

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

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (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 0-29452

RADCOM LTD.

(Exact Name of Registrant as Specified in its Charter)

N/A

(Translation of Registrant's Name into English)

Israel

(Jurisdiction of Incorporation or Organization)

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(Address of Principal Executive Offices)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Ordinary Shares, NIS 0.20 par value per share	RDCM	Nasdaq Capital Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

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, there were 14,739,082 ordinary shares outstanding, NIS 0.20 par value 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 checkmark 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 whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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 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

INTRODUCTION

Except for the historical information contained herein, the statements contained in this annual report on Form 20-F, or this Annual Report, are forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements are based on current expectations, estimates, forecasts and projections about the industries in which we operate and the beliefs and assumptions of our management.

As used in this Annual Report, the terms “we,” “us,” “our,” “RADCOM” and the “Company” mean RADCOM Ltd. and its subsidiaries, unless otherwise indicated.

References herein to our “solutions” or “solution” are intended to refer to our products and related services as the context requires.

We have registered with the United States Patent and Trademark Office, or USPTO, and hold the trademark “RADCOM” in the United States. All other trademarks and trade names appearing in this Annual Report are owned by their respective holders.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains express or implied “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and other U.S. Federal securities laws.

These forward-looking statements include, but are not limited to:

- our plans to become the market leader for network visibility and service assurance to leading communication service providers, or CSPs, and increase our sales;
- our plans to focus our expansion efforts on tier 1 and other leading and innovative CSPs in the North American, European, and Asia-Pacific markets and our success in doing so;
- our ability to leverage our technology leadership and our cumulative experience to implement one of the largest and most comprehensive network function virtualization, or NFV, deployments;
- our expectations to maintain our technological advantage over our competitors;
- our failure to meet any guidance we may give to the public from time to time;
- our ability to successfully deliver and implement our solutions to AT&T Services, Inc., or AT&T, Rakuten Mobile, Inc., or Rakuten, and other CSPs;
- our ability to identify, market and sell our solutions to CSPs migrating to the 5G, cloud-native virtualized network environments, Long-Term Evolution, or LTE, and Voice over Long-Term Evolution, or VoLTE, networks;
- our ability to release and deploy newly launched product offerings;
- the possible continued growth of our workforce, research and development operations and related expenses;
- our expectation that the cloud-native virtualized network environments and transition to 5G networks market will gain momentum;
- trends in our industry as a whole and their effect on us;
- our expectations regarding CSPs’ implementation and usage of next-generation services and the resulting potential need for our solutions and the pace of such implementation and adoption of the 5G technology; and
- general economic, political, demographic and business conditions worldwide, including geopolitical uncertainty and instability, such as the Russia-Ukraine conflict, the proposed judicial and other legislation by the Israeli government and impact of the COVID-19 pandemic, on general economic conditions and on our business in the short and long terms.

In some cases, forward-looking statements are identified by terminology such as “may,” “will,” “could,” “should,” “expects,” “plans,” “anticipates,” “believes,” “intends,” “estimates,” “predicts,” “potential,” or “continue” or the negative of these terms or other comparable terminology. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or performance to differ materially from those projected. These statements are only current predictions and are subject to known and unknown risks, uncertainties, and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements. The forward-looking statements contained in this Annual Report are subject to risks and uncertainties, including those discussed under “Item 3.D—Risk Factors” and in our other filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. Except as required by law, we are under no duty to (and expressly disclaim any such obligation to) update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Annual Report.

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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

Investing in our ordinary shares involves a high degree of risk. You should carefully consider the risks described below before investing in our ordinary shares. Our business, operating results and financial condition could be seriously harmed due to any of the following risks, among others. If we do not successfully address the risks to which we are subject, we could experience a material adverse effect on our business, results of operations and financial condition and our share price may decline. We cannot assure you that we will successfully address any of these risks.

Risks Related to Our Business and Our Industry

Our business is dependent on a limited number of significant customers and the loss of a significant customer could materially adversely affect our results of operations.

Our business is dependent on a limited number of significant customers. For example, our two largest customers accounted for approximately 77% of our revenue in fiscal year 2022. The loss of any significant customer, a significant decrease in business from any such customer, or a reduction in customer revenue due to adverse changes in the terms of our contractual arrangements, market conditions, customer circumstances or other factors could have a material adverse effect on our results of operations and financial condition. Revenue from individual customers may fluctuate from time to time based on the commencement, scope and completion of projects or other engagements, the timing and magnitude of which may be affected by market or other conditions.

We may lose significant market share as a result of intense competition in the market for our existing and future solutions.

Several companies compete with us in the market for service assurance and Customer Experience Management and Service Operations Center that offer cloud-native, software-based, virtualized service assurance solutions. We expect that competition will increase in the future, both with respect to solutions that we currently offer and solutions that we are developing. Moreover, manufacturers of data communications and telecommunications networks with whom we partner or may partner, may in the future incorporate into their products capabilities similar to ours, thus reducing the demand for our solutions. Some of our existing and potential competitors have substantially greater resources, including financial, technological, engineering, manufacturing, and marketing and distribution capabilities, and several of them may enjoy greater market recognition than us. We may not be able to compete effectively with our competitors. A failure to do so could adversely affect our revenues and profitability.

The pace at which we grow our business depends on our current and potential customers' internal processes and decisions regarding the transition to 5G or to fully virtualized networks and our ability to secure new customers. Our expectations regarding the pace of 5G rollout may not materialize.

The pace of transition to 5G and timeframe for reaching a mature infrastructure for 5G is dependent on CSPs' internal decisions regarding 5G technology implementation, timing, nature of virtualization and budgeting. Such decisions may be affected by the overall pace of 5G deployment in the industry as well as by other technology trends such as the transition to fully virtualized cloud-native networks. Our ability to grow our business is further dependent on our ability to secure new customers. To the extent that CSPs will not choose our solution, the pace in which we could grow of our business may be adversely affected.

The pace at which we deploy our solutions is directly affected by the pace of CSPs' internal processes and the pace of maturation of the 5G market. To the extent that CSPs require more time to reach the decision to virtualize, decide to delay virtualization while the market develops, elect not to deploy 5G, or to delay the transition to fully virtualized cloud-native networks our sales cycles may lengthen, and the growth of our business may be adversely affected.

We believe that most of the industry's leading CSPs will rollout 5G networks which will in turn promote the adoption of cloud-native, software-based, virtualized network solutions. Our expectation is that the market for our solutions will materialize and gain momentum as a result. However, our expectations may not be correct, and the actual pace of cloud-native, software-based, virtualized network transformation and/or 5G rollout may take longer than we anticipate or may not occur at all. If the demand for cloud-native, software-based, virtualized network does not continue to grow or the 5G rollout does not materialize, our business, financial condition and results of operations may suffer.

Disruptions to our information technology, or IT, systems due to system failures or cybersecurity attacks may impact our operations, result in sensitive customer information being compromised, which would negatively materially adversely affect our reputation and business.

We believe that an appropriate IT infrastructure is important in order to support our daily operations and the growth of our business. If we experience difficulties in implementing new or upgraded information systems or experience significant system failures, or if we are unable to successfully modify our management information systems or respond to changes in our business needs, we may not be able to effectively manage our business, and we may fail to meet our reporting obligations. Additionally, if our current business continuity plan, back-up storage arrangements and our disaster recovery plan are not operated as planned, we may not be able to effectively recover our information system in the event of a crisis, which may materially adversely affect our business and results of operations.

In the current environment, there are numerous and evolving risks to cybersecurity and privacy, including criminal hackers, hacktivists, state-sponsored intrusions, industrial espionage, employee malfeasance and human or technological error. High-profile security breaches at other companies and in government agencies have increased in recent years, and security industry experts and government officials have warned about the risks of hackers and cyberattacks targeting businesses such as ours. Computer hackers and others routinely attempt to breach the security of technology products, services and systems, and to fraudulently induce employees, customers, or others to disclose information or unwittingly provide access to systems or data. Although we have invested in measures to reduce these risks, we can provide no assurance that our current IT systems are fully protected against third-party intrusions, viruses, hacker attacks, information or data theft or other similar threats. Legislative or regulatory action in these areas is also evolving, and we may be unable to adapt our IT system to accommodate these changes. We have experienced and expect to continue to experience attempted cyberattacks of our IT networks. Although none of these attempted cyberattacks has had a material adverse effect on our operations or financial condition thus far, we cannot guarantee that any such incidents will not have a material adverse effect on our operations or financial condition in the future. Furthermore, a cyberattack that bypasses our IT security systems, causing an IT security breach, could lead to a material disruption of our information systems, the loss of business information and loss of service to our customers. Additionally, we have access to sensitive customer information in the ordinary course of business. If a significant data breach occurs and we lose customer information, our reputation may be materially and adversely affected, our customers' confidence in us may be diminished, or we may be subject to legal claims, any of which may contribute to the loss of customers and have a material adverse effect on our business and result of operations. In addition, the continued worldwide threat of terrorism and heightened security in response to such threat may cause further disruptions and create further uncertainties or may otherwise materially adversely affect our business. To the extent that such disruptions or uncertainties result in delays or cancellations of customer orders, or in theft, destruction, loss, misappropriation or release of our confidential data or our intellectual property, our business and results of operations could be materially and adversely affected.

A reduction in some CSPs' revenues and profitability could lead to decreased investment in capital equipment and infrastructure which may, in turn, affect our revenues and results of operations. A continued slowdown in our customers' investment in capital equipment and infrastructure might materially and adversely affect our revenues and results of operations.

Our future success is dependent upon the continued growth of the telecommunications industry as well as the specific sectors that we target, which currently include, among others, 5G, Internet of Things, or IoT, 4G cellular, Triple Play networks and Voice over Long Term Evolution, or VoLTE. During the last few years, some of the CSPs have experienced a reduction in their revenues from subscribers and lower profitability, which affected their investment budgets. This trend may continue. The global telecommunications industry and various sectors within the industry are evolving rapidly and it is difficult to predict its potential growth rate or future trends in technology development. Our future success also depends upon the increased utilization of our solutions by next-generation network operators and specifically virtualized cloud-native networks on private and public clouds, who may not adopt our technology.

During the last few years, developments in the telecommunications industry have had a material effect on our existing and/or potential customers and may continue to have such an effect in the future. Such developments include changes in general global economic conditions, industry consolidation, emergence of new competitors, commoditization of voice services, regulatory changes, and changes in the plans of CSPs to shift, transform and adapt their network operations to rollout 5G networks and cloud-native virtualized networks. Over the last few years, the telecommunications industry has experienced financial pressures that have caused many in the industry to reduce investment in capital intensive projects, and in some cases, have led to restructurings. While the transformation of network operations to cloud-native virtualized networks arise out of the desire of CSPs to reduce network infrastructure expense, thus creating opportunities for us, it also creates a downward pressure on the prices of our solutions.

The market for our solutions is characterized by rapidly changing technology and we may be materially adversely affected if we do not respond promptly and effectively to such changes.

The telecommunications industry is characterized by rapidly changing technology, network infrastructure, and customer requirements and by evolving industry standards and frequent new product introductions. These changes require us to constantly adapt and improve our solutions to meet changing industry requirements. If we are unable to stay ahead of industry trends or to timely and successfully complete the development of solutions supporting new standards and technologies such as 5G, our business may be affected as new requirements could reduce or shift the market for our solutions or require us to develop new solutions. Additionally, because new or enhanced telecommunications and data communications-related products developed by other companies could be incompatible with our solutions, our timely access to information concerning changes in technology, in customer requirements, and in industry standards, as well as our ability to anticipate such changes and develop and market new and enhanced solutions successfully and on a timely basis, will be significant factors in our ability to remain competitive.

We may enter into long-term sales agreements with large customers. Such agreements may prove unprofitable as our costs and product mix shift over the terms of the agreements.

We may enter from time to time into long-term sales agreements with large customers. We may be required under such agreements to sell our solutions at fixed prices over the terms of the agreements. The costs we incur in fulfilling the agreements may vary substantially from our initial cost estimates. Any cost overruns that we cannot pass on to our customers could adversely affect our results of operations. In the future, we may also be required under such agreements to sell solutions that we may otherwise wish to discontinue, thereby diverting our resources from developing more profitable or strategically important solutions.

Our large customers have substantial negotiating leverage, which may require that we agree to terms and conditions that may have an adverse effect on our business.

Large CSPs have substantial purchasing power and leverage in negotiating contractual arrangements with us. These customers may require us to develop additional features and may impose penalties on us for failure to deliver such features on a timely basis, or failure to meet performance standards. As we seek to increase our sales to large CSPs, we may be required to agree to unfavorable terms and conditions which may decrease our revenues and/or increase the time it takes to convert orders into revenues and could result in an adverse effect on our business, financial condition and results of operations. Similarly, some of our contracts may contain change in control provisions which may have an adverse effect on our business and results if exercised following a change in control transaction or, in the alternative, may act as an impediment to certain change in control transactions.

Our strategy to focus most of our sales efforts on Tier 1, Greenfield Operators and other leading CSPs in the North American, European and select other markets may not be successful.

We believe that the significant share of cloud-native, software-based, virtualized networks and 5G deployment activity is expected to take place in North America, Europe, selected CSPs in Asia-Pacific and selected CSPs in developing markets such as Latin America. We have accordingly enhanced our presence and focused our sales and marketing resources in these markets. While we focus our sales and marketing resources in such selected markets, we cannot assure the selection of our solutions by tier 1, CSPs that build new networks from scratch, or Greenfield Operators, or other leading CSPs operating in such markets and therefore we may not be successful in expanding our business as we plan.

Quarterly fluctuations and unpredictability in our results of operations may cause our share price to fluctuate or to decline.

We have experienced, and in the future may also experience, significant fluctuations in our quarterly results of operations. Factors that may contribute to fluctuations in our quarterly results of operations including,

- the variation in size and timing of individual purchases by our customers and the relatively long sales cycles for our solutions;
- the request for longer payment terms from us or long-term financing of customers' purchases from us, as well as additional conditions tied to such payment terms;
- competitive conditions in our markets;
- the timing of the introduction and market acceptance of new solutions or enhancements by us and by our customers, competitors and suppliers;
- changes in the level of operating expenses relative to revenues;
- quality problems and supply interruptions;
- changes in global or regional economic conditions or in the telecommunications industry;
- delays in or cancellation of projects by customers;
- changes in the product mix;
- the size and timing of approval of grants from the Government of Israel; and
- foreign currency exchange rates.

Our costs of revenues consist of variable costs, which include labor and related costs, including costs incurred in software development customization for projects and deployment costs, the use of hardware, inventory write-offs, packaging, importation taxes, shipping and handling costs, license fees for software components of third parties, warranty expenses, allocation of overhead expenses, subcontractors' expenses, royalties to the Israel Innovation Authority, or IIA, and share-based compensation. A major part of our costs of sales is relatively variable and determined based on our anticipated revenues. We believe, therefore, that quarter-to-quarter comparisons of our operating results may not be a reliable indication of future performance.

Our revenues in any quarter generally have been, and may continue to be, derived from a relatively small number of orders with relatively high average revenues per order. Therefore, the loss of any order or a delay in closing a transaction could have a significant impact on our quarterly revenues and results of operations.

In addition, we may experience a delay in generating or recognizing revenues for several reasons, including revenue recognition accounting requirements. In many cases, we cannot recognize revenue from an order prior to customer acceptance, which may take multiple months from the commencement of the engagement and in some extreme cases may take more than twelve months. Therefore, a major part of the revenue for any fiscal quarter may be derived from a backlog of orders under delivery and may not correlate to the customer's order date or the delivery date.

Our revenues for a specific quarter may also be difficult to predict and may be affected if we experience a non-linear sales pattern. We generally experience significantly higher levels of sales orders towards the end of a quarter as a result of customers submitting their orders late in the quarter. Furthermore, orders received towards the end of the quarter are usually not delivered within the same quarter and are usually only recognized as revenue at a later stage. If our revenues in any quarter remain level or decline in comparison to any prior quarter, our financial results for that quarter could be adversely affected.

Due to the factors described above, as well as other unanticipated factors, our results of operations in future quarters could fail to meet the guidance we may from time to time give to the public or the expectations of public market analysts or investors. If this occurs, the price of our ordinary shares may be adversely affected.

Our gross margins may vary over time and we may not be able to sustain or improve upon our recent levels of gross margin which may have an adverse effect on our future profitability.

We may not be able to sustain or improve upon our recent levels of gross margin. Our gross margins may be adversely affected by numerous factors, including, increased price competition, local taxes which may be incurred for direct sales, increased industry consolidation among our customers, which may lead to decreased demand for and downward pricing pressure on our solutions, changes in our customer mix, geographic, product mix, distribution channels, increases in costs such as employment costs or third-party service or component costs, losses on customer contracts, and increases in warranty costs. Further deterioration in gross margins, due to these or other factors, may have a material adverse effect on our business, financial condition and results of operations.

Current market conditions, including inflation and recessionary pressures could affect our growth and profitability.

The recent inflation, geopolitical issues, increase in energy costs, increases in interest rates, unstable global conditions and changes in currency exchange rates have led to global economic instability. Such changes, and their impact on the global macro-economic environment, may result in a slow in the level of investments made by CSPs, including, the transition of CSPs to 5G, which can impact our business, operating results, and financial condition.

Our sales derived from emerging market countries may be materially adversely affected by economic, exchange rates, regulatory and political developments in those countries.

We plan to continue to generate revenue from various emerging market countries which represent a portion of our existing business and our expected growth. Economic or political turmoil in these countries could materially adversely affect our revenues and results of operations. Our investments in emerging market countries may also be subject to risks and uncertainties, including unfavorable taxation treatment, exchange rates, challenges in protecting our intellectual property rights, nationalization, inflation, currency fluctuations, or the absence of, or unexpected changes in, regulation as well as other unforeseeable operational risks.

Most of our customers usually require a detailed and comprehensive evaluation process before they order our solutions. Our sales process may be subject to delays that could significantly decrease our revenues and result in the eventual cancellations of some sale opportunities.

We derive all of our revenues from the sale of solutions and related services for CSPs. As common practice in our industry, our solutions generally undergo a lengthy evaluation process before we can sell them. In recent years, our customers have been conducting a more stringent and detailed evaluation of our solutions and decisions are subject to additional levels of internal review. As a result, the sales cycle may be longer than anticipated. Multiple factors affect the length of the approval and evaluation process, including among others, the time involved for our customers to determine and announce their specifications, the time required for our customers to process approvals for purchasing decisions, the technological priorities and budgets of our customers and the complexity of the solutions involved, and the need for our customers to obtain or comply with any required regulatory approvals. If customers delay project approval or extend anticipated decision-making timelines, or if continued delays result in the eventual cancellation of any sale opportunities, it may have an adverse effect on our ability to sell our solutions, which will materially adversely affect our business, financial condition and results of operations.

We have experienced periods of growth of our business. If we cannot adequately manage our business, our results of operations may suffer.

We cannot be sure that our systems, procedures and managerial controls will be adequate to support our operations. Any delay in implementing, or transitioning to, new or enhanced systems, procedures or controls may adversely affect our ability to record and report financial and management information on a timely and accurate basis. We believe that significant growth may require us to hire additional personnel.

Our non-competition agreements with our employees and consultants may not be enforceable under applicable law. If any of these employees leaves us and joins a competitor, such competitor could benefit from the expertise our former employee gained while working for us.

We generally enter into non-competition agreements with our key employees and consultants. These agreements prohibit those employees and consultants, while they work for us and for a specified length of time after they cease to work for or provide services to us, from directly competing with us or working for our competitors for a limited period. Under applicable law, we may be unable to enforce these agreements or any part thereof against our employees and consultants, including our Israeli employees and consultants. If we cannot enforce our non-competition agreements against our Israeli (or any other) employees, then we may be unable to prevent our competitors from benefiting from the expertise of these former employees, which could impair our business, results of operations and ability to capitalize on our proprietary information.

Our business could be harmed if we were to lose the services of one or more members of our senior management team, or if we are unable to attract and retain qualified personnel.

Our future growth and success depend to an extent upon the continuing services of our executive officers and other key employees including our Chief Executive Officer, Eyal Harari, our Chief Operating Officer, Hilik Itman, and our Chief Technology Officer, Rami Amit. Competition for qualified management and other high-level telecommunications industry personnel is intense, and we may not be successful in attracting and retaining qualified personnel. If we lose the services of any key employees, we may not be able to manage our business successfully or to achieve our business objectives.

Competition for highly skilled technical and other personnel is intense, and as a result we may fail to attract, recruit and retain qualified employees, which could materially and adversely impact our business, financial condition and results of operations.

In order for us to successfully compete and grow, we must attract, recruit, retain and develop personnel with requisite qualifications to provide expertise across the entire spectrum of our intellectual capital and business needs.

Our principal research and development as well as significant elements of our marketing and general and administrative activities are conducted at our headquarters in Israel, where we face significant competition. While there has been intense competition for qualified human resources in the Israeli high-tech industry historically, the industry experienced record growth and activity in 2021 and 2022, both at the earlier stages of venture capital and growth equity financings, and at the exit stage of initial public offerings and mergers and acquisitions. This growth in activity has caused a sharp increase in job openings in both Israeli high-tech companies and Israeli research and development centers of foreign companies, and intensification of competition between these employers to attract qualified employees in Israel. As a result, the high-tech industry in Israel has experienced significant levels of employee attrition and is currently facing a severe shortage of skilled human capital, including research and development, marketing, operations and customer service professionals. Although we also engage a talented team in the United States, India and Romania to benefit from the significant pool of talent that is available in such markets, we have also witnessed increased competition in those markets as well during the last year.

Many of the companies with which we compete for qualified personnel have significant resources, and we may not succeed in recruiting additional experienced or professional personnel, retaining personnel or effectively replacing current personnel who may depart with qualified or effective successors. In addition, due to the reasons outlined above, our employees may be increasingly targeted for recruitment by competitors and other companies in the technology industry, which may make it more difficult for us to retain employees and may increase retention costs. Training of new employees with no prior relevant experience could be time-consuming and require significant resources.

In addition, as a result of the intense competition for qualified human resources, the high-tech market has also experienced and may continue to experience significant increases in the levels of salaries and other compensation. Accordingly, our efforts to attract, retain and develop personnel may also result in significant additional expenses, which could adversely affect our profitability. Furthermore, in making employment decisions, particularly in the high-technology industry, job candidates often consider the value of the equity they are to receive in connection with their employment. Employees may be more likely to leave us if the shares they own or the shares underlying their equity incentive awards have significantly appreciated or significantly decreased in value. In light of the foregoing, there can be no assurance that qualified employees will remain in our employ or that we will be able to attract and retain qualified personnel in the future and failure to do so could have a material adverse effect on our business, financial condition and results of operations.

A regional or global health pandemic could adversely affect our business, results of operations and financial condition due to impacts from remote work arrangements, actions taken to contain the disease or treat its impact and the speed and extent of the recovery.

A regional or global health pandemic, depending upon its duration and severity, could have a material adverse effect on our business. For example, the COVID-19 pandemic has had numerous effects on the global economy and governmental authorities around the world implemented measures to reduce the spread of COVID-19. These measures, including shutdowns and “shelter-in-place” orders suggested or mandated by governmental authorities or otherwise elected by companies as a preventive measure, have adversely affected workforces, economies and financial markets, and, along with decreased consumer spending, led to an economic downturn in many markets.

To the extent COVID-19 or any other pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this “Risk factors” section.

The complexity and scope of the solutions we provide to larger CSPs is increasing. Larger projects entail greater operational risk and an increased chance of failure.

The complexity and scope of the solutions we provide to larger CSPs is increasing. The larger and more complex such projects are, the greater the operational risks associated with such projects. These potential risks include failure to successfully deliver our solution, failure to fully integrate our solutions with third party products and complex environments in the CSP's network, and our dependence on subcontractors and partners for the successful and timely completion of such projects. Failure to complete a larger project successfully could expose us to potential contractual penalties, claims for breach of contract and in extreme cases, to cancellation of the entire project, and may result in difficulty in collecting payment and recognizing revenues from such project.

Cyber-attacks on our customers' networks involving our products could have an adverse effect on our business.

Maintaining the security of our products which are installed with our customers is a critical issue for us, therefore we invest resources and technologies to better protect our assets. However, security researchers, criminal hackers and other third parties regularly develop new techniques to penetrate computer and network security measures. Cyber-attacks, or other breaches of security on our customers' networks, may be initiated at any network location or device including initiation through our products. Although we maintain high levels of cyber-security aware development processes, we cannot assure that such attacks, or other breaches of security through our products, will fail and therefore may negatively affect our customers' business. While we maintain insurance coverage for some of these events, we cannot be certain that our coverage will be adequate for liabilities actually incurred. In addition, these events could also result in damage to our reputation which will further negatively impact our business.

More and more CSPs require us to perform a product hardening in order to prevent security vulnerabilities via our products that may result in security breaches in our customers' data. Although we dedicate substantial efforts to improve our development processes in order to address the customers' security requirements, we may not be able to implement improvements in an efficient or timely manner and may discover deficiencies in existing controls, programs, systems and procedures, and we may not be able to fully comply with such requirements, which may cause cancellation of contracts or damages as well as loss of reputation and claims by our CSP customers and may have an adverse effect on our business and financial results.

We could be subject to claims under our warranties and extended maintenance and support agreements which may affect our financial condition.

Our solutions are complex and may sometimes contain undetected errors which can delay introductions or necessitate redesign. Failures in networks in which our solutions are deployed arising out of our solutions may result in customer dissatisfaction, contractual claims and, potentially, liability claims being filed against us. Our warranties require us to correct any errors or defects in our solutions. The warranty period we provide for our services is mostly for one year but could be extended either in the initial purchase of our solution or after the initial warranty period ends through the purchase of extended support and maintenance. Moreover, under the warranty and extended maintenance agreements, we need to meet certain service levels and if we fail to meet them, we may be exposed to penalties. Any failure of a network in which our solutions are deployed (whether or not our solutions are the cause) and any customer claims against us, along with any associated negative publicity, could result in the loss of, or delay in, market acceptance of our solutions and harm to our business.

We incorporate open-source technology in our solutions which may expose us to liability and have a material impact on our product development and sales.

Some of our solutions utilize open-source technologies. These technologies are licensed to us under varying license structures. These licenses pose a potential risk to our solution in the event they are inappropriately integrated. If we have not, or do not in the future, properly integrate software that is subject to such licenses into our solutions or if we utilize open-source software that is subject to licensing terms that are incompatible with our use, we may be required to disclose our own source code to the public or may lose rights to our solutions. Any such requirement to disclose or grant rights in our source code or other confidential information related to our solutions could, therefore, materially adversely affect our competitive advantage and impact our business, financial condition and results of operations.

Our proprietary technology is difficult to protect and unauthorized use of our proprietary technology by third parties may impair our ability to compete effectively.

Our success and ability to compete depend in large part upon protecting our proprietary technology. We rely upon a combination of contractual rights, software licenses, trade secrets, copyrights, non-disclosure agreements and technical measures to establish and protect our intellectual property rights in our solutions and technologies. In addition, we sometimes enter into non-competition, non-disclosure and confidentiality agreements with our employees, distributors, sales representatives and certain suppliers with access to sensitive information. We currently have three registered patents and five pending patent applications. However, these measures may not be adequate to protect our technology from third-party infringement. Additionally, effective intellectual property protection may not be available in every country in which we offer, or intend to offer, our solutions.

We may expand our business or enhance our technology through partnerships and acquisitions that could result in diversion of resources and extra expenses. This could disrupt our business and adversely affect our financial condition.

Part of our growth strategy may be to selectively pursue partnerships and acquisitions that provide us access to complementary technologies and accelerate our penetration into new markets. The negotiation of acquisitions, investments or joint ventures, as well as the integration of acquired or jointly developed businesses or technologies, could divert our management's time and resources. Acquired businesses, technologies or joint ventures may not be successfully integrated with our solutions and operations. We may not realize the intended benefits of any acquisition, investment or joint venture and we may incur future losses from any acquisition, investment or joint venture.

In addition, acquisitions could result in, among other things, substantial cash expenditures, potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities, a decrease in our profit margins, and amortization of intangibles and potential impairment of goodwill.

If the implementation of our growth strategy by acquiring other businesses will result operational disruption, our business, financial condition and results of operations could be adversely affected.

Because we received grants from the IIA, we are subject to ongoing restrictions.

We have received an aggregate of \$48.4 million in royalty-bearing grants for certain research and development activities pursuant to an incentive program. Accordingly, we are obligated to pay royalties to the IIA on revenues from products developed pursuant to the program or deriving therefrom. In addition, under the terms of the program our ability to transfer any resulting know-how, especially to parties outside of Israel, is subject to certain terms and conditions. The Law for the Encouragement of Research, Development and Technological Innovation in the Industry, 1984-5744, or the R&D Law, generally requires a grant recipient and its controlling shareholders to notify the IIA of changes in the ownership of the recipient company and to undertake to the IIA to observe the laws governing the grant programs. We are committed to pay royalties with respect to aforesaid grants until 100% of the U.S. dollar-linked grant plus annual London Interbank Offered Rate, or LIBOR, interest is repaid. Nonetheless, the amount of royalties that we may be required to pay, may be higher in certain circumstances, such as when the manufacturing activity or know how is transferred outside of Israel. The United Kingdom's Financial Conduct Authority, which regulates the LIBOR, announced in July 2017 that it will no longer persuade or require banks to submit rates for LIBOR after 2021. In September 2021, the Bank of Israel, which determines annual interest rates, published a directive which stated that annual interest at a variable rate linked to the LIBOR rate for loans in U.S. dollars will be replaced by the Secured Overnight Financing Rate, or the SOFR, in June 2023. While it is not currently possible to determine precisely whether, or to what extent, the replacement of LIBOR with SOFR would affect us, and given that, as of the date of this Annual Report, the IIA has not yet published the alternative interest that will be applied on the grants that the Company received from the IIA, the implementation of SOFR (if so implied) may increase our financial liabilities to the IIA. Management continues to monitor the status and discussions regarding SOFR. We are not yet able to reasonably estimate the expected impact.

Additionally, in May 2010, we received a notice from the IIA regarding alleged miscalculations in the amount of royalties paid by us to the IIA for the years 1992 through 2009 and the revenues on which the Company must pay royalties. During 2011, we reviewed with the IIA these alleged miscalculations. We believe that all royalties due to the IIA from the sale of products developed with funding provided by the IIA during such years were properly paid or were otherwise accrued as of December 31, 2022. However, we cannot be sure that the IIA will accept our arguments mentioned above, which, if not accepted, may result in the expenditure of financial resources.

We may be subject to claims of infringement of third-party intellectual property which may have an adverse effect on our business.

Third parties may from time to time assert against us infringement claims or claims that we have violated a patent or infringed a copyright, trademark or other proprietary right belonging to them. If such infringement were found to exist, we might be required to modify our products or intellectual property or to obtain a license or right to use such technology or intellectual property. Any infringement claim, even if not meritorious, could result in the expenditure of significant financial and managerial resources.

Zohar Zisapel and Yehuda Zisapel beneficially own, in the aggregate, approximately 22% of our ordinary shares and therefore have significant influence over the outcome of matters requiring shareholder approval including the election of directors.

As of March 23, 2023, Zohar Zisapel, a member of our Board of Directors, and Yehuda Zisapel, who are brothers, may be deemed to beneficially own an aggregate of 3,256,381 ordinary shares, including options exercisable for 37,240 ordinary shares that are exercisable within 60 days of March 23, 2023, representing approximately 22% of our outstanding ordinary shares. As a result, despite the fact that each one of them, to our knowledge, operates independently from the other with respect to his respective shareholding of our shares, Zohar Zisapel and Yehuda Zisapel have significant influence over the outcome of various actions that require shareholder approval including the election of our directors. In addition, Zohar Zisapel and Yehuda Zisapel may be able to delay or prevent a transaction in which shareholders might receive a premium over the prevailing market price for their shares and prevent changes in control or in management.

We engage in transactions and may compete with companies controlled by Zohar Zisapel and Yehuda Zisapel, which may result in potential conflicts.

We are engaged in, and expect to continue to be engaged in, numerous transactions with companies controlled by Zohar Zisapel and/or Yehuda Zisapel. We believe that such transactions are beneficial to us and are generally conducted upon terms that are no less favorable to us than would be available from unaffiliated third parties. Nevertheless, these transactions may result in a conflict of interest between what is best for us and the interests of the other parties in such transactions. Furthermore, in some cases we may compete, or buy third party components from other companies who compete, with companies controlled by Zohar Zisapel and/or Yehuda Zisapel. For more information, see “Item 7.B-Major Shareholders and Related Party Transactions—Related Party Transactions” and “Item 10.B-Fiduciary Duties of Shareholders.”

We incurred net losses on a GAAP-basis in the past and may not achieve or sustain profitability in the future.

In 2022, 2021 and 2020, we incurred net losses of approximately \$2.3 million, \$5.3 million and \$4.0 million respectively. We may continue to incur losses in the future or may be unable to sustain profitability, which could materially affect our cash and liquidity and could adversely affect the value and market price of our shares.

Our international presence exposes us to risks associated with varied and changing political, cultural, legal and economic conditions worldwide and if we fail to adapt appropriately to the challenges associated with operating internationally the expected growth of our business may be impeded, and our operating results may be affected.

While we are headquartered in Israel, approximately 97% of our sales in 2022, 94% of our sales in 2021 and 96% of our sales in 2020 were generated outside of Israel. Our international sales will be limited if we cannot continue to establish and maintain relationships with international distributors and resellers, set up additional foreign operations, expand international sales channel management, hire additional personnel, develop relationships with international CSPs and operate adequate after-sales support internationally.

