

KORNIT DIGITAL LTD. (THE “COMPANY”)
COMPENSATION COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of the Company has constituted and established a Compensation Committee (the “**Committee**”) with the authority, responsibility and specific duties as described in this Compensation Committee Charter (this “**Charter**”). This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Compensation Policy (the “**Compensation Policy**”) to be recommended to the Board by the Committee, and adopted by the Board and the Company’s shareholders in accordance with the requirements set forth in the Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder (the “**Companies Law**”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy will prevail.

I. Purpose

The purposes of the Committee are to:

- (a) assist the Board in fulfilling its responsibilities relating to compensation of the Company’s directors, Chief Executive Officer (“**CEO**”) and other “Office Holders” (as defined under the Companies Law); and
- (b) assist the Board in administering the Company’s equity incentive plans.

The purposes and further provisions specified in this Charter are meant to serve as guidelines, are subject to applicable law, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the Articles of Association of the Company or applicable law, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

II. Membership

The Committee’s membership shall satisfy the membership requirements of the Companies Law, including that the Committee shall have three or more members.

Within 90 days after the Company ceases to qualify as a “controlled company” under the NASDAQ Stock Market Rules (the “**NASDAQ Rules**”), a majority of the members of the Committee shall be independent in accordance with Rule 10C-1 of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the NASDAQ Rules and, within one year, all members of the Committee shall be independent under those standards.

Subject to applicable law (i) the Committee's members shall be appointed by and serve at the discretion of the Board, (ii) members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board, and (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

The Committee's Chairperson shall be designated by the Board, and shall be an External Director. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

III. Meetings and Authority

The Committee shall meet as circumstances require. The Chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee then present, shall determine the length of such meeting and the agenda of items to be addressed at such meeting.

The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary subject to further requirements of the Companies Law.

Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee or the Board and shall report to the Committee.

IV. Retention of Outside Advisers

The Committee shall have the power, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), to retain, oversee the work of, and subsequently terminate independent, outside legal counsel, compensation consultants and other experts and consultants (collectively, "**Advisors**") to assist the Committee in connection with its responsibilities, and shall have the sole and direct authority to approve such advisers' compensation and other retention terms.

V. Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below. In some cases additional approval of the Board and shareholders will also be required by applicable law..

1. Recommending to the Board a Compensation Policy for the Company and subsequently reviewing it from time to time and recommending to the Board for determination the overall compensation policies of the Company with respect to the CEO and other Office Holders.
2. Recommending to the Board periodic updates to the Compensation Policy.

3. Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and other officers, consistent with the then-effective Compensation Policy, evaluating the performance of the CEO and other officers in light of such goals and objectives, and determining the compensation of the CEO and other officers based on such evaluation.
4. Reviewing and, subject to applicable law, recommending for Board approval, the grant of options, restricted shares, share appreciation rights and other equity-based grants (each, an “**Award**”) consistent with the Company’s incentive compensation plans (collectively, the “**Plans**”) and compensation strategy, and, subject to applicable law, administering the Plans. The Committee may make recommendations to the Board with respect to incentive compensation plans, including reservation of shares for issuance thereunder. Determining whether to approve transactions with Office Holders that include employment or retention terms that require approval under the Companies Law.
5. Determining whether to exempt from the requirement of shareholder approval the terms of employment and compensation of a prospective CEO of the Company if the required conditions therefor are met under Section 272(c1)(3) of the Companies Law.
6. Reviewing, periodically evaluating and making recommendations to the Board regarding the compensation and benefits for the Company’s non-employee directors, taking into account the Compensation Policy.
7. Performing such other activities and functions as are required by applicable law, stock exchange rules or provisions in the Company’s charter documents, or as are otherwise necessary and advisable, in its or the Board’s discretion, for the efficient discharge of its duties.

VI. Reporting

The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

VII. Review

The Committee shall from time to time review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

VIII. Minutes

The Committee will maintain written minutes of its meetings.

IX. Interpretation; Definitions

To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this charter. In the event that any

such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this charter, whether or not such conflict, inconsistency or contradiction arises.

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to “law” shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to “law” shall be read subject to the Company’s Articles of Association, as amended from time to time.

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Adopted: March 4, 2015