatic or become of unsound mind, or if he become bankrupt, or, if the Director is a company, upon its winding-up.

(b) The office of a Director shall be vacated by his written resignation. Such resignation shall become effective on the date fixed therein, or upon the delivery thereof to the Company, whichever is later.

#### 43. Remuneration of Directors

No Director shall be paid any remuneration by the Company for his services as Director except as may be approved by a Shareholders Resolution, except for reimbursement of expenses incurred in connection with fulfilling his duties as a Director.

#### 44. Conflict of Interests

Subject to the provisions of the Companies Law, the Company may enter into any contract or otherwise transact any business with any Director in which contract or business such Director has a personal interest, directly or indirectly; and may enter into any contract or otherwise transact any business with any third party in which contract or business a Director has a personal interest, directly or indirectly. Any Director who has such a personal interest shall notify the other Directors with respect thereto prior to any discussion or vote on the matter by the Board of Directors.

#### 45. [reserved]

### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

#### 46. Meetings

The Board of Directors may meet and adjourn its meetings and otherwise regulate such meetings and proceedings as the Board of Directors think fit. Notice of the meetings of the Board of Directors shall be sent to each Director at the last address that the Director provided to the Company.

#### 47. Quorum

Until otherwise unanimously decided by the Board of Directors, a quorum at a meeting of the Board of Directors shall be constituted by the presence of a majority of the Directors then in office who are lawfully entitled to participate in the meeting (as conclusively determined by the Chairman of the Audit Committee and in the absence of such determination - by the Chairman of the Board of Directors), but shall not be less than two.

#### 48. Chairman of the Board of Directors

The Board of Directors may from time to time elect one of its members to be the Chairman of the Board of Directors, remove such Chairman from office and appoint another in its place. The Chairman of the Board of Directors shall preside at every meeting of the Board of Directors, but if there is no such Chairman, or if at any meeting he is not present within fifteen (15) minutes of the time fixed for the meeting, or if he is unwilling to take the chair, the Directors present shall choose one of their number to be the chairman of such meeting. The Chairman shall not have a casting vote.

#### 49. Validity of Acts Despite Defects

Subject to the provisions of the Companies Law, all acts done bona fide at any meeting of the Board of Directors, or of a Committee of the Board of Directors, or by any person(s) acting as Director(s), shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of the participants in such meetings or any of them or any person(s) acting as aforesaid, or that they or any of them were disqualified, be as valid as if there were no such defect or disqualification.

## GENERAL MANAGER

### 50. General Manager

The Board of Directors may from time to time appoint one or more persons, whether or not Directors, as General Manager(s) of the Company and may confer upon such person(s), and from time to time modify or revoke, such title(s) (including Managing Director, Director General or any similar or dissimilar title) and such duties and authorities of the Board of Directors as the Board of Directors may deem fit, subject to such limitations and restrictions as the Board of Directors may from time to time prescribe. Such appointment(s) may be either for a fixed term or without any limitation of time, and the Board of Directors may from time to time (subject to the provisions of the Companies Law and of any contract between any such person and the Company) fix his or their salaries and emoluments, remove or dismiss him or them from office and appoint another or others in his or their place or places.

## MINUTES

### 51. Minutes

(a) Minutes of each General Meeting and of each meeting of the Board of Directors shall be recorded and duly entered in books provided for that purpose. Such minutes shall, in all events, set forth the names of the persons present at the meeting and all resolutions adopted thereat.

(b) Any minutes as aforesaid, if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting, shall constitute prima facie evidence of the matters recorded therein.

## DIVIDENDS

### 52. Declaration and Payment of Dividends

The Board of Directors may from time to time declare, and cause the Company to pay, such dividend as may appear to the Board of Directors to be justified. The Board of Directors shall determine the time for payment of such dividends, and the record date for determining the shareholders entitled thereto.

53. [reserved]

### 54. Amount Payable by Way of Dividends

Subject to the rights of the holders of shares with special rights as to dividends and without derogating from the provisions of Article 35(d) above, any dividend paid by the Company shall be allocated among the shareholders entitled thereto in proportion to their respective holdings of the shares in respect of which such dividend is being paid.

### 55. Interest

No dividend shall carry interest as against the Company.

### 56. Payment in Specie

Upon the declaration of the Board of Directors, a dividend may be paid, wholly or partly, by the distribution of specific assets of the Company or by distribution of paid up shares, debentures or debenture stock of the Company or of any other companies, or in any one or more of such ways.

