

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 9, 2021

Verint Systems Inc
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34807
(Commission File Number)

11-3200514
(I.R.S. Employer
Identification No.)

175 Broadhollow Road
Melville, New York 11747

(631) 962-9600
(Address of principal executive offices, and zip code)
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$.001 par value per share

Trading Symbol(s)
VRNT

Name of each exchange on which registered
The NASDAQ Stock Market, LLC
(NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, 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.

Item 7.01 Regulation FD Disclosure

On August 9, 2021, Verint Systems Inc. disclosed presentation slides that will be used in certain investor relations presentations beginning on and after that date. Copies of the presentation slides are attached as Exhibit 99.1 hereto and incorporated by reference into this Item 7.01 in their entirety.

The presentation slides attached as Exhibit 99.1 hereto are being furnished herewith and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Presentation Slides
104	Cover Page Interactive Data File (embedded within XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.
VERINT SYSTEMS INC.

Date: August 9, 2021

By: /s/ Douglas E. Robinson
Name: Douglas E. Robinson
Title: Chief Financial Officer

VERINT®

The Customer
Engagement Company

AUGUST 2021



© 2021 Verint Systems Inc. All Rights Reserved Worldwide.

Forward Looking Statements

The presentation contains "forward-looking statements," including statements regarding expectations, predictions, views, opportunities, plans, strategies, beliefs, and statements of similar effect relating to Verint Systems Inc. These forward-looking statements are not guarantees of future performance and they are based on management's expectations that involve a number of known and unknown risks, uncertainties, assumptions, and other important factors, any of which could cause our actual results to differ materially from those expressed in or implied by the forward-looking statements. The forward-looking statements contained in this presentation are made as of the date of this presentation and, except as required by law, Verint assumes no obligation to update or revise them, or to provide reasons why actual results may differ. For a more detailed discussion of how these and other risks, uncertainties, and assumptions could cause Verint's actual results to differ materially from those indicated in its forward-looking statements, see Verint's filings with the Securities and Exchange Commission. Please note that all guidance is provided on a non-GAAP basis.

Non-GAAP Financial Measures

This presentation includes financial measures which are not prepared in accordance with generally accepted accounting principles ("GAAP"), including certain constant currency measures. For a description of these non-GAAP financial measures, including the reasons management uses each measure, and reconciliations of these non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with GAAP, please see the GAAP to non-GAAP reconciliation found under the Investor Relations tab on Verint's website Verint.com and in the appendix of this presentation.

Customer Engagement Leader

Momentum Driven By Digital and Cloud Acceleration



Strong Start to the Year

- Q1 Results Ahead of Expectations
- First Quarter as a Pure Play Customer Engagement Company



Recently Raised PLE and Cloud Outlook (FYE22)

- >10% New PLE Bookings Growth
- 30% to 35% Cloud Revenue Growth



Strong Momentum Drives Three-Year Targets (FYE24)

- \$1 Billion of Revenue; High Single Digit Revenue Growth
- Approaching \$650 Million of Cloud Revenue

Note: FYE22 guidance and three-year targets are provided on a non-GAAP basis. PLE is New Perpetual License Equivalent Bookings.
© 2021 Verint Systems Inc. All Rights Reserved Worldwide.



Strong Start to Year with Cloud Momentum

Driving Increases to Annual Guidance for New PLE Bookings Growth and Cloud Revenue Growth

Q1 Revenue – Strong Cloud Growth

Total Revenue
Non-GAAP: \$202 million, 7% growth
GAAP: \$201 million, 8% growth

Cloud Revenue Growth
Non-GAAP: 39%
GAAP: 45%

Recurring Revenue (% of Software)
83%

Q1 Bookings – Strong Leading Indicator

Crossed Midpoint of Cloud Transition
51% PLE Bookings from SaaS

Strong New Bookings Growth
New PLE Bookings Growth: 28%
New SaaS ACV Growth: 58%

Improved Visibility
RPO: \$619 million, up 30%

Strong Cloud Bookings Momentum

Recent Wins – Leading Brands Select Verint

- New Customers: Winning many new brands through our direct salesforce and growing partner ecosystem
- Existing Customers: Cloud platform makes it easier for existing customers to add additional applications



The Engagement Capacity Gap is Widening

Digital-First Engagement is Driving Higher Labor Costs and Elevated Consumer Expectations



\$2 Trillion Labor Cost
Across 50 Million
Customer Engagement Workers

Organizations Can No Longer Afford
Hiring Workers to Elevate Brand
Experience



\$65 Billion
Customer Engagement Software TAM

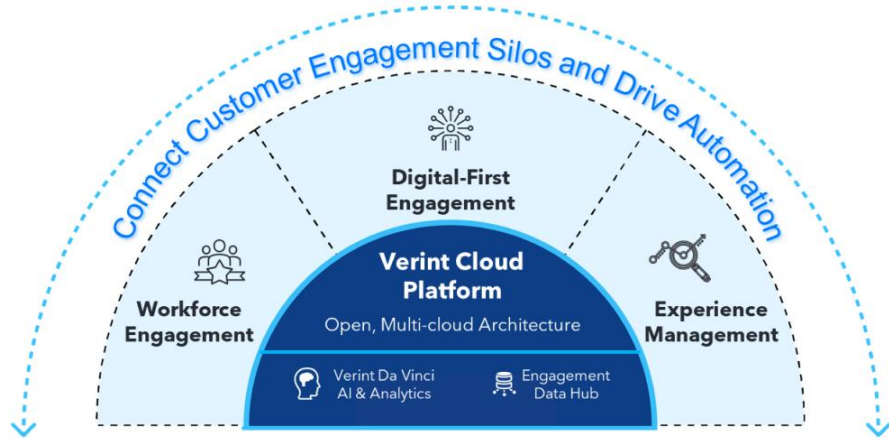
Strong Demand for Automation and
Platforms to Manage Work of
Human and Bots



Note: We estimated our total addressable market for customer engagement software, the market growth rate, the number of knowledge workers and labor costs using data from the US Bureau of Labor Statistics, McGee Smith Analytics, Pelorus Associates and Gartner as well as company estimates of \$150 to \$200 per month for the amount of software that is spent on each knowledge worker in the contact center and half that amount for knowledge workers in other customer engagement touch points.
© 2021 Venn Systems Inc. All Rights Reserved Worldwide.

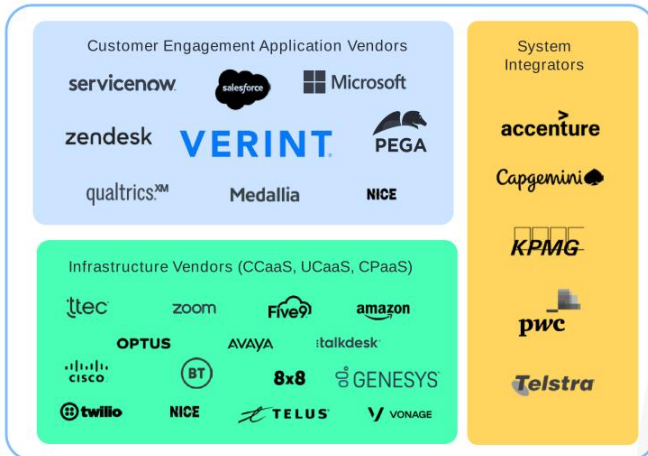
Verint Cloud Platform

Designed to Close the Engagement Capacity Gap



Industry Landscape

Verint: Application Leader and Infrastructure Agnostic



Verint Growth Strategy

Lead with open cloud platform

Help brands accelerate digital first

Continue to expand partner network

Benefit from infrastructure neutrality

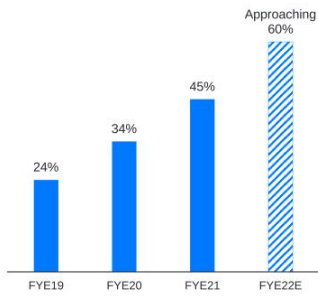
Strong FYE22 Guidance as We Cross Transition Midpoint

10%+ PLE Growth with >50% of PLE from SaaS

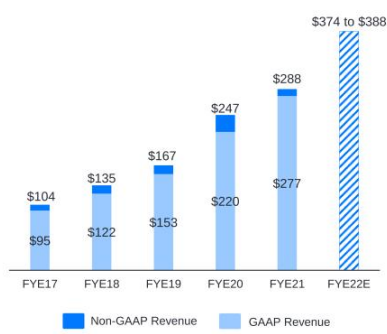
30% to 35% Cloud Revenue Growth

Software Recurring Revenue Approaching 85%

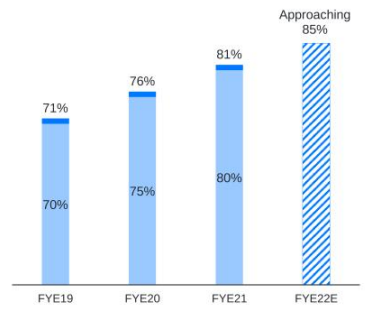
PLE Mix (% from SaaS)