Even if we are able to successfully further expand our international operations, we may not be able to maintain or increase international market demand for our solutions. Our international operations are subject to a number of risks, including:

- legal, language and cultural differences in the conduct of business;
- challenges in staffing and managing foreign operations due to the limited number of qualified candidates and due to employment laws and business practices in foreign countries;
- our inability to comply with import/export, environmental and other trade compliance and other regulations of the countries in which we do business including additional labor laws, particularly in Brazil and India, together with unexpected changes in such regulations;
- insufficient measures to ensure that we design, implement, and maintain adequate controls over our financial processes and reporting in the future;
- our failure to adhere to laws, regulations, and contractual obligations relating to customer contracts in various countries;
- our inability to maintain a competitive list of distributors and resellers for indirect sales;
- economic and political instability in foreign market, including tariffs and other trade barriers (such as in response to the Russia and Ukraine conflict);
- wars, acts of terrorism and political unrest (including the current conflict between Russia and Ukraine);
- lack of integration of foreign operations;
- currency fluctuations;
- variations in effective income tax rates among countries where we conduct business;
- potential foreign and domestic tax consequences and withholding taxes that limit the repatriation of earnings;
- technology standards that differ from those on which our solutions are based, which could require expensive redesign and retention of personnel familiar with those standards;
- laws and business practices favoring local competitors;
- longer accounts receivable payment cycles and possible difficulties in collecting payments; and
- failure to meet certification requirements.

Any of these factors could harm our international operations and have an adverse effect on our business, operating efficiency, results of operations, financial performance and financial condition. The continuing weakness in foreign economies could have a significant negative effect on our future operating results.

The Russia-Ukraine conflict may affect our business

Our business may be affected by sanctions, export controls and similar measures targeting Russia and other countries and territories in response to Russia's military conflict in Ukraine, including by indefinite suspension of operations in Russia and dealings with Russian entities.

Because our revenues are generated primarily in foreign currencies (mostly in U.S. dollars but also in other currencies), but a significant portion of our expenses are incurred in New Israeli Shekels, our results of operations may be seriously harmed by currency fluctuations.

We sell in markets throughout the world and most of our revenues are generated in U.S. dollars. We also generate revenues in Euro, Brazilian real, and other currencies. Our financing activities are also made in U.S. dollars. Accordingly, we consider the U.S. dollar to be our functional currency. However, a significant portion of our expenses is in NIS, mainly related to employee expenses. Therefore, fluctuations in exchange rates between the NIS and the U.S. dollar as well as between other currencies and the U.S. dollar may have an adverse effect on our results of operations and financial condition. As of today, we have not entered into any hedging transactions in order to mitigate these risks.

Moreover, as our revenues are currently denominated primarily in U.S. dollars, devaluation in the local currencies of our customers relative to the U.S. dollar could cause customers to default on payment. Also, as a portion of our revenues is denominated in Brazilian real, devaluation in this currency may cause financial expenses related to our intercompany short-term balances. In the future, additional revenues may be denominated in currencies other than U.S. dollars, thereby exposing us to gains and losses on non-U.S. currency transactions.

We incur expenses in different currencies, including U.S. dollars and NIS, but our financial statements are denominated in U.S. dollars. U.S. dollars is our functional currency and is the currency that represents the principal economic environment in which we operate. As a result, we are affected by foreign currency exchange fluctuations through both translation risk and transaction risk. As a result, we are exposed to the risk that the NIS may appreciate relative to the dollar, or, if the NIS instead devalues relative to the dollar, that the inflation rate in Israel may exceed such rate of devaluation of the NIS, or that the timing of such devaluation may lag behind inflation in Israel. In any such event, the dollar cost of our operations in Israel would increase and our dollar-denominated results of operations would be adversely affected.

Risks Related to our Ordinary Shares

Wide fluctuations in the market price of our ordinary shares could adversely affect us and our shareholders.

Between January 1, 2022, and March 23, 2023, our ordinary shares' closing price on the Nasdaq Capital Market, or the Nasdaq, was as high as \$14.28 and as low as \$9.38 per share. As of March 23, 2023, the closing price of our ordinary shares on Nasdaq was \$9.95 per share. The market price of our ordinary shares has been and is likely to continue to be highly volatile and could be subject to wide fluctuations in response to numerous factors, including the other risks identified in this "Item 3.D—Risk Factors".

In addition, the stock market in general, and the market for Israeli and technology companies in particular, has been highly volatile. Many of these factors are beyond our control and may materially adversely affect the market price of our ordinary shares, regardless of our performance. Shareholders may not be able to resell their ordinary shares following periods of volatility because of the market's adverse reaction to such volatility.

The trading volume of our shares is relatively low, and it may remain low in the future.

Our shares have been traded at low volumes in the past and may be traded at low volumes in the future for reasons related or unrelated to our performance. This low trading volume may result in lesser liquidity and lower than expected market prices for our ordinary shares, and our shareholders may not be able to resell their shares for more than they paid for them. This low trading volume may also result in greater share price volatility as result of short trading activities or the acquisition or disposition of shares by any single larger or institutional shareholder.

Risks Related to Our Location in Israel

Security, political and economic instability in the Middle East may harm our business.

We are incorporated under the laws of the State of Israel, and our principal offices and research and development facilities are located in Central Israel. Accordingly, security, political and economic conditions in the Middle East in general, and in Israel in particular, may directly affect our business. Any armed conflicts, political instability, terrorism, cyberattacks or any other hostilities involving Israel or the interruption or curtailment of trade between Israel and its present trading partners could affect adversely our operations. Ongoing and revived hostilities in the Middle East or other Israeli political or economic factors, could harm our operations and solution development and cause any future sales to decrease.

Furthermore, many Israeli citizens are obligated to perform several days, and in some cases more, of annual military reserve duty each year until they reach the age of 40 (or older, for reservists who are military officers or who have certain occupations) and, in the event of a military conflict, may be called to active duty. In response to increases in terrorist activity, there have been periods of significant call-ups of military reservists. It is possible that there will be military reserve duty call-ups in the future. Our operations could be disrupted by such call-ups, which may include the call-up of members of our management. Such disruption could materially adversely affect our business, prospects, financial condition and results of operations.

In addition, the Israeli government is currently pursuing extensive changes to Israel's judicial system. This has sparked extensive political debate and protests. In response to the foregoing developments, many individuals, organizations and institutions, both within and outside of Israel, have voiced concerns that the proposed changes may negatively impact the business environment in Israel, including due to reluctance of foreign investors to invest or transact business in Israel, increased currency fluctuations, downgrades in credit rating, increased interest rates, increased volatility in security markets, and other changes in the Israeli macroeconomic conditions. To the extent that any of these negative developments do occur, they may have an adverse effect on our business, our results of operations and our ability to hire and preserve our employees and to raise additional funds, if deemed necessary by our management and board of directors.

Provisions of Israeli law may make it easy for our shareholders to demand that we convene a shareholders meeting, and/or allow shareholders to convene a shareholder meeting without the consent of our management, which may disrupt our management's ability to run our company.

Section 63(b) of the Companies Law may allow any one or more of our shareholders holding at least 5% of our voting rights to demand that we convene an extraordinary shareholders meeting. Also, in the event that we choose not to convene an extraordinary shareholders meeting pursuant to such a request, Sections 64-65 of the Companies Law provide, among others, that such shareholders may independently convene an extraordinary shareholders meeting within three months (or under court's ruling) and require us to cover the costs, within reason, and as a result thereof, our directors might be required to repay us such costs. If our shareholders decide to exercise these rights in a way inconsistent with our management's strategic plans, our management's ability to run our company may be disrupted, and this process may entail significant costs to us.

We currently benefit from government programs that may be discontinued or reduced.

We currently receive grants under Government of Israel programs. In order to maintain our eligibility for these programs, we must continue to meet specific conditions and pay royalties with respect to grants received. In addition, some of these programs restrict our ability to develop particular products outside of Israel or to transfer particular technology. If we fail to comply with these conditions in the future, the benefits received could be cancelled and we could be required to refund any payments previously received under these programs. Additionally, these programs may be discontinued or curtailed in the future. If we do not receive these grants in the future, we will have to allocate funds to product development at the expense of other operational costs. If the Government of Israel discontinues or curtails these programs, our business, financial condition and results of operations could be materially adversely affected. For more information, see "Item 4.B—Information on the Company—Business Overview—Israel Innovation Authority."

Provisions of Israeli law may delay, prevent or make difficult a merger or acquisition of us, which could prevent a change of control and depress the market price of our shares.

The Israeli Companies Law, 5759-1999, or the Israeli Companies Law, regulates acquisitions of shares through tender offers, requires special approvals for transactions involving shareholders holding 25% or more of the company's capital, and regulates other matters that may be relevant to these types of transactions. These provisions of Israeli law could have the effect of delaying or preventing a change in control and may make it more difficult for a third party to acquire us, even if doing so would be beneficial to our shareholders. These provisions may limit the price that investors may be willing to pay in the future for our ordinary shares. Furthermore, Israeli tax considerations may make potential transactions undesirable to us or to some of our shareholders.

It may be difficult to effect service of process, assert U.S. securities laws claims and enforce U.S. judgments in Israel against us or our directors, officers and auditors named in this Annual Report.

We were incorporated in Israel. All our directors reside outside of the United States, and most of our assets are located outside of the United States. Therefore, a judgment obtained against us, or any of these persons, including a judgment based on the civil liability provisions of the U.S. federal securities laws, may not be collectible in the United States and may not necessarily be enforced by an Israeli court. It also may be difficult to effect service of process on these persons in the United States or to assert U.S. securities law claims in original actions instituted in Israel. Additionally, it may be difficult for an investor, or any other person or entity, to initiate an action with respect to United States securities laws in Israel. Israeli courts may refuse to hear a claim based on an alleged violation of United States securities laws reasoning that Israel is not the most appropriate forum in which 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 United States law is applicable to the claim. If United States law is found to be applicable, the content of applicable United States law must be proven as a fact by expert witnesses, 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 that addresses the matters described above. As a result of the difficulty associated with enforcing a judgment against us in Israel, you may not be able to collect any damages awarded by either a United States or foreign court.

As a foreign private issuer whose shares are listed on the Nasdaq, we may follow certain home country corporate governance practices instead of certain Nasdaq requirements.

As a foreign private issuer whose shares are listed on the Nasdaq, we are permitted to follow certain home country corporate governance practices instead of certain requirements of the Nasdaq Stock Market Rules including requirements regarding compensation of officers, shareholder approval for certain dilutive events (such as for the establishment or amendment of certain equity-based compensation plans, an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company) and other matters.

Accordingly, our shareholders may not be afforded the same protection as provided under Nasdaq's corporate governance rules. For more information, see "Item 16G—Corporate Governance".

General Risk Factors

Natural disasters and other events beyond our control could harm our business.

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could have a negative effect on us. Our business operations are subject to interruption by natural disasters, flooding, fire, power shortages, pandemics such as the recent spread of the coronavirus, terrorism, political unrest, telecommunications failure, vandalism, cyber-attacks, geopolitical instability, war, the effects of climate change (such as drought, wildfires, increased storm severity and sea level rise) and other events beyond our control. Although we maintain crisis management and disaster response plans, such events could make it difficult or impossible for us to deliver our solutions and services to our customers, could decrease demand for our solutions and services, and could cause us to incur substantial expense.

Global economic conditions may adversely affect our business.

Changes in global economic conditions could have a negative impact on business around the world and on the telecommunications sector. Conditions may be depressed, or may be subject to deterioration, which could lead to a reduction in consumer and customer spending overall and may in turn have an adverse impact on sales of our solutions. A disruption in the ability of our significant customers to access liquidity could cause serious disruptions or an overall deterioration of their businesses, which could lead to a significant reduction in their orders of our solutions and the inability or failure on their part, to meet their payment obligations to us, any of which could have an adverse effect on our business, financial condition, results of operations and liquidity. In addition, any disruption in the ability of our customers to access liquidity could require us to assume greater credit risk relating to our receivables or could limit our ability to collect receivables related to purchases by affected customers. As a result, we may have to defer recognition of revenues, our reserves for doubtful accounts and write-offs of accounts receivable may increase and we may incur losses.

Certain privacy and data security laws and regulations may affect the use of our solutions.

Our solutions and their use may be subject to certain laws and regulations regarding privacy and data security including United States federal and state laws and European privacy laws. Generally, attention to privacy and data security requirements is increasing worldwide and is resulting in increased regulation.

Such regulations may impose significant penalties for non-compliance, such as the penalties proposed under the European data protection regulations, or GDPR. The GDPR further implemented through binding guidance by the European Data Protection Board (and supplemented by national laws in individual European Union member states), imposes more stringent data protection compliance requirements and provides for more significant penalties for noncompliance in Europe. The GDPR created additional compliance obligations applicable to our business and users, which could cause us to change our business practices, and increases financial penalties for noncompliance (including possible fines of up to the greater of €20 million and 4% of our global annual turnover for the preceding financial year for the most serious violations, as well as the right to compensation for financial or non-financial damages claimed by any individuals under Article 82 of the GDPR). Compliance with the GDPR is an ongoing process.

Additionally, in California the Consumer Privacy Act, or CCPA, provides new data privacy rights for consumers and new operational requirements for companies. Further, the California Privacy Rights Act, or CPRA came into effect on January 1, 2023. The CPRA significantly modifies the CCPA, including adding new privacy rights and increasing regulation on online advertising. Additionally, the CCPA, the CPRA, and other legal and regulatory changes are making it easier for certain individuals to opt-out of having their personal data processed and disclosed to third parties through various opt-out mechanisms, which could result in an increase to our operational costs to ensure compliance with such legal and regulatory changes.

Use of our solutions could be subject to such regulations, which could significantly increase the cost of implementing our solutions and impact our ability to compete in the marketplace. Such regulations could also impose additional data security requirements which will impact the cost of developing new solutions and limit the return we can expect to achieve on past and future investments in our solutions.

Our international sales and operations are subject to complex laws relating to foreign corrupt practices and bribery, among many other subjects. A violation of, or change in, these laws could adversely affect our business, financial condition or results of operations.

Our operations in countries outside the United States are subject, among others, to the Foreign Corrupt Practices Act of 1977 as amended from time to time, or FCPA, which prohibits U.S. companies or foreign companies whose shares traded on a U.S. stock exchange, or their agents and employees, from providing anything of value to a foreign public official, as defined in the FCPA, for the purposes of influencing any act or decision of these individuals in their official capacity to help obtain or retain business, direct business to any person or corporate entity, or obtain any unfair advantage. We have internal control policies and procedures with respect to the FCPA. However, we cannot assure that our policies and procedures will always protect us from reckless or criminal acts that may be committed by our employees or agents. Violations of the FCPA may result in severe criminal or civil sanctions, and we may be subject to other liabilities, which could have a material adverse effect on our business, results of operations and financial condition. In addition, investigations by governmental authorities as well as legal, social, economic and political issues in countries where we operate could have a material adverse effect on our business and results of operations. We are also subject to the risks that our employees or agents outside of the United States may fail to comply with other applicable laws. The costs of complying with these and similar laws may be significant and may require significant management time and focus. Any violation of these or similar laws, intentional or unintentional, could have a material adverse effect on our business, financial condition or results of operations.

Any inability to comply with Section 404 of the Sarbanes-Oxley Act of 2002 regarding effective internal control procedures may negatively impact the report on our financial statements to be provided by our independent auditors.

Pursuant to rules of the U.S. Securities and Exchange Commission, or SEC, adopted pursuant to Section 404, or Section 404, of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, we are required to include in our annual report a report of management on our internal control over financial reporting including an assessment by management of the effectiveness of our internal control over financial reporting. In addition, because we are an accelerated filer under the SEC rules, our independent registered public accounting firm is required to attest to and report on the effectiveness of our internal control over financial reporting. Our management or our auditors may conclude that our internal control over financial reporting is not effective. Such conclusion could result in a loss of investor confidence in the reliability of our financial statements, which could negatively impact the market price of our shares. Further, our auditors or we may identify material weaknesses or significant deficiencies in our assessments of our internal control over financial reporting. Failure to maintain effective internal control over financial reporting could result in investigation or sanctions by regulatory authorities and could have an adverse effect on our business, financial condition and results of operations, and on investor confidence in our reported financial information.

If we determine that we are not in compliance with Section 404, we may be required to implement new internal controls and procedures and re-evaluate our financial reporting. We may experience higher than anticipated operating expenses as well as third party advisory fees during the implementation of these changes and thereafter. Further, we may need to hire additional qualified personnel in order to comply with Section 404. If we are unable to implement these changes effectively or efficiently, it could have a material adverse effect on our business, financial condition, results of operations, financial reporting or financial results and could result in our conclusion that our internal controls over financial reporting are not effective.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

Both our legal and commercial name is RADCOM Ltd., and we are an Israeli company. We were incorporated in 1985 under the laws of the State of Israel and commenced operations in 1991. The principal legislation under which we operate is the Israeli Companies Law. Our principal executive offices are located at 24 Raoul Wallenberg Street, Tel Aviv 69719, Israel, and our telephone and fax numbers are 972-3-645-5055 and 972-3-647-4681, respectively. Our website is www.radcom.com. Information on our website and other information that can be accessed through it are not part of, or incorporated by reference into, this Annual Report.

In 1993, we established a wholly-owned subsidiary in the United States, currently named RADCOM, Inc., or RADCOM US. In 1996, we incorporated a wholly-owned subsidiary in Israel, RADCOM Investments (96) Ltd., or RADCOM Investments, located at our office in Tel Aviv, Israel. In 2010, we established a wholly-owned subsidiary in Brazil, RADCOM do Brasil Comercio, Importacao e Exportacao Ltda., or RADCOM Brazil. In 2012, we incorporated a wholly-owned subsidiary in India, RADCOM Trading India Private Limited, or RADCOM India. In 2022, we incorporated a wholly-owned subsidiary in Canada, RADCOM Canada Limited, or RADCOM Canada.

In the years ended December 31, 2022, 2021 and 2020, our capital expenditures were approximately \$150,000, \$437,000, and \$427,000 respectively, and were spent primarily on computers and electronic equipment. We have no current significant commitments for capital expenditures.

For more information, the SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding us that has been filed electronically with the SEC.

B. BUSINESS OVERVIEW

Overview

We are a leading provider of 5G ready cloud-native network intelligence and service assurance solutions for CSPs. Our solutions support CSPs while launching and running 5G networks (as well as 4G and 3G), delivering dynamic, on-demand service assurance and network troubleshooting for real time customer and service insights.

The 5G telecommunications infrastructure introduces a transformational approach for the design of a new network core and an Open-RAN (a standard for cellular radio-access networks) solution, which is a fully cloud-native, software-based, virtualized network architecture. This new core network architecture uses building blocks, or containers, to enable a wide range of new services envisioned using 5G. The new 5G network is designed in an agile approach, which virtualizes entire classes of network functions into containers, which may dynamically create various services. The new cloud-native nature of the core network is designed to consolidate and deliver the components needed to support fully virtualized networks, utilizing standard technologies that run on high-volume services and switch and storage hardware to virtualize network functions. The fully cloud native approach is a key enabler of the coming 5G telecommunications infrastructure, which drives a major change in the way CSPs design and build their new 5G networks. Such a major change drives the need to assure that it is done safely and with the right set of tools.

By using this software design approach, we were able to deploy our system on Rakuten Cloud Platform, or RCP, Amazon Web Services, or AWS, and Microsoft Azure. This also proved to be a very efficient approach, as we are already starting to see operators moving to a hybrid approach of private and public cloud, which requires the solution to be very dynamic in deployment options.

We offer an advanced 5G network intelligence portfolio of solutions for large scale networks, providing operators with a smart, efficient and on-demand approach to network intelligence that meets the challenges of assuring the customer experience and service quality in the 5G era. Our solutions leverage the move to an all container based cloud-native architecture and the use of Kubernetes (an open-source system for automating deployment, scaling, and management of containerized applications) for the orchestration of the complete solution. This new approach is based on moving the whole design to a Kubernetes-based micro-service architecture, such that it can be deployed on multiple types of clouds, both private and public. Our solution allows CSPs to have an in depth understanding of their customer experience, receive insights and effectively troubleshoot the network performance. RADCOM ACE, our flagship 5G automated assurance solution, is built to ensure that the transition of CSPs' customers to the 5G network is seamless. RADCOM ACE is explicitly designed to deliver automated, 5G assurance for end-to-end network intelligence (from the radio access network, or RAN to the network core), delivering AI-driven insights for 5G network operations, which we believe to be the cornerstone to CSPs' customer experience strategy. RADCOM enables CSPs to collect and analyze multiple data types using artificial intelligence/machine learning, or AI/ML, technology, automatically generating insights for a wide-range of use cases, including automated assurance, cost optimization, monetization, network advanced troubleshooting and much more. RADCOM solutions are cloud-native and cloud-agnostic, providing automation and seamless integration with Kubernetes, using a Continuous Development/Continuous Integration, or CI/CD software development pipeline for faster time to market and integration into multiple clouds.

The RADCOM Portfolio is comprised of RADCOM ACE – our portfolio of automated assurance solutions, and RADCOM NWDAF – Network Data Analytics Function for closed loop automation:

- RADCOM ACE - Our automated assurance portfolio of solutions helps CSPs monitor data in real-time and proactively resolve customer experience issues before they impact their business for 5G and 4G. RADCOM ACE includes automated assurance, advanced network insights, automated insights via AI/ML, and cloud-native network visibility. RADCOM ACE is comprised of:
 - RADCOM Service Assurance – A full assurance solution that smartly and passively collects and analyzes multiple data types (network packets, events, performance monitoring/functional monitoring counters, or PM/FM counters, and more) across various domains (fixed and mobile) and generations of technologies (5G, 4G, 3G) from access to the core to provide real-time subscriber analytics.
 - RADCOM Network Insights - Empowers CSPs to manage and optimize 5G and 4G networks by displaying insights into the service quality, overall customer experience and drilldowns to troubleshoot via network intelligence applications and dashboards, also providing automated, AI/ML-based analytics.
 - RADCOM VIA – Provides complete visibility into the CSP's network with network tapping, advanced filtering, and packet brokers that can be deployed stand-alone or with RADCOM ACE, our automated assurance solution.
- RADCOM NWDAF – Intends to offer automated, AI/ML-based analytics 3GPP standards-based, enabling closed-loop, zero-touch network operations and an improved customer experience.

We specialize in solutions for next-generation mobile and fixed networks, including 5G, Long Term Evolution, or LTE, VoLTE, Voice over Wifi, or VoWifi, IP Multimedia Subsystem, or IMS, Voice over IP, or VoIP, and Universal Mobile Telecommunication Service or UMTS.

Our solution portfolio enables CSPs that are deploying 5G networks as well as CSPs that are evaluating or migrating their 4G, 3G and 2G legacy networks to fully virtualized cloud-native networks to have one platform that covers their entire network, from 5G, 4G, and 2G, providing fully virtualized cloud-native network intelligence and service assurance.

Our solution is deployed at multiple operators (CSPs) globally, such as AT&T, Dish, Beeline, Globe, Rakuten and Telefonica and has received wide industry recognition, winning a Frost & Sullivan Product Differentiation Innovation Awards three times, winning multiple TMC Labs Innovation Awards, winning the Technology Marketing Corp. Award for NFV Innovation and being recommended for the most innovative cloud offering in the Glotel Awards competition.

By developing and adapting our solutions to meet the industry's most stringent requirements we have expanded our customer base to include new opportunities and markets while expanding our footprint with existing customers by supporting them in their transition to a 5G network. As new and existing customers seek to manage their existing networks while evaluating and deploying cloud-native 5G networks and container-based architectures, we believe that we are well positioned with our advanced automated assurance solutions and our growing industry track record to provide both CSPs that are deploying 5G networks and CSPs that are evaluating or migrating their 4G, 3G and 2G legacy networks to fully cloud-native networks with one complete platform to cover their entire network intelligence needs, including 5G, 4G, 3G, and 2G.

CSPs across the globe use our solutions to deliver high quality services, reduce churn, manage network performance, analyze traffic and enhance customer experiences. Our solutions incorporate cutting edge technologies and a vast knowledge gained in our advanced work with some of the most technologically innovative CSPs in the industry. Our carrier-grade solutions support both mobile and fixed networks and scale to terabit data bandwidths to enable big data analytics.

Our technological leadership was reinforced by Rakuten Mobile's 2019 selection of our solutions as their "eyes to the network" in support of their launch of the world's first end-to-end cloud-native virtualized network. Using our solutions, Rakuten monitors its entire network end-to-end, including the world's first fully virtualized RAN.

During 2020, we entered into one of the industry's first 5G network intelligence contract with Rakuten for its recently launched 5G NSA service and upcoming 5G SA service, expected to be launched during 2023.

During 2021, we announced partnerships with AWS and Microsoft Azure through which we are offering our RADCOM ACE solution with real-time subscriber analytics and advanced troubleshooting for both telecom operators that are rolling out 5G, Internet of Things, and edge services and operators already running 4G and VoLTE networks.

During 2022, we announced our selection by DISH Purchasing Corporation, or Dish, to provide our best-in-class RADCOM ACE solution to monitor customers' experience across Dish's 5G Smart Network™ — the first cloud-native, open radio access network, or OpenRAN-based 5G network in the United States. With that selection, we were able to strengthen our cooperation with AWS, using Amazon Elastic Kubernetes Service (Amazon EKS) and Amazon Elastic Compute Cloud (Amazon EC2) which provide DISH with an innovative approach to assurance in the cloud, using minimal data center resources while providing real-time insights into the subscribers' experience as soon as new services launch.

We also announced an additional multi-year 5G contract with a mobile operator in Europe to provide the RADCOM ACE to enhance its end-to-end customer experience by providing real-time analytics for 5G services, which will help the operator deploy and launch 5G smoothly, maintain the highest quality of services and ensure a highly optimized and automated network.

In addition, we renewed our multi-year contract with AT&T with which we continue our long-lasting and fruitful relationship, providing automated service assurance for its cloud network to ensure the network performance and service quality.

Our solutions portfolio enables CSPs to smoothly transition their networks to 5G networks. RADCOM's solutions provide automated assurance with built-in AI/ML capabilities that enable operators to adopt a more automated approach to network operations while enhancing the customer experience. With automated insights enabled by AI/ML, operators can also gain rich analytics that improve service quality, save operational costs, boost revenue, and raise network efficiency. It provides a unified, multi-functional portfolio of automated assurance, network insights and visibility solutions that seamlessly integrates into an operator's 5G environment. We offer solutions for CSPs to gain real-time data and insights into what is happening inside the network to ensure excellent customer experiences and optimize the network performance while saving operating expenses and capital expenditures.

The key benefits of our solutions are:

- advanced cloud native, software-based, containerized architecture;
- dynamic multi-functional solution for 5G network intelligence;
- improves quality proactively with automated AI/ML-driven insights;
- enables closed-loop automation with end-to-end customer-focused insights;
- saves costs through core and RAN optimizations;
- increases revenue with customer care and service optimizations
- saves resources and adapts in real-time with automation
- ability to correlate session information and provide an end-to-end view of the customer experience and network quality;
- ability to derive customer experience based on monitoring the mobile user data, when such data is almost all encrypted, using ML and heuristic based approach;
- a set of tools enabling network engineers to troubleshoot network issues and drill all the way from key performance indicators, key performance indicators, or KPIs, to network data;
- AI-driven insights for real-time analysis and deciphering of encrypted traffic to enable it;
- fully end-to-end solution for network intelligence from the RAN to the core;
- real time analysis of Open-RAN data on the entire network
- support for multiple protocols for end-to-end network coverage;
- scalability for next-generation services;

- improved customer retention;
- reduced subscriber churn rates;
- improved service availability and quality;
- on-demand monitoring capabilities as well as increased operational efficiency and lower costs;
- the existence of both network-wide views and drilldown to an individual subscriber level and down to each session;
- support for the largest scale multi-market networks for over 30 years; and
- empowering operators with real-time intelligence of network performance to assure customers' experience.

In December 2015, we were selected by AT&T for its next-generation virtualized network environment. AT&T's deployment represents the first NFV networks of scale in the industry and since then, we have been working with AT&T, in its continuing efforts to transition to a full NFV network.

From 2016 until 2018, we improved our cloud-native virtualized network capabilities while working on one of the world's first and biggest virtual networks. We also continued the development and enhancement of our solutions to meet the complicated needs of monitoring virtualized networks and to offer a smart mediation layer which allows us to offer a full end-to-end customer and service view which addresses CSPs' requirements for a smart network intelligence solution, including for 5G networks.

We also launched our Network Visibility solution to allow CSPs to gain more visibility into their network. RADCOM Network Visibility offers an integrated cloud-native solution with advanced packet broker capabilities that ensure intelligent traffic distribution, smart load balancing, and intelligent sampling for full end-to-end visibility across the network. RADCOM Network Visibility helps to distribute network traffic from multiple cloud environments to service assurance probes, security tools, and other systems. During such period we increased our development efforts, focusing on enhancing automation and analytics capabilities and offering solutions so as to maintain our technological leadership.

Our continued and increased investment in research and development was validated in 2019 by our renewed engagement with AT&T, when we entered into a multi-year engagement continuing our relationship and expanding the integration of our solutions into AT&T's network.

In May 2019, we entered into a multi-year agreement with Rakuten to provide our Network Intelligence solution for Rakuten's unique and innovative mobile network. Rakuten's network is considered the world's first fully virtualized, end-to-end cloud-native mobile network that adopts 5G systems architecture from launch. Rakuten chose RADCOM Network Intelligence because of its ability to monitor the entire end-to-end network, including the world's first fully virtualized RAN.

In April 2020 we announced that we successfully supported Rakuten's commercial launch of the world's first fully virtualized mobile network. Our solution helped Rakuten to launch its new virtualized network and ensured the delivery of superior customer experience. Our solutions are tightly integrated across Rakuten's distributed telecommunications core cloud to assure the highest service quality is delivered to customers for voice, video, VoLTE and data services from the mobile edge up to the network core.

In August 2020, we announced the launch of RADCOM ACE. RADCOM ACE is an automated, end-to-end assurance solution for 5G networks, built based on our cloud-native expertise and designed so CSPs can manage their networks in a more dynamic and agile way. RADCOM ACE is built to ensure that 5G services continuously run at optimal quality, while at the same time improving the operators' operational efficiency through automation.

In October 2020, we entered into a new multi-year agreement with Rakuten to provide our RADCOM ACE solution for Rakuten's recently launched 5G NSA service and future 5G SA service launch, which is expected to be deployed during 2023, or the Rakuten 5G Agreement. We believe that the Rakuten 5G Agreement is the first 5G assurance contract in our industry and is a testimony to the significant investment in product development we have been making over the last few years as well as a market validation to our ability to monitor the entire end-to-end network, providing superior insights.

In May 2021, we announced an additional order from a Top-Tier Latin America operator, selected for our 4G and 5G capabilities. This order expands our deployment at this top-tier operator to its mobile network and covers assurance for this top-tier operator's 4G network, such as the operator's cloud-based VoLTE offering, and we expect them to expand our solutions to their 5G network in the future.

In April 2022, we announced the extension of our contract with AT&T, providing automated service assurance for AT&T's cloud network to ensure the network performance and service quality. In addition, we announced our entrance into a multi-year agreement to provide RADCOM ACE to enhance the end-to-end customer experience for a 5G mobile CSP in Europe.

In May 2022, we announced our selection by Dish to provide RADCOM ACE solution to monitor customers' experience across Dish's 5G Smart Network™ — the first cloud-native, OpenRAN-based 5G network in the United States. RADCOM ACE at Dish runs on AWS.

In July 2022, we announced that we are building on our existing relationship with Rakuten Mobile to bring RADCOM ACE, deployed on Rakuten Mobile in Japan, to telecom operators globally through the Rakuten Symphony Symworld™ marketplace.

In September 2022, we announced that we renewed our contract with Rakuten Mobile in Japan, to continue and monitor service quality across Rakuten's nationwide deployment and enable Rakuten to gain real-time service and network analytics.

In January 2023, we announced our entrance into an agreement with a new customer in North America to provide our RADCOM ACE solution to deliver real-time insights into the network performance 24/7 as the operator maintains its 4G network while expanding 5G coverage nationwide.

In February 2023, we announced the entry into definitive agreements to acquire the technology, intellectual property, and customer agreements of Continual Ltd, a leading mobility experience analytics company that uses AI and ML to deliver advanced insights to help telecom operators improve their subscribers' mobility experience, for an amount of up to \$2,500,000. The closing of the acquisition is expected to occur within three months after the signing of the definitive agreements, pending the satisfaction of customary and transaction specific closing conditions and regulatory approvals.

During 2023, We expect to continue our investment in research and development and to increase our sales and marketing efforts. We intend to leverage our success with industry leading customers as we seek to engage with other CSPs that are looking to manage existing networks while evaluating their transition to the cloud-native architectures and 5G network. We are targeting Tier 1, Greenfield Operators and CSPs who are deploying 5G virtualized networks as well as CSPs who are evaluating or migrating their 4G, 3G and 2G networks to fully virtualized cloud-native networks and are searching for a cutting-edge network intelligence solution that can cover their entire network needs.

Industry Background

Our Customers and the Market for Our Solutions

We operate in a large market that is undergoing significant transformation with significant potential for growth, which is evidenced by the evolution of the networks and transition to 5G networks all over the world. Such transition contains new technological challenges, which require a new approach in order to be solved. The customers in our market consist primarily of mobile and fixed CSPs who are responsible for providing mobile and fixed telecommunications services. Our solutions are used by multiple divisions within a CSP's organization, including engineering, operations, marketing, management and customer care departments.