#### 57. Capitalization of Profits, Reserves etc.

Upon the resolution of the Board of Directors, the Company -

(a) may cause any moneys, investments, or other assets forming part of the undivided profits of the Company, standing to the credit of a reserve fund, or to the credit of a reserve fund for the redemption of capital, or in the hands of the Company and available for dividends, or representing premiums received on the issuance of shares and standing to the credit of the share premium account, to be capitalized and distributed among such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion, on the footing that they become entitled thereto as capital, or may cause any part of such capitalized fund to be applied on behalf of such shareholders in paying up in full, either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly, in payment, in full or in part, of the uncalled liability on any issued shares or debentures or debenture stock; and

(b) may cause such distribution or payment to be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

#### 58. Implementation of Powers under Articles 56 and 57

For the purpose of giving full effect to any resolution under Articles 56 or 57, and without derogating from the provisions of Article 7(b) hereof, and subject to applicable law, the Board of Directors may settle any difficulty which may arise in regard to the distribution as it thinks expedient, and, in particular, may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any shareholders upon the footing of the value so fixed, or that fractions of less value than the nominal value of one share may be disregarded in order to adjust the rights of all parties, and may vest any such cash, shares, debentures, debenture stock or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Board of Directors.

#### 59. Deductions from Dividends

The Board of Directors may deduct from any dividend or other moneys payable to any shareholder in respect of a share any and all sums of money then payable by him to the Company on account of calls or otherwise in respect of shares of the Company and/or on account of any other matter of transaction whatsoever.

#### 60. Retention of Dividends

(a) The Board of Directors may retain any dividend or other moneys payable or property distributable in respect of a share on which the Company has a lien, and may apply the same in or toward satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.

(b) The Board of Directors may retain any dividend or other moneys payable or property distributable in respect of a share in respect of which any person is, under Articles 21 or 22, entitled to become a shareholder, or which any person is, under said Articles, entitled to transfer, until such person shall become a shareholder in respect of such share or shall transfer the same.

#### 61. Unclaimed Dividends

All unclaimed dividends or other moneys payable in respect of a share may be invested or otherwise made use of by the Board of Directors for the benefit of the Company until claimed. The payment by the Directors of any unclaimed dividend or such other moneys into a separate account shall not constitute the Company a trustee in respect thereof, and any dividend unclaimed after a period of seven (7) years from the date of declaration of such dividend, and any such other moneys unclaimed after a like period from the date the same were payable, shall be forfeited and shall revert to the Company, provided, however, that the Board of Directors may, at its discretion, cause the Company to pay any such dividend or such other moneys, or any part thereof, to a person who would have been entitled thereto had the same not reverted to the Company.

## 62. Mechanics of Payment

Any dividend or other moneys payable in cash in respect of a share may be paid by check or warrant sent through the post to, or left at, the registered address of the person entitled thereto or by transfer to a bank account specified by such person (or, if two or more persons are registered as joint holders of such share or are entitled jointly thereto in consequence of the death or bankruptcy of the holder or otherwise, to any one of such persons or to his bank account), or to such person and at such address as the person entitled thereto may by writing direct. Every such check or warrant shall be made payable to the order of the person to whom it is sent, or to such person as the person entitled thereto as aforesaid may direct, and payment of the check or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such check or warrant shall be sent at the risk of the person entitled to the money represented thereby.

## 63. Receipt from a Joint Holder

If two or more persons are registered as joint holders of any share, or are entitled jointly thereto in consequence of the death or bankruptcy of the holder or otherwise, any one of them may give effectual receipts for any dividend or other moneys payable or property distributable in respect of such share.

## ACCOUNTS

### 64. Books of Account

The Board of Directors shall cause accurate books of account to be kept in accordance with the provisions of the Companies Law and of any other applicable law. Such books of account shall be kept at the Registered Office of the Company, or at such other place or places as the Board of Directors may think fit, and they shall always be open to inspection by all Directors. No shareholder, not being a Director, shall have any right to inspect any account or book or other similar document of the Company, except as conferred by law or authorized by the Board of Directors or by a Shareholders Resolution. The Company shall make copies of its annual financial statements available for inspection by the shareholders at the principal offices of the Company. The Company shall not be required to send copies of its annual financial statements to shareholders, except upon specific request and upon said request the Company shall send copies by e-mail.