Cloud Revenue



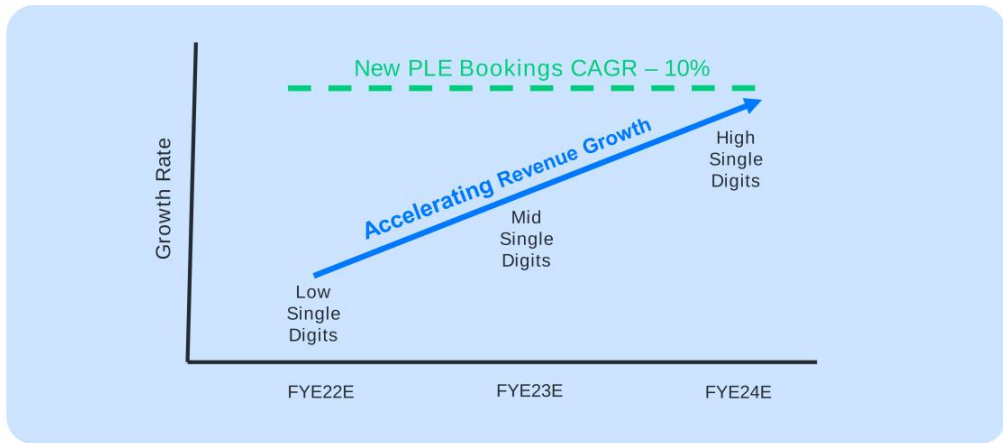
Recurring Revenue (% of SW)



V Note: Amounts are in USD millions. FYE22 guidance is provided on a non-GAAP basis.
© 2021 Verint Systems Inc. All Rights Reserved Worldwide.

Three-Year Growth Assumptions

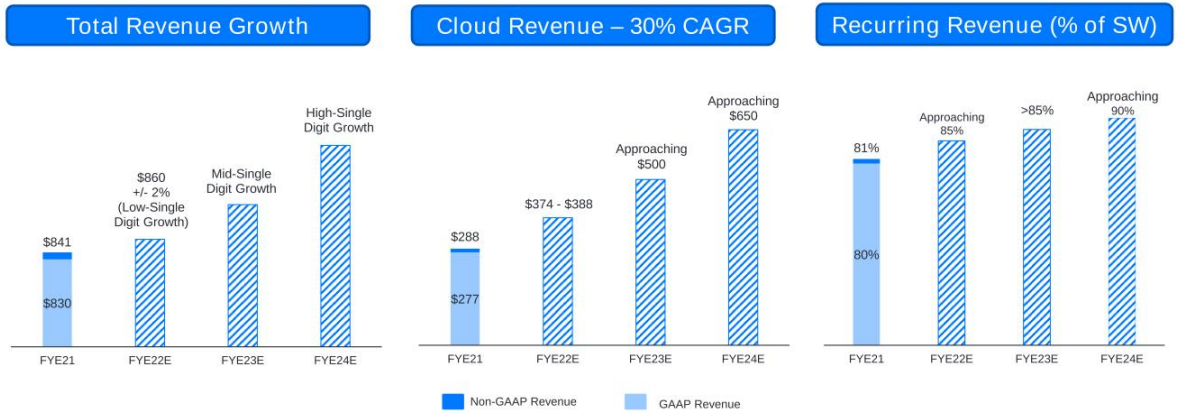
Model Assumes 10% New PLE Bookings Growth Driving Revenue Growth Acceleration
Digital-First Creates Opportunity to Grow PLE Bookings Even Faster



V Note: FYE22 guidance and three-year targets are provided on a non-GAAP basis
© 2021 Verint Systems Inc. All Rights Reserved Worldwide.

Three-Year Targets

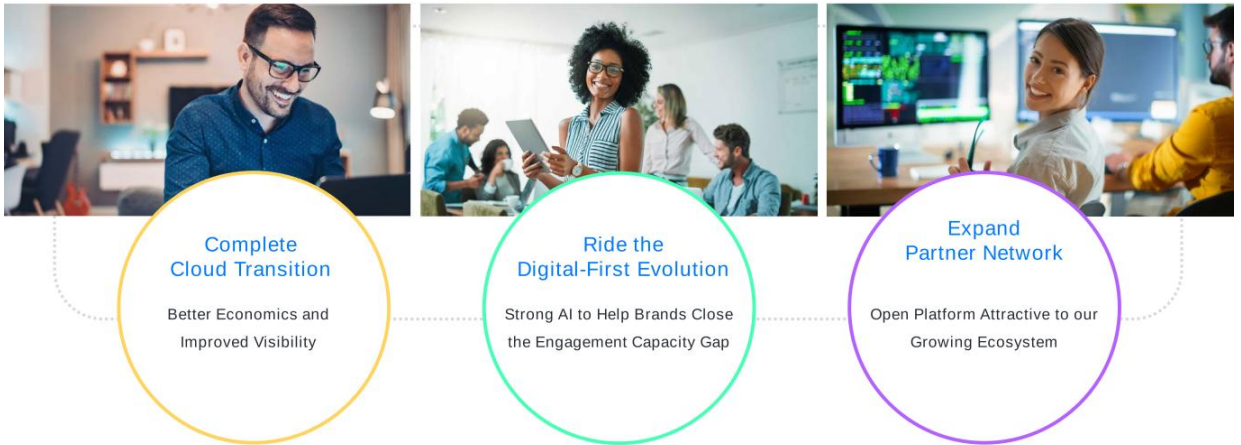
\$1 Billion of Revenue in FYE24
 Approaching \$650 Million of Cloud Revenue; 30% CAGR
 Approaching 90% of Software Revenue Recurring

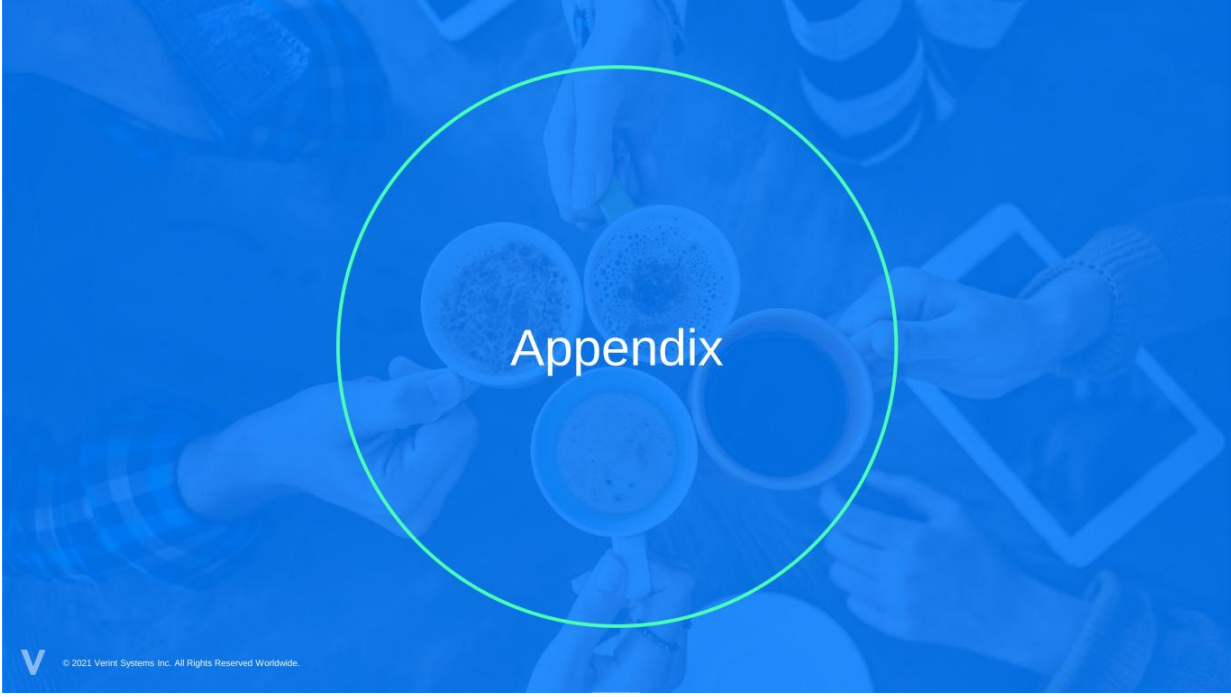


Note: Amounts are in USD millions. FYE22 guidance and three-year targets are provided on a non-GAAP basis.
 © 2021 Verint Systems Inc. All Rights Reserved Worldwide.

Three-Year Plan Growth Pillars

Driven by Our Existing Platform Capabilities





Appendix



© 2021 Veint Systems Inc. All Rights Reserved Worldwide.