CSPs face many challenges in managing their network, from the rapid growth in mobile data traffic to complexities in managing services that are delivered across multiple vendor technologies. These challenges are intensified by the increased traffic growth and the emergence of new technologies and services, such as machine to machine, IoT and 5G. Deploying a cloud-native, virtualized network intelligence and network intelligence solution is an essential part of a CSP's network, derived by the need to manage huge amounts of various network elements and services from multiple vendors and technologies. In addition, CSPs are facing strong competition both from other CSPs and from over-the-top (OTT) players who are offering more and more similar services. In order to fight for their customers' satisfaction, CSPs will need to gain deeper insight into customer behavior, enabling them to tailor processes based on customer preferences.

In the early stages, 5G is expected to deliver enhanced mobile broadband with higher data speeds (up to twenty times faster than 4G) as well as better coverage for use cases such as Fixed Wireless Access. Over time, SA 5G is expected to enable new use cases such as autonomous cars, remote control of critical infrastructure/machinery, smart-grid control, industrial automation, robotics, drone control, and remote telehealth services which will be empowered by an ultra-reliable, low latency network (up to ten times that of 4G).

While CSPs are adopting 5G in some countries and preparing for the adoption of 5G technologies in other countries, they continue to operate their 4G, 3G and 2G networks and search for superior solutions that will enable them full end-to-end network visibility. Our solution offering is built on years of industry experience, is 5G ready and supports the CSPs entire network offerings. Our solution is built to ensure that both CSPs who are deploying 5G virtualized networks and CSPs who are evaluating or migrating their 4G, 3G and 2G networks to fully virtualized cloud-native networks, will benefit from our cutting-edge network intelligence solution that covers their entire network visibility and service assurance needs.

With the new 5G network being fully cloud-native, network functions will run as stateless, container-based, virtual network functions. Being fully virtualized will make CSPs more agile and faster to innovate and deliver new services. Containerization means that individual services will be updated with minimal impact on other services. This fully virtualized cloud-native design will enable CSPs to reduce costs, accelerate the introduction of new services, and deliver faster iterations to their network and services. As a result of this fully virtualized cloud-native infrastructure, CSPs are redesigning their network and core network architectures, using web-based standards to create a dynamic, open, scalable, and modular platform to deliver their 5G services while utilizing cutting edge cloud-native network intelligence technology to cover their 4G, 3G and 2G legacy networks.

The ability to assure the diverse 5G service types on a cloud-native, fully virtualized platform is fundamental to the success of CSPs. 5G introduces many new interfaces, protocols, and technologies into the cloud core. As result, a dynamic, cloud-native service assurance such as ours is supporting automated, closed-loop service optimization that enables CSPs to meet service level assurance across multiple service types as well as deliver end-to-end services that meet a unified network policy.

Our Strategy

Our objective is to be the worldwide market leader for 5G automated assurance solutions while maintaining our leadership by providing end-to-end network visibility. We believe our leadership and innovation around 5G assurance solutions is one of our core competencies and will be advantageous to us as these types of solutions are expected to play a key role in the deployment of 5G networks. We plan to increase our sales by leveraging our unparalleled experienced gained from implementing some of largest, most advanced network deployments to date, where we are providing complete end-to-end network visibility from the RAN to the network core in multiple deployment models including public cloud.

We offer our solutions and expertise to existing tier 1 and innovative CSPs worldwide, which are evaluating or building their 4G, 3G and 2G networks to 5G networks. We plan to maintain our technical advantage over competitors by further investing in enhancing the analytics and automation capabilities (including advanced AI/ML capabilities) of our solutions to meet the evolving needs of 5G networks.

Key elements of our strategy include:

- **Targeting Tier 1, Greenfield Operators and other CSPs worldwide, who are evaluating or deploying to 5G networks as well as providing solutions for legacy networks.** The introduction of 5G networks is expected to drive a greater opportunity for advanced automated assurance solutions like ours. We believe that our solutions are significantly more advanced than competitors' offerings and that we are better positioned than competitors who lack the experience deploying in cloud-native environments or do not offer true 5G-ready solutions that can be deployed at large scale. In order to transition to 5G networks, CSPs generally need to replace or upgrade their assurance solutions with software that can support both their legacy networks as well as their future network architectures, including 5G use cases. Our solution, which monitors both legacy and next-generation networks, ensures a smooth migration and enables CSPs to future-proof their investment in an automated assurance solution. With our advanced deployment with customers such as AT&T, Rakuten and Dish, and our position as a 5G assurance leader, we believe we are well positioned to leverage our vast experience in true 5G assurance solutions in order to successfully expand our deployment base to other CSPs as we focus our sales and marketing activities on tier 1, galaxy (multi-carrier) and innovative CSPs and other CSPs seeking to monitor their legacy 4G, 3G and 2G networks while preparing for the future deployment of 5G.
- **Targeting innovative CSPs deploying 5G networks.** The introduction of new technologies and 5G network architecture allows innovative CSPs to deploy fully virtualized networks. These networks, which are the basis for 5G, require fully automated assurance solutions such as those in our RADCOM ACE portfolio of solutions. Building on our experience with Rakuten, the world's first CSP to deploy a fully virtualized network, and Dish's 5G Smart Network™ — the first cloud-native, OpenRAN-based 5G network in the United States, we intend to target innovative CSPs seeking to upgrade their networks or to deploy new 5G networks. We believe that our key role in Rakuten's innovative and unique deployment, and our work on their 5G deployment, as well as our deployment in Dish on AWS, places us at an advantage as we seek to engage with other CSPs looking to deploy similar networks.
- **Entering into multi-year contracts providing for recurring revenues.** We aim to leverage our offering to CSPs through long term multi-year sales models, which will allow them to meet their system planning needs through term licensing, operational services, managed services, annual maintenance and support and software upgrade packages. Such multi-year contracts also provide us with the ability to add new capabilities over-time to ensure that the CSPs are always benefitting from our most-up to date cutting-edge software solutions.

Products and Solutions

The RADCOM Portfolio is comprised of RADCOM ACE – our portfolio of Automated assurance solutions, and RADCOM NWDAF – Network Data Analytics Function for closed loop automation.

RADCOM ACE

Our automated assurance portfolio of solutions helps CSPs monitor data in real-time and proactively resolve customer experience issues before they impact your business for 5G and 4G. RADCOM ACE is an automated, 5G assurance platform for end-to-end network visibility, built based on our cloud-native expertise and designed to allow CSPs to manage their networks in a more dynamic and agile way, which can run on private and public clouds such as AWS, RCP and Azure. RADCOM ACE is built to ensure that 5G services continuously run at optimal quality, while at the same time improving the operators' operational efficiency through automation and rapidly enhancing time to market for new services and innovations. RADCOM ACE is the culmination of our significant product investment over the last few years and reinforced by customer feedback to enable a new way of monitoring 5G services that ensures a high-quality customer experience as operators transition to 5G.

RADCOM ACE includes automated assurance, advanced network insights, automated insights via AI/ML, and cloud-native network visibility.

RADCOM Service Assurance is a full assurance solution that smartly and passively collects and analyzes multiple data types (network packets, events, PM/FM counters, and more) across various domains (fixed and mobile) and generations of technologies (5G, 4G, 3G) from access to the core to provide real-time subscriber analytics. RADCOM Service Assurance is a cloud-native, 5G-ready, fully service assurance solution that runs on private and public cloud (such as AWS, RCP and Azure), which allows CSPs to gain end-to-end network visibility and customer experience insights across all networks. RADCOM Service Assurance delivers a real-time, high performance, and automated solution that is critical in providing operators customer insights in today's top-tier, high-capacity networks.

Our patented technology enables RADCOM Service Assurance to efficiently collect data from multiple sources (network events, event detail records and packets) and smartly correlates them into RADCOM Network Insights, driven by AI. This is the key to 5G monitoring. RADCOM's solution is designed to provide network intelligence from the RAN to the core. Built using a dynamic, modular, and stream-based microservices architecture, RADCOM Service Assurance can process large volumes of streaming data at lightning speed with very low latency.

RADCOM Service Assurance offers the service provider full end-to-end visibility of the network across technologies. RADCOM Service Assurance monitors multiple types of services such as voice, video and data, employing numerous tools and network performance and measurement methodologies to continuously analyze service performance and provide customer experience quality metrics. RADCOM Service Assurance offers users a full array of analysis and troubleshooting tools, delivering a comprehensive, integrated network service view that facilitates performance monitoring, fault detection and network and service troubleshooting from tapping point to network insights. RADCOM Service Assurance displays performance and quality measurements from both the signaling and the user planes, based on a broad range of passive software-based probes, which are installed on standard, non-proprietary third-party hardware that function together with RADCOM Service Assurance to deliver essential functionality.

RADCOM Service Assurance consists of a powerful and user-friendly central management module and a broad range of passive software-based probes used to gather transmission quality data from various types of networks and services, including 5G, VoIP, UMTS, LTE, IMS data and others.

RADCOM Service Assurance provides an advanced set of service assurance monitoring applications: network troubleshooting, network quality monitoring, service quality monitoring, customer quality of service monitoring, and customer service level agreements monitoring.

RADCOM Service Assurance is designed to enable CSPs to succeed in their efforts to address significant technology challenges, including:

- deployment of next-generation networks such as 5G;
- migration to and integration of new network architectures;
- delivery of advanced, complex services such as VoIP IMS and video quality analytics; and
- proactive management and quality assurance for all data sessions and calls on existing and next-generation service providers' production networks.

CSPs use RADCOM Service Assurance for a wide array of use cases, such as:

Customer and Service Assurance

- **Troubleshooting** – enables CSPs to “drill down” to identify the source of specific problems, using tools ranging from call or session tracing to a full decoding of the call flow.
- **Performance monitoring** – allows CSPs to analyze and optimize network component performance levels and customer experience with the goal of identifying faults before they compromise the customer’s experience.
- **Fault detection** – automatic fault detection and service KPIs alert CSPs to network problems as they arise.
- **Mediation** – generates call detail records needed to feed the solutions’ smart mediation layer as well as third-party operations support systems and other solutions.

Roaming and Interconnect Analysis

RADCOM Service Assurance is used by CSPs to monitor their roaming and interconnect traffic. By identifying problematic links, CSPs avoid revenue loss, detect problems with specific roaming partners, and manage interconnection KPIs.

Fixed-Wireless Access

Using RADCOM ACE for Fixed Wireless Access monitoring enables CSPs the transition to customer-focused network operations, focus on committed SLAs vs. mobility and plan the full lifecycle of the subscriber while monitoring devices at home, applications used, usage patterns, and bottleneck.

RADCOM Network Insights

As part of RADCOM ACE, RADCOM Network Insights takes the data which has been collected and analyzed by RADCOM Service Assurance and applies cutting edge AI and ML techniques to provide automated anomaly detection and root cause analysis to rapidly resolve customer-impacting issues proactively. RADCOM Network Insights covers a wide range of use cases that provide the operator with an end-to-end understanding of the service quality and customer experience. Also, RADCOM Network Insights offers next-generation tools for network optimization and root-cause analysis, such as call tracing and in-depth packet analysis.

RADCOM Network Insights provides CSPs with real-time actionable business and marketing insights, which are customer centric while still maximizing revenue streams across the organization. These rich, actionable network insights, allows operators to fully visualize their networks and improve the service and customer experience, provide customer impact analysis, and proactively handle issues to fully understand the customer experience and offer an improved Quality of Experience, or QoE, and a reduced customer churn, which is of particular importance in transitioning to cloud-native, software-based, virtualized network environments and 5G networks.

RADCOM’s Network Insights solution takes a proactive approach to handling network issues. By using both internal probe-based data and certain external data feeds, RADCOM has the network intelligence to know which data to extract in order to provide the actionable insights required. Key network monitoring metrics can be fed into RADCOM’s key quality indicators and converted to Quality of Service. Combined with customer resource management feeds and legacy third-party probe data, the solution enables operators to assess the QoE for the subscriber and make proactive decisions.

RADCOM Network Insights’ sophisticated tools are delivered via a powerful data virtualization suite. This enables the CSP to pinpoint necessary data for actionable insights which are required to improve the CSP’s customers QoE and therefore to improve the CSP’s capital efficiency, providing automated, AI/ML-based analytics that can be integrated with RADCOM ACE or form the foundation for zero-touch automation with RADCOM NWDAA. The solution works across multiple domains (mobile and fixed) and generations of technologies (5G, 4G, 3G). The use cases provided are automated anomaly detection for hundreds of time-based data series like KPI and key quality indicators, or KQIs, root cause analysis, and predictive analytics. Once our AI/ML capabilities are deployed on the network, they learn baseline behavior and automatically create thresholds without operators needing to configure them.

RADCOM VIA

RADCOM VIA provides complete visibility into the CSP's network with network tapping, advanced filtering, and packet brokers that can be deployed stand-alone or with RADCOM ACE. It solves the critical challenges telecom operators face today when trying to gain visibility into the new container-based network functions in 5G. The solution offers host-based and pod-based tapping and filtering, thus enabling to mirror traffic to our system in a containerized-based network. This was a challenge at this type of architecture and we believe that we have an innovative approach to solve it. In addition, our advanced packet brokers enable intelligent traffic distribution, filtering, and load balancing across multiple clouds and domains.

RADCOM VIA enables CSPs to virtually, intelligently and efficiently:

- manage, scale and load balance the network traffic;
- automate and synchronize visibility and assurance, onboarding and configuration;
- distribute traffic between probes without having to duplicate traffic and waste network resources;
- filter and analyze traffic with application-based routing; and
- utilize a unified and centralized management solution.

RADCOM NWDAF

The RADCOM NWDAF is a network function in the 5G core which intends to collect data, analyze it in multiple use-cases and cause changes in the core to improve the overall performance and quality of experience. The solution is fully integrated with the Network Repository Function enabling communications with other network functions in the core with analytics provided through APIs. The solution offers automated, AI/ML-based analytics as a 3GPP standards-based NWDAF function enabling closed-loop, zero-touch network operations and an improved customer experience.

Sales and Marketing Organization

We mainly sell directly to customers throughout the world through our executives and sales representatives in North America, Europe, Latin America, Asia Pacific and Israel, which are supported by local representatives and subcontractors in the local markets. During 2022, these direct sales were made mainly in North America, South America and Asia. In North America, we operate mainly through RADCOM US, which sells our solutions to end-users directly and provides support to customers in the North American market. Our solutions are sold to end-users in North America either by RADCOM US, RADCOM Canada or by us. In Brazil, we operate through RADCOM Brazil, which primarily sells our solutions to end-users in the Brazilian market directly. In India, we operate through RADCOM India, which primarily provides customer support and development services worldwide. Elsewhere, our solutions are primarily sold through our sales representatives in Europe, Latin America, the Commonwealth of Independent States, Asia Pacific and Israel, and supported by local representatives and subcontractors in the local market.

In territories in which we do not have direct presence, we expanded our outreach by entering into agreements with local distributors and value-added resellers. In 2022, we signed agreements with new distributors to penetrate new geographical markets and engage with new customers, and to better serve our target markets. We continue to search for more of these channels to expand our outreach further. In certain territories, our distributors and resellers serve as part of our sales, marketing and support teams as our local representatives, helping to sell, deploy and service our solutions, offer technical support in the end-user's native language, and attend to customer needs during local business hours.

Geographic Markets:

The table below indicates the approximate breakdown of our revenue by territory, based on the location of the end-customer:

	Year ended December 31, (in millions of U.S. dollars)			Year ended December 31, (in percentages)		
	2022	2021	2020	2022	2021	2020
North America	23.0	21.8	20.3	49.8	54.1	54.1
Asia	12.5	14.7	15.2	27.2	36.5	40.4
Latin America	3.0	1.1	0.2	6.4	2.7	0.6
EMEA (including Israel)	7.6	2.7	1.9	16.6	6.7	4.9
Total revenues	46.1	40.3	37.6	100%	100%	100%

Competition

The market for our solutions is competitive, and we expect that competition will continue in the future, both with respect to solutions that we are currently offering and solutions that we are developing. Our principal competitors include NetScout System Inc., Infovista S.A. (acquired Empirix Inc.), Elisa Oyj (acquired Polystar), Anritsu Corporation, Viavi Solutions Inc. and EXFO Inc. In addition to these competitors, we expect competition from established and emerging communications, network management and test equipment companies, as well as traditional players in the network intelligence space such as Huawei, Ericsson and Nokia. Many of our competitors have substantially greater resources than we have, including financial, technological, engineering, manufacturing, marketing and distribution capabilities, and some of them may enjoy greater market recognition than we do. Furthermore, the transition to cloud-virtualized network solutions could possibly open the market to new competitors or bring in competitors from adjacent markets, including network core providers. For more information, see “Item 3.D—Risk Factors—Risks Related to Our Business and Our Industry.”

We believe that we are differentiated from our competitors due to:

- our recognized class-leading, cloud-native 5G-ready service assurance solutions;
- our experience deploying and scaling cloud-native solutions with Tier 1 CSPs such as AT&T;
- our telecom domain expertise and knowhow of key members of our company in advanced software development;
- our experience deploying our solutions on the world’s first fully virtualized network and expansion to 5G NSA and SA;
- our advanced technology offering an end-to-end solution for service assurance from the RAN to the core;
- our multi-technology correlation capabilities that can support all major technologies – 5G, 4G, LTE, IMS, VoLTE, VoIP and legacy 3G - within the same solution;
- our cloud-native solutions provide cost-efficiency, rapid deployment times and agility in development; and
- our proven flexibility and responsiveness in a dynamic customer and technology environment;

Our solutions are deployed with leading and innovative CSPs such as AT&T, Dish and Rakuten. We believe that we are positioned to be one of the most advanced leaders in cloud-native 5G network intelligence solutions for CSPs deploying 5G networks on private and public cloud (such as RCP, AWS and Azure). In addition, we believe that our solutions are also the most advanced for CSPs that are evaluating or migrating their 4G, 3G and 2G networks to fully virtualized cloud-native networks (such as RCP, AWS and Azure).

Customer Service and Support

We believe that providing a high level of customer service and support to end-users is essential to our success, and it is our goal to establish RADCOM as an industry leader in customer satisfaction. Investments that we are making to achieve this goal include:

- **Enhancement of support:** We are dedicated to the provision of timely, effective and professional support for all our customers. We have established 24x7 Network Operations Center services, or NOC services, monitoring customers' environments remotely, troubleshooting and resolving system and application incidents, and supporting the continuance services of our solutions. Such NOC service captures and resolves problems before customers report them. In addition, we routinely contact our customers to solicit feedback and promote full usage of our solutions. We may provide our customers with a free warranty period which includes bug-fixing and a warranty on our solutions. After the initial warranty period, we offer extended warranties which can be purchased for multi-year periods. Generally, the cost of the extended warranty is an annual maintenance fee based on a percentage of the overall cost of the solutions.
- **Customer-oriented product development:** With the goal of continuously enhancing our customer relationships, we meet regularly with customers, and use the feedback from these discussions to improve our solutions and guide our R&D roadmap.
- **Regional technical support:** As the sale of a system and solutions requires a high level of technical skills, we decided to enhance our support with local experts located in our regional offices. This strategy is advantageous in terms of the time zone, culture and language. For example, through our U.S., Japan, Brazil and India offices we established local support teams responsible for first level engagements with customers (tier 1). The physical and cultural proximity contribute to the strength of the relationship, increase our proficiency in our customer's network and needs, and leverage the ability to identify pain points and needs of our customers.
- **Support of our sales representatives:** We provide a high level of pre- and post-sale technical support to our sales representatives in the field. We use a broad range of channels to deliver this support, including technical training, marketing material and others.

Seasonality of Our Business

Orders of our products are affected by numerous reasons, including general market and economic conditions, the impact of inflation and rise of interest rates, overall industry consolidation, the pace of adoption of new technologies and CSPs budgets and multi-year roadmap. Although this results in fluctuations in our revenues from quarter to quarter, such fluctuations are not subject to any clear seasonality or consistent seasonal patterns.

Headquarters Facilities

Our corporate office is located in Tel Aviv, Israel. and consists primarily of our corporate units such as legal, finance, human resources and operation.

Research and Development

The industry in which we compete is subject to rapid technological developments, evolving industry standards, changes in customer requirements, and new product introductions and enhancements. As a result, our success depends in part upon our ability to continue to enhance our existing solutions and to develop and introduce new solutions that improve performance and reduce total costs on a cost-effective and timely basis.

During the last several years, we invested significant amounts in research and development in order to create and maintain our technological leadership and to meet the current and future needs of the world's most advanced CSPs. We believe that the widescale rollout of 5G will bring with it a larger wave of cloud native deployments by CSPs. Through our research and development efforts, we believe that we are well positioned to offer state of the art technologies and capabilities to CSPs. Accordingly, we increased our investments in the development of enhanced automation deployment capabilities as well as in advanced ML based techniques to better identify network anomalies and analyze the increased network traffic that is expected following the roll-out of 5G networks. In addition to that, we are constantly focusing on automation as a key goal to reduce costs and optimize the operations of CSPs.

In parallel, we continued to enhance and develop both our cloud native virtualized network and 5G solutions to offer greater value and benefit to our current and potential customers.

We expect to continue this significant investment in 2023, as we develop new features and new solution offerings to meet the requirements of transition to 5G networks, as well as establishing a modular approach for the enabling of targeted packages for the service assurance market. This modular approach will enable us to offer not just the full solution, but also specific modules for smaller deployment of CSPs.

Israel Innovation Authority

We have received royalty-bearing grants from the IIA for certain research and development activities pursuant to an incentive program, in an aggregate amount of \$48.4 million, calculated from our inception through December 31, 2022, which are subject to provisions of the R&D Law and the regulations promulgated thereunder.

In addition, we have filed numerous applications, and in the future may continue to file additional applications, for grants from the IIA pursuant to the R&D Law. Grants received under such programs are repaid through mandatory royalty payments based on revenues generated from products developed pursuant to such programs or deriving therefrom. The receipt of such grants is contingent upon our ability to comply with certain applicable requirements and conditions specified in the R&D Law and under the applicable program. As of December 31, 2022, royalties at a rate of 3% are due on revenues from sales of products and related services that incorporate know-how developed, in whole or in part, within the framework of projects funded by the IIA.

In 2022, and in previous years, we participated in a Magnet consortium program sponsored by IIA. Under the terms of this program, we cooperate with additional companies, universities and research institutes in Israel, organized in a consortium for the development of new technologies. The rules of the consortium include several references to the distribution of knowledge between the consortium members, and require us to provide the other members in the consortium with a non-sub-licensable license to use the "new information" developed by such member, without consideration. These programs do not require payments of royalties to the IIA, but all other restrictions under the R&D Law, such as local manufacturing obligations and know-how transfer limitations, as further detailed in this annual report on Form 20-F, are applicable to the know how developed by us with the funding received in such programs.

Below is a description of our obligations in connection with the grants received from the IIA under the R&D Law:

Local Manufacturing Obligations

The terms of the grants under the R&D Law require that we manufacture the products developed with these grants in Israel (but do not restrict the sale of products that incorporate the know-how). Under the regulations promulgated under the R&D Law, the products may be manufactured outside Israel by us or by another entity only if prior approval is received from the IIA (such approval is not required for the transfer of up to 10% of the manufacturing capacity in the aggregate, in which case a notice must be provided to the IIA and not objected to by the IIA within 30 days of such notice).

Know-How and Know-How Transfer Limitation

- The R&D Law provides that the IIA is authorized to determine the ownership requirements of know-how developed under an approved research and development program and/or rights associated with such know-how including intellectual property, which is not the product that was developed under such program, or the Funded Know-How.

- The R&D Law further provides that Funded Know-How may not be transferred to any third parties, unless certain requirements are met, as determined in each project separately.
- Among others, the IIA may determine that certain Funded Know-How can be transferred to third parties in Israel only if such transferee company will also be subject to the same terms and conditions that were levied upon the transferor company under the R&D Law prior to the transfer of such know-how.
- The IIA may approve the transfer of Funded Know-How from Israel to abroad, generally, in the following cases: (a) the grant recipient pays to the IIA up to 600% of the total amount of the grants and interest in consideration for such Funded Know-How ; (b) if the grant recipient receives an alternative know-how from a third party in exchange for its Funded Know-How, subject to certain requirements, among which the alternative know-how will generate higher revenues than the Funded Know-How for the company; (c) if such transfer of Funded Know-How arises in connection with certain types of cooperation in research and development activities; or (d) if such transfer of know-how arises in connection with a liquidation by reason of insolvency or receivership of the grant recipient and the Funded Know-How is sold for a lower price than the amount of funds invested in it, in which case the payment set forth in (a) may be reduced.
- Approval to manufacture products outside of Israel or consent to the transfer of Funded Know-How, if requested, is within the discretion of the IIA. Furthermore, the IIA may impose certain conditions on any arrangement under which it permits us to transfer Funded Know-How or manufacturing out of Israel.
- Approval of transfer of Funded Know-How to another Israeli company may be granted only if the recipient abides by the provisions of the R&D law and related regulations, including the restrictions on the transfer of know-how and manufacturing rights outside of Israel.

Change In Control

The R&D Law generally imposes reporting requirements with respect to certain changes in the ownership of a grant recipient. The R&D Law requires the grant recipient and its controlling shareholders or the foreign interested party of such grant recipient to notify the IIA of any change in control of the recipient or a change in the holdings of the means of control of the grant recipient that results in a non-Israeli citizen or non-Israeli resident or corporation incorporated in Israel becoming an interested party directly in the grant recipient, and requires the new interested party to undertake to the IIA to comply with the R&D Law. In addition, the IIA may require additional information or representations in respect of such events. For R&D Law purposes, “control” is defined as the ability to direct the activities of a corporation except the ability that stems from serving as an officer or director of the company. A person is presumed to have control if such person holds 50% or more of the means of control of a company. “Means of control” generally refers to voting rights in a company’s shareholders meeting or the right to appoint directors or the chief executive officer. An “interested party” of a company includes a holder of 5% or more of its outstanding share capital or voting rights, its chief executive officer and directors, someone who has the right to appoint its chief executive officer or at least one director, and a company with respect to which any of the foregoing interested parties owns 25% or more of the outstanding share capital or voting rights or has the right to appoint 25% or more of the directors. Accordingly, any non-Israeli who acquires 5% or more of our ordinary shares will be required to notify the IIA that it has become an interested party and to sign an undertaking to comply with the R&D Law.

Amendment No. 7 to the R&D Law became effective on January 1, 2016 and established the formation of the IIA in place of the Office of the Chief Scientist. Accordingly, pursuant to Amendment No. 7, it is expected that the IIA may establish new guidelines and/or amend the existing guidelines regarding the R&D Law and/or regulations thereunder. Consequently, Amendment No. 7 creates uncertainty with respect to the terms of our existing and/or future IIA programs and incentives as we do not know what guidelines will be adopted by the IIA or will be amended by it.

Since we commenced operations, we have received royalty-bearing grants from the IIA. As of December 31, 2022, our total contingent liability to the IIA in respect of grants received including accumulated interest and net of accumulated royalties paid was approximately \$54.2 million.

Proprietary Rights

To protect our rights to our intellectual property, we rely upon a combination of trademarks, contractual rights, trade secret law, copyrights, non-disclosure agreements and technical measures to establish and protect our proprietary rights in our solutions and technologies. We own registered trademarks for the name RADCOM and for the name Omni-Q[®]. We currently have seven registered patents and several pending patent applications in the United States. In addition, we usually enter into non-disclosure and confidentiality agreements with our employees, distributors, sales representatives and with suppliers and sub-contractors who have access to sensitive information.

Employees

Our total headcount as of December 31, 2022, was 284 including employees and contractors. See “Item 6.D—Directors, Senior Management and Employees—Employees.”

We consider our relations with our employees to be good and we have never experienced a strike or work stoppage. Except for employees located in Brazil, none of our employees are represented by labor unions.

Although we are not a party to a collective bargaining agreement in Israel, we are subject to certain provisions of collective bargaining agreements among the General Federation of Labor in Israel, or the Histadrut, and the Coordinating Bureau of Economic Organizations (including the Industrialists’ Association), or the CBEO, that are applicable to our Israeli employees by virtue of expansion orders of the MOE, including transportation allowance, annual recreation allowance, the lengths of the workday and workweek and mandatory general insurance pension. In addition, we may be subject to the provisions of the extension order applicable to the Metal, Electricity, Electronics and Software Industry. Israeli labor laws are applicable to all our employees in Israel. These provisions and laws principally concern the length of the workday, minimum wages for workers, procedures for dismissing employees, determination of severance pay, leaves of absence (such as annual vacation or maternity leave), sick pay and other conditions of employment.

In Israel, we follow a general practice, which is the contribution of funds on behalf of most of our employees to an individual insurance policy known as “Managers Insurance” or a pension fund. The contribution rates towards such Managers’ Insurance are above and beyond the legal requirement. This policy provides a combination of savings plan, disability insurance and severance pay benefits to the insured employee. It provides for payments to the employee upon retirement or death and accumulates funds on account of severance pay, if any, to which the employee may be legally entitled upon termination of employment. Each participating employee contributes an amount equal to up to 7% of such employee’s base salary, and we contribute between 15.3% and 19.1% of the employee’s base salary. Pursuant to changes to Israeli law as well as collective bargaining agreements entered into by the Histadrut and the CBEO, the amounts that we are required to contribute may increase from time to time.

Our employment agreements with new employees in Israel are in accordance with Section 14 of the Israeli Severance Pay Law – 1963, or the Israeli Severance Pay Law, which provides that our contributions to severance pay fund shall cover our entire severance obligation. Upon termination, the release of the contributed amounts from the fund to the employee shall relieve us from any further severance obligation and no additional payments shall be made by us to the employee. As a result, the related obligation and amounts deposited on behalf of such obligation are not stated on the balance sheet, as we are legally released from severance obligation to employees once the amounts have been deposited, and we have no further legal ownership on the amounts deposited.

We also provide employees of RADCOM with an Education Fund, to which each participating employee contributes an amount equal to 2.5% of such employee’s base salary and we contribute an amount equal to 7.5% of the employee’s base salary (generally up to a certain ceiling provided in the Israeli Income Tax Regulations). Israeli employees and employers also are required to pay pre-determined sums which include a contribution to national health insurance to the Israel National Insurance Institute, which provides a range of social security benefits.

In the United States, we provide benefits in the form of health, dental, vision and disability coverage and matching 401(k) plan contributions, in an average amount equal to approximately 19.1% of the employee’s base salary.

In Brazil, we provide benefits in the form of health coverage, including health, vision and dental coverage, in an amount that varies from 3% - 13% of the employee’s base salary.

In India, we provide benefits in form of health coverage, education fund, house rent allowance and health insurance fund, in an amount equal to 28% of the employee’s salary.

C. ORGANIZATIONAL STRUCTURE

Our subsidiaries are: (1) RADCOM US, which conducts the sales, marketing, and customer support of our products mainly in the United States; (2) RADCOM Investments (96) Ltd, for the purpose of making various investments, including the purchase of securities; (3) RADCOM Brazil, which conducts the sales, marketing and customer support of our products mainly in Brazil; (4) RADCOM India, which primarily provides, customer support and development services worldwide; and (5) RADCOM Canada, which conducts the sales and marketing of our products in Canada. The following is a list of our subsidiaries, each of which is wholly owned:

Name of Subsidiary	Jurisdiction of Incorporation
RADCOM, Inc.	New Jersey
RADCOM Investments (96) Ltd	Israel
RADCOM do Brasil Comercio, Importacao Exportacao Ltda	Brazil
RADCOM Trading India Private Limited	India
RADCOM Canada Limited	Canada

D. PROPERTY, PLANTS AND EQUIPMENT

We currently lease an aggregate of approximately 22,830 square feet of office space in Tel Aviv, Israel, from affiliates of our principal shareholders. This space includes our development facilities, which consist primarily of programming, documenting, quality control, testing and bug fixing, as well as from time to time, installation of software components on third party hardware.

In 2022, we paid to affiliates of our principal shareholders aggregate annual lease and maintenance payments in the sum of approximately \$647,000 for our Tel Aviv offices. We may, in the future, lease additional space from affiliated parties.

We also lease an aggregate of approximately 5,946 square feet of office space in Paramus, New Jersey, from an affiliate of our principal shareholder. In 2022, our aggregate annual lease payments for such premises were approximately \$116,000.

We also lease an aggregate of approximately 40 square feet of office space in Brazil and 5,809 square feet in India. The aggregate annual lease and maintenance payments for those premises in 2022 were approximately \$6,000 and \$91,000, respectively.

We believe that our offices and facilities are adequate for our current needs and that suitable additional or substitute space will be available when needed.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the related notes included elsewhere in this Annual Report.

Overview

We provide cloud-native, virtualized network and 5G-ready network intelligence solutions for CSPs. Our world leading, innovative solutions are well-positioned to fulfill the CSPs' ongoing needs to monitor their networks (fixed and mobile) and assure the delivery of a quality service to their subscribers; both on cloud-native virtualized network and non-virtual networks.

General

Our discussion and analysis of our financial condition and results of operation are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. Our operating and financial review and prospects should be read in conjunction with our financial statements, accompanying notes thereto and other financial information appearing elsewhere in this Annual Report.

We commenced operations in 1991. Since then, we have focused on developing and enhancing our products, building our worldwide direct and indirect distribution network and establishing and expanding our sales, marketing, and customer support infrastructures.

Most of our revenues are generated in U.S. dollars and the financing activities are made in U.S. dollars. Accordingly, we consider the U.S. dollar to be our functional currency and our consolidated financial statements are prepared in dollars.

As we evaluate our growth prospects and manage our operations for the future, we believe that the deployments of 5G by leading CSPs will drive our growth.