### 65. Audit

At least once in every fiscal year the accounts of the Company shall be audited and the correctness of the profit and loss account and balance sheet certified by one or more duly qualified auditors.

### 66. Auditors

The appointment, authorities, rights and duties of the auditor(s) of the Company, shall be regulated by applicable law. The Audit Committee of the Company shall have the authority to fix, in its discretion, the remuneration of the auditor(s) for the auditing services.

## BRANCH REGISTERS

### 67. Branch Registers

Subject to and in accordance with the provisions of the Companies Law and to all orders and regulations issued thereunder, the Company may cause branch registers to be kept in any place outside Israel as the Board of Directors may think fit, and, subject to all applicable requirements of law, the Board of Directors may from time to time adopt such rules and procedures as it may think fit in connection with the keeping of such branch registers.

## RIGHTS OF SIGNATURE, STAMP AND SEAL

### 68. Rights of Signature, Stamp and Seal

(a) The Board of Directors shall be entitled to authorize any person or persons (who need not be Directors) to act and sign on behalf of the Company, and the acts and signature of such person(s) on behalf of the Company shall bind the Company insofar as such person(s) acted and signed within the scope of his or their authority.

(b) The Company shall have at least one official stamp.

(c) The Board of Directors may provide for a seal. If the Board of Directors so provides, it shall also provide for the safe custody thereof. Such seal shall not be used except by the authority of the Board of Directors and in the presence of the person(s) authorized to sign on behalf of the Company, who shall sign every instrument to which such seal is affixed.

## NOTICES

### 69. Notices

(a) Any written notice or other document may be served by the Company upon any shareholder either personally or by sending it by prepaid mail addressed to such shareholder at his address as described in the Register of Shareholders or such other address as he may have designated in writing for the receipt of notices and other documents. Any written notice or other document may be served by any shareholder upon the Company by tendering the same in person to the Secretary or the General Manager of the Company at the principal office of the Company or by sending it by prepaid registered mail (airmail if posted outside Israel) to the Company at its Registered Address. Any such notice or other document shall be deemed to have been served (i) in the case of mailing, two (2) business days after it has been posted (seven (7) business days if sent internationally), or when actually received by the addressee if sooner than two (2) days or seven (7) days, as the case may be, after it has been posted; (ii) in the case of overnight air courier, on the third (3<sup>rd</sup>) business day following the day sent, with receipt confirmed by the courier, or when actually received by the addressee if sooner than three (3) business days after it has been sent; (iii) in the case of personal delivery, on the date such notice was actually tendered in person to such shareholder (or to the Secretary or the General Manager); (iv) in the case of facsimile transmission, on the date on which the sender receives automatic electronic confirmation by the recipient's facsimile machine that such notice was received by the addressee. The mailing date or publication date and the date of the meeting shall be counted as part of the days comprising any notice period. Notice may be sent by cablegram, telex, telecopier (facsimile) or other electronic means and confirmed by registered mail as aforesaid. If a notice is, in fact, received by the addressee, it shall be deemed to have been duly served, when received, notwithstanding that it was defectively addressed or failed, in some respect, to comply with the provisions of this Article 69(a).

(b) All notices to be given to the shareholders shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Shareholders, and any notice so given shall be sufficient notice to the holders of such share.

(c) Any shareholder whose address is not described in the Register of Shareholders, and who shall not have designated in writing an address for the receipt of notices, shall not be entitled to receive any notice from the Company.

(d) Notwithstanding anything to the contrary herein: notice by the Company of a General Meeting which is published in one international wire service shall be deemed to have been duly given on the date of such publication to all shareholders.



## INSURANCE AND INDEMNITY

### 70. Exculpation, Indemnity and Insurance

(a) For purposes of these Articles, the term "Office Holder" shall mean every Director and every officer of the Company, including, without limitation, each of the persons defined as "Nosei Misra" in the Companies Law.

(b) Subject to the provisions of the Companies Law, the Company may prospectively exculpate an Office Holder from all or some of the Office Holder's responsibility for damage resulting from the Office Holder's breach of the Office Holder's duty of care to the Company.

