

**CHECK POINT SOFTWARE TECHNOLOGIES LTD.**  
**5 Ha'solelim Street**  
**Tel Aviv, Israel**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**July 29<sup>th</sup> 2009**

**To the Shareholders of**  
**Check Point Software Technologies Ltd.:**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Check Point Software Technologies Ltd. will be held on July 29<sup>th</sup> 2009 at 11:00 a.m. (Israel time), at Check Point's principal executive offices at 5 Ha'solelim St., Tel Aviv, Israel (the telephone number at that address is +972-3-753-4555).

The following matters are on the agenda for the meeting:

- (1) to elect six directors – the terms of six of our current directors will expire at the meeting, and we are proposing to reelect these six directors;
- (2) to elect two outside directors – the terms of two of our outside directors will expire at the meeting, and we are proposing to reelect these two outside directors;
- (3) as required by Israeli law, to authorize the Chairman of our Board of Directors to continue serving as Chairman of our Board of Directors and our Chief Executive Officer for up to three years following the meeting;
- (4) to ratify the appointment and compensation of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as our independent public accountants for 2009 – Israeli law requires that we ask you, on an annual basis, to approve our auditors; when this proposal is raised, you will also be invited to discuss our 2008 consolidated financial statements; and
- (5) to approve compensation to Check Point's Chief Executive Officer who is also the Chairman of the Board of Directors.

You are entitled to vote at the meeting if you are a shareholder of record at the close of business on June 22, 2009. You are also entitled to vote at the meeting if you hold our ordinary shares through a bank, broker or other nominee which is one of our shareholders of record at the close of business on June 22, 2009, or which appears in the participant listing of a securities depository on that date.

You can vote your shares by attending the meeting or by completing and signing a proxy card. Proxy cards will be distributed to shareholders after June 22, 2009, the record date for the meeting, together with a proxy statement which will include the full version of the proposed resolutions.

Each ordinary share is entitled to one vote upon each of the matters to be presented at the meeting. The affirmative vote of the holders of a majority of the voting power represented and voting on each of the proposals in person or by proxy is required to approve each of the proposals.

In addition, a special majority vote will be required for approval of proposal nos. 2, 3 and 5. In order to approve the reelection of the outside directors in proposal no. 2, the affirmative vote of the ordinary shares must *either* include at least one-third of the ordinary shares voted by shareholders who are not controlling shareholders, *or* the total shares of non-controlling shareholders voted against this proposal must not represent more than one percent of the outstanding ordinary shares. In order to approve the reelection of the outside directors in proposal no. 3, the affirmative vote of the ordinary shares must *either* include at least two-thirds of the ordinary shares voted by shareholders who are not controlling shareholders, *or* the total shares of non-controlling shareholders voted against this proposal must not represent more than one percent of the outstanding ordinary shares. In order to approve the compensation of our Chief Executive Officer who is also the Chairman of the Board of Directors in proposal no. 5, the affirmative vote of the ordinary shares must *either* include at least one-third of the ordinary shares voted by shareholders who do not have a personal interest in the matter, *or* the total shares of non-interested shareholders voted against this proposal must not represent more than one percent of the outstanding ordinary shares.

This notice is being sent only to shareholders of record, in accordance with the requirements of the Companies Regulations (Notice of Meeting of Shareholders and Meeting of Class of Shareholders of a Public Company), 5760-2000. We will distribute an additional notice and proxy statement (which will include the full version of the proposed resolutions) and a proxy card to all shareholders after June 22, 2009, the record date for the meeting. Shareholders may also review the proxy statement on our company's website at [www.checkpoint.com](http://www.checkpoint.com) or at our principal executive offices stated above, upon prior notice and during regular working hours (telephone number: +972-3-753-4555) until the date of the meeting.

By Order of the Board of Directors.



GIL SHWED

*Chairman of the Board of Directors*

Dated: June 5<sup>th</sup>, 2009