We followed the below sales strategy in 2022 in order to expand our sales pipeline and revenues:

- We focused on leveraging our implementations with AT&T, Rakuten and other customers to expand our value proposition to additional carriers;
- We expanded our business with our key existing customers;
- We continued our investment in our sales and marketing resources and have expanded our reach through the engagement of local representatives;
- We invested in marketing campaigns globally to enhance our market positioning and open new opportunities;
- We increased our investment in research and development to maintain our recognized technological leadership in cloud-based, 5G solutions, to meet the requirements of our customers, and to develop new product offerings and capabilities;
- We invested in our professional services team and resources to meet our customers' deployment, customization and support requirements and to allow us to successfully deliver multiple proof of concept demonstrations to potential new customers; and
- We pursued strategic partnerships, including OEM partnerships, and teaming agreements.

Revenues. In general, our revenues derive from sales of our products or solutions, fixed-price projects, and sales of services which primarily include extended warranty, support services and managed services. Revenues consist of gross sales, less discounts and refunds, when applicable.

Cost of revenues. Cost of revenues, consisting of salaries and related expenses derive primarily from employees engaged in managed services and ongoing customer support, solution deployment and software development customization activities. Cost of revenues also consists of the use of hardware, inventory write-offs, importation taxes, shipping and handling costs, license fees for software components of third parties, hardware warranty expenses, allocation of overhead expenses, subcontractors', royalties to the IIA and share-based compensation. As part of our plan to reduce product cost and improve flexibility, we shifted during the last few years to a model whereby we install our software-based solutions on standard, non-proprietary third-party hardware that functions together with our software to deliver the product's essential functionality.

Our gross profit is affected by several factors, including the introduction of new products, price erosion due to increasing competition, the bargaining power of larger clients, the number of employees that we have in operations, deployment, software development customization, managed services and customer support, integration of third-party software components into our own, product mix, and exchange rate fluctuations.

Research and Development expenses, Net. Research and development expenses, net consist primarily of salaries and related expenses, including share-based compensation, payments for subcontractors and overhead expenses. Overhead expenses consist of a variety of costs, including rent, office and associated expenses. The R&D expenses have been partially offset by royalty-bearing grants from the IIA.

Sales and Marketing expenses, Net. Sales and marketing expenses, net consist primarily of salaries and related expenses, including share-based compensation, commissions and fees to third party representatives, advertising, trade shows, promotional expenses, domestic and international travels, web site maintenance, and overhead expenses.

General and Administrative Expenses. General and administrative expenses consist primarily of salaries and related expenses including share-based compensation, professional fees (which include legal, audit and other consulting fees), bad debt expenses, other general corporate expenses and overhead expenses.

Financial Income, Net. Financial income, net, consists primarily of interest earned on bank deposits, bank charges, and gains or losses from the exchange rate differences of monetary balance sheet items denominated in non-U.S. dollar currencies.

Summary of Our Financial Performance for the Fiscal Year Ended 2022 Compared to the Fiscal Year Ended 2021

For the year ended December 31, 2022, our revenues were approximately \$46.1 million, compared to approximately \$40.3 million in 2021, reflecting an increase of approximately 14.4%. We were provided with approximately \$6.0 million in cash from operating activities during 2022, compared to approximately \$2.0 million provided in 2021. Our net loss for the year ended December 31, 2022, was approximately \$2.3 million, compared to a net loss of approximately \$5.3 million in 2021.

As of December 31, 2022, our cash and cash equivalents and bank deposits totaled approximately \$77.7 million, compared with cash and cash equivalents of approximately \$70.6 million as of December 31, 2021.

Our 2022 loss includes non-cash expenses due to share-based compensation of approximately \$5.2 million, compared to \$3.4 million in 2021.

Reportable Segments

Management receives sales information by customers and by geographical regions. Research and development, sales and marketing, and general and administrative expenses are reported on a combined basis only (*i.e.*, they are not allocated to product groups or geographical regions). Because a measure of operating profit or loss by product groups or geographical regions is not presented to management due to shared resources, we have concluded that we operate in one reportable segment.

A. OPERATING RESULTS

Results for the Year Ended December 31, 2022, compared to Year Ended December 31, 2021

The following table sets forth, for the periods indicated, certain financial data expressed as a percentage of revenues:

	Year ended December 31,	
	2022	2021
Revenues	100%	100%
Cost of revenues	27.6	28.4
Gross profit	72.4	71.6
<u>Operating expenses:</u>		
Research and development	46.7	50.5
Less royalty-bearing participation	1.7	1.3
Research and development, net	45.0	49.2
Sales and marketing	26.6	25.7
General and administrative	9.7	10.4
Total operating expenses	81.3	85.3
Operating loss	(8.9)	(13.7)
Financial income, net	4.3	0.9
Loss before taxes on income	(4.6)	(12.8)
Taxes on income	(0.3)	(0.3)
Net loss	(4.9)	(13.1)

Revenues

	Year Ended December 31, (in millions of U.S. dollars)	
	2022	2021
Products	19.0	15.3
Services	27.1	25.0
Total Revenues	46.1	40.3

Revenues. In 2022, our revenues increased by approximately \$5.8 million, or approximately 14.4%, compared to 2021 due to an increase of approximately \$2.1 million in services revenues, and an increase of approximately \$3.7 million in product revenues. The increase in services revenues relates mainly to an increase in revenues in North America and Asia. The increase in product revenues relates to North America and EMEA.

Revenues per geographic region, based on the location of the end-customer

	Year Ended December 31, (in millions of U.S. dollars)		Year Ended December 31, (as percentages)	
	2022	2021	2022	2021
North America	23.0	21.8	49.8	54.0
Asia	12.5	14.7	27.2	40.4
Latin America	3.0	1.1	6.4	0.5
EMEA (including Israel)	7.6	2.7	16.6	5.1
Total revenues	46.1	40.3	100%	100%

In 2022, our two largest customers amounted to approximately 77% of our total consolidated revenues. In 2021 our three largest customers amounted to approximately 88% our total consolidated revenues.

Cost of Revenues and Gross Profit

	Year Ended December 31, (in millions of U.S. dollars)	
	2022	2021
Products	5.5	5.5
Services	7.2	5.9
Total cost of revenues	<u>12.7</u>	<u>11.4</u>
Gross profit	<u>33.3</u>	<u>28.9</u>

Cost of Revenues. During 2022, our gross profit as a percentage of revenues, calculated to include variable costs such as salaries and related expenses was approximately 72.4% compared to approximately 71.6% in 2021.

Our cost of revenues for 2022 includes an expense of approximately \$0.4 million for share-based compensation, as compared to approximately \$0.2 million for share-based compensation in 2021.

The following table provides the operating costs and expenses of the Company in 2022 and 2021 as well as the percentage change of such expenses in 2022 as compared to 2021.

	Year ended December 31, (in millions of U.S. dollars)		% Change 2022 vs. 2021
	2022	2021	
Research and development	21.5	20.3	5.6
Less royalty-bearing participation	0.8	0.5	41.9
Research and development, net	<u>20.7</u>	<u>19.8</u>	4.6
Sales and marketing	12.3	10.4	18.5
General and administrative	4.5	4.2	6.6
Total operating expenses	<u>37.5</u>	<u>34.4</u>	9.0

Research and Development Expenses. Research and development expenses, gross, increased from approximately \$20.3 million in 2021 to approximately \$21.5 million in 2022. As a percentage of total revenues, research and development expenses, gross, decreased from approximately 50.5% in 2021 to approximately 46.7% in 2022. The increase in our gross research and development expenses is attributable mostly to an increase in salaries and benefit expenses and to an increase in share-based compensation expenses in 2022 compared to 2021. As of December 31, 2022, our total research and development headcount, including contractors, was 137, compared to 142 employees and contractors as of December 31, 2021. Our research and development costs included an expense of approximately \$2.5 million for share-based compensation in 2022, as compared to approximately \$1.4 million for share-based compensation in 2021.

We believe that our research and development efforts are a key element of our strategy and are essential to our success. An increase or a decrease in our total revenues would not necessarily result in a proportional increase or decrease in the levels of our research and development expenditures, which could affect our operating margin.

Sales and Marketing Expenses. Sales and marketing expenses increased from approximately \$10.4 million in 2021 to approximately \$12.3 million in 2022. The increase in our sales and marketing expenses is mainly related to an increase in third party commissions and to an increase in share-based compensation expenses in 2022 compared to 2021. As a percentage of total revenues, sales and marketing expenses were 26.6% in 2022, with no significant change from 25.7% in 2021. Our sales and marketing expenses included an expense of approximately \$1.4 million for share based compensation in 2022, as compared to approximately \$0.9 million for share-based compensation in 2021.

General and Administrative Expenses. General and administrative expenses increased from approximately \$4.2 million in 2021 to approximately \$4.5 million in 2022. The increase in our general and administrative expenses is mainly attributed to an increase in salaries and benefits and to an increase in professional services expenses in 2022 compared to 2021. As a percentage of total revenues, general and administrative expenses were 9.7% in 2022, with no significant change from 10.4% in 2021. Our general and administrative expenses included approximately \$0.9 million for share-based compensation in 2022, as compared to approximately \$0.9 million for share-based compensation in 2021.

Financial Income, Net. In 2022, the financial income, net, was approximately \$2.0 million, as compared to financial income, net, of approximately \$0.4 million in 2021. The increase in our financial income, net is related to a positive impact of currency exchange rates and an increase in interest income from bank deposits.

Taxes on Income. In 2022, we recorded tax expenses of approximately \$159,000 as compared to tax expenses of approximately \$124,000 in 2021. Tax expenses are comprised from tax expenses of RADCOM India and RADCOM US, as well as withholding taxes that were deducted by our customers.

Comparison of Financial Data for Year Ended December 31, 2021, compared with Year Ended December 31, 2020

For a discussion of the financial data for the year ended December 31, 2021, compared with the year ended December 31, 2020, see “Item 5.A. — Operating and Financial Review and Prospects—Operating Results—Summary of Our Financial Performance for the Fiscal Year Ended 2021 Compared to the Fiscal Year Ended 2020” included in our Annual Report on Form 20-F for the fiscal year ended December 31, 2021, filed with the SEC on March 29, 2022.

Impact of Inflation and Foreign Currency Fluctuations

Most of our revenues are generated in U.S. dollars and the financing activities are made in U.S. dollars. We also generate revenues in BRLs, euros and other currencies; however, we consider the U.S. dollar to be our functional currency. In the future additional revenues may be denominated in currencies other than U.S. dollars.

Since a significant portion of our expenses is in NIS, as we pay our Israeli employees’ salaries in NIS, the dollar cost of our operations is influenced by the exchange rates between the NIS and the U.S. dollar. Fluctuations in exchange rates between the U.S. dollar, the BRL, euro, and other currencies in which we generate revenue, and the U.S. dollar, may also have an effect on our results of operations. With respect to our Brazilian subsidiary, the functional currency has been determined to be their local currency. Assets and liabilities are translated at year-end exchange rates and statements of income items are translated at average exchange rates prevailing during the year. Such translation adjustments are recorded as a separate component of accumulated other comprehensive loss in shareholders’ equity.

Because exchange rates between the NIS and the U.S. dollar fluctuate continuously, exchange rate fluctuations will have an impact on our profitability and period-to-period comparisons of our results. The effects of foreign currency re-measurements of financial assets and liabilities are reported in our financial statements as financial income or expense. Based on our budget for 2023, we expect that an increase of NIS 0.10 to the exchange rate of the NIS to U.S. dollar will decrease our expenses expressed in dollar terms by approximately \$610,000 per fiscal year and vice versa.

Effective Corporate Tax Rate

As of January 1, 2018, Israeli resident companies were generally subject to corporate tax at the rate of 23%. Israeli resident companies are generally subject to capital gains tax at the corporate tax rate. We do not generate taxable income in Israel, as we have historically incurred operating losses resulting in carry forward losses for tax purposes totaling approximately \$38.4 million and an additional \$1.5 million of capital loss as of December 31, 2022. We believe that we will be able to carry forward these tax losses to future tax years. We do not expect to pay taxes in Israel, on our incomes from operations, until we utilize our carry forward tax losses. We may be required to pay taxes on our passive income, if any. For more information on taxation, see “Item 10.E — Taxation.”

Our effective corporate tax rate may exceed the Israeli tax rate. Our U.S. and Brazilian subsidiaries will generally be subject to applicable federal, state, local and foreign taxation, and we may also be subject to taxation in the other foreign jurisdictions in which we own assets, have employees or conduct business activities.

We recorded a valuation allowance of approximately \$14.9 million on December 31, 2022, for all of our deferred tax assets. Based on the weight of available evidence, we believe it is more likely than not that all of our deferred tax assets will not be realized.

B. LIQUIDITY AND CAPITAL RESOURCES

We have financed our operations through cash generated from operations, the proceeds from our private and public offerings, proceeds from the exercise of options and royalty-bearing participation from the IIA and others. Cash and cash equivalents, and bank deposits on December 31, 2022, and 2021, were approximately \$77.7 and \$70.6 million, respectively.

We believe that our existing capital resources and cash flows from operations will be adequate to satisfy our expected liquidity requirements through the next twelve months. Without derogating from the foregoing estimate regarding our existing capital resources and cash flows from operations, we may decide to raise additional funds in the future. We believe that, if required, we will be able to raise additional capital or reduce discretionary spending to provide the required liquidity beyond the next twelve months.

Net Cash Provided by Operating Activities. Net cash provided by operating activities was approximately \$6.0 million in 2022 compared to net cash provided by operating activities of approximately \$2.0 million in 2021.

The positive net cash flow in 2022 was primarily due to share-based and restricted share compensation expenses of approximately \$5.2 million, an increase in deferred revenue and advances from customers of approximately \$4.3 million, an increase in other liabilities and accrued expenses of approximately \$0.9 million, an increase of approximately \$0.8 million in employees and payroll accruals and depreciation of \$0.5 million. This was partially offset by net loss of approximately \$2.3 million, an increase in accrued interest on short-term bank deposits and long-term bank deposits of approximately \$1.2 million, an increase of approximately \$1.1 million in other account receivables and prepaid expenses and an increase of approximately \$1.0 million in trade receivables, net.

The positive net cash flow in 2021 was primarily due to share-based and restricted share compensation expenses of approximately \$3.4 million, a decrease in trade receivables of approximately \$2.4 million, an increase in trade payable of approximately \$1.0 million, an increase in other liabilities and accrued expenses of approximately \$0.7 million, and depreciation of \$0.5 million. This was partially offset by net loss of approximately \$5.3 million, an increase in inventories of approximately \$0.4 million and an increase in deferred revenue and advances from customers of approximately \$0.4 million.

The trade receivables and days of sales outstanding are primarily impacted by payment terms, variations in the levels of shipment in the quarter, and collections performance. Trade receivables for 2022 increased to approximately \$11 million from approximately \$10 million in 2021.

The decrease in inventories in 2022 was mainly due to a decrease in inventory delivered to customers for which revenue criteria have been met and recognized.

Net Cash Provided by (Used in) Investing Activities. Our investing activities generally consist of the purchase of equipment and investment in bank deposits. Net cash used in investing activities in 2022 was approximately \$8.4 million, compared to net cash used in investing activities in 2021 of \$3.5 million. In 2022, we invested approximately \$66.9 million in bank deposits, received approximately \$58.6 million from the maturity of a short-term bank deposit and invested approximately \$0.2 million for the purchase of equipment. In 2021, we received approximately \$55.5 million from the maturity of a short-term bank deposit, invested approximately \$58.6 million in a short-term bank deposits and invested approximately \$0.4 million for the purchase of equipment.

Net Cash provided by (Used in) Financing Activities. In 2022 and in 2021, there was no net cash provided by or used in financing activities.

On February 19, 2023, we entered into definitive agreements to acquire the technology, intellectual property, and customer agreements of Continual Ltd for an amount of up to \$2.5 million in cash. The closing of the acquisition is expected to occur within three months after the signing of the definitive agreements, pending the satisfaction of customary and transaction specific closing conditions and regulatory approvals. While we expect to continue to grow organically, we expect to continue to evaluate additional potential transactions to purchase other companies or technologies in the field in which we operate.

Investments

We may in the future undertake hedging or other similar transactions or invest in market risk-sensitive instruments, if our management determines that it is necessary to offset risks such as foreign currency and interest rate fluctuations.

Impact of Related Party Transactions

We have entered into a number of lease agreements with the RAD-BYNET Group (as described under “Item 7.B-Major Shareholders and Related Party Transactions-Related Party Transactions”). The pricing of the transactions with respect to such leases was determined based on negotiations between the parties. Members of our audit committee of the Board of Directors, or the Audit Committee, Board of Directors and management reviewed the pricing of the leases and confirmed that these leases were not different from terms that could have been obtained from unaffiliated third parties. We believe, however, that due to the affiliation between us and the RAD-BYNET Group, we have greater flexibility on certain issues than what may be available from unaffiliated third parties.

For more information, see “Item 7.B—Major Shareholders and Related Party Transactions—Related Party Transactions” below.

Government Grants and Related Royalties

The Government of Israel, through the IIA, encourages research and development projects pursuant to the R&D Law and the regulations promulgated thereunder. We may receive grants from the IIA at the rates that range from 20% to 60% of the research and development expenses, as prescribed by the research committee of the IIA in accordance with the R&D Law. We recorded such grants from the IIA in the total amount of approximately \$0.8 million in 2022 and \$0.5 million in 2021. Pursuant to the specific terms of these grants, we are obligated to pay royalties of 3% of the revenues generated by sales of products (and certain related services) funded with these grants. In the event that a project funded by the IIA does not result in the development of a product which generates revenues, we would not be obligated to repay the grants we received for the product’s development. Royalty expenses relating to the IIA grants included in the cost of revenues for years ended December 31, 2022 and 2021 were approximately \$1.4 million and \$1.2 million, respectively. The total grants regarding projects that we have received from the IIA as of December 31, 2022 were approximately \$48.4 million. For projects authorized as a research and development program under the R&D Law since January 1, 1999, the repayment interest rate was LIBOR, as further detailed below. As of December 31, 2022, the accumulated interest was approximately \$25.0 million, the accumulated royalties paid to the IIA were approximately \$19.3 million and our total amount of contingent liability to the IIA in respect of grants received was, according to our records, approximately \$54.2 million. The United Kingdom’s Financial Conduct Authority, which regulates the LIBOR, announced in July 2017 that it will no longer persuade or require banks to submit rates for LIBOR after 2021. In September 2021, the Bank of Israel, which determines annual interest rates, published a directive which stated that annual interest at a variable rate linked to the LIBOR rate for loans in U.S. dollars will be replaced by the SOFR, in June 2023. As of the date of this Annual Report, the IIA has not yet published the alternative interest that will be applied on the grants that the Company received from the IIA. While the effect that the replacement of the LIBOR interest will have on the Company remains uncertain as of the date of this Annual Report, the Company assesses that such change will not have a material effect on its operations and financial condition in light of the common interests in the market. For additional information, see “Item 4.B—Information on the Company—Business Overview—Israel Innovation Authority.”

We are also obligated to pay royalties to the BIRD Foundation, with respect to sales of products based on technology resulting from research and development funded by the BIRD Foundation. Royalties to the BIRD Foundation are generally payable at the rate of 5% of the sales of such products, up to 150% of the grant received, linked to the United States Consumer Price Index. As of December 31, 2022, we had a contingent obligation to pay the BIRD Foundation aggregate royalties in the amount of approximately \$450,000. For additional information, see “Item 4.B—Information on the Company—Business Overview—Binational Industrial Research and Development Foundation.”

C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES, ETC.

See “Item 4.B—Information on the Company—Business Overview—Research and Development,” “Item 4.B—Information on the Company—Business Overview—Proprietary Rights”, and “Item 5—Operating and Financial Review and Prospects—Research and Development” and “Item 5.A—Operating and Financial Review and Prospects—Operating Results”.

D. TREND INFORMATION

During 2022, we saw more deployments of 5G SA by CSPs, but still in small numbers. According to industry research, 36 operators launched 5G standalone networks so we expect that the number of 5G SA deployments will grow during 2023 and beyond, although the pace of such growth is still unknown. CSPs are continuing to invest in 5G networks and more devices have become commercially available despite the economic disruption. We saw the mobile industry continuing to allocate 5G spectrum and the investment in 5G SA networks in both trials and live deployments.

5G networks and services are much more complex and dynamic than traditional networks. They use cloud-native technologies such as containers and kubernetes to enable automation and simplification and to reduce operating costs. These technological advancements may result in potential increased interest by CSPs in our solutions.

We consider customer experience as another driver for CSPs to invest in solutions that enable them to better monitor and proactively offer resolution and upgrade of quality of service.

As services become more technologically complex and their volumes increase, service quality becomes an issue that must be addressed to allow for end-to-end visibility across the different network areas. Our automated assurance solutions address this need by providing end-to-end network visibility from RAN to core, enabling CSPs to monitor their networks end-to-end as they progress with 5G deployments.

E. CRITICAL ACCOUNTING ESTIMATES

Critical Accounting Policies and Estimates

The preparation of Consolidated Financial Statements and related disclosures in conformity with U.S. GAAP requires us to make judgments, assumptions, and estimates that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. Note 2 of the Notes to the Consolidated Financial Statements describes the significant accounting policies and methods used in the preparation of the Consolidated Financial Statements. The accounting policies described below are significantly affected by critical accounting estimates. Such accounting policies require significant judgments, assumptions, and estimations used in the preparation of the Consolidated Financial Statements, and actual results could differ materially from the amounts reported based on these policies.

Revenue recognition.

We recognize revenues in accordance with ASC No. 606, "Revenue from Contracts with Customers". As such, we identify a contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to each performance obligation in the contract and recognize revenues when (or as) performance obligations are satisfied as follows:

a) Identify the contract with a customer:

We generally consider either agreements or purchase orders, which in some cases are governed by master agreements, to be contracts with customers. In evaluating the contract with a customer, we analyze the customer's intent and ability to pay the amount of promised consideration (credit risk) and consider the probability of collecting substantially all of the consideration.

b) Identify the performance obligations in the contract:

At a contract's inception, we assess the goods or services promised in a contract with a customer and identify the performance obligations.

The main performance obligations would generally include:

License for our software solutions (which may include significant customization), professional services, managed services, service type warranty and post-contract customer support, each of which are distinct.

c) Determine the transaction price:

The transaction price is the amount of consideration to which we are entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

We don't usually grant our customers with a right to return the products sold. However, in some cases, the arrangements may include refunds, liquidated damages, penalties or other damages if we fail to deliver future goods or services or if the goods or services fail to meet certain specifications to acceptance criteria. All of the above are accounted for as variable considerations, which may be considered as adjustments to the transaction price.

We include estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and all information (historical, current and forecasted) that is reasonably available.

As our standard payment terms are less than one year, the contracts have no significant financing component. In instances of contracts where revenue recognition differs from the timing of invoicing, we have determined that those contracts generally do not include a significant financing component. The primary purpose of the invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to receive or provide financing.

d) Allocate the transaction price to the performance obligations in the contract:

Our selling price is highly variable. Each contract is different by its scope and price. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. The standalone selling prices of software licenses are typically estimated using the residual approach. Standalone selling prices of services are typically estimated based on observable transactions when these services are sold on a standalone basis or on a cost basis. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis.

e) Recognize revenue when a performance obligation is satisfied:

Revenue is recognized when or as performance obligations are satisfied by transferring control of a promised good or service to a customer. Control is either transferred over time or at a point in time, which affects the revenue recognition schedule.

Products. Revenues from sales of software solutions which include customer acceptance or software licenses only are recognized at a point in time of the acceptance of the solution or the point in time the software license is delivered.

Services. Revenues related to managed services, service type warranty and post-contract customer support are recognized over time on a straight-line basis.

Projects. Revenues from the software solutions which include software license with significant customization are usually recognized over time during the customization period based on Person Months, or PM, incurred to date in ratio to total estimated PM which represent an input method that best depicts the transfer of control over the performance obligation to the customer. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

Deferred revenues represent unrecognized fees collected as well as other advances and payments received from customers, for which revenue has not yet been recognized. Deferred revenues are classified as short-term and long-term deferred revenues based on the period in which revenues are expected to be recognized.

We record unbilled receivables from contracts when the revenue recognized exceeds the amount billed to the customer.

We capitalize an asset for the incremental costs of obtaining a contract whenever such expenses are expected to be recovered. Capitalized costs derive primarily from sales commissions or incentives granted to employees and partners. Our contracts with customers include performance obligations related to products and services, some of which are satisfied at a point in time and others over time. Commission costs related to performance obligations satisfied at a point in time are expensed at the time of sale, which is when revenue is recognized. Commission costs related to long-term service contracts and performance obligations satisfied over time are deferred and recognized on a systematic basis that is consistent with the transfer of the products or services to which the asset relates. Amortization expense is included in sales and marketing expenses in the accompanying consolidated statements of income (loss).

Share-based compensation. Our accounts for share-based compensation are in accordance with ASC No. 718 “Compensation – Stock-based Compensation”, or ASC 718, which requires us to estimate the fair value of share-based payment awards on the grant date using an option-pricing model.

We recognize compensation expenses for the value of its awards over the requisite service period of each of the awards. For graded vesting awards subject to service conditions only, we use the straight-line attribution method. We estimate expected forfeitures.

We selected the Black-Scholes option-pricing model as the most appropriate fair value method for our stock options awards. This option-pricing model requires several assumptions, of which the most significant are the expected stock price volatility and the expected option term. Expected volatility was calculated based upon actual historical stock price movements over the most recent periods ending on the grant date, equal to the expected option term, as management believes that this is the best indicator of future volatility. The expected term was generated by running the Monte Carlo model pursuant to which historical post-vesting forfeitures and suboptimal exercise factor is estimated by using historical option exercise information. The suboptimal exercise factor is the ratio by which the stock price must increase over the exercise price before employees are expected to exercise their stock options. The expected term of the options granted is derived from the output of the options valuation model and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on the yield from U.S. treasury bonds with an equivalent term to the expected life of the options. Forfeitures account as they occur. Historically the Company has not paid dividends and in addition has no plans in the foreseeable future to pay dividends, and therefore use an expected dividend yield of zero in the option pricing model.

Determining the fair value of share-based awards at the grant date requires the exercise of judgment.

Other than a grant of 4,906 options to purchase our ordinary shares granted to our director, Zohar Zisapel, no other options to purchase ordinary shares (other than RSUs) were granted by us during the years ended December 31, 2022, 2021 and 2020.

In 2021, the Company elected to change its accounting policy for recognizing share-based compensation expense for graded vesting share awards subject to service conditions only by applying the straight-line attribution method instead of the accelerated attribution method and using an estimated forfeiture rate of awards expected to be forfeited for each award rather than account for the forfeitures as they occur. The change in the recognition of share-based compensation expense represents a change in accounting principle which the Company believes to be preferable because the straight-line attribution method is the predominant method used in its industry and because estimating forfeitures will result in a more accurate attribution of share-based compensation expense since the Company has accumulated during the last few years sufficient historical experience to make a reasonable estimate of the forfeiture pattern of its employees.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. DIRECTORS AND SENIOR MANAGEMENT

The following table lists our current directors and executive officers:

Name	Age	Position
Rachel (Heli) Bennun	69	Executive Chairman of our Board of Directors
Matty Karp ⁽¹⁾⁽⁴⁾⁽⁵⁾	73	Director
Mirella Kuvent ⁽¹⁾⁽²⁾⁽⁴⁾	62	Director
Oren Most ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁵⁾	72	Director
Yaron Ravkaie	54	Director
Rami Schwartz ⁽¹⁾⁽⁵⁾	65	Director
Zohar Zisapel	74	Director
Eyal Harari	46	Chief Executive Officer
Hadar Rahav	35	Chief Financial Officer
Hilik Itman	51	Chief Operating Officer
Rami Amit	57	Chief Technology Officer and Head of Product

(1) Independent Director, under Nasdaq Stock Market Rules, or the Nasdaq Listing Rules.

(2) Chairman of Audit Committee.

(3) Chairman of Compensation Committee.

(4) Audit Committee Member.

(5) Compensation Committee Member.

Ms. Rachel (Heli) Bennun has served as a director since December 2012 and was appointed as the Executive Chairman of our Board of Directors in September 2015. Ms. Bennun has also served as a director of Electreon Wireless Ltd. (TASE:ELWS) since March 2021 until November 2022. Ms. Bennun has over 25 years of professional experience in hi-tech companies. Ms. Bennun co-founded Arel Communications & Software Ltd. (formerly Nasdaq: ARLC) in 1988, a company focused on offering integrated video, audio and data-enabled conferencing solutions, including real time Interactive Distance Learning, and served as CEO, CFO, and director, leading the company to its initial public offering on Nasdaq in 1994. Ms. Bennun also co-founded ArelNet Ltd. (formerly TASE: ARNT), a pioneer in the field of Voice over IP, and served as CEO and as a director, leading the company to its initial public offering on TASE and until its acquisition by Airspan Network Inc. Ms. Bennun has also served as CEO and director of OrganiTech USA, Inc. (PINK: ORGT), a pioneer in the cleantech industry. Ms. Bennun holds a M.Sc. and a B.Sc. in Industrial and Management Engineering from Ben-Gurion University.

Mr. Matty Karp has served as a director since December 2009. From 1996 to 2015, he was the managing partner of Concord Ventures, an Israeli venture capital fund focused on Israeli early-stage technology companies, which he co-founded in 1997. From 2007 to 2008, he served as the Chairman of Israel Growth Partners Acquisition Corp. From 1994 to 1999, he served as the Chief Executive Officer of Kardan Technologies, a technology investment company, and continued to serve as a director until October 2001. From 1994 to 1997, he served as the President of Nitzanim Venture Fund, an Israeli venture capital fund focused on early-stage high technology companies. From 1987 to 1994, he served in numerous positions at Elbit Systems Ltd. (Nasdaq and TASE: ESLT). Mr. Karp has served as a director of a number of companies, including: Elta Ltd.; Galileo Technology, which was acquired by Marvell Technology, Inc. (Nasdaq: MRVL); Accord Networks which was acquired by Polycom, Inc.; Saifun Semiconductors, which merged with Spansion, and El Al Israel Airlines Ltd. (TASE: ELAL). Mr. Karp received a B.Sc., cum laude, in Electrical Engineering from the Technion - Israel Institute of Technology and is a graduate of the Harvard Business School Advanced Management Program.

Ms. Mirella Kuvent has served as a director since July 2019. Ms. Kuvent served as an external director and member of the risk management and audit committees for Diners Club Israel Ltd. and Diners Finance Ltd from 2018 until 2021. Ms. Kuvent has also served as an external director to Ham-Let (Israel Canada) Ltd. from 2007 to 2013 and for the Company for the Reconstruction and Development of the Jewish Quarter in the Old City of Jerusalem Ltd. from 2014 to 2017 and has been a member of finance committees, audit committees and compensation committees, having also served as chair of an audit committee. Ms. Kuvent also has extensive experience in senior commercial, marketing and business development roles with technology companies offering solutions to communications services providers as well as with a large communication services company. Ms. Kuvent holds a B.A. in business administration from Fundação Getúlio Vargas and an M.B.A. from the Hebrew University of Jerusalem.

Mr. Oren Most has served as a director since July 2019. Mr. Most is the founder and former president of Golan Telecom, Ltd., an Israeli cellular operator. Mr. Most has also served in executive positions with several private and public companies including as President and Chief Executive Officer of Gilat Satellite Networks Ltd. (Nasdaq and TASE: GILT) and as Founder and Deputy Chief Executive Officer of Cellcom (Israel) Ltd. Mr. Most has also served as director for several public and private corporations. Mr. Most holds a B.A. in Sociology & Anthropology, Film & Television from the Tel Aviv University and an M.B.A. from New York University.

Mr. Yaron Ravkaie has served as a director since January 2020. Mr. Ravkaie is the chief executive officer of Teridion Technologies Ltd., having assumed that role in January 2020. Mr. Ravkaie previously served as the Company's chief executive officer from January 2016 through December 2019. Prior to joining RADCOM, Mr. Ravkaie served during 2015 as the Chief Business Officer of RR Media Ltd. Prior to serving at RR Media Ltd., and between 1998 and 2015, Mr. Ravkaie served in various roles with Amdocs Ltd. (Nasdaq: DOX), including as the President of the Mobile Financial Services Division, President of the AT&T division, and other director and vice president roles. Mr. Ravkaie served for nine years in information systems, industrial engineering and logistics with the Israeli Air Force as a Major. Mr. Ravkaie holds an M.B.A. from the University of Beersheba and a B.Sc. in Industrial Engineering & Management from the Technion, Haifa.

Mr. Rami Schwartz has served as a director since July 2019. Mr. Schwartz has over 20 years' experience in leadership positions in the technology and enterprise software fields. Mr. Schwartz currently serves as the Managing Director of the Portland Trust Israel and as an Advisory Board Member to AlgoSec. Mr. Schwartz previously served in senior positions, including as business group president, founder, Chief Executive Officer and Active Chairman, with several public and private companies including Amdocs. Mr. Schwartz also served as Chief of System Development for the Israeli Air Force. Mr. Schwartz holds a B.Sc. in math and computer science from the Hebrew University of Jerusalem.

Mr. Zohar Zisapel, a co-founder of our Company, has served as a director since our inception in 1985 and served as our Chairman of the Board from inception until September 2015. Mr. Zisapel is the Chairman of Ceragon Networks Ltd. (Nasdaq: CRNT) and serves as chairman or director of several private companies in the in the areas of communications, cyber security and automotive. Mr. Zisapel holds a B.Sc. and a M.Sc. in Electrical Engineering from the Technion - Israel Institute of Technology and an M.B.A. from Tel-Aviv University.