(c) Subject to the provisions of the Companies Law, the Company may indemnify an Office Holder in respect of an obligation or expense specified below imposed on or incurred by the Office Holder in respect of an act performed in his capacity as an Office Holder, as follows:

(i) a financial obligation imposed on him in favor of another person by a court judgment, including a compromise judgment or an arbitrator's award approved by court;

(ii) reasonable litigation expenses, including attorney's fees, expended by the Office Holder as a result of an investigation or proceeding instituted against him by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against him and either (A) concluded without the imposition of any financial liability in lieu of criminal proceedings or (B) concluded with the imposition of a financial liability in lieu of criminal proceedings but relates to a criminal offense that does not require proof of criminal intent or in connection with a financial sanction;

(iii) reasonable litigation expenses, including attorney's fees, expended by an Office Holder or charged to the office Holder by a court, in proceeding instituted against the Office Holder by the Company or on its behalf or by another person, or in a criminal charge from which the Office Holder was acquitted, or in a criminal proceeding in which the Office Holder was convicted of an offense that does not require proof of criminal intent; and

(iv) a financial obligation imposed upon an Office Holder and reasonable litigation expenses, including attorney fees, expended by the Office Holder as a result of an administrative proceeding instituted against him. Without derogating from the generality of the foregoing, such obligation or expense will include a payment which the Office Holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1) (a) of the Israeli Securities Law, 1968 – 5728 (the "Securities Law") and expenses that the Office Holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law, including reasonable legal expenses, which term includes attorney fees.

The Company may undertake to indemnify an Office Holder as aforesaid, (aa) prospectively, provided that, in respect of Article 70 (c)(i), the undertaking is limited to events which in the opinion of the Board of Directors are foreseeable in light of the Company's actual operations when the undertaking to indemnify is given, and to an amount or criteria set by the Board of Directors as reasonable under the circumstances, and further provided that such events and amount or criteria are set forth in the undertaking to indemnify, and (bb) retroactively.

(d) Subject to the provisions of the Companies Law, the Company may enter into a contract for the insurance of all or part of the liability of any Office Holder imposed on the Office Holder in respect of an act performed in his capacity as an Office Holder, in respect of each of the following:

(i) a breach of his duty of care to the Company or to another person;

(ii) a breach of his duty of loyalty to the Company, provided that the Office Holder acted in good faith and had reasonable cause to assume that such act would not prejudice the interests of the Company;

(iii) a financial obligation imposed on him in favor of another person;

(iv) a financial obligation imposed upon an Office Holder and reasonable litigation expenses, including attorney fees, expended by the Office Holder as a result of an administrative proceeding instituted against him. Without derogating from the generality of the foregoing, such obligation or expense will include a payment which the Office Holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Securities Law and expenses that the Office Holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law, including reasonable legal expenses, which term includes attorney fees.

(e) The provisions of Articles 70(a), 70(b) and 70(c) above are not intended, and shall not be interpreted, to restrict the Company in any manner in respect of the procurement of insurance and/or in respect of indemnification (i) in connection with any person who is not an Office Holder, including, without limitation, any employee, agent, consultant or contractor of the Company who is not an Office Holder, and/or (ii) in connection with any Office Holder to the extent that such insurance and/or indemnification is not specifically prohibited under law; provided that the procurement of any such insurance and/or the provision of any such indemnification shall be approved by the Audit Committee of the Company.

(f) Any amendment to the Companies Law, the Securities Law or any other applicable law adversely affecting the right of any Office Holder to be indemnified or insured pursuant to this Article 70 shall be prospective in effect, and shall not affect the Company's obligation or ability to indemnify or insure an Office Holder for any act or omission occurring prior to such amendment, unless otherwise provided by the Companies Law, the Securities Law or such other applicable law.

## **WINDING UP**

### **71. Winding Up**

If the Company be wound up, then, subject to applicable law and to the rights of the holders of shares with special rights upon winding up, the assets of the Company available for distribution among the shareholders shall be distributed to them in proportion to the nominal value of their respective holdings of the shares in respect of which such distribution is being made.

## **FORUM FOR ADJUDICATION OF DISPUTES**

### **72. FORUM FOR ADJUDICATION OF DISPUTES.**

(a) Unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the U.S. Securities Act of 1933, as amended, including all causes of action asserted against any defendant to such complaint. For the avoidance of doubt, this provision is intended to benefit and may be enforced by the Company, its officers and directors, the underwriters to any offering giving rise to such complaint, and any other professional or entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering. The foregoing provisions of this Article 71 shall not apply to causes of action arising under the U.S. Securities Exchange Act of 1934, as amended.