Illustrative Economic Example - \$100 Perpetual Software Deal Perpetual License vs. SaaS

Perpetual License	Year 1	Year 2	Year 3	Year 4	Year 5	Cumulative	Revenue and Cashflow
Point-in-time	100						Revenue: \$200 over five years Cashflow: Timing matches revenue recognition
Over-time	20	20	20	20	20		
Total Revenue	120	20	20	20	20	200	
Cash flow	120	20	20	20	20	200	

Bundled SaaS	Year 1	Year 2	Year 3	Year 4	Year 5	Cumulative	Revenue and Cashflow (1.8x compared to perpetual)
Point-in-time							Revenue: \$360 over five years Cashflow: Timing matches revenue recognition
Over-time	72	72	72	72	72		
Total Revenue	72	72	72	72	72	360	
Cash flow	72	72	72	72	72	360	

Financial Outlook

Our non-GAAP outlook for the year ending January 31, 2022 is as follows:

- Revenue: \$860 million with a range of +/- 2%
- Cloud Revenue Growth: 30% to 35%
- New PLE Bookings Growth: 10+%
- Diluted EPS: \$2.23 at the midpoint of our revenue guidance

Our non-GAAP outlook for the year ending January 31, 2022 excludes the following GAAP measures which we are able to quantify with reasonable certainty:

- Amortization of intangible assets of approximately \$45 million
- Losses on early retirement of debt of \$2 million
- Favorable change in fair value of future tranche right of \$16 million
- Unrealized losses on derivatives, net of \$14 million

Our non-GAAP outlook for the year ending January 31, 2022 excludes the following GAAP measures for which we are able to provide a range of probable significance:

- Revenue adjustments are expected to be between approximately \$3 million and \$4 million
- Stock-based compensation is expected to be between approximately \$65 million and \$72 million, assuming market prices for our common stock approximately consistent with current levels.
- Further costs associated with Verint's February 1, 2021 separation into two independent public companies are expected to be between approximately \$12 million and \$15 million

Our non-GAAP outlook does not include the potential impact of any in-process business acquisitions that may close after the date hereof, and, unless otherwise specified, reflects foreign currency exchange rates approximately consistent with current rates.

We are unable, without unreasonable efforts, to provide a reconciliation for other GAAP measures which are excluded from our non-GAAP outlook, including the impact of future business acquisitions or acquisition expenses, future restructuring expenses, and non-GAAP income tax adjustments due to the level of unpredictability and uncertainty associated with these items. For these same reasons, we are unable to assess the probable significance of these excluded items. While historical results may not be indicative of future results, actual amounts for the three months ended April 30, 2021 and 2020 for the GAAP measures excluded from our non-GAAP outlook appear in the GAAP to Non-GAAP Reconciliation Tables contained in this presentation.



Financial Outlook (cont'd)

Our non-GAAP three-year targets exclude various GAAP measures, including:

- Amortization of intangible assets.
- Losses on early retirement of debt.
- Change in fair value of future tranche right.
- Unrealized losses on derivatives, net.
- Revenue adjustments.
- Stock-based compensation expenses.
- Acquisition expenses.
- Restructuring expenses.
- Separation expenses.

Our non-GAAP three-year targets also reflect income tax provisions on a non-GAAP basis.

We are unable, without unreasonable efforts, to provide a reconciliation for these GAAP measures which are excluded from our non-GAAP three-year targets, due to the level of unpredictability and uncertainty associated with these items. For these same reasons, we are unable to assess the probable significance of these excluded items.

Our non-GAAP three-year targets reflect foreign currency exchange rates approximately consistent with current rates.

Summary Metrics – Q1 FYE21 and Q1 FYE22

		4/30/2020		4/30/2021	
		GAAP	Non-GAAP Constant Currency	GAAP	Non-GAAP Constant Currency
Revenue Metrics	Recurring Revenue	\$179.1	\$122.3	\$144.5	\$145.5
	Cloud	\$55.0	\$58.2	\$80.1	\$81.1
	Support	\$74.1	\$74.1	\$64.4	\$64.4
	Nonrecurring Revenue	\$56.8	\$56.8	\$56.5	\$56.5
	Perpetual	\$25.5	\$25.5	\$29.3	\$29.3
	Professional Services	\$28.3	\$28.3	\$27.1	\$27.1
	Total Revenue	\$195.9	\$189.1	\$200.9	\$201.9
	Reported Revenue Growth	-10.3%	-12.4%	8.1%	6.8%
	Constant Currency Revenue Growth	-9.2%	-11.5%	5.5%	4.2%
	Recurring Revenue Metrics	% of Revenue that is Software Revenue	84.8%	85.1%	86.5%
% of Software Revenue that is Recurring Revenue*		81.9%	82.3%	83.1%	83.2%
Bookings Metrics	New SaaS ACV		\$11.9		\$18.8
	New SaaS ACV Growth YoY		45.3%		58.1%
	New Perpetual License Equivalent Bookings		\$47.7		\$61.0
	Year-over-Year Growth		-23.7%		27.9%
	% of New Perpetual License Equivalent Bookings from SaaS		69.2%		51.2%
Cloud Detail	Cloud Revenue	\$55.0	\$58.2	\$80.1	\$81.1
	SaaS Bundled Revenue	\$33.4	\$36.2	\$39.3	\$40.1
	SaaS Unbundled Revenue	\$7.5	\$7.5	\$24.3	\$24.3
	Optional Managed Services Revenue	\$14.1	\$14.4	\$16.5	\$16.6
	Cloud Revenue Growth YoY	15.1%	3.2%	45.493%	39.2%
SaaS Revenue Growth YoY	19.7%	3.8%	55.5%	47.1%	
Gross Profit Metrics	Gross Profit	\$115.0	\$125.8	\$128.6	\$135.8
	Gross Margin %	61.9%	66.5%	64.0%	67.3%
	Recurring Gross Profit	\$94.1	\$98.0	\$106.4	\$108.3
	Recurring Gross Margin %	72.9%	74.7%	73.6%	74.4%
	Nonrecurring Gross Profit	\$25.2	\$26.9	\$26.6	\$27.6
Nonrecurring Gross Margin %	44.3%	47.4%	47.1%	48.8%	
Operating Expenses Metrics	Research and Development, net	\$32.4	\$27.8	\$29.1	\$26.7
	% of Revenue	17.4%	14.7%	14.5%	13.2%
	Selling, General and Administrative	\$16.8	\$50.6	\$87.6	\$65.5
% of Revenue	41.3%	32.0%	43.6%	32.9%	
Profitability Metrics	Operating (Loss) Income	(\$2.0)	\$37.5	\$4.4	\$42.5
	Operating Margin %	-1.1%	19.8%	2.2%	21.1%
	Adjusted EBITDA		\$44.4		\$48.9
	Adjusted EBITDA Margin		23.5%		24.2%
	Diluted EPS	(\$0.23)	\$0.40	(\$0.04)	\$0.44

Summary Metrics – FYE17 – FYE21

(in millions)	Year Ended 1/31/2017		Year Ended 1/31/2018		Year Ended 1/31/2019		Year Ended 1/31/2020		Year Ended 1/31/2021		
	GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP	
Revenue Metrics	Recurring Revenue	\$396.1	\$407.8	\$425.7	\$440.6	\$465.7	\$480.7	\$534.4	\$561.1	\$575.6	\$586.0
	Cloud	\$95.4	\$104.2	\$122.1	\$135.0	\$152.6	\$167.2	\$220.5	\$246.8	\$277.4	\$287.6
	Support	\$302.7	\$303.6	\$303.6	\$305.6	\$313.1	\$313.5	\$313.9	\$314.2	\$298.2	\$298.4
	Nonrecurring Revenue	\$307.8	\$308.3	\$314.4	\$314.4	\$330.6	\$330.6	\$312.1	\$312.1	\$254.6	\$254.8
	Perpetual	\$172.3	\$172.5	\$181.7	\$181.7	\$196.1	\$196.1	\$179.9	\$179.9	\$141.8	\$141.8
	Professional Services	\$135.5	\$135.8	\$132.7	\$132.7	\$134.5	\$134.5	\$132.3	\$132.3	\$112.8	\$112.8
	Total Revenue	\$705.9	\$716.2	\$740.1	\$755.0	\$796.3	\$811.3	\$846.5	\$873.2	\$830.2	\$840.6
	Reported Revenue Growth	1.6%	2.6%	4.8%	5.4%	7.6%	7.5%	6.3%	7.6%	-1.9%	-3.7%
	Constant Currency Revenue Growth	2.9%	4.0%	4.7%	5.1%	7.6%	7.4%	7.4%	8.7%	-2.1%	-3.9%
	Recurring Revenue Metrics	% of Revenue that is Software Revenue	80.8%	81.0%	82.1%	82.4%	83.1%	83.4%	84.4%	84.8%	86.4%
% of Software Revenue that is Recurring Revenue*		69.8%	70.3%	70.1%	70.8%	70.4%	71.0%	74.8%	75.7%	80.2%	80.5%
Bookings Metrics	New SaaS ACV		\$10.9		\$18.4		\$29.1		\$49.7		\$66.2
	New SaaS ACV Growth YoY				69.3%		57.6%		71.0%		33.1%
	New Perpetual License Equivalent Bookings (11)						\$257.2		\$270.8		\$258.3
	Year-over-Year Growth								5.3%		-4.6%
Cloud Detail	Cloud Revenue	\$95.4	\$104.2	\$122.1	\$135.0	\$152.6	\$167.2	\$220.5	\$246.8	\$277.4	\$287.6
	SaaS Bundled Revenue	\$47.7	\$52.1	\$77.6	\$85.7	\$84.7	\$91.4	\$115.9	\$139.4	\$146.0	\$155.0
	SaaS Unbundled Revenue	\$8.8	\$8.8	\$2.8	\$3.2	\$2.7	\$2.5	\$48.0	\$49.0	\$72.0	\$72.2
	Optional Managed Services Revenue	\$38.9	\$43.4	\$41.7	\$46.1	\$44.1	\$43.3	\$56.5	\$58.4	\$59.5	\$60.5
	Cloud Revenue Growth YoY			28.1%	29.6%	24.9%	23.9%	44.5%	47.6%	25.8%	16.5%
	SaaS Revenue Growth YoY			42.4%	46.2%	38.5%	39.3%	47.1%	52.0%	32.9%	20.5%
Operating Expenses Metrics	Estimated Fully Allocated Research and Development, net	\$98.2	\$89.1	\$105.2	\$96.0	\$116.6	\$109.7	\$127.1	\$116.9	\$121.0	\$113.0
	% of Revenue	13.9%	12.4%	14.2%	12.7%	14.6%	13.5%	15.0%	13.4%	14.6%	13.4%
	Estimated Fully Allocated Selling, General and Administrative	\$272.1	\$224.9	\$277.0	\$234.3	\$281.0	\$240.1	\$321.6	\$263.4	\$313.6	\$246.3
% of Revenue	38.5%	31.4%	37.4%	31.0%	35.3%	29.6%	38.0%	30.2%	37.8%	29.3%	
Profitability Metrics	Estimated Fully Allocated Gross Profit	\$442.7	\$482.7	\$469.5	\$515.1	\$521.1	\$559.8	\$546.5	\$602.9	\$546.3	\$580.8
	Estimated Fully Allocated Gross Margin %	62.7%	67.4%	63.4%	68.2%	65.4%	69.0%	64.6%	69.0%	65.8%	69.1%
	Estimated Fully Allocated Operating Income	\$29.8	\$168.7	\$54.0	\$184.7	\$93.1	\$209.9	\$67.0	\$222.5	\$82.0	\$221.5
	Estimated Fully Allocated Operating Margin %	4.2%	23.6%	7.3%	24.5%	11.7%	25.9%	7.9%	25.5%	9.9%	26.4%
	Estimated Fully Allocated Adjusted EBITDA	\$189.0	\$189.0	\$204.7	\$204.7	\$229.3	\$229.3	\$244.2	\$244.2	\$248.8	\$248.8
	Estimated Fully Allocated Adjusted EBITDA Margin		26.2%		27.1%		28.3%		28.0%		29.6%