Mr. Eyal Harari, our Chief Executive Officer, joined us in November 2000 as a software R&D group manager and was appointed to his current position effective January 1, 2020, having previously served as Chief Executive Officer of RADCOM US and as our Chief Operating Officer. Before joining RADCOM, Mr. Harari served in the Communication, Computers & Electronics Corps of the Israel Defense Forces, managing large-scale software projects. Mr. Harari received a B.A. in Computer Science from the Open University of Tel Aviv and holds an M.B.A. from Tel-Aviv University and an LL.M. in Business Law from Bar Ilan University.

Ms. Hadar Rahav has served as our Chief Financial Officer since January 2022. Ms. Rahav joined us in May 2020 as our Head of Global Finance. Prior to joining our Company, Ms. Rahav served as Corporate Director of Finance at TAT Technologies Ltd. (Nasdaq: TATT; TASE: TATT.TA) from 2018 until 2020, and as Corporate Controller at Electra Consumer Products (1970) Ltd. (ECP.TA) from 2015 until 2018. Before 2018, Ms. Rahav served in various positions with Ernst & Young Israel. Ms. Rahav holds a BA (cum laude) in Business Management Accounting and Risk Management from the College of Management and Academic Studies, Rishon Le-Zion and is certified in Israel as a CPA.

Mr. Hilik Itman, our Chief Operating Officer joined us in June 1997 as a software engineer and was appointed to his current position in January 2020, having most recently served as the Company's Vice President of Research and Development. Mr. Itman led the development of our main legacy products (R70S and MaveriQ) during the company's transition from hardware-based products, to software-based probe products. Mr. Itman holds a B.A. in Mathematics and Computer Science from the Open University.

Mr. Rami Amit, our Chief Technology Officer and Head of Product, joined us in February 2017. Prior to joining RADCOM, Mr. Amit served from 2013 to 2017 as director of engineering in the Cisco Systems, Inc.'s NFV Business Unit, which included worldwide deployments by many tier 1 customers. Mr. Amit was a major contributor to the vision of the evolution to virtualization in that space. Prior to his time at Cisco Mr. Amit was Chief Technology Officer for Jungo Connectivity Ltd., a leading software provider, founded Surf&Call Solutions Ltd., which was later acquired by CosmoCom, Inc. and was the first employee of the VoIP industry pioneer, VocalTec Ltd., in which he is considered as one of the early inventors of VoIP, building the first ever VoIP gateway shown in public in the mid-1990s and leading many of the VoIP technologies used today on a daily basis. Mr. Amit holds a B.Sc. in electrical engineering from Tel Aviv University.

Ms. Bennun is the life partner of Mr. Zohar Zisapel. Otherwise, there are no family relationships between any of the directors or executive officers named above.

B. COMPENSATION

The following table presents information regarding compensation accrued in our financial statements for our five most highly compensated office holders (within the meaning of the Companies Law), during or with respect to the year ended December 31, 2022.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Equity-Based Compensation (\$)⁽¹⁾	All Other Compensation (\$)⁽²⁾	Total (\$)
Eyal Harari, CEO	2022	300,000	204,491	324,059	44,275	872,825
Hilik Itman, COO	2022	234,827	125,987	360,715	82,608	804,137
Rami Amit, CTO and Head of Product	2022	234,827	117,621	278,591	88,421	719,460
Hadar Rahav, CFO	2022	133,394	142,067	84,935	52,586	412,982
Rachel (Heli) Bennun, Executive Chairman of our Board of Directors	2022	102,826	106,000	127,286	36,729	372,841

(1) Equity based compensation includes the cost of non-cash share-based compensation of the Company in 2022. The grants awarded during 2022 and 2023 were for a vesting term of up to 4 years.

(2) All other compensation includes social benefits and car leasing costs.

The bonus paid to our CEO is based on a formula which takes into consideration independent measurable and non-measurable components and which was approved by Board of Directors in accordance with the Compensation Policy and the CEO's amended terms of employment approved by general meeting of our shareholders on July 21, 2022.

The bonus and commission payments made to our other officers and the Executive Chairman of our Board of Directors are based on the achievements of goals and objectives that are set and communicated at the beginning of each year and which are made in accordance with our Compensation Policy, as approved by our shareholders from time to time and most recently on July 11, 2019, as amended on July 8, 2021 and July 21, 2022.

The aggregate direct remuneration paid to all our directors and executive officers as a group for the year ended December 31, 2022, was approximately \$2.1 million in salaries, bonus, commissions and directors' fees. This amount includes approximately \$0.3 million that was set aside or accrued to provide pension, retirement or similar benefits. These amounts do not include the expense of share-based compensation as per ASC 718.

During 2022, our office holders, as such term is defined in the Israeli Companies Law, 1999, or Office Holders, who are not directors, received, in the aggregate, 212,800 restricted share units, or RSUs, under our 2013 Share Option Plan, or the 2013 Plan. The RSUs have a vesting schedule of four years over equal annual installments commencing as of the date of the grant. Further information regarding the options and RSU grants to our directors is detailed below.

As of December 31, 2022, our current directors and officers, as a group, held options to purchase an aggregate of 40,006 ordinary shares of the Company and 319,198 RSUs that were granted under our 2013 Plan.

Our directors are reimbursed for expenses and receive cash and equity compensation, which terms are detailed below.

The cash compensation currently paid to our independent directors as approved by a resolution of our shareholders in the annual general meeting held on July 9, 2020 and ratified in the annual general meeting of shareholders held on July 21, 2022 (other than to our Executive Chairman, as of July 21, 2022) is an annual fee of NIS 52,000 (currently equivalent to approximately \$15,580) and a per meeting attendance fee of NIS 2,000 (currently equivalent to approximately \$600). In addition, upon his or her election or re-election, each of our non-executive directors receives a grant of 15,600 RSU or the equivalent in options to purchase ordinary shares, vesting over a period of three years.

Share Option Plans

On March 28, 2023, our Board of Directors adopted the 2023 Equity Incentive Plan, or the 2023 Plan. The 2023 Plan expires on March 27, 2033. Under the 2023 Plan, we may grant options to purchase our ordinary shares, restricted shares and RSUs to our employees, directors, consultants and contractors. Options and RSUs granted under our 2023 Plan generally vest over a period of between one and four years, with expiration term for options of five to seven years from the date of grant, subject to the discretion of our Board of Directors, which has the authority to deviate from such parameters in respect of specific grants. The 2023 Plan is administered either by our Board of Directors or, subject to applicable law, by our Compensation Committee, which has the discretion to make all decisions relating to the interpretation and operation of the 2023 Plan, including determining who will receive an option award and the terms and conditions of the option awards. We have reserved 1,500,000 ordinary shares under our 2023 Plan and to date, no grants were made hereunder.

On April 3, 2013, our Board of Directors adopted the 2013 Share Option Plan, or the 2013 Plan. The 2013 Plan expires on April 2, 2023. Under the 2013 Plan, we may grant options to purchase our ordinary shares, restricted shares and RSUs to our employees, directors, consultants and contractors. As of March 23, 2023, we have granted 1,278,808 options and 2,544,031 RSUs under the 2013 Plan. In addition, we granted 40,000 RSUs to our CEO in February 2023, which are pending shareholders' approval. Options and RSUs granted under our 2013 Plan generally vest over a period of between one and four years, with expiration term for options of five to seven years from the date of grant, subject to the discretion of our Board of Directors, which has the authority to deviate from such parameters in respect of specific grants. The 2013 Plan is administered either by our Board of Directors or, subject to applicable law, by our Compensation Committee, which has the discretion to make all decisions relating to the interpretation and operation of the 2013 Plan, including determining who will receive an option award and the terms and conditions of the option awards.

We measure the compensation expense for all share-based payments (including employee stock options) at fair value, in accordance with ASC 718. We recorded an expense of approximately \$5.2 million for share-based compensation plans during 2022. In February 2023 and During 2022, we granted 235,000 and 418,733 RSUs, respectively, which will result in ongoing accounting charges that will significantly reduce our net income. See Notes 2(n) and 11(b) of the Notes to the Consolidated Financial Statements for further information.

As of March 23, 2023, there were 40,006 outstanding options to purchase ordinary shares and 739,838 unvested RSUs.

Pursuant to Rule 5615(a)(3) of the Nasdaq Listing Rules, we follow our home country practice in lieu of the Nasdaq Listing Rules with respect to the approvals required for the establishment and for material amendments to our share option plans. Consequently, we have adopted share option plans and material amendments thereto by action of our board of directors, without shareholder approval. See also "Item 16G—Corporate Governance."

Compensation Policy

On June 5, 2019, our Compensation Committee and Board of Directors approved our compensation policy for our Executive Officers and Directors, and our shareholders approved the compensation policy on July 11, 2019. On July 8, 2021, our shareholders approved an amendment to our compensation policy. On July 21, 2022, our shareholders re-approved our compensation policy, in the form approved on July 11, 2019 as amended on July 8, 2021. See "Item 6.C—Directors, Senior Management and Employees—Board Practices—Compensation Committee."

C. BOARD PRACTICES

Terms of Office

Our current Board of Directors is comprised of Rachel (Heli) Bennun (Executive Chairman), and our non-executive directors, Matty Karp, Mirella Kuvent, Oren Most, Yaron Ravkaie, Rami Schwartz, and Zohar Zisapel. Our directors are elected by the shareholders at the annual general meeting of the shareholders, except in certain cases where directors are appointed by the Board of Directors and their appointment is later ratified at the first meeting of the shareholders thereafter. All of our directors were elected in by our shareholders in our annual general meeting. The terms of office of Mr. Schwartz and Mr. Most will expire on our 2024 annual general meeting. The terms of office of Mr. Zisapel, Mr. Ravkaie and Ms. Kuvent will expire on our 2023 annual general meeting. The terms of office of Ms. Bennun and Mr. Karp will expire on our 2025 annual general meeting. None of our directors have service contracts with the Company relating to their service as a director, and none of the directors will receive benefits upon termination of their position as a director. For a description of our compensation of directors see "Item 6.B—Directors, Senior Management and Employees—Compensation."

External Directors

Under the Israeli Companies Law, a public company incorporated under the laws of the State of Israel must appoint at least two External Directors; however, pursuant to an exemption provided under section 5D of the Israeli Companies Regulations (Relief for Public Companies with Shares Listed for Trading on a Stock Market Outside of Israel), 5760-2000, or the Exemption, a public company with securities listed on certain foreign exchanges, including Nasdaq, that satisfies the applicable foreign country laws and regulations that apply to companies organized in that country relating to the appointment of independent directors and composition of audit and compensation committees and has no controlling shareholder is exempt from the requirement to elect External Directors or comply with the audit committee and compensation committee composition requirements under the Companies Law.

On July 31, 2019, our Board adopted the Exemption. As a result of the adoption of the Exemption, the terms of office of any External Directors serving at the time of such adoption were shortened to the earlier to occur of the remainder of their three-year term as External Director or the term ending on the second annual general meeting following the adoption of the Exemption. As a result, the terms of office of Mr. Schwartz and Mr. Most were shortened.

Audit Committee

The current members of our Audit Committee are Mirella Kuvent, Matty Karp and Oren Most. Ms. Kuvent is the Chairman of the Audit Committee. Our Board of Directors has determined that each of the members of our Audit Committee is independent within the meaning of the Nasdaq Listing Rules. Our Board of Directors has also determined that Oren Most is an “Audit Committee Financial Expert” as defined in Item 407(d)(5)(ii) of Regulation S-K under the Exchange Act and that he has the requisite experience under Nasdaq Listing Rules.

Our Audit Committee operates under a written charter that is posted on our website.

As stated in our Audit Committee charter, the Audit Committee assists our Board of Directors 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” requirements and performance of our independent auditors. The Audit Committee also has the authority and responsibility to oversee our independent auditors, to recommend for shareholder approval the appointment and, where appropriate, the replacement of our independent auditors, and to pre-approve audit engagement fees and all permitted non-audit services and fees.

Under the Companies Law and the Nasdaq Listing Rules, our Audit Committee is responsible for, among others (i) determining whether there are deficiencies in the business management practices of our Company, including in consultation with our internal auditor or the independent auditor, and making recommendations to the Board to improve such practices, (ii) determining whether to approve certain related party transactions (including transactions in which an Office Holder has a personal interest) and whether such transaction should be deemed as material or extraordinary, (iii) where the Board approves the working plan of the internal auditor, to examine such working plan before its submission to the Board and propose amendments thereto, (iv) examining our internal controls and internal auditor’s performance, including whether the internal auditor has sufficient resources and tools to dispose of its responsibilities, (v) examining the scope of our auditor’s work and compensation and submitting a recommendation with respect thereto to our Board or shareholders, depending on which of them is considering the appointment of our auditor, and (vi) establishing procedures for the handling of employee complaints as to the management of our business and the protection to be provided to such employees. In compliance with regulations promulgated under the Israeli Companies Law, our Audit Committee also approves our financial statements, thereby fulfilling the requirement that a board committee provide such approval.

Compensation Committee

The current members of our Compensation Committee are Oren Most, Matty Karp and Rami Schwartz. Mr. Most is the Chairman of the Compensation Committee. Our Board of Directors has determined that each of the members of our Compensation Committee is independent within the meaning of the Nasdaq Listing Rules.

The Compensation Committee operates under a charter that is posted on our website.

As stated in our Compensation Committee Charter and as provided under the Israeli Companies Law and the Nasdaq Listing Rules, our Compensation Committee is responsible for (i) proposing Office Holder compensation policies to the Board, (ii) proposing necessary revisions to any compensation policy and examining its implementation, (iii) determining whether to approve transactions with respect to compensation of Office Holders, (iv) determining, in accordance with Office Holder compensation policies, whether to exempt an engagement with an unaffiliated nominee for the position of chief executive officer from requiring shareholder approval, and (v) administration of our share option plan.

Subject to the provisions of the Israeli Companies Law, compensation of executive officers is generally determined and approved by our Compensation Committee and our Board of Directors. Shareholder approval is generally required when (i) approval by our Board of Directors and our Compensation Committee is not consistent with our Compensation Policy which was last adopted by annual meeting of shareholders on July 21, 2022, or (ii) the compensation is that of our Chief Executive Officer. In special circumstances, our Compensation Committee and Board may approve the compensation of an executive officer (other than a director, a chief executive officer or a controlling shareholder) or approve the compensation policy despite shareholder objection. Additionally, under certain circumstances, our Compensation Committee may exempt an engagement with a nominee for the position of chief executive officer from requiring shareholders' approval or may otherwise postpone such shareholders' approval.

A director or executive officer may not be present when the Board discusses or votes upon the terms of his or her compensation, unless the chairman of the Board determines that he or she should be present to present the transaction that is subject to approval. The Chief Executive Officer may not be present during voting or deliberations regarding his or her compensation.

The Israeli Companies Law provides that our compensation policy must serve as the basis for the decisions concerning the financial terms of employment or engagement of Office Holders, including exculpation, insurance, indemnification or any monetary payment or obligation of payment in respect of employment or engagement. The compensation policy must be approved (or reapproved) not longer than every three years, and relate to certain factors, including advancement of the company's objective, business plan and its long-term strategy and creation of appropriate incentives for Office Holders. It must also consider, among other things, the company's risk management, size and nature of its operations. The compensation policy must furthermore consider the following additional factors:

- the knowledge, skills, expertise and accomplishments of the relevant Office Holder;
- the Office Holder's roles and responsibilities and prior compensation agreements with him or her;
- the relationship between the terms offered and the average compensation of the other employees of the company, including those employed through human resource companies;
- the impact of disparities in salary upon work relationships in the company;
- the possibility of reducing variable compensation at the discretion of the Board of Directors or the possibility of setting a limit on the exercise value of non-cash variable equity-based compensation; and
- as to severance compensation, the period of service of the Office Holder, the terms of his or her compensation during such service period, the company's performance during that period of service, the person's contributions towards the company's achievement of its goals and the maximization of its profits and the circumstances under which the person is leaving the company.

The compensation policy must also include the following principles:

- the link between variable compensation and long-term performance and measurable criteria;
- the relationship between variable and fixed compensation, and the ceiling for the value of variable compensation;
- the conditions under which a director or executive would be required to repay compensation paid to him or her if it was later shown that the data upon which such compensation was based was inaccurate and was required to be restated in the company's financial statements;
- the minimum holding or vesting period for variable, equity-based compensation; and
- maximum limits for severance compensation.

On June 5, 2019, our Compensation Committee and Board of Directors approved an amended compensation policy for Executive Officers and Directors, and our shareholders approved such compensation policy on July 11, 2019. On July 21, 2022, our shareholders re-approved our then amended Compensation Policy.

Internal Auditor

Under the Israeli Companies Law, the board of directors of a public company must also appoint an internal auditor proposed by the audit committee. The duty of the internal auditor is to examine, among other things, whether the company's conduct complies with applicable law and orderly business procedure. Under the Israeli Companies Law, the internal auditor may not be an interested party, an Office Holder or an affiliate, or a relative of an interested party, an Office Holder or affiliate, nor may the internal auditor be the company's independent accountant or its representative. An interested party is defined in the Israeli Companies Law as a 5% or greater shareholder, any person or entity that has the right to designate at least one director or the general manager of the company and any person who serves as a director or as a general manager.

Ms. Sharon Cohen, who is a partner at Brightman Almagor Zohar & Co., a member of Deloitte, serves as our internal auditor.

Exculpation, Indemnification and Insurance of Directors and Officers

We have agreed to exculpate and indemnify our Office Holders to the fullest extent permitted under the Israeli Companies Law. We have also purchased a directors and officers liability insurance policy. For information regarding exculpation, indemnification and insurance of directors and officers under applicable law and our articles of association, see "Item 10.B—Additional Information—Memorandum and Articles of Association."

Management Employment Agreements

We maintain written employment agreements with all our employees. These agreements provide, among other matters, for monthly salaries, our contributions to Managers' Insurance and an Education Fund and severance benefits. Most of our agreements with our key employees are subject to termination by either party upon the delivery of notice of termination as provided therein.

Nominating Committee

Our Board of Directors does not currently have a nominating committee. However, independent directors do retain oversight over director nominations, and in accordance with the requirements of the Nasdaq Listing Rules, our director nominees will either be selected for or recommended to the Board of Directors by a majority of the independent directors of the Board of Directors.

D. EMPLOYEES

Our total headcount as of December 31, 2022, was 284, compared to 278 in 2021 and 276 in 2020, including full-time and part-time employees and contractors, broken down geographically and by function as follows:

	Research and Development	Sales, Marketing and Customer Support	Operations	Administration and Management	Total Headcount
Israel	92	26	3	10	131
India	18	43	0	2	63
United States	0	15	0	4	19
Brazil	0	11	0	1	12
Other	37	22	0	0	59
Total	<u>147</u>	<u>117</u>	<u>3</u>	<u>17</u>	<u>284</u>

We consider our relations with our employees to be good and we have never experienced a strike or work stoppage. Except for employees located in Brazil, none of our employees are represented by labor unions.

For more information, see “Item 4.B—Information on the Company—Business Overview—Employees.”

E. SHARE OWNERSHIP

For information regarding the share ownership of directors and officers, see Item 7.A. “*Major Shareholders and Related Party Transactions—Major Shareholders.*” For information as to our equity incentive plan, see Item 6.B. “*Director; Senior Management and Employees—B. Compensation—Share Option Plan.*”

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. MAJOR SHAREHOLDERS

The following table sets forth information with respect to the beneficial ownership of our ordinary shares as of March 23, 2023, by:

- each person or entity known by us to own beneficially more than 5% of our outstanding ordinary shares;
- each of our directors and executive officers individually; and
- all of our executive officers and directors as a group.

The beneficial ownership of ordinary shares is determined in accordance with the SEC rules and generally includes any ordinary shares over which a person exercises sole or shared voting or investment power. For purposes of the table below, we deem shares subject to options that are currently exercisable or exercisable within 60 days of March 23, 2023, and restricted share units, or RSUs, that shall vest within 60 days of March 23, 2023, to be outstanding and to be beneficially owned by the person holding the options or restricted share units for the purposes of computing the percentage ownership of that person but we do not treat them as outstanding for the purpose of computing the percentage ownership of any other person. The percentage of shares beneficially owned is based on 14,986,532 ordinary shares outstanding as of March 23, 2023.

The information presented below is based on information provided to us by the directors, officers, and shareholders or disclosed in public filings with the SEC. The voting rights of our major shareholders do not differ from the voting rights of other holders of our ordinary shares.

Except for Mr. Zohar Zisapel, none of our executive officers or directors beneficially owns 1% or more of our outstanding ordinary shares.

As of March 23, 2023, our ordinary shares had a total of 15 holders of record, of which 8 were registered with addresses in the United States. We believe that the number of beneficial owners of our shares is substantially greater than the number of record holders, because a large portion of our ordinary shares is held of record in broker “street name”.

Name	Number of Ordinary Shares beneficially owned ⁽¹⁾	Percentage of Outstanding Ordinary Shares beneficially owned ⁽²⁾
<i>Principal Shareholders</i>		
Zohar Zisapel	2,911,572 ⁽³⁾	19.4%
Lynrock Lake LP	1,981,823 ⁽⁴⁾	13.2%
Yelin Lapidot Holdings Management Ltd.	1,487,252 ⁽⁵⁾	9.9%
<i>Directors and Officers, except for Zohar Zisapel</i>		
Rachel (Heli) Bennun	*	*
Matty Karp	*	*
Mirella Kuvent	*	*
Oren Most	*	*
Yaron Ravkaie	*	*
Rami Schwartz	*	*
Eyal Harari	*	*
Hadar Rahav	*	*
Hilik Itman	*	*
Rami Amit	*	*
All directors and executive officers as a group, except for Zohar Zisapel (10 persons)	166,547 ⁽⁶⁾	1.1%

* less than 1%

- (1) Except as otherwise noted and subject to applicable community property laws, each person named in the table has sole voting and investment power with respect to all ordinary shares listed as owned by such person. Shares beneficially owned include shares that may be acquired pursuant to options to purchase ordinary shares that are exercisable within 60 days of March 23, 2023.
- (2) The percentage of outstanding ordinary shares is based on 14,986,532 ordinary shares outstanding as of March 23, 2023. In determining the percentage owned by each person, ordinary shares for each person includes ordinary shares that may be acquired by such person pursuant to options to purchase ordinary shares that are exercisable within 60 days of March 23, 2023. The number of outstanding ordinary shares does not include 5,189 ordinary shares held by RADCOM US, a wholly owned subsidiary and 30,843 ordinary shares that were repurchased by us.
- (3) Includes (i) 2,332,185 ordinary shares held by Mr. Zohar Zisapel, (ii) 299,416 ordinary shares held by Michael & Klil Holdings (93) Ltd or Klil, an Israeli company, wholly owned by Mr. Zohar Zisapel, (iii) 242,731 ordinary shares held by Lomsha Ltd. or Lomsha, an Israeli company wholly owned by Mr. Zohar Zisapel, and (iv) 37,240 ordinary shares issuable upon exercise of options, currently exercisable or exercisable within 60 days of March 23, 2023. Mr. Zohar Zisapel’s brother, Mr. Yehuda Zisapel, may be deemed the beneficial owner of 344,809 ordinary shares. Additionally, Mr. Zohar Zisapel’s life partner and Executive Chairman of the Company’s Board of Directors, Ms. Heli Bennun, holds 40,570 ordinary shares, and 2,600 RSUs which shall vest within 60 days of March 23, 2023. Mr. Zohar Zisapel disclaims beneficial ownership of the ordinary shares held by Mr. Yehuda Zisapel and by Ms. Heli Bennun. This information is based on information provided to the Company by Mr. Zohar Zisapel.
- (4) Based on a Schedule 13G/A filed with the SEC on February 14, 2023. Includes 1,981,823 Ordinary Shares held by Lynrock Lake LP (the “**Investment Manager**”), the investment manager of Lynrock Lake Master. Pursuant to an investment management agreement, the Investment Manager has been delegated full voting and investment power over securities of the Issuer held by Lynrock Lake Master. Cynthia Paul, the Chief Investment Officer of the Investment Manager and Sole Member of Lynrock Lake Partners LLC, the general partner of the Investment Manager, may be deemed to exercise voting and investment power over securities of the Issuer held by Lynrock Lake Master. The address of each of Cynthia Paul, Lynrock Lake Partners LLC, and Lynrock Lake LP is 2 International Drive, Suite 130 Rye Brook, NY 10573.

- (5) Based on a Schedule 13G/A filed with the SEC on February 9, 2023. Includes 756,503 Ordinary Shares beneficially owned by mutual funds managed by Yelin Lapidot Mutual Funds Management Ltd. and 730,749 Ordinary Shares beneficially owned by provident funds managed by Yelin Lapidot Provident Funds Management Ltd, each of which a wholly-owned subsidiary of Yelin Lapidot Holdings Management Ltd. (each a “Yelin Lapidot Holder”). Each of Dov Yelin and Yair Lapidot owns 24.4% of the share capital and 25.0% of the voting rights of Yelin Lapidot Holdings Ltd. The address of each of the Yelin Lapidot Holders and each of Messrs. Yelin and Lapidot is 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel. Each of the Yelin Lapidot Holders and Messrs. Yelin and Lapidot and is a resident of Israel.
- (6) Each of the directors and executive officers not separately identified in the above table beneficially owns less than 1% of our outstanding ordinary shares, including options held by each such party, which are vested or shall become vested within 60 days of March 23, 2023, and have, therefore, not been separately disclosed. The number of shares is comprised of 139,363 ordinary shares and 27,184 RSUs that will vest within 60 days of March 23, 2023.

Significant Changes in Percentage Ownership by Major Shareholders

To our knowledge, the significant change in the percentage of ownership held by our major shareholders during the past three years has been the increase in the percentage of ownership held by Lynrock Lake LP above 5% as of 2021 and additional increases until it has a beneficial ownership percentage of 13.2% as of December 31, 2022, according to the Schedule 13G/A filed with the SEC on February 14, 2023.

B. RELATED PARTY TRANSACTIONS

RAD-BYNET Group

Mr. Zohar Zisapel, a member of our Board of Directors, is the Chairman of the board of Ceragon Networks Ltd., RADWIN Ltd., RADIFLOW Ltd., Hailo, HiAuto Ltd. and Innoviz Ltd. and director in the following companies: Nuance Hearing Ltd., RAD Data Communications Ltd., RAD-Bynet Properties and Assets (1981) Ltd., Packetlight Networks Ltd., CyberInt Technologies Ltd., Armis Security Ltd., Cylus Ltd. and several other private holdings, real estate and medical devices companies. The above list does not constitute a complete list of Mr. Zohar Zisapel’s holdings. In some of these companies his brother, Mr. Yehuda Zisapel is also a director.

Mr. Yehuda Zisapel (brother of Mr. Zohar Zisapel) serves also as director in additional companies, including: RADWARE Ltd., Bynet Data Communications Ltd., Bynet Electronics Ltd., Bynet Semech (Outsourcing) Ltd., Bynet Systems Applications Ltd., Ab-Net Communications Ltd., BYNET Software Systems Ltd., Internet Binat Ltd., SecurityDam Ltd., Binat Business Ltd. and several other private holdings, real estate and medical devices companies. The above list does not constitute a complete list of Mr. Yehuda Zisapel’s holdings.

Some of the above companies may be suppliers/distributors/consumers of RADCOM products or may render additional services by arm’s length transactions or share logistical arrangements with the Company. Some of the above companies are known as the “RAD-BYNET Group.”

Ms. Rachel (Heli) Bennun, who is the Executive Chairman of our Board of Directors, is Mr. Zohar Zisapel’s life partner.

We and other members of the RAD-BYNET Group also market certain of our products through the same distribution channels. Certain products of members of the RAD-BYNET Group are complementary to, and may be used in connection with, products of ours, and others of such products may be used in place of (and thus may be deemed to be competitive with) our products.

Supplier and Service Provider Arrangements

We purchase certain inventory, as well as personnel, administrative, Dev-Ops, Research and Development and IT products and services from members of the RAD-BYNET group, on terms that are either beneficial to us or are no less favorable than terms that might be available to us from unrelated third parties, based on quotes we received from unrelated third parties.

Members of the RAD-BYNET group may provide to us, for which we pay on market terms and rates. The aggregate amount of such purchases was approximately \$133,000 in 2022.

Office Leases

We currently lease office premises in Tel Aviv, Israel and in Paramus, New Jersey, from private companies controlled by Mr. Yehuda Zisapel and his wife, Ms. Nava Zisapel, and Mr. Zohar Zisapel. When these agreements were signed, the lease payments were at fair market prices based on quotes we received from third parties for similar space. Historically, we have had some additional flexibility to change the leased space, which we might not have had with unrelated third parties. The aggregate amount of lease and maintenance payments was approximately \$684,000 in 2022.

We believe that the terms of the transactions in which we have entered and are currently engaged with other members of the RAD-BYNET Group are beneficial to us and no less favorable to us than terms that might be available to us from unaffiliated third parties. All future transactions and arrangements (or modifications of existing ones) with members of the RAD-BYNET Group in which our Office Holders have a personal interest or which raise issues of such Office Holders' fiduciary duties will require approval by our Board of Directors and, in certain circumstances, approval of our Audit Committee and shareholders under the Israeli Companies Law.

C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

Our consolidated financial statements and other financial information, which can be found at the end of this Annual Report beginning on page F-1, are incorporated herein by reference.

Export Sales

In 2022 and 2021, the amount of our export sales was approximately \$44.6 million and \$37.9 million respectively, which represented 97% of our total sales and 94% of our total sales respectively.

Legal Proceedings

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

Dividend Policy

We have never declared or paid any cash dividends on our ordinary shares. We currently intend to retain any future earnings to finance operations and to expand our business and, therefore, do not expect to pay any cash dividends in the foreseeable future.

B. SIGNIFICANT CHANGES

Except as otherwise disclosed below and/or in this Annual Report, there has been no significant change affecting our financial statements since December 31, 2022.

ITEM 9. THE OFFER AND LISTING

A. OFFER AND LISTING DETAILS

Our ordinary shares are traded on the Nasdaq Capital Market under the symbol "RDCM."

B. PLAN OF DISTRIBUTION

Not applicable.

C. MARKETS

Our ordinary shares are traded on the Nasdaq Capital Market.

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 ASSOCIATION

Copies of our Memorandum and Articles of Association are attached as Exhibit 1.1 and Exhibit 1.2, respectively, to this Annual Report. The information called for by this Item is set forth in Exhibit 2.2 to this Annual Report and is incorporated by reference into this Annual Report.

C. MATERIAL CONTRACTS

On March 29, 2019, we entered into a series of agreements with AT&T relating to the sale of our solutions and services to AT&T. The AT&T agreements include:

- **Software and Professional Services Agreement**, or the AT&T SPSA – a three-year framework agreement with two additional one-year options which establishes general terms and conditions for the delivery of products and services. Such terms include, among others, terms relating to ordering procedures; AT&T site, privacy, and security requirements; terms related to the licensing of intellectual property to AT&T; change in control provisions permitting AT&T’s termination of the agreement under certain circumstances; intellectual property infringement indemnity; insurance requirements; and limitations of liability. The SPSA provides the structure pursuant to which the parties may enter into supplemental agreements for purposes of effectuating specific orders. With regard to such orders, the terms of any supplemental agreements take precedence over the terms of the SPSA. On August 24, 2022, the AT&T SPSA was extended for an additional period.
- **Supplement Agreement**, or the AT&T Supplement Agreement – a three-year agreement with two additional one-year options governing the sale of our solutions and related professional services to AT&T. The Supplement Agreement provides the detailed technical scope for our solutions and the prices applicable to such solutions. Pursuant to the Supplement Agreement, AT&T has committed to issue certain orders related to the continuing enhancement of existing solutions for the first two years of the agreement and to the expansion of license use rights during the first year of the agreement and retains options to issue certain additional orders over the three-year term of the agreement.
- **Supplemental Support & Maintenance Agreement** – a three-year agreement for our performance of support and maintenance services for our solutions deployed on AT&T’s network. This agreement defines the technical aspects of support including error severity levels, response times, and method of interface, as well as the annual fee for such services. On April 1, 2022, the Supplemental Support & Maintenance Agreement was extended for an additional period.

Additionally, we have entered and from time to time may enter into additional SOWs with AT&T providing for additional products and or services complementary to the services provided under AT&T SPSA and AT&T Supplement Agreement.

We entered into a series of agreements with Rakuten relating to the sale of our solutions and services to Rakuten. The Rakuten Agreements include:

- **Master Software and Professional Services Agreement**, or MSPSA – a multi-year framework agreement effective May 21, 2019, establishing general terms and conditions for the delivery of software and services. Such terms include, among others, terms relating to ordering procedures, intellectual property, confidentiality, indemnity, and limitations of liability. The MSPSA provides the structure pursuant to which the parties may enter into additional statements of work, or SOWs, for purposes of effectuating specific orders. The SOWs establish the scope of services, technical specifications, and certain other terms with regard to each particular order. The terms of any SOWs take precedence over the terms of the MSPSA.
- **Rakuten Managed Services Agreement**, or the Rakuten Managed Services Agreement – a multi-year agreement effective May 22, 2019, governing the delivery of our solution and services as a managed service to Rakuten and providing the detailed technical scope for the managed services and the prices applicable to such services. Rakuten Managed Services Agreement establishes a multi-year commitment with certain additional renewal periods. On July 14, 2022, the Rakuten Managed Services Agreement was extended by an additional period.
- **Rakuten 5G NSA/SA Managed Services Agreement**, or the Rakuten 5G NSA/SA Managed Services Agreement – a multi-year agreement effective as of August 31, 2020, governing the delivery of our solution and services as a managed service to Rakuten’s 5G NSA and SA network, providing the detailed technical scope for the managed services and the prices applicable to such services. The Rakuten 5G NSA/SA Managed Services Agreement establishes a multi-year commitment with certain additional renewal periods.