(b) Unless the Company consents in writing to the selection of an alternative forum, the competent courts in Tel Aviv, Israel shall be the exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company's shareholders, or (iii) any action asserting a claim arising pursuant to any provision of the Companies Law or the Securities Law.

Any person or entity purchasing or otherwise acquiring or holding any interest in shares of the Company shall be deemed to have notice of and consented to the provisions of this Article 72.

\* \* \* \* \*

**LIST OF SUBSIDIARIES**

<u>Name of Subsidiary</u>	<u>Jurisdiction of Incorporation</u>
MIND Software SRL	Romania
MIND Software, Inc.	Delaware
MIND Software Limited	United Kingdom
MIND CTI GmbH	Germany
Message Mobile GmbH	Germany
GTX GmbH	Germany

Certification of Principal Executive Officer pursuant to 17 CFR 240.13a-14(a),  
as adopted pursuant to §302 of the Sarbanes-Oxley Act

I, Monica Iancu, certify that:

1. I have reviewed this annual report on Form 20-F of MIND C.T.I. Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 14, 2023

/s/ Monica Iancu

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Monica Iancu  
President and Chief Executive Officer  
(Principal Executive Officer)

Certification of Principal Financial Officer pursuant to 17 CFR 240.13a-14(a),  
as adopted pursuant to §302 of the Sarbanes-Oxley Act

I, Arie Abramovich, certify that:

1. I have reviewed this annual report on Form 20-F of MIND C.T.I. Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 14, 2023

/s/ Arie Abramovich  
Arie Abramovich  
Chief Financial Officer  
(Principal Financial Officer)

Certification of Principal Executive Officer pursuant to 18 U.S.C. § 1350,  
as adopted pursuant to § 906 of the Sarbanes-Oxley Act

In connection with the annual report on Form 20-F for the fiscal year ended December 31, 2022 of MIND C.T.I. Ltd. (the “Company”) as filed with the U.S. Securities and Exchange Commission (the “Commission”) on the date hereof (the “Report”) and pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Monica Iancu, certify that:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 14, 2023

/s/ Monica Iancu

Monica Iancu

President and Chief Executive Officer

(Principal Executive Officer)

Certification of Principal Financial Officer pursuant to 18 U.S.C. § 1350,  
as adopted pursuant to § 906 of the Sarbanes-Oxley Act

In connection with the annual report on Form 20-F for the fiscal year ended December 31, 2022 of MIND C.T.I. Ltd. (the “Company”) as filed with the U.S. Securities and Exchange Commission (the “Commission”) on the date hereof (the “Report”) and pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Arie Abramovich, certify that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 14, 2023

/s/ Arie Abramovich

Arie Abramovich Chief Financial Officer  
(Principal Financial Officer)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statements on Form S-8 (Registration No. 333-181383; No. 333-117054; No. 333-100804 and No. 333-54632) of our report dated April 10, 2022, relating to the consolidated financial statements of MIND C.T.I. Ltd. (the “Company”) appearing in this Annual Report on Form 20-F of the Company for the years ended December 31, 2021 and 2020.

/s/ Brightman Almagor Zohar & Co.  
Certified Public Accountants  
A Firm in the Deloitte Global Network

Tel Aviv, Israel  
March 14, 2023



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 14, 2023, with respect to the consolidated financial statements included in the Annual Report of MIND C.T.I. Ltd. on Form 20-F for the year ended December 31, 2022. We consent to the incorporation by reference of said report in the Registration Statements of MIND C.T.I. Ltd. on Forms S-8 (File No. 333-181383; File No. 333-117054; File No. 333-100804 and File No. 333-54632).

/s/ FAHN KANNE & CO. GRANT THORNTON ISRAEL

Tel Aviv, Israel

March 14, 2023

March 14, 2023

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-7561

Dear Sirs/Madams:

We have read Item 16F of MIND C.T.I Ltd.'s Form 20-F dated March 14, 2023, and have the following comments:

1. We agree with the statements made in Item 16F concerning our firm.
2. We have no basis on which to agree or disagree with the other statements made in the Item 16F.

Yours truly,

/s/ Brightman Almagor Zohar & Co.  
Certified Public Accountants  
A Firm in the Deloitte Global Network