Revenue Metrics – Q1 FYE21 and Q1 FYE22

(\$ in millions)	Three Months Ended	
	4/30/2020	4/30/2021
Recurring revenue- GAAP	\$ 129.1	\$ 144.5
Cloud revenue - GAAP	55.0	80.1
Support revenue - GAAP	74.1	64.4
Nonrecurring revenue - GAAP	56.8	56.5
Perpetual revenue - GAAP	28.5	29.3
Professional services revenue - GAAP	28.3	27.1
Total revenue - GAAP	\$ 185.9	\$ 200.9
Estimated recurring revenue adjustments	3.3	1.0
Estimated cloud revenue adjustments	3.2	1.0
Estimated support revenue adjustments	0.1	0.0
Estimated nonrecurring revenue adjustments	-	-
Estimated perpetual revenue adjustments	-	-
Estimated professional services revenue adjustments	-	-
Total estimated revenue adjustments	3.3	1.0
Recurring revenue- non-GAAP	\$ 132.3	\$ 145.5
Cloud revenue - non-GAAP	58.2	81.1
Support revenue - non-GAAP	74.1	64.4
Nonrecurring revenue - non-GAAP	56.8	56.5
Perpetual revenue - non-GAAP	28.5	29.3
Professional services revenue - non-GAAP	28.3	27.1
Total revenue - non-GAAP	\$ 189.1	\$ 201.9

Revenue Metrics – FYE17 – FYE21

	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended
(\$ in millions)	1/31/2017	1/31/2018	1/31/2019	1/31/2020	1/31/2021
Software (includes cloud and support) - GAAP	\$ 570.4	\$ 607.4	\$ 661.8	\$ 714.2	\$ 717.5
Perpetual revenue - GAAP	172.3	181.7	196.1	179.9	141.8
Cloud revenue - GAAP	95.4	122.1	152.6	220.5	277.4
Support revenue - GAAP	302.7	303.6	313.1	313.9	298.2
Professional services revenue - GAAP	135.5	132.7	134.5	132.3	112.8
Total revenue - GAAP	\$ 705.9	\$ 740.1	\$ 796.3	\$ 846.5	\$ 830.2
% of Revenue from Software (includes cloud and support)	80.8%	82.1%	83.1%	84.4%	86.4%
% of Revenue from Software (includes cloud and support) that is Recurring	69.8%	70.1%	70.4%	74.8%	80.2%
Estimated software (includes cloud and support) revenue adjustments	9.9	14.9	15.1	26.7	10.3
Estimated perpetual revenue adjustments	0.2	-	-	-	-
Estimated cloud revenue adjustments	8.8	12.9	14.7	26.3	10.2
Estimated support revenue adjustments	0.9	2.0	0.4	0.3	0.2
Estimated professional services revenue adjustments	0.3	-	-	-	-
Total estimated revenue adjustments	10.3	14.9	15.1	26.7	10.3
Software (includes cloud and support) revenue - non-GAAP	\$ 580.3	\$ 622.3	\$ 676.8	\$ 740.9	\$ 727.8
Perpetual revenue - non-GAAP	172.5	181.7	196.1	179.9	141.8
Cloud revenue - non-GAAP	104.2	135.0	167.2	246.8	287.6
Support revenue - non-GAAP	303.6	305.6	313.5	314.2	298.4
Professional services revenue - non-GAAP	135.8	132.7	134.5	132.3	112.8
Total revenue - non-GAAP	\$ 716.2	\$ 755.0	\$ 811.3	\$ 873.2	\$ 840.6
% of Revenue from Software (includes cloud and support)	81.0%	82.4%	83.4%	84.8%	86.6%
% of Revenue from Software (includes cloud and support) that is Recurring	70.3%	70.8%	71.0%	75.7%	80.5%

Constant Currency – Q1 FYE21 and Q1 FYE22

(\$ in millions)	Three Months Ended		Three Months Ended	
	4/30/2020		4/30/2021	
<u>GAAP</u>				
Revenue for the three months ended prior period	\$	207.1	\$	185.9
Revenue for the three months ended current period	\$	185.9	\$	200.9
Revenue for the three months ended current period at constant currency (1)	\$	188.0	\$	196.0
Reported period-over-period revenue growth		-10.3%		8.1%
% impact from change in foreign currency exchange rates		1.1%		-2.6%
Constant currency period-over-period revenue growth		-9.2%		5.5%
<u>Non-GAAP</u>				
Revenue for the three months ended prior period	\$	215.9	\$	189.1
Revenue for the three months ended current period	\$	189.1	\$	201.9
Revenue for the three months ended current period at constant currency (1)	\$	191.0	\$	197.0
Reported period-over-period revenue growth		-12.4%		6.8%
% impact from change in foreign currency exchange rates		0.9%		-2.6%
Constant currency period-over-period revenue growth		-11.5%		4.2%

Constant Currency – FYE17 – FYE21

	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended
(\$ in millions)	1/31/2017	1/31/2018	1/31/2019	1/31/2020	1/31/2021
GAAP					
Revenue for the three months ended prior period	\$ 694.9	\$ 705.9	\$ 740.1	\$ 796.3	\$ 846.5
Revenue for the three months ended current period	\$ 705.9	\$ 740.1	\$ 796.3	\$ 846.5	\$ 830.2
Revenue for the three months ended current period at constant currency (10)	\$ 715.0	\$ 739.0	\$ 796.0	\$ 855.0	\$ 829.0
Reported period-over-period revenue growth	1.6%	4.8%	7.6%	6.3%	-1.9%
% impact from change in foreign currency exchange rates	1.3%	-0.1%	0.0%	1.1%	-0.2%
Constant currency period-over-period revenue growth	2.9%	4.7%	7.6%	7.4%	-2.1%
Non-GAAP					
Revenue for the three months ended prior period	\$ 698.3	\$ 716.2	\$ 755.0	\$ 811.3	\$ 873.2
Revenue for the three months ended current period	\$ 716.2	\$ 755.0	\$ 811.3	\$ 873.2	\$ 840.6
Revenue for the three months ended current period at constant currency (10)	\$ 726.0	\$ 753.0	\$ 811.0	\$ 882.0	\$ 839.0
Reported period-over-period revenue growth	2.6%	5.4%	7.5%	7.6%	-3.7%
% impact from change in foreign currency exchange rates	1.4%	-0.3%	-0.1%	1.1%	-0.2%
Constant currency period-over-period revenue growth	4.0%	5.1%	7.4%	8.7%	-3.9%