Additionally, we have entered and from time to time may enter into additional SOWs with Rakuten providing for additional products and or services complementary to the services provided under Rakuten Managed Services Agreement and the Rakuten 5G NSA/SA Managed Services Agreement.

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 our ordinary shares, except for the obligation upon 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 and from time to time.

E. TAXATION

Israeli Tax Considerations

The following is a summary of certain tax consequences applicable to companies incorporated in Israel, with special reference to its effect on us, as well as a summary of Israeli government programs that benefit us. The following also contains a discussion of material Israeli tax consequences concerning the ownership and disposition of our ordinary shares.

This summary does not discuss all the aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. 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 views expressed in the discussion will be accepted by the appropriate tax authorities or the courts. The discussion below is subject to change, including due to amendments under Israeli law or changes to the applicable judicial or administrative interpretations of Israeli law, possibly with a retroactive effect, which changes could affect the tax consequences described below. The discussion is not intended, and should not be construed, as legal or professional tax advice and is not exhaustive of all possible tax considerations.

Holders 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

Starting 2018 and thereafter, the taxable income of the Company is subject to the Israeli corporate tax at the rate of 23%.

Tax benefits under the Law for the Encouragement of Capital Investments, 1959, or the Encouragement of Capital Investments Law:

In August 2013, the Israeli Parliament enacted the Law for Changing National Priorities (Legislative Amendments for Achieving Budget Targets for 2013 and 2014), 2013 which includes Amendment 71 thereto, or Amendment 71. Per Amendment 71, the tax rate on preferred income from a preferred enterprise in 2014-2016 will be 9% in certain areas in Israel designated as Development Area A and 16% in other areas. In 2017, the tax rate for Development Area A was reduced to 7.5%.

We may claim the tax benefits offered by Amendment 71 in our tax returns, provided that our facilities meet the criteria for tax benefits set out by the amendment. We are also entitled to approach the Israeli Tax Authorities for a pre-ruling regarding their eligibility for benefits under Amendment 71 (and in some cases are required to apply for such approval).

In December 2016, the Israeli Parliament enacted the Economic Efficiency Law (Legislative Amendments for Applying the Economic Policy for the 2017 and 2018 Budget Years), 2016 which includes Amendment 73 thereto, or Amendment 73. Amendment 73, which came into effect in January 2017, prescribes special tax tracks for Preferred Technological Enterprises, granting such enterprises a corporate tax rate of 7.5% in Development Area A and 12% in other areas, and setting a corporate tax rate of 6% for enterprises that qualify as a Special Preferred Technological Enterprise.

Under Amendment 73, dividends distributed to individuals or non-Israeli shareholders by a Preferred Technological Enterprise or a Special Preferred Technological Enterprise, paid out of income that qualifies as "Preferred Technological Income," are generally subject to tax at the rate of 20% or such lower rate as may be provided in an applicable tax treaty, which, in each case, will be withheld at source (non-Israeli shareholders are required to present, in advance of payment, a valid withholding certificate from the Israel Tax Authority allowing for such 20% tax rate or lower treaty rate). However, dividends distributed to an Israeli company are not subject to tax (although, if such dividends are subsequently distributed to individuals or a non-Israeli company, withholding tax at a rate of 20% or such lower rate as may be provided in an applicable tax treaty, will apply. If such dividends are distributed to a foreign corporation or corporations (holding directly at least 90% in the Preferred Company which owns the Preferred Technological Enterprise or holding indirectly such 90% in the Preferred Company which owns the Preferred Technological Enterprise, subject to certain conditions) and other conditions are met, the applicable withholding tax rate will be 4%, or such lower rate as may be provided in an applicable tax treaty (in each case, subject to the receipt in advance of a valid withholding certificate from the Israel Tax Authority).

In order to be eligible for the reduced tax rates, a company must meet certain criteria as set forth in Amendment 73 including that R&D expenses and employee level remain at a certain rate.

We have yet to claim the tax benefits offered under Amendment 73 and accordingly such reduced taxes were not considered in the computation of the deferred taxes and valuation allowance as of December 31, 2022.

Capital Gains Tax on Sales of Our Ordinary Shares

Generally, as to Israeli residents, the Israeli tax law imposes a capital gains tax on the gain from the sale of any capital assets by Israeli residents, whether such gain was sourced in Israel or abroad. As to non-Israeli residents, the Israeli tax law generally imposes a capital gains tax on the sale of assets, including shares, by non-Israeli residents, if those assets are either (a) located in Israel; (b) located outside of Israel and are a direct or indirect right to an asset or inventory located in Israel; (c) are shares or rights to shares in an Israeli resident corporation; or (d) are rights in a foreign resident corporation (non-Israeli corporation) that holds, directly or indirectly, assets located in Israel, unless a specific exemption is available or unless a tax treaty between Israel and the shareholder's country of residence provides otherwise. Under the Israeli Income Tax Ordinance [New Version], 1961, there is a distinction between a 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. Inflationary surplus is currently not subject to tax in Israel.

The tax rate applicable to real gain derived by an Israeli individual from the sale of shares which had been purchased after January 1, 2012, whether listed on a stock exchange or not, is 25%. However, if such shareholder is considered a "Substantial Shareholder" at the time of sale or at any time during the preceding 12-month period, such gain will be taxed at the rate of 30%. A "substantial shareholder" is generally a person who holds, alone or together with a family relative or with a person who is not a relative where the person has a permanent cooperation agreement with such non-relative, directly or indirectly, at least 10% of any of the "means of control" of the corporation. "Means of control" generally include the right to vote, receive profits, nominate a director or an executive officer, receive assets upon liquidation, or order someone who holds any of the aforesaid rights how to act, regardless of the source of such right. Real capital gain derived by corporations will be generally subject to a corporate tax, currently at a rate of 23%.

Moreover, capital gains derived by a shareholder who is a dealer or trader in securities, or to whom such income is otherwise taxable as ordinary business income, are taxed in Israel at ordinary income rates (for fiscal year 2022, up to 50% for individuals and for Israeli resident corporations, the corporate tax rate is 23%).

Non-Israeli resident shareholders are generally exempt from Israeli capital gains tax on any gains derived from the sale, exchange or disposition of our ordinary shares purchased after January 1, 2009, provided that such gains were not derived from a permanent establishment or business activity of such shareholders in Israel (and certain other conditions are fulfilled). However, non-Israeli "body of persons" (as defined in the Ordinance, which includes corporate entities, partnerships, and other entities) will not be entitled to the foregoing exemptions if an Israeli resident (i) has a controlling interest of more than 25% in such non-Israeli body of persons or (ii) is the beneficiary of or is entitled to 25% or more of the revenues or profits of such non-Israeli body of persons, whether directly or indirectly.

Regardless of whether shareholders may be liable for Israeli income tax on the sale of our ordinary shares, the payment of the consideration may be subject to withholding of Israeli tax at the source. Accordingly, shareholders may be required to demonstrate that they are exempt from tax on their capital gains in order to avoid withholding at source at the time of sale.

U.S.-Israel Tax Treaty

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 (the "U.S.-Israel Tax Treaty"), the sale, exchange or disposition of ordinary shares by a person who (i) holds the ordinary shares as a capital asset, (ii) qualifies as a resident of the United States within the meaning of the U.S.-Israel Tax Treaty and (iii) is entitled to claim the benefits afforded to such resident by the U.S.-Israel Tax Treaty, generally will not be subject to Israeli capital gains tax unless either (a) such resident holds, directly or indirectly, shares representing 10% or more of the voting power of a company during any part of the 12-month period preceding such sale, exchange or disposition, subject to certain conditions, (b) the capital gains from such sale, exchange or disposition can be allocated to a permanent establishment in Israel, under certain terms, (c) the capital gain arising from such sale, exchange or disposition is attributed to real estate located in Israel; (d) the capital gain arising from such sale, exchange or disposition is attributed to royalties, or (e) such resident is an individual and was present in Israel for 183 days or more during the relevant taxable year. In the event that the exemption shall not be available, the sale, exchange or disposition of ordinary shares would be subject to such Israeli capital gains tax to the extent applicable; however, under the U.S.-Israel Tax Treaty, such residents may 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.

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 source. However, where a shareholder is exempt from Israeli taxation as described in the “Item 10.E—Additional Information—Taxation—Capital Gains Tax on Sales of Our Ordinary Shares”, such exemption takes precedence over the U.S.-Israel Tax Treaty.

Taxation of Non-Residents on Dividends

Non-Israeli residents are generally subject to Israeli withholding income tax on the receipt of dividends paid on our Shares at the rate of 25% (or 30% for individuals, if such individual is a Substantial Shareholder at the time receiving the dividend or on any date in the 12 months preceding such date), which tax will be withheld at source, unless a tax certificate is obtained from the Israeli Tax Authority authorizing withholding-exempt remittances or a reduced rate of tax pursuant to an applicable tax treaty. Such dividends are generally subject to Israeli withholding tax at a rate of 25% so long as the shares are registered with a nominee company (whether the recipient is a Substantial Shareholder or not). If the dividend is distributed from preferred income from a preferred enterprise, the tax rate is 20% (non-Israeli shareholders are required to present, in advance of payment, a valid withholding certificate from the Israel Tax Authority allowing for such tax rate).

However, a reduced tax rate may be provided under an applicable tax treaty. For example, under the U.S.-Israel Tax Treaty, Israeli withholding tax on dividends paid to a U.S. resident for treaty purposes may not, in general, exceed 25%, or 15% in the case of dividends paid out of the profits of an Approved Enterprise, subject to certain conditions. Where the recipient is a U.S. corporation owning 10% or more of the outstanding shares of the voting stock of the paying corporation throughout the paying corporation’s taxable year in which the dividend is paid and during the whole of its prior taxable year (if any) and not more than 25% of the gross income of the paying corporation for such prior taxable year (if any) consists certain interest or dividends, the Israeli tax withheld may not exceed 12.5%, subject to certain conditions. The aforementioned rates under the U.S.-Israel Tax Treaty will not apply if the dividend income was derived through or attributed to a permanent establishment of the U.S. recipient in Israel. A valid withholding certificate from the Israel Tax Authority allowing for such reduced treaty tax rates must be presented in advance of payment.

A non-Israeli resident who receives dividends from which tax was withheld is generally exempt from the duty to file tax returns in Israel in respect of such income, provided that (i) such income was not generated from business conducted in Israel by such non-Israeli resident; (ii) the non-Israeli resident has no other taxable sources of income in Israel with respect to which a tax return is required to be filed, and (iii) the non-Israeli resident is not liable to Surtax (as explained below).

Israeli Surtax

Individuals who are subject to income tax in Israel (whether any such individual is an Israeli resident or non-Israeli resident) are also subject to an additional tax at a rate of 3% on annual income (including, but not limited to, income derived from dividends, interest and capital gains) exceeding NIS 663,240 for 2022, which amount is linked to the annual change in the Israeli consumer price index.

Estate and Gift Tax

Israeli law presently does not impose estate or gift taxes.

United States Federal Corporate Income Tax Considerations

RADCOM US is taxed under United States federal and state tax rules. Income tax is calculated at a federal tax rate of 21% rate.

United States Federal Income Tax Considerations for U.S. Holders

Subject to the limitations described herein, the following discussion summarizes certain U.S. federal income tax consequences to a U.S. Holder of our ordinary shares. A “U.S. Holder” means a holder of our ordinary shares who is:

- an individual who is a citizen or resident of the United States for U.S. federal income tax purposes;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States or any political subdivision thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust (i) if, in general, a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of its substantial decisions, or (ii) that has in effect a valid election under applicable U.S. Treasury Regulations to be treated as a U.S. person.

Unless otherwise specifically indicated, this discussion does not consider the U.S. tax consequences to a person that is not a U.S. Holder, or a Non-U.S. Holder. This discussion considers only U.S. Holders that will own our ordinary shares as capital assets (generally, for investment) and does not purport to be a comprehensive description of all of the tax considerations that may be relevant to each U.S. Holder’s decision to purchase our ordinary shares.

This discussion is based on current provisions of the Internal Revenue Code of 1986, as amended, or the Code, current and proposed Treasury Regulations promulgated thereunder, and administrative and judicial decisions as of the date hereof, all of which are subject to change, possibly on a retroactive basis. This discussion does not address all aspects of U.S. federal income taxation that may be relevant to any particular U.S. Holder in light of such holder’s individual circumstances. In particular, this discussion does not address the potential application of the alternative minimum tax or U.S. federal income tax consequences to U.S. Holders that are subject to special treatment, including U.S. Holders that:

- are broker-dealers or insurance companies;
- have elected mark-to-market accounting;
- are tax-exempt organizations or retirement plans;
- are financial institutions;
- hold our ordinary shares as part of a straddle, “hedge” or “conversion transaction” with other investments;
- acquired our ordinary shares upon the exercise of employee stock options or otherwise as compensation;
- own directly, indirectly or by attribution at least 10% of our voting power or value;
- own our warrants;
- have a functional currency that is not the U.S. dollar;

- are grantor trusts;
- are S corporations;
- are certain former citizens or long-term residents of the United States; or
- are real estate investment trusts or regulated investment companies.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds our ordinary shares, the tax treatment of the partnership and a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. Such a partner or partnership should consult its own tax advisor as to its tax consequences.

In addition, this discussion does not address any aspect of state, local or non-United States laws or the possible application of United States federal gift or estate tax.

Each holder of our ordinary shares is advised to consult such person's own tax advisor with respect to the specific tax consequences to such person of purchasing, holding or disposing of our ordinary shares, including the applicability and effect of federal, state, local and foreign income tax and other tax laws to such person's particular circumstances.

Taxation of U.S. Holders of Ordinary Shares

Taxation of Distributions Paid on Ordinary Shares. A U.S. Holder, other than certain U.S. Holders that are U.S. corporations (as excluded from the definition of U.S. Holder, above), will be required to include in gross income as ordinary dividend income the amount of any distribution paid on our ordinary shares, including any non-U.S. taxes withheld from the amount paid, to the extent the distribution is paid out of our current or accumulated earnings and profits as determined for U.S. federal income tax purposes. Distributions in excess of such earnings and profits will be applied against and will reduce the U.S. Holder's basis in our ordinary shares and, to the extent in excess of such basis, will be treated as gain from the sale or exchange of our ordinary shares. The dividend portion of such distributions generally will not qualify for the dividends received deduction available to corporations.

Subject to the discussion below under "Medicare Tax" dividends that are received by U.S. Holders that are individuals, estates or trusts will be taxed at the rate applicable to long-term capital gains, provided that such dividends meet the requirements of "qualified dividend income." For this purpose, qualified dividend income generally includes dividends paid by a non-U.S. corporation if certain holding period and other requirements are met and either (i) the stock of the non-U.S. corporation with respect to which the dividends are paid is readily tradable on an established securities market in the U.S. (e.g., Nasdaq) or (ii) the non-U.S. corporation is eligible for benefits of a comprehensive income tax treaty with the United States, which includes an information exchange program and is determined to be satisfactory by the U.S. Secretary of the Treasury. The IRS has determined that the U.S.-Israel income tax treaty is satisfactory for this purpose, although there is no guarantee that this will remain the position or the dividends will qualify for any other reasons. Dividends that fail to meet such requirements, and dividends received by corporate U.S. Holders, are taxed at ordinary income rates. No dividend received by a U.S. Holder will be a qualified dividend (i) if the U.S. Holder held the ordinary share with respect to which the dividend was paid for less than 61 days during the 121-day period beginning on the date that is 60 days before the ex-dividend date with respect to such dividend, excluding for this purpose, under the rules of Code Section 246(c), any period during which the U.S. Holder has an option to sell, is under a contractual obligation to sell, has made and not closed a short sale of, is the grantor of a deep-in-the-money or otherwise nonqualified option to buy, or has otherwise diminished its risk of loss by holding other positions with respect to, such ordinary share (or substantially identical securities); or (ii) to the extent that the U.S. Holder is under an obligation (pursuant to a short sale or otherwise) to make related payments with respect to positions in property substantially similar or related to the ordinary share with respect to which the dividend is paid.

Distributions of current or accumulated earnings and profits paid in foreign currency to a U.S. Holder (including any non-U.S. taxes withheld therefrom) will generally be includible in the income of a U.S. Holder in a U.S. dollar amount calculated by reference to the exchange rate on the day the distribution is received. A U.S. Holder that receives a foreign currency distribution and converts the foreign currency into U.S. dollars subsequent to receipt may have foreign exchange gain or loss based on any appreciation or depreciation in the value of the foreign currency against the U.S. dollar, which will generally be U.S. source ordinary income or loss.

U.S. Holders, other than certain U.S. Holders that are corporations (as excluded from the definition of U.S. Holder, above), may have the option of claiming the amount of any non-U.S. income taxes withheld at source either as a deduction from gross income or as a dollar-for-dollar credit against their U.S. federal income tax liability. Individuals who do not claim itemized deductions, but instead utilize the standard deduction, may not claim a deduction for the amount of the non-U.S. income taxes withheld, but such amount may be claimed as a credit against the individual's U.S. federal income tax liability. The amount of non-U.S. income taxes that may be claimed as a credit in any taxable year is subject to complex limitations and restrictions, which must be determined on an individual basis by each shareholder. These limitations include, among others, rules that limit foreign tax credits allowable with respect to specific classes of income to the U.S. federal income taxes otherwise payable with respect to each such class of income. A U.S. Holder will be denied a foreign tax credit with respect to non-U.S. income tax withheld from a dividend received on the ordinary shares if such U.S. Holder has not held the ordinary shares for at least 16 days of the 31-day period beginning on the date which is 15 days before the ex-dividend date with respect to such dividend, or to the extent such U.S. Holder is under an obligation to make related payments with respect to substantially similar or related property. Any days during which a U.S. Holder has substantially diminished its risk of loss on the ordinary shares are not counted toward meeting the required 16-day holding period. Distributions of current or accumulated earnings and profits generally will be foreign source passive income for United States foreign tax credit purposes.

Taxation of the Disposition of Ordinary Shares. 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 basis in such ordinary shares, which is usually the cost of such shares, and the amount realized on the disposition. A U.S. Holder that uses the cash method of accounting calculates the U.S. dollar value of the proceeds received on the sale as of the date that the sale settles, while a U.S. Holder that uses the accrual method of accounting is required to calculate the value of the proceeds of the sale as of the "trade date," unless such U.S. Holder has elected to use the settlement date to determine its proceeds of sale. Subject to the discussion below under "Medicare Tax," capital gain from the sale, exchange or other disposition of ordinary shares held more than one year is long-term capital gain and is eligible for a reduced rate of taxation for individuals. Gains recognized by a U.S. Holder on a sale, exchange or other disposition of ordinary shares generally will be treated as United States source income for U.S. foreign tax credit purposes. A loss recognized by a U.S. Holder on the sale, exchange or other disposition of ordinary shares generally is allocated to U.S. source income. The deductibility of a capital loss recognized on the sale, exchange or other disposition of ordinary shares is subject to limitations. A U.S. Holder that receives foreign currency upon disposition of ordinary shares and converts the foreign currency into U.S. dollars subsequent to the settlement date or trade date (whichever date the taxpayer was required to use to calculate the value of the proceeds of sale) may have foreign exchange gain or loss based on any appreciation or depreciation in the value of the foreign currency against the U.S. dollar, which will generally be U.S. source ordinary income or loss.

Medicare Tax. Certain non-corporate U.S. holders will be subject to an additional 3.8% Medicare tax on all or a portion of their "net investment income," which may include dividends on, or capital gains recognized from the disposition of, our ordinary shares. U.S. Holders are urged to consult their own tax advisors regarding the implications of the additional Medicare tax on their investment in our ordinary shares.

Taxation for Non-U.S. Holders of Ordinary Shares

Except as described in "—Information Reporting and Backup Withholding" below, a Non-U.S. Holder of our ordinary shares will not be subject to U.S. federal income or withholding tax on the payment of dividends on, and/or the proceeds from the disposition of, our ordinary shares, unless, in the case of U.S. federal income taxes:

- such item is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States and, in the case of a resident of a country which has a treaty with the United States, such item is attributable to a permanent establishment or, in the case of an individual, a fixed place of business, in the United States; or
- the Non-U.S. Holder is an individual who holds the ordinary shares as a capital asset and is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are met.

Information Reporting and Backup Withholding

U.S. Holders (other than exempt recipients, such as corporations) generally are subject to information reporting requirements with respect to dividends paid on, or proceeds from the disposition of, our ordinary shares. U.S. Holders are also generally subject to backup withholding (currently at a rate of 24%) on dividends paid on, or proceeds from the disposition of, our ordinary shares unless the U.S. Holder provides IRS Form W-9 or otherwise establishes an exemption.

Non-U.S. Holders generally are not subject to information reporting or backup withholding with respect to dividends paid on, or upon the proceeds from the disposition of, our ordinary shares, provided that such Non-U.S. Holder provides its taxpayer identification number, certifies to its foreign status by the provision of Form W-8 or its substitute, or otherwise establishes an exemption.

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

Certain individuals who are U.S. Holders may be required to file a Form 8938 to report their ownership of specified foreign financial assets, which may include our ordinary shares, if the total value of those assets exceed certain thresholds. U.S. Holders are urged to consult their tax advisors regarding their tax reporting obligations, including the requirement to file a Form 8938.

F. DIVIDENDS AND PAYING AGENTS

Not applicable.

G. STATEMENT BY EXPERTS

Not applicable.

H. DOCUMENTS ON DISPLAY

We are required to file reports and other information with the SEC under the Exchange Act and the regulations thereunder applicable to foreign private issuers. We are subject to the informational requirements of the Exchange Act applicable to foreign private issuers and fulfill the obligation with respect to such requirements by filing reports with the SEC. You may read and copy any document we file with the SEC without charge on the SEC's website (www.sec.gov). We generally make available on our own website (www.radcom.com) our annual reports as well as other information. However, as an Israeli publicly traded company, we do not send copies of our annual reports to our shareholders. We will mail out copies of our annual financial statements only to those shareholders that submit a written request for such statements. See also "Item 10.B—Additional Information—Memorandum and Articles of Association" and "Item 16G—Corporate Governance." Information contained on our website is not a part of this Annual Report.

Any statement contained in this Annual Report about any of our contracts or other documents is not necessarily complete. If the contract or document is filed as an exhibit to this Annual Report, the contract or document is deemed to modify the description contained in this Annual Report. We urge you to review the exhibits themselves for a complete description of the contract or document.

As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from reporting and "short-swing" profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. A copy of each report submitted in accordance with applicable United States law is available for public review at our principal executive offices.

I. SUBSIDIARY INFORMATION

Not applicable.

J. ANNUAL REPORT TO SECURITY HOLDERS

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to a variety of risks, including changes in interest rates affecting primarily the interest received on short-term deposits and foreign currency fluctuations. We may in the future undertake hedging or other similar transactions or invest in market, risk-sensitive instruments if our management determines that it is necessary to offset these risks.

Interest Rate Risk

Our exposure to market risks regarding changes in interest rates relates primarily to our cash, cash equivalents, bank deposits and to loans we may take that are based on a floating/fixed interest rate. Our cash and cash equivalents and bank deposits are held mainly in U.S. dollars with financial banks and bear annual average interest range of approximately 0.1%-2.56%. For the purposes of specific risk analysis, we use a sensitivity analysis to determine the impact that market risk exposure may have on the financial income derived from our cash and cash equivalents. The potential loss to us over one year that would result from a hypothetical change in our annual average range interest rates of 10% is not material.

Foreign Currency Exchange Risk

Our financial results may be negatively impacted by foreign currency fluctuations. Our foreign operations are generally transacted through our U.S. and Brazil subsidiaries and through our representatives and distributors. Typically, these sales and related expenses are denominated in U.S. dollars, BRLs or in euros for European countries, while a significant portion of our expenses are denominated in NIS. Because our financial results are reported in U.S. dollars, our results of operations may be adversely impacted by fluctuations in the rates of exchange between the U.S. dollar and other currencies, mainly the NIS and BRL. Based on our budget for 2023, we expect that (i) an increase of ten percent (10%) in the exchange rate of the NIS to U.S. dollar will decrease our operating expenses expressed in dollar terms by approximately 1.9 million per year and vice versa and (ii) an increase of ten percent (10%) in the exchange rate of the BRL to U.S. dollar will decrease our operating expenses expressed in dollar terms by approximately 160,000 per year and vice versa.

See also “Item 5.A—Operating and Financial Review and Prospects—Operating Results—Impact of Inflation and Currency Fluctuations.”

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

a. Disclosure Controls and Procedures

The Company's management, together with the chief executive officer and chief financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures of our financial reporting (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act), as of December 31, 2022. Based on this evaluation, the Company's chief executive officer and chief financial officer concluded that, as of December 31, 2022, the Company's disclosure controls and procedures were: (1) designed to ensure that material information relating to the Company, including its consolidated subsidiaries, is accumulated and communicated to the Company's management, including the Company's chief executive officer and chief financial officer, and by others within those entities, as appropriate, to allow timely decisions regarding the required disclosure, particularly during the period in which this report was being prepared and (2) effective, in that they provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

b. Management's Annual Report on Internal Control over Financial Reporting

The Company's management, under the supervision of the Company's principal executive and principal financial officers, is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) of the Exchange Act as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, and effected by the Company's Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP, and includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transaction and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP; (3) provide reasonable assurance that our receipts and expenditures are made only in accordance with authorizations of our management and Board of Directors (as appropriate); and (4) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. 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 deteriorate.

Under the supervision and with the participation of the Company's management, including its principal executive and financial officers, the Company conducted an evaluation, and assessed the effectiveness of, our internal control over financial reporting as of December 31, 2022, based on the 2013 framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control —Integrated Framework*.

Based on our assessment under that framework and the criteria established therein, our management concluded that, as of December 31, 2022, the Company's internal control over financial reporting was effective.

c. Attestation Report of the Registered Public Accounting Firm

Our independent registered public accounting firm, Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global independently assessed the effectiveness of our internal control over financial reporting and has issued an attestation report, which is included elsewhere in this Annual Report.

d. Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the year ended December 31, 2022, that have materially affected, or 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 determined that Oren Most is our "audit committee financial expert" (as defined in paragraph (b) of Item 16A of Form 20-F) serving on our Audit Committee. For information on Mr. Most's professional and educational background, see "Item 6.A—Directors, Senior Management and Employees—Directors and Senior Management." Mr. Most qualifies as an "independent" director under the Nasdaq Listing Rules.

ITEM 16B. CODE OF ETHICS

Our Code of Ethics and Business Conduct which applies to all our directors, officers and employees, including our Chief Executive Officer and our Chief Financial Officer, as may be amended from time to time, is publicly available on our website at <http://www.radcom.com>. Future amendments to or waivers under our Code of Ethics will be posted on our website.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Kost Forer Gabbay & Kasierer, a member of Ernst and Young Global, is our independent registered public accounting firm. Fees for professional services in 2021 and 2020 were, respectively:

	2022	2021
Audit Fees	\$ 275,000	\$ 257,500
Audit Related Fees	\$ 3,000	\$ 9,000
Tax Fees	\$ 27,690	\$ 12,747
All Other Fees	0	0
Total	\$ 305,690	\$ 279,247

Audit fees included fees associated with the annual audit, the reviews of our quarterly financial statements, audit fees related to our internal control over financial reporting, statutory audits required internationally, consents and assistance with and review of documents filed with the SEC.

Audit related fees included fees associated with the annual report for the IIA.

Tax fees included tax compliance, including the preparation of tax returns, tax planning and tax advice, including assistance with tax audits and appeals, advice related to acquisitions, transactions, transfer pricing and assistance with respect to requests for rulings from tax authorities.

Audit Committee's Pre-Approval Policies and Procedures

Our Audit Committee oversees our independent auditors. See also the description under the heading "Board Practices" in "Item 6—Directors, Senior Management and Employees." Our Audit Committee's policy is to approve any audit or permitted non-audit services proposed to be provided by our independent auditors, before engaging our independent auditors to provide such services. Pursuant to this policy, which is designed to ensure that such engagements do not impair the independence of our auditors, the Chairperson of our Audit Committee is authorized to approve any such services between the meetings of our Audit Committee, subject to ratification by the Audit Committee, and to report any such approvals to the Audit Committee at its next meeting. All the fees set forth above were approved by the Audit Committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Not applicable.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

We are a foreign private issuer whose Ordinary Shares are listed on the Nasdaq. As such, we are required to comply with U.S. federal securities laws, including the Sarbanes-Oxley Act, and the Nasdaq Listing Rules, including the Nasdaq's corporate governance requirements. The Nasdaq Listing Rules provide that foreign private issuers may follow their home country practice in lieu of certain qualitative listing requirements subject to certain exceptions and except to the extent that such exemptions would be contrary to U.S. federal securities laws, so long as the foreign issuer submits to Nasdaq in advance a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws and discloses that it does not follow such listing requirement and describes the home country practice followed in its reports filed with the SEC. In addition, a foreign private issuer must disclose in its annual reports filed with the SEC each such requirement that it does not follow and describe the home county practice followed by the issuer instead of any such requirement. Accordingly, our shareholders may not be afforded the same protection as provided under Nasdaq's corporate governance rules.

In accordance with Israeli law and practice and subject to the exemption set forth in Rule 5615 of the Nasdaq Listing Rules, we have elected to follow the provisions of the Israeli Companies Law, rather than the Nasdaq Listing Rules, with respect to the following requirements:

- Distribution of periodic reports to shareholders; proxy solicitation. As opposed to the Nasdaq Listing Rules, which require listed issuers to make such reports available to shareholders in one of a number of specific manners, Israeli law does not require us to distribute periodic reports directly to shareholders, and the generally accepted business practice in Israel is not to distribute such reports to shareholders but to make such reports available through a public website. In addition to making such reports available on a public website, we currently make our audited financial statements available to our shareholders at our offices and will only mail such reports to shareholders upon request. As a foreign private issuer, we are generally exempt from the SEC's proxy solicitation rules.
- Compensation of officers. Israeli law and our amended and restated articles of association do not require that the independent members of our Board of Directors (or a compensation committee composed solely of independent members of our Board of Directors) determine an executive officer's compensation, as is generally required under the Nasdaq Listing Rules with respect to the Chief Executive Officer and all other executive officers. Instead, compensation of executive officers is determined and approved by our Compensation Committee and our Board of Directors, and in certain circumstances by our shareholders, either in consistency with our Office Holder compensation policy or, in special circumstances in deviation therefrom, taking into account certain considerations stated in the Israeli Companies Law.

- Shareholder approval is generally required for executive officer compensation in the event (i) approval by our Board of Directors and our Compensation Committee is not consistent with our Office Holders compensation policy, or (ii) compensation required to be approved is that of our chief executive officer who is not a director or an executive officer who is also the controlling shareholder of our company (including an affiliate thereof). Such shareholder approval shall require a majority vote of the shares present and voting at a shareholders meeting, provided either (i) such majority includes a majority of the shares held by non-controlling shareholders who do not otherwise have a personal interest in the compensation arrangement that are voted on at the meeting, excluding for such purpose any abstentions of disinterested shareholders, or (ii) the total shares held by non-controlling and disinterested shareholders voted against the arrangement does not exceed 2% of the voting rights in our company.
- Additionally, approval of the compensation of an executive officer, who is also a director, shall generally require a simple majority vote of the shares present and voting at a shareholders meeting, if consistent with our Office Holders compensation policy. Our Compensation Committee and Board of Directors may, in special circumstances, approve the compensation of an executive officer (other than a director, a chief executive officer or a controlling shareholder) or approve the compensation policy despite shareholders' objection, based on specified arguments and taking shareholders' objections into account. Our Compensation Committee may further exempt an engagement with a nominee for the position of chief executive officer, who meets the non-affiliation requirements set forth for an external director, from requiring shareholders' approval, if such engagement is consistent with our Office Holders compensation policy and our Compensation Committee determines based on specified arguments that presentation of such engagement to shareholders' approval is likely to prevent such engagement. To the extent that any such transaction with a controlling shareholder is for a period extending beyond three years, approval is required once every three years.
- A director or executive officer may not be present when the board of directors of a company discusses or votes upon the terms of his or her compensation, unless the chairman of the board of directors determines that he or she should be present to present the transaction that is subject to approval.
- *Shareholder approval.* We will seek shareholder approval for all corporate actions requiring such approval under the requirements of the Israeli Companies Law, rather than seeking approval for corporation actions in accordance with Nasdaq Listing Rule 5635. In particular, under this Nasdaq rule, shareholder approval is generally required for: (i) an acquisition of shares/assets of another company that involves the issuance of 20% or more of the acquirer's shares or voting rights or if a director, officer or 5% shareholder has greater than a 5% interest in the target company or the consideration to be received; (ii) the issuance of shares leading to a change of control; (iii) adoption/amendment of equity compensation arrangements; and (iv) issuances of 20% or more of the shares or voting rights (including securities convertible into, or exercisable for, equity) of a listed company via a private placement (and/or via sales by directors/officers/5% shareholders) if such equity is issued (or sold) below a specific minimum price. By contrast, under the Israeli Companies Law, shareholder approval is required for, among other things: (i) transactions with directors concerning the terms of their service or indemnification, exemption and insurance for their service (or for any other position that they may hold at a company), for which approvals of the compensation committee, board of directors and shareholders are all required, (ii) extraordinary transactions with controlling shareholders of publicly held companies, which require the special approval described below under "Approval of Related Party Transactions under Israeli Law – Disclosure of personal interests of controlling shareholders," and (iii) terms of employment or other engagement of the controlling shareholder of the Company or such controlling shareholder's relative, which require the special approval described below under "Approval of Related Party Transactions under Israeli Law – Disclosure of personal interests of a controlling shareholder and approval of transactions." In addition, under the Israeli Companies Law, a merger requires approval of the shareholders of each of the merging companies.