Cloud Metrics – Q1 FYE21 and Q1 FYE22

(\$ in millions)	Three Months Ended	
	4/30/2020	4/30/2021
SaaS revenue - GAAP	\$ 40.9	\$ 63.6
Bundled SaaS revenue - GAAP	33.4	39.3
Unbundled SaaS revenue - GAAP (2)	7.5	24.3
Optional managed services revenue - GAAP	14.1	16.5
Cloud revenue - GAAP	\$ 55.0	\$ 80.1
Estimated SaaS revenue adjustments	2.9	0.8
Estimated bundled SaaS revenue adjustments	2.9	0.8
Estimated unbundled SaaS revenue adjustments	0.0	0.1
Estimated optional managed services revenue adjustments	0.3	0.2
Estimated cloud revenue adjustments	3.2	1.0
SaaS revenue - non-GAAP	43.8	64.4
Bundled SaaS revenue - non-GAAP	36.3	40.1
Unbundled SaaS revenue - non-GAAP (2)	7.5	24.3
Optional managed services revenue - non-GAAP	14.4	16.6
Cloud revenue - non-GAAP	\$ 58.2	\$ 81.1

Cloud Metrics – FYE17 – FYE21

	Year Ended	Year Ended	Year Ended	Year Ended
(\$ in millions)	1/31/2017 (1)	1/31/2018 (1)	1/31/2020	1/31/2021
SaaS revenue - GAAP	\$ 56.5	\$ 80.4	\$ 163.9	\$ 218.0
Bundled SaaS revenue - GAAP	47.7	77.6	115.9	146.0
Unbundled SaaS revenue - GAAP (12)	8.8	2.8	48.0	72.0
Optional managed services revenue - GAAP	38.9	41.7	56.5	59.5
Cloud revenue - GAAP	<u>\$ 95.4</u>	<u>\$ 122.1</u>	<u>\$ 220.5</u>	<u>\$ 277.4</u>
Estimated SaaS revenue adjustments	4.3	8.5	24.5	9.2
Estimated bundled SaaS revenue adjustments	4.3	8.1	23.5	9.0
Estimated unbundled SaaS revenue adjustments	-	0.4	1.0	0.2
Estimated optional managed services revenue adjustments	4.5	4.4	1.9	1.0
Estimated cloud revenue adjustments	<u>8.8</u>	<u>12.9</u>	<u>26.3</u>	<u>10.2</u>
SaaS revenue - non-GAAP	60.8	88.9	188.4	227.1
Bundled SaaS revenue - non-GAAP	52.1	85.7	139.4	155.0
Unbundled SaaS revenue - non-GAAP (12)	8.8	3.2	49.0	72.2
Optional managed services revenue - non-GAAP	43.4	46.1	58.4	60.5
Cloud revenue - non-GAAP	<u>\$ 104.2</u>	<u>\$ 135.0</u>	<u>\$ 246.8</u>	<u>\$ 287.6</u>

Gross Profit – Q1 FYE21 and Q1 FYE22

(in millions)	Three Months Ended	
	4/30/2022	4/30/2021
Gross Profit and Gross Margin		
Total GAAP revenue	\$ 185.9	\$ 200.9
Recurring costs	34.9	38.1
Nonrecurring costs	31.6	29.9
Amortization of acquired technology	4.4	4.4
Total GAAP cost of revenue	70.9	72.3
GAAP gross profit	\$ 115.0	\$ 128.6
GAAP gross margin	61.9%	64.0%
Revenue adjustments	3.3	1.0
Amortization of acquired technology	4.4	4.4
Stock-based compensation expenses	0.5	1.3
Acquisition expenses, net	0.2	0.0
Restructuring expenses	1.6	0.5
Separation expenses	-	0.1
Discontinued operations corporate overhead adjustment	1.4	-
Allocation methodology difference	(0.5)	-
Non-GAAP gross profit	\$ 125.8	\$ 135.8
Non-GAAP gross margin	66.5%	67.3%
Recurring Gross Profit and Gross Margin		
GAAP recurring revenue	\$ 129.1	\$ 144.5
GAAP recurring costs	34.9	38.1
GAAP recurring gross profit	94.1	106.4
GAAP recurring gross margin	72.9%	73.0%
Recurring revenue adjustments	3.3	1.0
Recurring stock-based compensation expenses	0.3	0.4
Recurring acquisition expenses, net	0.0	0.0
Recurring restructuring expenses	0.8	0.4
Recurring separation expenses	-	0.0
Recurring discontinued operations corporate overhead adjustment	0.2	-
Recurring allocation methodology difference	0.2	-
Non-GAAP recurring gross profit	\$ 98.5	\$ 108.3
Non-GAAP recurring gross margin	74.7%	74.4%
Nonrecurring Gross Profit and Gross Margin		
GAAP nonrecurring revenue	\$ 56.8	\$ 56.5
GAAP nonrecurring costs	31.6	29.9
GAAP nonrecurring gross profit	25.2	26.6
GAAP nonrecurring gross margin	44.3%	47.1%
Nonrecurring revenue adjustments	-	-
Nonrecurring stock-based compensation expenses	0.3	0.8
Nonrecurring acquisition expenses, net	0.2	-
Nonrecurring restructuring expenses	0.8	0.1
Nonrecurring separation expenses	-	0.0
Nonrecurring discontinued operations corporate overhead adjustment	1.2	-
Nonrecurring allocation methodology difference	(0.9)	-
Non-GAAP nonrecurring gross profit	\$ 26.9	\$ 27.6
Non-GAAP nonrecurring gross margin	47.4%	48.8%

Gross Profit – FYE17 – FYE21

	Year Ended		Year Ended		Year Ended	
	1/31/2017	1/31/2018	1/31/2019	1/31/2020	1/31/2021	
(\$ in millions)						
Total GAAP revenue	\$ 705.9	\$ 740.1	\$ 796.3	\$ 846.5	\$ 830.2	
Segment product costs	32.7	34.7	35.0	35.5	34.5	
Segment service expenses	192.1	199.2	209.3	226.6	218.9	
Amortization of acquired technology	21.2	22.2	18.0	21.6	18.0	
Stock-based compensation expenses (3)	7.1	6.8	4.4	6.3	4.2	
Shared support expenses allocation (4)	10.2	7.6	8.5	10.1	8.4	
Total GAAP cost of revenue	\$ 263.2	\$ 270.6	\$ 275.2	\$ 300.0	\$ 284.0	
GAAP gross profit	\$ 442.7	\$ 469.5	\$ 521.1	\$ 546.5	\$ 546.3	
GAAP gross margin	62.7%	63.4%	65.4%	64.6%	65.8%	
Revenue adjustments	10.3	14.9	15.0	26.7	10.3	
Amortization of acquired technology	21.2	22.2	18.0	21.6	18.0	
Stock-based compensation expenses (3)	7.1	6.9	4.4	6.3	4.2	
Acquisition expenses, net (5)	-	0.1	0.3	0.1	0.2	
Restructuring expenses (5)	1.5	1.5	1.0	1.6	1.4	
Separation expenses (5)	-	-	-	-	0.1	
Impairment charges (5)	-	-	-	-	0.3	
Estimated fully allocated non-GAAP gross profit	\$ 482.7	\$ 515.1	\$ 559.8	\$ 602.8	\$ 580.8	
Estimated fully allocated non-GAAP gross margin	67.4%	68.2%	69.0%	69.0%	69.1%	

 Note: Figures based on historical consolidated Verint data
© 2021 Verint Systems Inc. All Rights Reserved Worldwide.

Operating Expenses – Q1 FYE21 and Q1 FYE22

(\$ in millions)	Three Months Ended	
	4/30/2020	4/30/2021
Research and Development, net		
GAAP research and development, net as a % of GAAP revenue	\$ 32.4 17.4%	\$ 29.1 14.5%
Stock-based compensation expenses	(1.2)	(1.8)
Acquisition expenses, net	(0.2)	(0.0)
Restructuring expenses	(0.9)	(0.2)
Separation expenses	-	(0.5)
Other Adjustments	-	-
Discontinued operations corporate overhead adjustment	(4.5)	-
Allocation methodology difference	2.2	-
Non-GAAP research and development, net as a % of non-GAAP revenue	\$ 27.8 14.7%	\$ 26.7 13.2%
Selling, General and Administrative expenses		
GAAP selling, general and administrative expenses as a % of GAAP revenue	\$ 76.8 41.3%	\$ 87.6 43.6%
Stock-based compensation expenses	(9.0)	(13.4)
Acquisition benefit (expenses), net	3.7	(1.6)
Restructuring expenses	(2.0)	(0.6)
Separation expenses	-	(5.5)
Other Adjustments	(0.1)	(0.0)
Discontinued operations corporate overhead adjustment	(7.6)	-
Allocation methodology difference	(1.4)	-
Non-GAAP selling, general and administrative expenses as a % of non-GAAP revenue	\$ 60.6 32.0%	\$ 66.5 32.9%

Operating Expenses – FYE17 – FYE21

	Year Ended	Year Ended	Year Ended	Year Ended	Year Ended
(\$ in millions)	1/31/2017	1/31/2018	1/31/2019	1/31/2020	1/31/2021
Research and Development, net					
Segment expenses	\$ 79.9	\$ 84.4	\$ 94.9	\$ 101.0	\$ 95.8
Stock-based compensation expenses (6)	7.8	8.6	6.5	8.8	6.2
Shared support service allocation (7)	10.6	12.2	15.2	17.3	19.0
GAAP research and development, net	\$ 99.2	\$ 105.2	\$ 116.6	\$ 127.1	\$ 121.0
as a % of GAAP revenue	13.9%	14.2%	14.6%	15.0%	14.6%
Stock-based compensation expenses (6)	(7.8)	(8.6)	(6.5)	(8.8)	(6.2)
Acquisition expenses, net (8)	(0.1)	-	(0.1)	(0.5)	(0.3)
Restructuring expenses (8)	(1.2)	(0.6)	(0.3)	(0.9)	(1.1)
Separation expenses (8)	-	-	-	-	(0.2)
Other Adjustments (8)	-	-	-	-	(0.0)
Estimated fully allocated non-GAAP research and development, net	\$ 89.1	\$ 96.0	\$ 109.7	\$ 116.9	\$ 113.0
as a % of non-GAAP revenue	12.4%	12.7%	13.5%	13.4%	13.4%
Selling, General and Administrative expenses					
Segment expenses	\$ 148.0	\$ 155.0	\$ 159.2	\$ 179.4	\$ 159.4
Stock-based compensation expenses (6)	30.3	31.3	33.3	39.8	30.6
Shared support service allocation (7)	93.8	90.6	88.6	102.3	123.5
GAAP selling, general and administrative expenses	\$ 272.1	\$ 277.0	\$ 281.0	\$ 321.6	\$ 313.6
as a % of GAAP revenue	38.5%	37.4%	35.3%	38.0%	37.8%
Stock-based compensation expenses (6)	(30.3)	(31.3)	(33.3)	(39.8)	(30.6)
Acquisition expenses, net (8)	(8.5)	(1.0)	(6.1)	(6.5)	(0.8)
Restructuring expenses (8)	(7.8)	(6.8)	(1.9)	(1.8)	(5.5)
Separation expenses (8)	(0.4)	(0.8)	(0.2)	(3.4)	(30.9)
Impairment charges (8)	-	-	-	-	-
Other adjustments (8)	(0.3)	(2.2)	-	(6.6)	0.5
Estimated fully allocated non-GAAP selling, general and administrative expenses	\$ 224.9	\$ 234.3	\$ 240.1	\$ 263.4	\$ 246.3
as a % of non-GAAP revenue	31.4%	31.0%	29.6%	30.2%	29.3%

 Note: Figures based on historical consolidated Verint data
© 2021 Verint Systems Inc. All Rights Reserved Worldwide.

Operating Margins – Q1 FYE21 and Q1 FYE22

(\$ in millions)	Three Months Ended	
	4/30/2020	4/30/2021
GAAP operating income	\$ (2.0)	\$ 4.4
GAAP operating margin	-1.1%	2.2%
Revenue adjustments	3.3	1.0
Amortization of acquired technology	4.4	4.4
Amortization of other acquired intangible assets	7.8	7.3
Stock-based compensation expenses	10.7	16.4
Acquisitions (benefit) expenses, net	(3.4)	1.7
Restructuring expenses	4.6	1.3
Separation expenses	-	6.1
Impairment charges	-	-
Other adjustments	0.1	0.0
Discontinued operations corporate overhead adjustment	13.5	-
Allocation methodology difference	(1.4)	-
Non-GAAP operating income	\$ 37.5	\$ 42.6
Non-GAAP operating margin	19.8%	21.1%

Operating and Adjusted EBITDA Margins – FYE17 – FYE21

(\$ in millions)	Year Ended		Year Ended		Year Ended	
	1/31/2017	1/31/2018	1/31/2019	1/31/2020	1/31/2021	
GAAP operating income	\$ 29.8	\$ 54.0	\$ 93.1	\$ 67.0	\$ 82.0	
GAAP operating margin	4.2%	7.3%	11.7%	7.9%	9.9%	
Revenue adjustments	10.3	14.9	15.0	26.7	10.3	
Amortization of acquired technology	21.2	22.2	18.0	21.6	18.0	
Amortization of other acquired intangible assets	42.5	33.3	30.3	30.9	29.8	
Stock-based compensation expenses	45.2	46.8	44.2	54.9	41.0	
Acquisitions expenses, net	8.6	1.1	6.5	7.1	1.4	
Restructuring expenses	10.5	8.9	3.2	4.3	8.0	
Separation expenses	0.4	0.8	0.2	3.4	31.2	
Impairment charges	-	2.2	-	-	0.3	
Other adjustments	0.3	0.5	(0.6)	6.6	(0.5)	
Estimated fully allocated non-GAAP operating income	\$ 168.7	\$ 184.7	\$ 209.9	\$ 222.5	\$ 221.5	
Depreciation and amortization (9)	19.3	20.0	19.4	21.7	27.3	
Estimated adjusted EBITDA	\$ 188.0	\$ 204.7	\$ 229.3	\$ 244.2	\$ 248.8	
Estimated fully allocated non-GAAP operating margin	23.6%	24.5%	25.9%	25.5%	26.4%	
Estimated fully allocated adjusted EBITDA margin	26.2%	27.1%	28.3%	28.0%	29.6%	

 Note: Figures based on historical consolidated Verint data
© 2021 Verint Systems Inc. All Rights Reserved Worldwide.

Adjusted EBITDA – Q1 FYE21 and Q1 FYE22

(\$ in millions)	Three Months Ended	
	4/30/2020	4/30/2021
GAAP net loss (income) from continuing operations attributable to Verint Systems Inc. common shares	\$ (14.7)	\$ 0.8
As a percentage of GAAP revenue	-7.9%	0.4%
Net income attributable to noncontrolling interest	0.2	0.3
Provision for (benefit from) income taxes	0.3	(0.1)
Other expense, net	12.0	3.4
Depreciation and amortization (3)	19.0	18.3
Revenue adjustments	3.3	1.0
Stock-based compensation expenses	10.7	16.4
Acquisitions (benefit) expenses, net	(3.4)	1.7
Restructuring expenses	4.6	1.3
Separation expenses	-	5.7
Impairment charges	-	-
Other adjustments	0.1	0.0
Discontinued operations corporate overhead adjustment	13.5	-
Allocation methodology difference	(1.4)	-
Adjusted EBITDA	\$ 44.4	\$ 48.9
As a percentage of non-GAAP revenue	23.5%	24.2%

EPS and Diluted Shares Outstanding – Q1 FYE21 and Q1 FYE22

	Three Months Ended	
(\$ in millions, except share and per share data; shares in thousands)	4/30/2020	4/30/2021
GAAP diluted net loss from continuing operations per common share attributable to Verint Systems Inc.	\$ (0.23)	\$ (0.04)
Non-GAAP diluted net income from continuing operations per common share attributable to Verint Systems Inc.	\$ 0.40	\$ 0.44
GAAP weighted-average shares used in computing diluted net loss from continuing operations per common share	64,376	65,661
Additional weighted-average shares applicable to non-GAAP net income from continuing operations per common share attributable to Verint Systems Inc	1,233	10,031
Non-GAAP diluted weighted-average shares used in computing net income from continuing operations per common share	65,609	75,692

Footnotes for Q1 FYE21 and Q1 FYE22 Appendix Pages

- (1) Revenue for the current period at constant currency is calculated by translating current-period GAAP or non-GAAP foreign currency revenue (as applicable) into U.S. dollars using average foreign currency exchange rates for the same prior period rather than actual current-period foreign currency exchange rates.
- (2) As our bookings mix has rapidly shifted to cloud, we are now including support revenue associated with unbundled SaaS within SaaS. In order to conform with this presentation, unbundled SaaS revenue for the quarter ended April 30, 2020 have been updated to reflect \$2.0 million of unbundled SaaS support revenue which had previously been presented within support revenue.
- (3) Represents depreciation and amortization expenses that are adjusted for financing fee amortization.