Approval of Related Party Transactions under Israeli Law

Disclosure of personal interests of a controlling shareholder and approval of transactions

The Israeli Companies Law also requires that a controlling shareholder promptly disclose to the company any personal interest that he or she may have and all related material information or documents relating to any existing or proposed transaction by the company. A controlling shareholder's disclosure must be made promptly and in any event no later than the first meeting of the board of directors at which the transaction is considered. Extraordinary transactions with a controlling shareholder or in which a controlling shareholder has a personal interest, including a private placement in which a controlling shareholder has a personal interest, and the terms of engagement of the company, directly or indirectly, with a controlling shareholder or a controlling shareholder's relative (including through a corporation controlled by a controlling shareholder), regarding the company's receipt of services from the controlling shareholder, and if such controlling shareholder is also an Office Holder of the company, regarding his or her terms of employment, require the approval of each of (i) the audit committee or the compensation committee with respect to the terms of the engagement of the company, (ii) the board of directors and (iii) the shareholders, in that order. In addition, the shareholder approval must fulfill one of the following requirements:

- a majority of the shares held by shareholders who have no personal interest in the transaction and are voting at the meeting must be voted in favor of approving the transaction, excluding abstentions; or
- the shares voted by shareholders who have no personal interest in the transaction who vote against the transaction represent no more than 2% of the voting rights in the company.

In addition, any extraordinary transaction with a controlling shareholder or in which a controlling shareholder has a personal interest with a term of more than three years requires the abovementioned approval every three years; however, such transactions not involving the receipt of services or compensation can be approved for a longer term, provided that the audit committee determines that such longer term is reasonable under the circumstances.

The Israeli Companies Law requires that every shareholder that participates, in person, by proxy or by voting instrument, in a vote regarding a transaction with a controlling shareholder, must indicate in advance or in the ballot whether or not that shareholder has a personal interest in the vote in question. Failure to so indicate will result in the invalidation of that shareholder's vote.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

We have responded to Item 18 in lieu of this item.

ITEM 18. FINANCIAL STATEMENTS

Our consolidated financial statements and the report of independent registered public accounting firm in connection therewith are filed as part of this Annual Report, as noted below:

RADCOM LTD. AND ITS SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2022

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of RADCOM Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of RADCOM Ltd. and its subsidiaries (the “Company”) as of December 31, 2022 and 2021 the related consolidated statements of operations, comprehensive loss, changes in shareholders’ equity and cash flows for each of the three years in the period ended December 31, 2022 and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 30, 2023 expressed an unqualified opinion thereon.

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 audits. We are a public accounting firm registered with the 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 audits 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. Our audits 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 audits 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 audits 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 the critical audit matter does not alter in any way our opinion on the consolidated 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.



Revenue Recognition

Description of
the Matter

As explained in Note 2.1. to the consolidated financial statements, the Company generates revenues mainly from selling software products, maintenance and managed services. The Company enters into contracts with customers that include combinations of products and services, which are generally distinct and recognized as separate performance obligations. The transaction price is then allocated to the distinct performance obligations based on their standalone selling price (“SSP”) and revenue is recognized when control of the distinct performance obligation is transferred. For example, license revenue is recognized at a point in time, while maintenance and managed services revenue is recognized over time.

Auditing the Company’s recognition of revenue was complex and involved a high degree of auditor judgment due to the effort to evaluate i) the identification and determination of whether products and services are considered distinct performance obligations that should be accounted for separately versus together, such as software licenses and related services and ii) the determination of SSP for each distinct performance obligation and whether it depicts the amount that the Company expects to receive in exchange for the related product and/or service

How We
Addressed the
Matter in Our
Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls related to the identification of distinct performance obligations and determination of stand-alone selling prices for each distinct performance obligation. Our audit procedures also included, among others, selecting a sample of customer contracts and reading contract source documents for each selection, including the executed contract and purchase order and evaluating the appropriateness of management’s application of significant accounting policies on the contracts. We tested management’s identification of significant terms for completeness, including the identification and determination of distinct performance obligations. We also evaluated the reasonableness of management’s estimate of SSP for products and services and tested the mathematical accuracy of management’s calculations of revenue and the associated timing of revenue recognition.

s/ KOST FORER GABBAY & KASIERER/
KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

We have served as the Company’s auditor since 2009.
Tel-Aviv, Israel
March 30, 2023



Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of RADCOM Ltd.

Opinion on Internal Control over Financial Reporting

We have audited RADCOM Ltd. and its subsidiaries internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the “COSO Criteria”). In our opinion, RADCOM Ltd. and its subsidiaries (“the Company”) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2022 and 2021 and the related consolidated statements of operations, comprehensive loss, shareholders’ equity and cash flows for each of the three years in the period ended December 31, 2022 and the related notes and our report dated March 30, 2023 expressed an unqualified opinion thereon.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.



Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. 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 deteriorate.

/s/ KOST FORER GABBAY & KASIERER
KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

Tel-Aviv, Israel
March 30, 2023

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 9,527	\$ 11,948
Short-term bank deposits	64,130	58,621
Trade receivables, net	11,074	10,031
Inventories	795	931
Other accounts receivable and prepaid expenses	<u>1,928</u>	<u>1,964</u>
<u>Total</u> current assets	<u>87,454</u>	<u>83,495</u>
NON- CURRENT ASSETS:		
Long-term bank deposits	4,002	-
Severance pay fund	3,524	3,840
Other long-term receivables	2,557	1,258
Property and equipment, net	1,010	1,260
Operating lease right-of-use assets	<u>2,457</u>	<u>1,808</u>
<u>Total</u> non-current assets	<u>13,550</u>	<u>8,166</u>
<u>Total</u> assets	<u>\$ 101,004</u>	<u>\$ 91,661</u>

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

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands, except share and per share data

	December 31,	
	2022	2021
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	\$ 2,708	\$ 2,651
Employees and payroll accruals	5,198	4,422
Deferred revenues and advances from customers	7,037	2,700
Current maturities of lease liabilities	1,024	1,045
Other liabilities and accrued expenses	6,829	5,428
<u>Total current liabilities</u>	<u>22,796</u>	<u>16,246</u>
NON-CURRENT LIABILITIES:		
Accrued severance pay	3,973	4,335
Operating lease liabilities	1,452	894
Other liabilities and accrued expenses	-	32
<u>Total non-current liabilities</u>	<u>5,425</u>	<u>5,261</u>
<u>Total liabilities</u>	<u>\$ 28,221</u>	<u>\$ 21,507</u>
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Share capital:		
Ordinary Shares of NIS 0.20 par value: Authorized: 20,000,000 shares at December 31, 2022 and 2021; 14,775,114 and 14,191,218 shares issued and 14,739,082 and 14,155,186 shares outstanding at December 31, 2022 and 2021, respectively	\$ 706	\$ 669
Additional paid-in capital	148,610	143,473
Accumulated other comprehensive loss	(2,908)	(2,620)
Accumulated deficit	(73,625)	(71,368)
<u>Total shareholders' equity</u>	<u>72,783</u>	<u>70,154</u>
<u>Total liabilities and shareholders' equity</u>	<u>\$ 101,004</u>	<u>\$ 91,661</u>

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

CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars in thousands, except share and per share data

	Year ended December 31,		
	2022	2021	2020
Revenues:			
Products	\$ 18,997	\$ 15,336	\$ 17,742
Services	27,054	24,946	19,820
	<u>46,051</u>	<u>40,282</u>	<u>37,562</u>
Cost of revenues:			
Products	5,471	5,543	5,340
Services	7,243	5,880	5,418
	<u>12,714</u>	<u>11,423</u>	<u>10,758</u>
Gross profit	<u>33,337</u>	<u>28,859</u>	<u>26,804</u>
Operating expenses:			
Research and development	21,483	20,347	19,199
Less - royalty-bearing participation	762	537	1,358
Research and development, net	<u>20,721</u>	<u>19,810</u>	<u>17,841</u>
Sales and marketing	12,270	10,358	9,709
General and administrative	4,460	4,184	3,836
<u>Total operating expenses</u>	<u>37,451</u>	<u>34,352</u>	<u>31,386</u>
Operating loss	(4,114)	(5,493)	(4,582)
Financial income, net	<u>2,016</u>	<u>354</u>	<u>810</u>
Loss before taxes on income	(2,098)	(5,139)	(3,772)
Taxes on income	<u>(159)</u>	<u>(124)</u>	<u>(220)</u>
Net loss	<u>\$ (2,257)</u>	<u>\$ (5,263)</u>	<u>\$ (3,992)</u>
Basic and diluted net loss per Ordinary Share	<u>\$ (0.16)</u>	<u>\$ (0.37)</u>	<u>\$ (0.29)</u>
Weighted average number of Ordinary Shares used in computing basic and diluted net loss per Ordinary Share	<u>14,525,449</u>	<u>14,124,404</u>	<u>13,927,788</u>

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

U.S. dollars in thousands

	Year ended December 31,		
	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net loss	\$ (2,257)	\$ (5,263)	\$ (3,992)
Other comprehensive income (loss):			
Foreign currency translation adjustments	<u>(288)</u>	<u>42</u>	<u>(28)</u>
Total other comprehensive income (loss)	<u>(288)</u>	<u>42</u>	<u>(28)</u>
Comprehensive loss	<u>\$ (2,545)</u>	<u>\$ (5,221)</u>	<u>\$ (4,020)</u>

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

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands, except share and per share data

	<u>Number of shares</u>	<u>Share capital amount</u>	<u>Additional paid-in capital</u>	<u>Accumulated other comprehensive loss</u>	<u>Accumulated deficit</u>	<u>Total shareholders' equity</u>
Balance as of January 1, 2020	13,786,153	\$ 648	\$ 137,969	\$ (2,634)	\$ (62,113)	\$ 73,870
Share-based compensation and RSUs	-	-	2,169	-	-	2,169
RSUs vested	145,303	9	(9)	-	-	-
Net loss	-	-	-	-	(3,992)	(3,992)
Other comprehensive loss	-	-	-	(28)	-	(28)
Balance as of December 31, 2020	13,931,456	\$ 657	\$ 140,129	\$ (2,662)	\$ (66,105)	\$ 72,019
Share-based compensation and RSUs	-	-	3,356	-	-	3,356
RSUs vested	223,730	12	(12)	-	-	-
Net loss	-	-	-	-	(5,263)	(5,263)
Other comprehensive income	-	-	-	42	-	42
Balance as of December 31, 2021	14,155,186	\$ 669	\$ 143,473	\$ (2,620)	\$ (71,368)	\$ 70,154
Share-based compensation and RSUs	-	-	5,174	-	-	5,174
RSUs vested	583,896	37	(37)	-	-	-
Net loss	-	-	-	-	(2,257)	(2,257)
Other comprehensive loss	-	-	-	(288)	-	(288)
Balance as of December 31, 2022	14,739,082	\$ 706	\$ 148,610	\$ (2,908)	\$ (73,625)	\$ 72,783

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2022	2021	2020
<u>Cash flows from operating activities:</u>			
Net loss	\$ (2,257)	\$ (5,263)	\$ (3,992)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation	477	540	699
Share-based compensation	5,174	3,356	2,169
Change in:			
Severance pay, net	(46)	(164)	120
Trade receivables, net	(1,039)	2,412	(1,653)
Other account receivables and prepaid expenses	(1,140)	289	114
Inventories	157	(410)	811
Trade payables	16	1,017	(773)
Employees and payroll accruals	768	16	314
Other liabilities and accrued expenses	910	724	530
Deferred revenue and advances from customers	4,341	(411)	2,267
Net effect of exchange rate differences and other on operating lease right-of-use assets and liabilities	(112)	40	(297)
Accrued interest on bank deposits	(1,230)	(144)	(359)
Net cash provided by (used in) operating activities	<u>6,019</u>	<u>2,002</u>	<u>(50)</u>
<u>Cash flows from investing activities:</u>			
Net proceeds from (investment in) short-term bank deposits and long-term bank deposits	(8,281)	(3,064)	8,026
Purchase of property and equipment	(150)	(437)	(427)
Net cash provided by (used in) investing activities	<u>(8,431)</u>	<u>(3,501)</u>	<u>7,599</u>
Foreign currency translation adjustments on cash and cash equivalents	\$ (9)	\$ (101)	\$ (202)
Increase (decrease) in cash and cash equivalents	(2,421)	(1,600)	7,347
Cash and cash equivalents at beginning of the year	<u>11,948</u>	<u>13,548</u>	<u>6,201</u>
Cash and cash equivalents at end of the year	<u>\$ 9,527</u>	<u>\$ 11,948</u>	<u>\$ 13,548</u>

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2022	2021	2020
(a) <u>Non-cash investing activities:</u>			
Purchase of property and equipment	\$ 95	\$ 55	\$ 36
Net increase (decrease) in operating lease right-of-use assets	\$ 1,624	\$ 117	\$ (1,492)
(b) <u>Cash paid during the year for:</u>			
Taxes on income	\$ 104	\$ 82	\$ 128

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 1: - GENERAL

- a. RADCOM Ltd. (the “Company”), an Israeli corporation, is a leading provider of 5G ready cloud-native, network intelligence and service assurance solutions for telecom operators (“CSP”). The Company’s solutions support CSPs in their transition to virtualization and 5G networks, delivering dynamic, on-demand service assurance and network troubleshooting for real time customer and service insights. The Company’s solutions include RADCOM Service Assurance, a cloud-native, 5G-ready, fully virtualized service assurance solution which allows telecom operators to gain end-to-end network visibility and customer experience insights across all networks; RADCOM Network Visibility, a cloud-native network packet broker and filtering solution that allows CSPs to manage network traffic at scale across multiple cloud environments and control the visibility layer to perform dynamic, on-demand analysis of select datasets; and RADCOM Network Insights, a business intelligence solution offering smart insights for multiple use cases, enabled by data captured and correlated through RADCOM Network Visibility and RADCOM Service Assurance. The Company specializes in solutions for next-generation mobile and fixed networks, including 5G, Long Term Evolution (“LTE”), Voice over LTE (“VoLTE”), Voice over Wifi (“VoWifi”), IP Multimedia Subsystem (“IMS”), Voice over IP (“VoIP”), and Universal Mobile Telecommunication Service (“UMTS”). The Company’s shares (the “Ordinary Shares”) are listed on the Nasdaq Capital Market under the symbol “RDCM”.

The Company has wholly-owned subsidiaries in the United States and Brazil, that are primarily engaged in the sales, marketing, deployment and customer support of the Company’s products in United States and Brazil. The Company also has a wholly-owned subsidiary in India, that primarily provides customer support and development services worldwide.

On August 31, 2022 the Company established a wholly-owned subsidiary in Canada named RADCOM Canada Limited (hereinafter the “Canadian subsidiary”). The Canadian subsidiary is engaged in the deployment and customer support of the Company’s products in United States.

- b. The Company depends on a limited number of customers for selling its solution. Such customers accounted for 82% of the Company’s revenues for the year ended December 31, 2022. If these customers become unable or unwilling to continue to buy the Company’s solution, it could adversely affect the Company’s results of operations and financial position (see also Note 12b).

The loss of any major customer, a significant decrease in business from any such customer or a reduction in customer revenue due to adverse changes in the market, economic or competitive conditions or other factors could have a material adverse effect on the Company’s business, results of operations and financial condition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements are prepared according to United States generally accepted accounting principles ("U.S. GAAP").

a. Use of estimates:

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions. The Company's management believes that the estimates, judgments and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

b. Financial statements in U.S. dollars ("\$" "dollar" or "dollars"):

Most of the revenues of the Company and its subsidiaries, other than the Company's subsidiary in Brazil, are denominated in U.S. dollars. Financing activities are made in U.S. dollars. Therefore, the Company's management believes that the currency of the primary economic environment in which the operations of the Company and its subsidiaries are conducted is the dollar, which is used as the functional currency.

Transactions and balances originally denominated in dollars are presented at their original amounts. Transactions and balances in other currencies are re-measured into dollars in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 830 "Foreign Currency Matters."

Other than in the Company's subsidiary in Brazil, all exchange gains and losses from re-measurement of monetary balance sheet items denominated in non-dollar currencies are reflected in the consolidated statement of operations when they arise.

Amounts in the financial statements representing the dollar equivalent of balances denominated in other currencies do not necessarily represent their real or economic value and such amounts may not necessarily be exchangeable for dollars.

For the Company's subsidiary in Brazil whose functional currency is the BRL, all amounts on the balance sheets have been translated into the dollar using the exchange rates in effect on the relevant balance sheet dates. All amounts in the statements of operations have been translated into the dollar using the exchange rate on the respective dates on which those elements are recognized. The resulting translation adjustments are reported as a component of accumulated other comprehensive income in shareholders' equity.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

c. Principles of consolidation:

The consolidated financial statements include the financial statements of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

d. Cash and cash equivalents:

The Company considers all highly liquid deposit instruments with an original maturity of three months or less at the date of purchase to be cash equivalents.

e. Short-term and long-term bank deposits:

Short-term bank deposits are deposits with maturities of more than three months but less than one year and which do not meet the definition of cash equivalents. Long-term bank deposits are deposits with maturities of more than one year. Such deposits include annual interest rates ranging between 2.22%-6.80% resulting in accrued interest of \$1,230 and \$144 as of December 31, 2022 and 2021, respectively. The deposits are presented according to their terms.

f. Trade receivables:

Trade receivables are recorded and carried at the original invoiced amount which was recognized as revenues less an allowance for credit losses. The Company generally does not require collateral or security. The Company makes estimates of expected credit losses based upon its assessment of various factors, including historical experience, the age of the trade receivable balances, credit quality of its customers, current economic conditions, reasonable and supportable forecasts of future economic conditions, and other factors that may affect its ability to collect from customers. The estimated credit loss allowance is recorded as general and administrative expenses on the Company's consolidated statements of income (loss). Allowance for credit losses as of December 31, 2022 and 2021, amounted to \$5 for both years.

g. Concentration of credit risk:

Financial instruments that may subject the Company to significant concentration of credit risk consist mainly of cash and cash equivalents, short-term and long-term bank deposits, severance pay fund and trade receivables.

Cash and cash equivalents are maintained with major financial institutions mainly in Israel. Assets held for severance benefits are maintained with major insurance companies and financial institutions in Israel. Such deposits are not insured. However, management believes that such financial institutions are financially sound and, accordingly, low credit risk exists with respect to these investments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

h. Inventories:

Inventories are stated at the lower of cost and net realizable value. The cost of inventories comprises costs of purchase and costs incurred in bringing the inventories to their present location and condition. Inventory write-offs are provided to cover technological obsolescence, excess inventories and discontinued products.

Inventory write-off is measured as the difference between the cost of the inventory and net realizable value based upon assumptions about future demand and is charged to the cost of revenues. At the point of the loss recognition, a new, lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis.

The total inventory write-offs during the year ended December 31, 2020 amounted to \$14. No inventory write-offs were recorded during the years ended December 31, 2021 and 2022.

i. Property and equipment:

Property and equipment are stated at cost less accumulated depreciation. Maintenance and repairs are charged to operations as incurred.

Depreciation is calculated on the straight-line method over the estimated useful lives of the assets.

Annual rates of depreciation are as follows:

	%
Computers and electronic equipment	15 - 33
Office furniture and equipment	6 - 20
Leasehold improvements	At the shorter of the lease period or useful life of the leasehold improvement

j. Impairment of long-lived assets:

The Company's long-lived assets are reviewed for impairment in accordance with ASC 360, "Property, plants and equipment", whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of an asset to be held and used is assessed by a comparison of the carrying amount of the asset to the future undiscounted cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured at the amount by which the carrying amount of the asset exceeds its fair value. During the years ended December 31, 2022, 2021 and 2020, no impairment losses were identified.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

k. Leases

Under ASC 842, "Leases" ("ASC 842"), the Company determines if an arrangement is a lease at inception. The Company's assessment is based on: (1) whether the contract includes an identified asset, (2) whether the Company obtains substantially all of the economic benefits from the use of the asset throughout the period of use, and (3) whether the Company has the right to direct how and for what purpose the identified asset is used throughout the period.

The Company elected the package of practical expedients permitted under the standard related to treating lease and non-lease components as a single lease component for all equipment leases as well as electing a policy exclusion permitting leases with an original lease term of less than one year to be excluded from the operating lease right-of-use ("ROU") assets and operating lease liabilities.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and operating lease liabilities are recognized at commencement date based on the present value of remaining lease payments over the lease term. For this purpose, the Company consider only payments that are fixed and determinable at the time of commencement. The Company uses its incremental borrowing rate based on the information available at the commencement date to determine the present value of the lease payments.

Several of the Company's leases include options to extend the lease and some have termination options that are factored into the Company's determination of the lease payments when appropriate. For purposes of calculating lease liabilities, lease terms include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. The Company's lease agreements do not contain any material residual value guarantees.

Operating lease expenses are recognized on a straight-line basis over the lease term.

For all short-term leases which are less than 12 months. The Company does not recognize operating lease ROU assets or operating lease liabilities, but recognizes lease expenses over the lease term on a straight-line basis.

See Note 9 for further information on leases.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

1. Revenue recognition:

The Company's solution is sold to customers directly, through resellers and to lesser extent through distributors.

The Company recognizes revenues in accordance with ASC 606, "Revenue from Contracts with Customers". As such, the Company identifies a contract with a customer, identifies the performance obligations in the contract, determines the transaction price, allocates the transaction price to each performance obligation in the contract and recognizes revenues when (or as) the Company satisfies a performance obligation as follows:

a) Identify the contract with a customer:

The Company generally considers either agreements or purchase orders, which in some cases are governed by master agreements, to be contracts with customers. In evaluating the contract with a customer, the Company analyzes the customer's intent and ability to pay the amount of promised consideration and considers the probability of collecting substantially all of the consideration.

b) Identify the performance obligations in the contract:

At a contract's inception, the Company assesses the goods or services promised in a contract with a customer and identifies the performance obligations.

The main performance obligations would generally include:

License for the Company's software solutions, professional services, managed services, service type warranty and post-contract customer support, each of which are distinct.

c) Determine the transaction price:

The transaction price is the amount of consideration to which the Company is entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Generally, the Company doesn't grant its customers a right to return the products sold. However, in some cases, the arrangements may include refunds, liquidated damages, penalties or other damages if the Company fails to deliver future goods or services or if the goods or services fail to meet certain specifications. All of the above are accounted for as variable considerations, which may result in an adjustment to the transaction price.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. The Company's estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of the Company's anticipated performance and all information (historical, current and forecasted) that is reasonably available.

The Company uses the practical expedient and does not assess the existence of a significant financing component when the difference between payment and revenue recognition is a year or less. As the period of time between delivery and payment for most of the Company's contracts is less than one year, these contracts are not assessed for a significant financing component. In other contracts, the Company determined that those contracts generally do not include a significant financing component, as the primary purpose of the invoicing terms for these contracts is to provide customers with simplified and predictable ways of purchasing the Company's products and services, not to receive or provide financing.

d) Allocate the transaction price to the performance obligations in the contract:

The Company's selling price is highly variable. Each contract is different by its scope and price. The standalone selling prices of software licenses are typically estimated using the residual approach. Standalone selling prices of services are typically estimated based on observable transactions when these services are sold on a standalone basis or on a cost basis. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis.

e) Recognize revenue when a performance obligation is satisfied:

Revenue is recognized when or as performance obligations are satisfied by transferring control of a promised good or service to a customer. Control is either transferred over time or at a point in time.

Products: Revenues from software solutions which include customer acceptance or software license only contracts, are recognized at a point in time of the acceptance of the solution or the point in time the software license is delivered.

Services: Revenues related to managed services, maintenance, support and post-contract customer support are recognized over time on a straight-line basis. Professional services revenues are recognized as services are performed.

Deferred revenues represent unrecognized fees collected as well as other advances and payments received from customers, for which revenue has not yet been recognized. Deferred revenues are classified as short-term and long-term deferred revenues based on the period in which revenues are expected to be recognized.

See also Note 3 for additional revenue recognition disclosures.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

m. Cost of revenues:

Cost of revenues is comprised of cost of third-party hardware and software license fees, maintenance fees related to such third-party hardware and software, employees' salaries and related costs, shipping and handling costs, subcontractors, inventory write-offs, indirect taxes, importation taxes and royalties to the Israel Innovation Authority (the "IIA").

n. Share-based compensation:

The Company accounts for share-based compensation in accordance with ASC 718, "Compensation — Stock Compensation", which requires companies to estimate the fair value of share-based payment awards on the grant date using an option-pricing model.

The Company recognizes compensation expenses for the value of its awards over the requisite service period of each of the awards. For graded vesting awards subject to service conditions only, the Company uses the straight-line attribution method. The Company estimates expected forfeitures.

The Company selected the Black-Scholes option-pricing model as the most appropriate fair value method for its share-options awards. The option-pricing model requires a number of assumptions, of which the most significant are the expected share price volatility and the expected option term. Expected volatility was calculated based upon actual historical share price movements over the most recent periods ending on the grant date, equal to the expected option term. The expected term was generated pursuant to which historical post-vesting forfeitures and suboptimal exercise factor are estimated by using historical option exercise information. The suboptimal exercise factor is the ratio by which the share price must increase over the exercise price before employees are expected to exercise their share options. The expected term of the options granted is derived from the output of the options valuation model and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on the yield from U.S. Treasury zero-coupon bonds with an equivalent term to the expected term of the options. Historically the Company has not paid dividends and in addition has no foreseeable plans to pay dividends, and therefore uses an expected dividend yield of zero in the option-pricing model.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

No options were granted in 2021. The fair value for options granted in 2022 and 2020 are estimated at the date of grant with the following weighted average assumptions:

	<u>2022</u>	<u>2021</u>
Dividend yield	0%	0%
Expected exercise factor	10.99	2.67
Expected volatility	37.57%	41.92%-45.21%
Risk-free interest	3.18%	0.25%-0.27%
Expected life (in years)	5	4.32-4.75

Change in Accounting Principle - Share-based Compensation

In 2021, the Company elected to change its accounting policy for recognizing share-based compensation expense for graded vesting share awards subject to service conditions only by applying the straight-line attribution method instead of the accelerated attribution method and using an estimated forfeiture rate of awards expected to be forfeited for each award rather than account for the forfeitures as they occur. The change in the recognition of share-based compensation expense represents a change in accounting principle which the Company believes to be preferable because the straight-line attribution method is the predominant method used in its industry and because estimating forfeitures will result in a more accurate attribution of share-based compensation expense since the Company has accumulated during the last few years sufficient historical experience to make a reasonable estimate of the forfeiture pattern of its employees.

A change in accounting principle requires retrospective application, if material. The impact of the change in the accounting policy described above to the Company's time-based awards was immaterial to prior periods and to the year ended December 31, 2021. As a result, the Company has accounted for the cumulative effect of this change in its consolidated results for the year ended December 31, 2021. The effect of the new policy was a decrease in net loss of \$141, or \$0.01 per share (basic and diluted), for the year ended December 31, 2021.

o. Research and development costs:

Research and development costs are charged to the statement of operations as incurred except for royalty-bearing participation from the IIA as described in Note 2p.

ASC 985-20, "Software - Costs of Computer Software to be Sold, Leased or Otherwise Marketed", requires capitalization of certain software development costs subsequent to the establishment of technological feasibility. Based on the Company's product development process, technological feasibility is established upon completion of a working model. Costs incurred by the Company between completion of the working models and the point at which the products are ready for general release have been insignificant. Therefore, all research and development costs have been expensed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

p. Government grants:

The Company receives royalty-bearing grants, which represent participation of the IIA in approved programs for research and development. These amounts are recognized on the accrual basis as a reduction of research and development costs as such costs are incurred. Royalties to the IIA are recorded under cost of revenues, when the related sales are recognized (see also Note 8a1).

During the years 2012 to 2017, the Company also received grants from the Israeli Ministry of Economy (the "MOE"), up to 50% of relevant marketing expenses. These grants were presented as a reduction of marketing expenses (see also Note 8a2).

q. Income (loss) per share:

Basic and diluted income (loss) per Ordinary Share is presented in conformity with ASC 260, "Earnings Per Share", for all years presented. Basic income (loss) per Ordinary Share is computed by dividing net income (loss) for each reporting period by the weighted average number of Ordinary Shares outstanding during the period.

Diluted income (loss) per Ordinary Share is computed by dividing net income (loss) for each reporting period by the weighted average number of Ordinary Shares outstanding during the period plus any additional Ordinary Shares that would have been outstanding if potentially dilutive securities had been exercised during the period, calculated under the treasury stock method.

Certain securities were not included in the computation of diluted income (loss) per share since they were anti-dilutive. The total weighted average number of shares related to the outstanding options and restricted share units ("RSUs") excluded from the calculation of diluted net income (loss) per share was, 1,042,682 , 956,356 and 877,195 for the years ended December 31, 2022, 2021 and 2020, respectively.

r. Income taxes:

The Company accounts for income taxes in accordance with ASC 740, "Income Taxes" ("ASC 740"). Deferred tax asset and liability account balances are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statement of operations in the period that includes the enactment date. Deferred tax assets and liabilities are classified as noncurrent on the balance sheet.

The Company provides a full valuation allowance to reduce deferred tax assets to the extent it believes it is more likely than not that such benefits will be realized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

s. Income tax uncertainties:

In accordance with ASC 740, the Company recognizes the effect of income tax positions only if those positions are more likely than not to be sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% of the amount likely to be realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. When applicable, the Company accounts for interest and penalties related to unrecognized tax benefits as a component of income tax expense. As of December 31, 2022 and 2021, no liability for unrecognized tax benefits was recorded.

t. Severance pay:

The Company's liability for severance pay is recorded mainly with respect to its Israeli employees and is calculated pursuant to Israeli severance pay law based on the most recent salary of the employees multiplied by the number of years of employment as of the balance sheet date. After completing one full year of employment, the Company's Israeli employees are entitled to one month's salary for each year of employment or a portion thereof. The Company's liability is partially provided by monthly deposits with severance pay funds, insurance policies and by an accrual. The liability for employee severance pay benefits included on the balance sheet represents the total liability for such severance benefits, while the assets held for severance benefits included on the balance sheet represent the current redemption value of the Company's contributions made to severance pay funds and to insurance policies.

The carrying value of deposited funds includes profits (losses) accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligation pursuant to Israeli severance pay law or labor agreements.

Effective January 1, 2012, the Company's agreements with new employees in Israel are in accordance with section 14 of the Severance Pay Law – 1963, which provides that the Company's contributions to the severance pay fund shall cover its entire severance obligation. Upon termination, the release of the contributed amounts from the fund to the employee shall relieve the Company from any further severance obligation and no additional payments shall be made by the Company to the employee. As a result, the related obligation and amounts deposited on behalf of such obligation are not recorded as part of the balance sheet, as the Company is legally released from its severance obligation to employees once the amounts have been deposited, and the Company has no further legal ownership of the amounts deposited.

Severance expenses for the years ended December 31, 2022, 2021 and 2020 amounted to \$1,007, \$922, and \$1,195, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

u. Fair value of financial instruments:

The Company follows the provisions of ASC 820, "Fair Value Measurement" ("ASC 820"), which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In determining a fair value, the Company uses various valuation approaches. ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing an asset or liability, based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect assumptions that market participants would use in pricing an asset or liability, based on the best information available under given circumstances.

The hierarchy is broken down into three levels, based on the observability of inputs and assumptions, as follows:

Level 1 - Observable inputs obtained from independent sources, such as quoted prices for identical assets and liabilities in active markets.

Level 2 - Other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The financial instruments of the Company consist mainly of cash and cash equivalents, bank deposits, trade receivables, trade payables and other liabilities and accrued expenses. The fair values of the Company cash and cash equivalents, account receivables, and account payables approximate their carrying amounts due to their short-term nature.

v. Legal contingencies:

From time to time, the Company may be involved in various claims and legal proceedings. The Company reviews the status of each matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, the Company accrues a liability for the estimated loss. The Company's estimations and related accruals if any are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events relating to a particular matter.

w. Comprehensive income (loss):

The Company accounts for comprehensive income (loss) in accordance with ASC 220, "Comprehensive Income", which establishes standards for the reporting and displays of comprehensive income and its components in a full set of general-purpose financial statements. Comprehensive income generally represents all changes in shareholders' equity during the period except those resulting from investments by, or distributions to, shareholders. The Company determined that its only item of other comprehensive income relates to foreign currency translation adjustment and gains or losses on intercompany foreign currency transactions that are of a long-term investment nature in connection with its subsidiary in Brazil.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 2: - SIGNIFICANT ACCOUNTING POLICIES (Cont.)

x. Recently issued accounting standards:

In November 2021, the FASB issued ASU No. 2021-10, "Government Assistance (Topic 832): Disclosure by Business Entities about Government Assistance", which improves the transparency of government assistance received by most business entities by requiring the disclosure of: (1) the types of government assistance received; (2) the accounting for such assistance; and (3) the effect of the assistance on a business entity's financial statements. This guidance is effective for financial statements issued for annual periods beginning after December 15, 2021. Early adoption is permitted. The Company adopted this standard on January 1, 2022. The adoption of this standard didn't result in a material impact on the Company's consolidated financial statements.

NOTE 3: - REVENUES

Revenue is recognized when or as performance obligations are satisfied by transferring control of a promised good or service to a customer. Control is either transferred over time or at a point in time, which affects the revenue recognition schedule.