Footnotes for FYE17 – FYE21 Annual Appendix Pages

- (1) To conform with the presentation described in footnote 2 of our April 30, 2019 and July 31, 2019 Form 10-Q, the classification of Customer Engagement unbundled SaaS revenue for the three months ended April 30, 2019, July 31, 2019, October 31, 2019 and January 31, 2020 and the year ended January 31, 2020 has been updated to reflect unbundled SaaS revenue which had previously been presented within perpetual and professional services revenue.
- (2) To conform with the presentation described in footnote 2 of our April 30, 2019 and July 31, 2019 Form 10-Q, the classification of Customer Engagement unbundled SaaS revenue for the three months ended April 30, 2018, July 31, 2018, October 31, 2018 and January 31, 2019 and the year ended January 31, 2019 has been updated to reflect cloud revenue which had previously been presented within perpetual and professional services revenue.
- (3) Represents the stock-based compensation expenses applicable to cost of revenue, allocated approximately proportional to our segment operations and service expense wage for each segment for the annual prior full year ended, which we believe provides a reasonable approximation for purposes of understanding the relative GAAP and non-GAAP gross margins of our two businesses.
- (4) Represents the portion of our shared support expenses (as disclosed in segment footnote in Form 10-Qa and 10-Ka) applicable to cost of revenue, allocated approximately proportional to our non-GAAP segment revenue for the annual prior full year ended, which we believe provides a reasonable approximation for purposes of understanding the relative GAAP and non-GAAP gross margins of our two businesses.
- (5) Represents the portion of our acquisition expenses, net, restructuring expenses, separation expenses and impairment charges applicable to cost of revenue, allocated approximately proportional to our non-GAAP segment revenue for the annual prior full year ended, which we believe provides a reasonable approximation for purposes of understanding the relative GAAP and non-GAAP gross margins of our two businesses.
- (6) Represents the stock-based compensation expenses applicable to research and development, net and selling, general and administrative, allocated approximately proportional to our non-GAAP segment revenue for the annual prior full year ended, which we believe provides a reasonable approximation for purposes of understanding the relative non-GAAP operating margins of our two businesses.
- (7) Represents our shared support expenses (as disclosed in segment footnote in Form 10-Qa and 10-Ka), including general and administrative shared services acquisition expenses, net, restructuring expenses, separation expenses, impairment charges and other adjustments, allocated approximately proportional to our non-GAAP segment revenue for the annual prior full year ended, which we believe provides a reasonable approximation for purposes of understanding the relative non-GAAP operating margins of our two businesses.
- (8) Represents the portion of our acquisition expenses, net, restructuring expenses, separation expenses, impairment charges and other adjustments, allocated approximately proportional to our annual non-GAAP segment revenue prior full year ended, which we believe provides a reasonable approximation for purposes of understanding the relative GAAP and non-GAAP gross margins of our two businesses.
- (9) Represents certain depreciation and amortization expenses, which are otherwise included in our non-GAAP operating income, allocated approximately proportional to our non-GAAP segment revenue for the prior full year ended, which we believe provides a reasonable approximation for purposes of understanding the relative adjusted EBITDA of our two businesses.
- (10) Revenue for the current period at constant currency is calculated by translating current-period GAAP or non-GAAP foreign currency revenue (as applicable) into U.S. dollars using average foreign currency exchange rates for the same prior period rather than actual current-period foreign currency exchange rates.
- (11) As our bookings mix has rapidly shifted to cloud, we are now calculating the conversion factor based on the in-period mix. The conversion factor was 2.0x, 1.9x and 1.9x for the years ended January 31, 2019, 2020 and 2021, respectively. Historically, we used in our dashboard a conversion factor of 2.0x which was based on our historical mix and represented a good approximation.
- (12) As our bookings mix has rapidly shifted to cloud, we are now including support revenue associated with unbundled SaaS within SaaS. In order to conform with this presentation, unbundled SaaS revenue for the quarters ended April 30, 2020, July 31, 2020 and October 31, 2020 have been updated to reflect \$2.0 million, \$2.4 million and \$2.8 million, respectively and the years ended January 31, 2020 and 2019 has been updated to reflect \$4.7 million and \$1.8 million, respectively, of unbundled SaaS support revenue which had previously been presented within support revenue.

Supplemental Info

The following tables include reconciliations of certain financial measures not prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), consisting of non-GAAP revenue, non-GAAP software revenue (includes cloud and support), non-GAAP peripheral revenue, non-GAAP support revenue, non-GAAP professional services revenue, non-GAAP recurring revenue, non-GAAP nonrecurring revenue, non-GAAP cloud revenue, non-GAAP SaaS revenue, non-GAAP bundled SaaS revenue, non-GAAP unbundled SaaS revenue, non-GAAP optional managed services revenue, non-GAAP recurring gross profit and gross margins, non-GAAP nonrecurring gross profit and gross margins, non-GAAP gross profit and gross margins, non-GAAP research and development, net, non-GAAP selling, general and administrative expenses, non-GAAP operating income and operating margin, non-GAAP other income (expense), net, non-GAAP provision for (benefit from) income taxes and non-GAAP effective income tax rate, non-GAAP net income from continuing operations attributable to Verint Systems Inc. common shareholders, non-GAAP diluted net income from continuing operations per common share attributable to Verint Systems Inc., adjusted EBITDA and adjusted EBITDA margins, net debt and constant currency measures. The tables above include a reconciliation of each non-GAAP financial measure for completed periods presented in this press release to the most directly comparable GAAP financial measure.

We believe these non-GAAP financial measures, used in conjunction with the corresponding GAAP measures, provide investors with useful supplemental information about the financial performance of our business by:

- facilitating the comparison of our financial results and business trends between periods, by excluding certain items that either can vary significantly in amount and frequency, are based upon subjective assumptions, or in certain cases are unexplained or difficult to forecast;
- facilitating the comparison of our financial results and business trends with other technology companies who publish similar non-GAAP measures; and
- allowing investors to see and understand key supplementary metrics used by our management to run our business, including for budgeting and forecasting, resource allocation, and compensation matters.

We also make these non-GAAP financial measures available because a number of our investors have informed us that they find this supplemental information useful.

Non-GAAP financial measures should not be considered in isolation as substitutes for, or superior to, comparable GAAP financial measures. The non-GAAP financial measures we present have limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP, and these non-GAAP financial measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP financial measures. These non-GAAP financial measures do not represent discretionary cash available to us to invest in the growth of our business, and we may in the future incur expenses similar to or in addition to the adjustments made in these non-GAAP financial measures. Other companies may calculate similar non-GAAP financial measures differently than we do, limiting their usefulness as comparative measures.

Our non-GAAP financial measures are calculated by making the following adjustments to our GAAP financial measures:

• **Revenue adjustments.** We exclude from our non-GAAP revenue the impact of fair value adjustments required under GAAP relating to cloud services and customer support contracts acquired in a business acquisition, which would have otherwise been recognized on a stand-alone basis. We believe that it is useful for investors to understand the total amount of revenue that we and the acquired company would have recognized on a stand-alone basis under GAAP, absent the accounting adjustment associated with the business acquisition. Our non-GAAP revenue also reflects certain adjustments from aligning an acquired company's revenue recognition policies to our policies. We believe that our non-GAAP revenue measure helps management and investors understand our revenue trends and serves as a useful measure of ongoing business performance.

• **Amortization of acquired technology and other acquired intangible assets.** When we acquire an entity, we are required under GAAP to record the fair values of the intangible assets of the acquired entity and amortize those assets over their useful lives. We exclude the amortization of acquired intangible assets, including acquired technology, from our non-GAAP financial measures because they are inconsistent in amount and frequency and are significantly impacted by the timing and size of acquisitions. We also exclude these amounts to provide easier comparability of pre- and post-acquisition operating results.

• **Stock-based compensation expenses.** We exclude stock-based compensation expenses related to restricted stock awards, stock bonus programs, bonus share programs, and other stock-based awards from our non-GAAP financial measures. We evaluate our performance both with and without these measures because stock-based compensation is typically a non-cash expense and can vary significantly over time based on the timing, size and nature of awards granted, and is influenced in part by certain factors which are generally beyond our control, such as the volatility of the price of our common stock. In addition, measurement of stock-based compensation is subject to varying valuation methodologies and subjective assumptions, and therefore we believe that excluding stock-based compensation from our non-GAAP financial measures allows for meaningful comparisons of our current operating results to our historical operating results and to other companies in our industry.

• **Unrealized gains and losses on certain derivatives, net.** We exclude from our non-GAAP financial measures unrealized gains and losses on certain derivatives which are not designated as hedges under accounting guidance. We exclude unrealized gains and losses on foreign currency derivatives that serve as economic hedges against variability in the cash flows of recognized assets or liabilities, or of forecasted transactions. These contracts, if designated as hedges under accounting guidance, would be considered "cash flow" hedges. These unrealized gains and losses are excluded from our non-GAAP financial measures because they are non-cash transactions which are highly variable from period to period. Upon settlement of these foreign currency derivatives, any realized gain or loss is included in our non-GAAP financial measures.

• **Amortization of convertible note discount.** Our non-GAAP financial measures for periods prior to February 1, 2021 exclude the amortization of the imputed discount on our convertible notes. Under GAAP, certain convertible debt instruments that may be settled in cash upon conversion were required to be bifurcated into separate liability (debt) and equity (conversion option) components in a manner that reflected the issuer's assumed non-convertible debt borrowing rate. For GAAP purposes, we were required to recognize imputed interest expense on the difference between our assumed non-convertible debt borrowing rate and the coupon rate on our 1.50% convertible notes. This difference is excluded from our non-GAAP financial measures because we believe that this expense is based upon subjective assumptions and does not reflect the cash cost of our convertible debt. Effective with the February 1, 2021 adoption of ASU 2020-06, Accounting for Convertible Instruments and Contracts in an Entity's Own Equity, we no longer record the conversion feature of our convertible senior notes in equity. Instead, we combined the previously separated equity component with the liability component, which together is classified as debt, thereby eliminating the subsequent amortization of the debt discount as interest expense.

• **Losses on early retirements of debt.** We exclude from our non-GAAP financial measures losses on early retirements of debt attributable to refinancing or repaying our debt because we believe they are not reflective of our ongoing operations.

Supplemental Info

• Change in fair value of future tranche right. On December 4, 2019, we entered into an Investment Agreement with an affiliate of Apex Partners (the "Apex investor"), whereby the Apex investor agreed to make an investment in us of up to \$400.0 million of convertible preferred stock. In connection with the Apex investor's first \$200.0 million investment on May 7, 2020 (for 200,000 shares of Series A Preferred Stock), we determined that our obligation to issue, and the Apex investor's obligation to purchase the Series B Preferred Stock in connection with the completion of the spin-off of Cognlyte Software Ltd. (our former Cyber Intelligence Solutions business) and other customary closing conditions (the "Future Tranche Right") met the definition of a freestanding financial instrument. This Future Tranche Right was reported at fair value as an asset or liability on our consolidated balance sheet and was remeasured at fair value each reporting period until the settlement of the right at the time of issuance of the Series B Preferred Stock, which occurred on April 6, 2021. Changes in its fair value have been recognized as a non-cash charge or benefit within other income (expense), net on the condensed consolidated statement of operations. We are excluding this change in fair value of the Future Tranche Right from our non-GAAP financial measures because it is unusual in nature, can vary significantly in amount, and is unrelated to our ongoing operations.

• Acquisition expenses (benefit), net. In connection with acquisition activity (including with respect to acquisitions that are not consummated), we incur expenses (benefits), including legal, accounting, and other professional fees, integration costs, changes in the fair value of contingent consideration obligations, and other costs. Integration costs may consist of information technology expenses as systems are integrated across the combined entity, consulting expenses, marketing expenses, and professional fees, as well as non-cash charges to write-off or impair the value of redundant assets. We exclude these expenses from our non-GAAP financial measures because they are unpredictable, can vary based on the size and complexity of each transaction, and are unrelated to our continuing operations or to the continuing operations of the acquired businesses.

• Restructuring expenses. We exclude restructuring expenses from our non-GAAP financial measures, which include employee termination costs, facility exit costs, certain professional fees, asset impairment charges, and other costs directly associated with resource realignments incurred in reaction to changing strategies or business conditions. All of these costs can vary significantly in amount and frequency based on the nature of the actions as well as the changing needs of our business and we believe that excluding them provides easier comparability of pre- and post-restructuring operating results.

• Separation expenses. On February 1, 2021, we completed the previously announced spin-off of Cognlyte Software Ltd., whose business and operations consist of our former Cyber Intelligence Solutions business. We have incurred and expect to incur, significant expenses in connection with the spin-off, including third-party advisory, accounting, legal, consulting, and other similar services related to the separation as well as costs associated with the operational separation of the two businesses, including those related to human resources, brand management, real estate, and information technology (which IT expenses are included in Separation expenses to the extent not capitalized). Separation expenses also include incremental cash income taxes related to the reorganization of legal entities and operations in order to effect the separation. These costs are incremental to our normal operating expenses and are being incurred solely as a result of the separation transaction. Accordingly, we are excluding these separation expenses from our non-GAAP financial measures in order to evaluate our performance on a comparable basis.

• Impairment charges and other adjustments. We exclude from our non-GAAP financial measures asset impairment charges (other than those already included within restructuring or acquisition activity), rent expense for redundant facilities, gains or losses on sales of property, gains or losses on settlements of certain legal matters, and certain professional fees unrelated to our ongoing operations, all of which are unusual in nature and can vary significantly in amount and frequency.

• Discontinued operations corporate overhead adjustment. These amounts represent general corporate overhead costs related to executive management, finance, legal, information technology, and other shared services functions that were historically allocated to Cognlyte, but are not permitted to be included in discontinued operations under GAAP guidelines as they represent indirect expenses of Cognlyte.

• Allocation methodology difference. These amounts are the result of presenting our former Cognlyte business on a discontinued operations basis for quarters previously reported due to the completion of the Spin-Off on February 1, 2021. This adjustment represents the difference between the allocation of shared corporate support expenses under GAAP guidelines for reporting discontinued operations compared to management's previously estimated allocations of those shared corporate support expenses.

• Non-GAAP income tax adjustments. We exclude our GAAP provision for (benefit from) income taxes from our non-GAAP measures of net income attributable to Verint Systems Inc. and instead include a non-GAAP provision for income taxes, determined by applying a non-GAAP effective income tax rate to our income before provision for income taxes, as adjusted for the non-GAAP items described above. The non-GAAP effective income tax rate is generally based upon the income taxes we expect to pay in the reporting year. Our GAAP effective income tax rate can vary significantly from year to year as a result of tax law changes, settlements with tax authorities, changes in the geographic mix of earnings including acquisition activity, changes in the projected realizability of deferred tax assets, and other unusual or period-specific events, all of which can vary in size and frequency. We believe that our non-GAAP effective income tax rate removes much of this variability and facilitates meaningful comparisons of operating results across periods. Our non-GAAP effective income tax rates for the year ending January 31, 2022 is currently approximately 10%, and was 8% for the year ended January 31, 2021. We evaluate our non-GAAP effective income tax rate on an ongoing basis, and it can change from time to time. Our non-GAAP income tax rate can differ materially from our GAAP effective income tax rate.

Revenue Metrics and Operating Metrics

Recurring revenue, on both a GAAP and non-GAAP basis, is the portion of our revenue that we believe is likely to be renewed in the future, and primarily consists of cloud revenue and initial and renewal post contract support.

Supplemental Info

Nonrecurring revenue, on both a GAAP and non-GAAP basis, primarily consists of our perpetual licenses, consulting, implementation and installation services, hardware, and training.

Cloud revenue primarily consists of SaaS and optional managed services.

SaaS revenue includes bundled SaaS, software with standard managed services and unbundled SaaS (including associated support) that we account for as term licenses where managed services are purchased separately.

Optional Managed Services is recurring services that are intended to improve our customers operations and reduce expenses.

New SaaS Annual Contract Value (ACV) includes the annualized contract value of all new SaaS contracts received within the period; in cases where SaaS is offered to partners through usage-based contracts, we include the incremental value of usage contracts over a rolling four quarters.

New Perpetual License Equivalent Bookings are used to normalize between perpetual and SaaS bookings and measure overall software bookings growth. We calculate new perpetual license equivalent bookings by adding to perpetual licenses an amount equal to New SaaS ACV bookings multiplied by a conversion factor that normalizes the mix of bundled and unbundled SaaS and perpetual bookings in a given period. The conversion factor used is based on our order mix and may change from period to period. Management uses perpetual license equivalent bookings to understand our performance, including our software bookings growth and SaaS/perpetual license mix. This metric should not be viewed in isolation from other operating metrics that we make available to investors.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before interest expense, interest income, income taxes, depreciation expense, amortization expense, revenue adjustments, restructuring expenses, acquisition expenses, and other expenses excluded from our non-GAAP financial measures as described above. We believe that adjusted EBITDA is also commonly used by investors to evaluate operating performance between companies because it helps reduce variability caused by differences in capital structures, income taxes, stock-based compensation, accounting policies, and depreciation and amortization policies. Adjusted EBITDA is also used by credit rating agencies, lenders, and other parties to evaluate our creditworthiness.

Net Debt

Net Debt is a non-GAAP measure defined as the sum of long-term and short-term debt on our consolidated balance sheet, excluding unamortized discounts and issuance costs, less the sum of cash and cash equivalents, restricted cash, restricted cash equivalents, restricted bank line deposits, and restricted investments (including long-term portions), and short-term investments. We use this non-GAAP financial measure to help evaluate our capital structure, financial leverage, and our ability to reduce debt and to fund investing and financing activities, and believe that it provides useful information to investors.

Supplemental Information About Constant Currency

Because we operate on a global basis and transact business in many currencies, fluctuations in foreign currency exchange rates can affect our consolidated U.S. dollar operating results. To facilitate the assessment of our performance excluding the effect of foreign currency exchange rate fluctuations, we calculate our GAAP and non-GAAP revenue, cost of revenue, and operating expenses on both an as-reported basis and a constant currency basis, allowing for comparison of results between periods as if foreign currency exchange rates had remained constant. We perform our constant currency calculations by translating current-period foreign currency results into U.S. dollars using prior-period average foreign currency exchange rates or hedge rates, as applicable, rather than current period exchange rates. We believe that constant currency measures, which exclude the impact of changes in foreign currency exchange rates, facilitate the assessment of underlying business trends.

Unless otherwise indicated, our financial outlook for revenue, operating margin, and diluted earnings per share, which is provided on a non-GAAP basis, reflects foreign currency exchange rates approximately consistent with rates in effect when the outlook is provided.

We also incur foreign exchange gains and losses resulting from the revaluation and settlement of monetary assets and liabilities that are denominated in currencies other than the entity's functional currency. We periodically report our historical non-GAAP diluted net income per share both inclusive and exclusive of these net foreign exchange gains or losses. Our financial outlook for diluted earnings per share includes net foreign exchange gains or losses incurred to date, if any, but does not include potential future gains or losses.