Costs to obtain contracts:

The Company capitalizes an asset for the incremental costs of obtaining a contract whenever such expenses are expected to be recovered. Capitalized costs derive primarily from sales commissions or incentives granted to employees and partners. The Company's contracts with customers include performance obligations related to products and services, some of which are satisfied at a point in time and others over time. Commission costs related to performance obligations satisfied at a point in time are expensed at the time of sale, which is when revenue is recognized. Commission costs related to long-term service contracts and performance obligations satisfied over time are deferred and recognized on a systematic basis that is consistent with the transfer of the products or services to which the asset relates. Amortization expense is included in sales and marketing expenses in the accompanying consolidated statements of income (loss).

Deferred commission costs capitalized are periodically reviewed for impairment. As of December 31, 2022 and 2021, the deferred commission costs capitalized included within other long-term receivables in the consolidated balance sheets were \$2,194 and \$1,052, respectively. During the year ended December 31, 2022, the Company recorded new contract acquisition assets in the amount of \$1,851 and amortized \$709 of capitalized contract acquisition costs into sales and marketing expense. No impairment losses were recognized during such period.

Contract balances:

The Company receives payments from customers based upon contractual payment schedules. Trade receivables are recorded when the right to consideration becomes unconditional, and an invoice is issued to the customer. Unbilled receivables include amounts related to the Company's contractual right to consideration for completed performance obligations not yet invoiced. As of December 31, 2022 and 2021, unbilled receivables balances amounted to \$4,035 and \$1,457, respectively and are included within trade receivables balance in the Company's balance sheets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 3: - REVENUES (Cont.)

As of December 31, 2022, the Company had \$60,624 of remaining performance obligations not yet satisfied or partly satisfied related to revenues. The Company expects to recognize approximately 59% of this amount as revenues during the next 12 months and the rest thereafter.

During the year ended December 31, 2022, the Company recognized \$2,317 that was included in deferred revenues (short-term contract liability) balance on January 1, 2022.

For disaggregation of revenues please see Note 12b.

NOTE 4: - INVENTORIES

	December 31,	
	2022	2021
Finished products (*)	\$ 795	\$ 931

(*) Includes amounts of \$349 and \$570 as of December 31, 2022 and 2021, respectively, with respect to inventory delivered to customers for which control has not been transferred.

NOTE 5: - OTHER ACCOUNTS RECEIVABLE AND PREPAID EXPENSES

	December 31,	
	2022	2021
Governmental authorities	\$ 429	\$ 340
Prepaid expenses	1,443	1,593
Others	56	31
	\$ 1,928	\$ 1,964

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 6: - PROPERTY AND EQUIPMENT, NET

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

	December 31,	
	2022	2021
Cost:		
Computers and electronic equipment	\$ 4,399	\$ 4,235
Office furniture and equipment	412	404
Leasehold improvements	314	297
	<u>5,125</u>	<u>4,936</u>
Accumulated depreciation:		
Computers and electronic equipment	3,786	3,399
Office furniture and equipment	200	179
Leasehold improvements	129	98
	<u>4,115</u>	<u>3,676</u>
	<u>\$ 1,010</u>	<u>\$ 1,260</u>

Depreciation expenses for the years ended December 31, 2022, 2021 and 2020 amounted to \$477, \$540 and \$699, respectively.

NOTE 7: - OTHER CURRENT LIABILITIES AND ACCRUED EXPENSES

	December 31,	
	2022	2021
Royalties - IIA payable	\$ 1,113	\$ 1,026
Accrued commissions	2,454	1,040
Accrued expenses	3,262	3,362
	<u>\$ 6,829</u>	<u>\$ 5,428</u>

NOTE 8: - COMMITMENTS AND CONTINGENCIES

a. Royalty commitments:

- The Company receives research and development grants from the IIA. In consideration for the research and development grants received from the IIA, the Company has undertaken to pay royalties as a percentage of revenues from products developed from research and development projects financed. If the Company does not generate sales of products developed with funds provided by the IIA, the Company is not obligated to pay royalties or repay the grants.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 8: - COMMITMENTS AND CONTINGENCIES (Cont.)

Royalties are payable at the rate of 3% from the time of commencement of sales of all of the Company's products until the cumulative amount of the royalties paid equals 100% of the dollar-linked amounts of the grants received, plus interest at LIBOR.

As of December 31, 2022, the Company's total commitment with respect to royalty-bearing participation received or accrued, net of royalties paid or accrued, amounted to \$54,157. The total research and development grants that the Company has received from the IIA as of December 31, 2022 were \$48,432. The accumulated interest as of December 31, 2022, was \$25,019 and the accumulated royalties paid to the IIA were \$19,294.

Royalty expenses relating to the IIA grants included in cost of revenues during the years ended December 31, 2022, 2021 and 2020 were \$1,382, \$1,209, and \$1,127, respectively.

In May 2010, the Company received a notice from the IIA regarding alleged miscalculations of the amount of royalties paid by the Company to the IIA for the years 1992-2009 and the revenues basis on which the Company had to pay royalties. The Company believes that all royalties due to the IIA from the sale of products developed with funding provided by the IIA during such years were properly paid or were otherwise accrued. During 2011, the Company reviewed with the IIA the alleged miscalculations. The Company assessed the merits of the aforesaid arguments raised by the IIA and recorded a liability for an estimated loss.

2. In April 2012 and in April 2014, the MOE approved the Company's application for participation in funding the setting up of the Company's India subsidiary and China branch as part of a designated grants plan for setting up and establishing a marketing agency in India and China. The grant was intended to cover up to 50% from the costs of the office establishment, logistics expenses and hiring employees and consultants in India and China, based on the approved budget for the plan over a period of three years. The Company is currently in the process of winding down its operations at the China office. The total marketing grants received by the Company from the MOE during the years 2012 to 2017 were in the amount of \$668. No further grants are expected to be received from such plans.

The Company is obligated to pay to the MOE royalties of 3% on the increased sales in the target market, with respect to the year during which the grant was approved over a period of five years, but not more than the total linked amount of the grant received.

No royalties were paid to the MOE during the years ended December 31, 2020, 2021 and 2022.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data****NOTE 8: - COMMITMENTS AND CONTINGENCIES (Cont.)**

3. According to the Company's agreements with the Israel-U.S Bi-National Industrial Research and Development Foundation ("BIRD-F"), the Company is required to pay royalties at a rate of 5% of sales of products developed with funds provided by the BIRD-F, up to an amount equal to 150% of the BIRD-F's grant, linked to the United States CPI relating to such products. The last funds from the BIRD-F were received in 1996. In the event the Company does not generate sales of products developed with funds provided by the BIRD-F, the Company is not obligated to pay royalties or repay the grants.

The total research and development funds that the Company has received from the BIRD-F were \$340 (CPI linked amount of \$668). According to the above, as of December 31, 2022, the total royalties commitment the Company may be required to pay is an amount of up to \$1,001 out of which \$ 551 was paid by the Company in previous years. The remaining commitment with respect to royalty-bearing participation received, net of royalties paid or accrued, amounted to \$ 450 as of December 31, 2022.

Since 2003, the Company has not generated sales of products developed with the funds provided by the BIRD-F. Therefore, the Company has not been obligated to pay royalties or repay the grant since such date.

- b. Bank guarantees:

1. As of December 31, 2022, the Company issued a bank guarantee to the Israeli Customs Authority that amounted to \$28, which will expire on April 30, 2023.
2. As of December 31, 2022, the Company issued a bank guarantee to a governmental entity in Israel that amounted to \$246, which will expire on January 1, 2024.

NOTE 9: - LEASES

The Company has entered into various operating lease agreements for certain of its offices and car leases with original lease periods expiring between 2022 and 2028. Most of the lease agreements include one or more options to renew. The Company does not assume renewals in determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement.

On May 10, 2022, the Company amended its offices lease agreement in India. The amendment included a decrease in rental price per meter and an extension of the lease period until May 9, 2025. The option to extend the lease period for an additional 3 years from May 9 ,2025 has remained to the Company under the amendment. As a result of the amendment, the operating lease right of use increased by \$69 and the operating lease liability increased by \$72, the Company recorded a foreign currency exchange loss of \$24 and a gain within operating income of \$21.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 9: - LEASES (Cont.)

On July 1, 2022, the Company's lease of its offices in Israel was amended. The amendment included an increase in parking lot space and an option to extend the lease period for an additional 2 years from December 31, 2022 with an increase in rental price per meter. As a result of the amendment, the operating lease right of use increased by \$1,534 and the operating lease liability increased by \$1,493 the Company recorded a foreign currency exchange loss of \$28 and a gain within operating income of \$69.

Lease payments included in the measurement of the operating lease liability comprise the following: the fixed non-cancelable lease payments and payments for optional renewal periods where it is reasonably certain the renewal period will be exercised. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

As of December 31, 2022, the Company's assessment for the remaining lease term range between 0.9 years to 5.3 years, including options to extend part of the lease agreements for an additional 2 years and up to 5 years.

The following table represents the weighted-average remaining lease term and discount rate:

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Weighted average remaining lease term	1.51 years	1.84 years
Weighted average discount rate	4.09%	4.92%

The components of lease expense for the year ended December 31, 2022 were as follows:

	<u>Year ended December 31, 2022</u>	<u>Year ended December 31, 2021</u>
Operating lease	\$ 969	\$ 1,173
Short-term lease	6	5
Total lease expense	<u>\$ 975</u>	<u>\$ 1,178</u>

Cash paid for amounts included in the measurement of operating lease liabilities was \$730 and \$1,125 during the years ended December 31, 2022 and 2021, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 9: - LEASES (Cont.)

The following is a schedule, by years, of maturities of lease liabilities as of December 31, 2022:

	<u>Operating Leases</u>
2023	1,098
2024	1,054
2025	159
2026	137
2027 and thereafter	173
Total operating lease payments	<u>\$ 2,621</u>
Less: imputed interest	<u>145</u>
Present value of lease liabilities	<u>\$ 2,476</u>

NOTE 10: - TAXES ON INCOME

a. Israeli taxation:

Taxable income of the Company is subject to the Israeli corporate tax at the rate of 23% for all years presented.

Tax benefits under the Law for the Encouragement of Capital Investments, 1959 (“the Law”):

In August 2013, the Law for Changing National Priorities (Legislative Amendments for Achieving Budget Targets for 2013 and 2014), 2013 which includes Amendment 71 to the Law (“Amendment 71”) was enacted. Per Amendment 71, the tax rate on preferred income from a preferred enterprise in 2014-2016 will be 9% in certain areas in Israel (“Development Area A”) and 16% in other areas. In 2017, the tax rate at Development Area A was reduced to 7.5%.

The Company may claim the tax benefits offered by Amendment 71 in its tax returns, provided that its facilities meet the criteria for tax benefits set out by Amendment 71. A company is also granted a right to approach the Israeli Tax Authorities for a pre-ruling regarding its eligibility for benefits under Amendment 71 (and in some cases is required to apply for such approval).

In December 2016, the Economic Efficiency Law (Legislative Amendments for Applying the Economic Policy for the 2017 and 2018 Budget Years), 2016 which includes Amendment 73 to the Law (“Amendment 73”) was published. Amendment 73, which came into effect in January 2017, prescribes special tax tracks for technological enterprises, granting such enterprises a tax rate of 7.5% (in Development Area A) and 12% (in other areas).

Under Amendment 73, any dividends distributed to “foreign companies”, as defined in such law, by companies having over 90% foreign (i.e., non-Israeli) ownership, deriving from income from the technological enterprises will be subject to tax at a rate of 4%.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 10: - TAXES ON INCOME (Cont.)

In order to comply with the new track determined in Amendment 73, a company must meet certain criteria defined within law (among others R&D expenses and employees at a certain rate).

The Company has yet to claim the above-mentioned tax benefits offered and accordingly such reduced taxes were not considered in the computation of the deferred taxes and valuation allowance as of December 31, 2022.

In accordance with the tax laws, tax returns submitted up to and including the 2017 tax year can be regarded as final. As of December 31, 2022, no final tax assessments have been received for such years.

Tax loss carryforward:

As of December 31, 2022, the Company's estimated tax loss carryforward and capital loss were \$38,423 and \$1,519, respectively. Such losses can be carried forward indefinitely to offset any future taxable income of the Company.

As of December 31, 2022, the Company's research and development expenses carryforward for tax purposes in Israel amounted to approximately \$16,947.

b. Foreign subsidiaries:

U.S. subsidiary:

1. The U.S. subsidiary is taxed under United States federal and state tax rules. Income tax is calculated based on a U.S. federal tax rate of 21%.
2. The U.S. subsidiary's estimated federal tax loss carryforward amounted to \$1,656 as of December 31, 2022. Such losses are available to offset any future U.S. taxable income of the U.S. subsidiary and will expire in the years 2023 to 2026 for federal tax purposes.
3. The U.S. subsidiary has not received final tax assessments since incorporation. In accordance with the tax laws, tax returns submitted up to and including the 2018 tax year can be regarded as final.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 10: - TAXES ON INCOME (Cont.)

Brazilian subsidiary:

1. The Brazilian subsidiary is taxed under Brazilian tax rules. Income tax is calculated based on a 34% rate.
2. The Brazilian subsidiary's tax loss carryforward amounted to \$2,895 as of December 31, 2022, for tax purposes. Tax losses may be carried forward indefinitely but can only be offset up to 30% of the subsidiary's taxable income for a tax period.
3. The Brazilian subsidiary has not received final tax assessments since incorporation. In accordance with the tax laws, tax returns submitted up to and including the 2017 tax year can be regarded as final.

Indian subsidiary:

1. The Indian subsidiary is taxed under Indian tax rules. Income tax is calculated based on a 25% rate.
2. The Indian subsidiary has not received final tax assessments since incorporation. In accordance with the tax laws, tax returns submitted up to and including the 2015 tax year can be regarded as final.

c. Deferred taxes:

Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and for tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

	December 31	
	2022	2021
Deferred tax assets:		
Carryforward tax losses	\$ 10,519	\$ 10,540
Research and development	3,901	3,227
Accrued social benefits and other	445	505
	<u>14,865</u>	<u>14,272</u>
Less - valuation allowance	<u>(14,865)</u>	<u>(14,272)</u>
Net deferred tax assets	<u>\$ -</u>	<u>\$ -</u>

The net change in the total valuation allowance for the year ended December 31, 2022 was an increase of \$592. In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those temporary differences and tax loss carryforward are deductible. Management considers the projected taxable income and tax-planning strategies in making this assessment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 10: - TAXES ON INCOME (Cont.)

In consideration of the Company's accumulated losses and the uncertainty of its ability to utilize its deferred tax assets in the future, management currently believes that it is more likely than not that the Company will not realize its deferred tax assets and accordingly recorded a valuation allowance to fully offset all the deferred tax assets.

- d. Taxes on income are mainly comprised from state tax accrual with regards to the U.S. subsidiary, withholding taxes that were deducted by the Company's customers as well as tax expenses of the Indian subsidiary.
- e. The components of income (loss) before income taxes are as follows:

	Year ended December 31,		
	2022	2021	2020
Domestic (Israel)	\$ (3,043)	\$ (6,030)	\$ (4,271)
Foreign	945	891	499
Loss before income taxes	<u>\$ (2,098)</u>	<u>\$ (5,139)</u>	<u>\$ (3,772)</u>

- f. Reconciliation of the theoretical tax benefit and the actual tax expense:

	Year ended December 31,		
	2022	2021	2020
Loss before income taxes, as reported in the statements of operations	<u>\$ (2,098)</u>	<u>\$ (5,139)</u>	<u>\$ (3,772)</u>
Statutory tax rate in Israel	<u>23%</u>	<u>23%</u>	<u>23%</u>
Theoretical tax benefit	\$ (483)	\$ (1,182)	\$ (868)
Increase (decrease) in income taxes resulting from:			
Tax rate differential on foreign subsidiaries	(22)	(31)	(50)
Non-deductible expenses and other permanent differences	427	631	393
Differences in taxes arising from foreign currency exchange, net	(50)	69	257
Changes in carry forward tax losses and other temporary differences for which valuation allowance was provided	256	481	310
Other	31	156	178
Income taxes	<u>\$ 159</u>	<u>\$ 124</u>	<u>\$ 220</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 10: - TAXES ON INCOME (Cont.)

- g. Accounting for uncertainty in income taxes:

For the years ended December 31, 2022, 2021 and 2020, the Company did not have any unrecognized tax benefits and no interest and penalties related to unrecognized tax benefits have been accrued. The Company does not expect that its position related to unrecognized tax benefits will change significantly within the next 12 months.

NOTE 11: - SHAREHOLDERS' EQUITY

- a. The number of Ordinary Shares outstanding at December 31, 2022, and 2021 does not include 5,189 Ordinary Shares issued, which are held by a subsidiary, and 30,843 Ordinary Shares issued which are held by the Company.

Ordinary Shares confer all rights to their holders, e.g. voting, equity and receipt of dividends.

- b. Share option plan:

1. The Company has granted options under an option plan as follows:

- a) The 2013 Share Option Plan:

On April 3, 2013, the Company approved a new share option plan (the "2013 Share Option Plan"). The 2013 Share Option Plan provides for the grant of options to purchase Ordinary Shares to provide incentives to employees, directors, consultants and contractors of the Company. In accordance with Section 102 of the Income Tax Ordinance (New Version) - 1961, the Company's Board of Directors (the "Board") elected the "Capital Gains Route".

On February 19, 2015, the Board adopted an amendment to the 2013 Share Option Plan pursuant to which the Company may grant options to purchase its Ordinary Shares and RSUs to its employees, directors, consultants and contractors. The 2013 Share Option Plan expires on April 2, 2023 (please refer to note 14c for the Company's extension of the option plan).

- b) During the year ended December 31, 2020, the Company's Board approved the grant of 340,000 RSUs and 35,100 options to certain employees, officers and directors of the Company. Such Options and RSUs have vesting schedules of 2-4 years, commencing as of the date of grant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 11: - SHAREHOLDERS' EQUITY (Cont.)

- c) During the year ended December 31, 2021, the Company's Board approved the grant of 782,350 RSUs to certain employees and officers of the Company. Such RSUs have vesting schedules of 2-4 years, commencing as of the date of grant.
- d) During the year ended December 31, 2022, the Company's Board approved the grant of 418,733 RSUs and 4,906 options to certain employees and directors of the Company. Such RSUs have vesting schedules of 2-5 years, commencing as of the date of grant.

As of December 31, 2022, the total number of shares reserved under the 2013 Share Option Plan, is 3,950,000, out of which 1,325,651 Ordinary Shares are still available for future grants under the 2013 Share Option Plan as of that date.

2. Stock options for the year ended December 31, 2022 under the Company's plans are as follows:

	<u>Number of options</u>	<u>Weighted average exercise price</u>	<u>Weighted average remaining contractual term (in years)</u>	<u>Aggregate intrinsic value</u>
Outstanding as of January 1, 2022	139,680	16.36	1.20	181
Granted	4,906	10.99		
Exercised	-	-		
Expired and forfeited	(104,580)	19.30		
Outstanding as of December 31, 2022	<u>40,006</u>	<u>8.02</u>	<u>2.77</u>	<u>117</u>
Vested and expected to vest at December 31, 2022	<u>40,006</u>	<u>8.02</u>	<u>2.77</u>	<u>117</u>
Exercisable as of December 31, 2022	<u>30,319</u>	<u>7.83</u>	<u>2.66</u>	<u>94</u>

The aggregate intrinsic value in the table above represents the total intrinsic value (the difference between the deemed fair value of the Company's Ordinary Shares on the last day of fiscal 2022 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2022. This amount is impacted by the changes in the fair market value of the Company's Ordinary Shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 11: - SHAREHOLDERS' EQUITY (Cont.)

3. As of December 31, 2022, stock options under the 2013 Share Option Plan are as follows:

Exercise price \$	Options outstanding at December 31, 2022			Options exercisable at December 31, 2022		
	Number outstanding	Weighted average exercise price \$	Weighted average remaining contractual life In years	Number exercisable	Weighted average exercise price \$	Weighted average remaining contractual life In years
7.60	35,100	7.60	2.53	28,275	7.60	2.53
10.99	4,906	10.99	4.56	2,044	10.99	4.56
	<u>40,006</u>			<u>30,319</u>		

4. RSUs for the year ended December 31, 2022 under the Company's 2013 Share Option Plan are as follows:

	Number of RSUs	Weighted average remaining contractual term (in years)	Aggregate intrinsic value
Outstanding as of January 1, 2022	1,048,929	1.54	\$ 13,689
Granted	418,733		
Vested	(583,896)		
Cancelled	(103,069)		
Outstanding as of December 31, 2022	<u>780,697</u>	<u>1.53</u>	<u>\$ 8,541</u>

5. The weighted average fair value of options granted during the year ended December 31, 2022 and 2020 were \$4.64 and \$3.41 per share, respectively. No options were granted during the year ended December 31, 2021.
6. The weighted average fair values of RSUs granted during the years ended December 31, 2022, 2021 and 2020 were \$11.68, \$11.36 and \$9.31 per share, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 11: - SHAREHOLDERS' EQUITY (Cont.)

7. The following table summarizes the allocation of the Company's share-based compensation within the statements of operations:

	Year ended December 31,		
	2022	2021	2020
Cost of revenues	\$ 391	\$ 207	\$ 106
Research and development, net	2,503	1,368	879
Sales and marketing	1,386	865	536
General and administrative	894	916	648
	<u>\$ 5,174</u>	<u>\$ 3,356</u>	<u>\$ 2,169</u>

8. As of December 31, 2022, there are \$5,847 of total unrecognized costs related to non-vested share-based compensation and RSUs that are expected to be recognized over a weighted average period of 1.07 years.

NOTE 12: - SELECTED STATEMENTS OF OPERATIONS DATA

- a. The Company applies ASC 280, "Segment Reporting". The Company operates in one reportable segment (see also Note 1 for a brief description of the Company's business).
- b. The following tables present total revenues for the years ended December 31, 2022, 2021 and 2020 and long lived assets, net as of December 31, 2022 and 2021 by geographic regions:
1. Revenues by geographic region are as follows:

	Year ended December 31,		
	2022	2021	2020
North America	\$ 22,943	\$ 21,777	\$ 20,323
Asia (*)	12,513	14,686	15,190
Latin America	2,959	1,071	223
EMEA (including Israel)	7,636	2,748	1,826
	<u>\$ 46,051</u>	<u>\$ 40,282</u>	<u>\$ 37,562</u>

(*) Includes Japan and the Philippines which accounted for more than 10% of the Company's revenues in all years presented.

Total revenues are attributed to geographic areas are based on the location of the end-customer.

In 2022, 2021 and 2020, the amount of export revenues represented 97%, 94% and 96%, respectively, of the Company's total revenues.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 12: - SELECTED STATEMENTS OF OPERATIONS DATA (Cont.)

2. Major customer data as a percentage of total revenues:

	Year ended December 31,		
	2022	2021	2020
A	49	52	53
B (*)	28	26	29
C	5	10	11
	<u>82%</u>	<u>88%</u>	<u>93%</u>

(*) For the year ended December 31, 2022, operating both in Asia and EMEA.

3. Long-lived assets by geographic areas:

	Year ended December 31,	
	2022	2021
Israel	\$ 2,302	\$ 1,730
United States	746	885
Other	419	453
Total long-lived assets (1)	<u>\$ 3,467</u>	<u>\$ 3,068</u>

(1) Long-lived assets are comprised of property and equipment, net and operating lease right-of use.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 12: - SELECTED STATEMENTS OF OPERATIONS DATA (Cont.)

c. Financial income, net:

	Years ended December 31,		
	2022	2021	2020
Financial Income:			
Interest income	\$ 1,778	\$ 666	\$ 1,133
Foreign currency exchange gain	1,313	250	878
	<u>3,091</u>	<u>916</u>	<u>2,011</u>
Financial expenses:			
Bank charges	(16)	(15)	(15)
Foreign currency exchange loss	(1,059)	(547)	(1,186)
	<u>(1,075)</u>	<u>(562)</u>	<u>(1,201)</u>
	<u>\$ 2,016</u>	<u>\$ 354</u>	<u>\$ 810</u>

d. Net loss per Ordinary Share:

The following table sets forth the computation of basic and diluted net income (loss) per Ordinary Share:

	Years ended December 31,		
	2022	2021	2020
Numerator:			
Numerator for basic net loss per Ordinary Share	\$ (2,257)	\$ (5,263)	\$ (3,992)
Effect of dilutive securities:			
Share-based compensation granted	-	-	-
Numerator for dilutive net loss per Ordinary Share	<u>\$ (2,257)</u>	<u>\$ (5,263)</u>	<u>\$ (3,992)</u>
Denominator:			
Denominator for basic net loss per Ordinary Share - weighted average number of Ordinary Shares	14,525,449	14,124,404	13,927,788
Effect of dilutive securities:			
Share-based compensation granted	-	-	-
Denominator for diluted net loss per Ordinary Share - adjusted weighted average number of Ordinary Shares	<u>14,525,449</u>	<u>14,124,404</u>	<u>13,927,788</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data**

NOTE 13: - RELATED PARTY BALANCES AND TRANSACTIONS

- a. The Company carries out transactions with related parties as detailed below.
1. Certain premises occupied by the Company and its U.S. subsidiary are rented from related parties in which Mr. Zohar Zisapel holds an interest (see also Note 9). The aggregate net amounts of lease and related maintenance expenses were \$684, \$830 and \$863 in 2022, 2021 and 2020, respectively. Following the adoption of ASC 842 commencing January 1, 2019, the Company also recorded operating lease right-of use assets and operating lease liabilities related to such lease and maintenance expenses which are presented in Note 13e below.
 2. Mr. Zisapel also holds an interest in and serves as director for various entities known as the RAD-BYNET Group. Certain entities within the RAD-BYNET Group provide the Company and its U.S. subsidiary with administrative and IT services. The aggregate amounts of administrative and IT services provided were \$33, \$33 and \$30 in 2022, 2021 and 2020, respectively. Such amounts expensed by the Company are disclosed in Note 13e below as part of “Expenses” and “Capital expenses”.
 3. From time to time, the Company purchases certain products and services from members of the RAD-BYNET Group. In 2022, 2021 and 2020, the aggregate amounts of such purchases were approximately \$44, \$446 and \$52, respectively. Such amounts expensed by the Company are disclosed in Note 13e below as part of “Expenses”.

Additionally during 2022, the Company purchased inventory which amounted approximately \$89.

- b. The executive chairman of the Board, Ms. Rachel (Heli) Bennun (the “Executive Chairman”) is, among other things, Mr. Zisapel’s significant other. The Executive Chairman is entitled to a fixed monthly salary. During the years ended December 31, 2022, 2021 and 2020 the Company recorded salary expenses with respect to the Executive Chairman in the amount of \$140, \$119 and \$112, respectively. Such amounts expensed by the Company are disclosed in Note 13e below as part of “Expenses”.

In 2022 and 2021, in addition to the fixed monthly salary, the Executive Chairman received annual bonuses amounting to approximately \$106 and \$40, respectively. In 2020, there was no annual bonus paid to the Executive Chairman.

- c. The Company’s former Chief Financial Officer is a member of the board of directors and chairman of the audit committee of Matrix IT Ltd. (“Matrix”). Accordingly, as of October 2019, Matrix is considered a related party. The Company has entered into certain limited term engagements with Matrix or its affiliated companies in connection with specific development projects and/or use of software platform. The aggregate services provided by Matrix or its affiliates, as a related party, amounted to \$121 and \$67 during the years ended December 31, 2021 and 2020, respectively. Such amount expensed by the Company is disclosed in Note 13e below as part of “Expenses”. The Company’s former Chief Financial Officer is no longer a related party to the Company since January 1, 2022.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 13: - RELATED PARTY BALANCES AND TRANSACTIONS (Cont.)

d. Balances with related parties:

	December 31,	
	2022	2021
Assets:		
Other accounts receivable and prepaid	\$ -	\$ 165
Operating lease right-of-use assets	\$ 2,074	\$ 1,303
Liabilities:		
Trade payables	\$ 130	\$ 194
Other liabilities and accrued expenses	\$ 127	\$ 88
Operating lease liabilities - current	\$ 839	\$ 778
Operating lease liabilities – non-current	\$ 1,270	\$ 615

e. Transactions with related parties:

	Year ended December 31,		
	2022	2021	2020
Expenses (1):			
Cost of revenues	\$ 213	\$ 189	\$ 215
Operating expenses:			
Research and development, net	\$ 470	\$ 1,083	\$ 653
Sales and marketing	\$ 166	\$ 194	\$ 191
General and administrative	\$ 360	\$ 212	\$ 206
Capital expenses	\$ 13	\$ 29	\$ -

(1) Including utilities expenses charged to the related party and reimbursed by the Company.

NOTE 14: - SUBSEQUENT EVENTS

- a. On February 7, 2023, the Company's Board approved the grant of 235,000 RSUs to certain employees and officers of the Company. Such RSUs have vesting schedules of 2-4 years, commencing as of the date of grant.
- b. On February 19, 2023 the Company entered into definitive agreements to acquire the technology, intellectual property, and customer agreements of Continual Ltd for an amount of up to \$2,500.

The closing of the acquisition is expected to occur within three months after the signing of the definitive agreements, pending the satisfaction of customary and transaction specific closing conditions and regulatory approvals.
- c. On March 28, 2023, the Company's Board approved a new share option plan named the "2023 Share Option Plan" (hereinafter- the "2023 Plan"). The 2023 Plan expires on March 28, 2033. Under the 2023 Plan, the Company may grant options to purchase the Company's ordinary shares, restricted shares and RSUs to the Company's employees, directors, consultants and contractors.

ITEM 19. EXHIBITS

The exhibits filed with or incorporated into this Annual Report are listed below.

Exhibit No.	Description
1.1	Memorandum of Association, as amended (incorporated herein by reference to the (i) Registration Statement on Form F-1 of RADCOM Ltd. (File No. 333-05022), filed with the SEC on June 12, 1996, (ii) Form 6-K of RADCOM Ltd., filed with the SEC on April 1, 2008 and (iii) Exhibit 99.2 to Form 6-K of RADCOM Ltd., filed with the SEC on November 23, 2015).
1.2	Amended and Restated Articles of Association, as amended (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2016, filed with the SEC on March 30, 2017).
2.1	Form of ordinary share certificate (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2012, filed with the SEC on April 22, 2013).
2.2	Description of rights of the Company's Ordinary Shares (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2019, filed with the SEC on March 31, 2020).
4.1	2013 Share Option Plan, as amended (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2014, filed with the SEC on March 26, 2015).
4.2	RADCOM Compensation Policy for Executive Officers and Directors, approved on July 21, 2022, in the form previously approved on July 11, 2019, as amended on July 8, 2021 and re-approved on July 21, 2022 (incorporated herein by reference to Exhibit A attached to Exhibit 99.1 attached to the Form 6-K of RADCOM Ltd., filed with the SEC on June 16, 2022).
4.3	Software and Professional Services Agreement, dated March 29, 2019, by and between AT&T Services, Inc. and the Company (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2018, filed with the SEC on April 18, 2019).*
4.4	Supplement Agreement, dated March 29, 2019, by and between AT&T Services, Inc. and the Company (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2018, filed with the SEC on April 18, 2019).*
4.5	Supplemental Support & Maintenance Agreement, dated March 29, 2019, by and between AT&T Services, Inc. and the Company (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2018, filed with the SEC on April 18, 2019).*
4.6	Master Software and Professional Services Agreement, dated May 21, 2019, by and between Rakuten Mobile, Inc. and the Company (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2019, filed with the SEC on March 31, 2020).*
4.7	Rakuten Managed Services Agreement, dated May 22, 2019, by and between Rakuten Mobile, Inc. and the Company (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2019, filed with the SEC on March 31, 2020).*
4.8	Rakuten 5G NSA/SA Managed Services Agreement, dated October 23, 2019, by and between Rakuten Mobile, Inc. and the Company (incorporated herein by reference to the Form 20-F of RADCOM Ltd. for the fiscal year ended December 31, 2020, filed with the SEC on March 25, 2021).*
4.9	RADCOM 2023 Equity Incentive Plan (filed herewith).
8.1	List of Subsidiaries (filed herewith).
12.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) (filed herewith).
12.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) (filed herewith).
13.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) (furnished herewith).
13.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) (furnished herewith).
15.1	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst and Young Global, dated March 30, 2023 (filed herewith).
101	The following financial information from RADCOM Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2022 formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020; (ii) Consolidated Statement of Comprehensive Income (Loss) for the years ended December 31, 2022, 2021, and 2020 (iii) Consolidated Balance Sheets at December 31, 2022 and 2021; (iv) Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2022, 2021, and 2020; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021, and 2020; and (vi) Notes to Consolidated Financial Statements (filed herewith).
104	Cover Page Interactive Data File. (Formatted as Inline XBRL and contained in Exhibit 101).

* Certain identified information in the exhibit has been excluded from the exhibit because it is both (i) not material and (ii) would likely cause competitive harm to RADCOM if publicly disclosed.

SIGNATURE

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

RADCOM LTD.

By: /s/ Hadar Rahav

Name: Hadar Rahav

Title: Chief Financial Officer

Date: March 30, 2023

Radcom Ltd.
2023 EQUITY INCENTIVE PLAN

A. NAME AND PURPOSE

1. **Name:** This plan, as amended from time to time, shall be known as the Radcom Ltd. 2023 Equity Incentive Plan” (the “Plan”).
2. **Purpose:** The purpose and intent of the Plan is to provide incentives to employees, directors, consultants and contractors of Radcom Ltd., a company organized under the laws of the State of Israel, or any subsidiary thereof (the “Company”), by providing them with options to purchase Ordinary Shares, nominal value of 0.20 New Israeli Shekel each or grant under the Plan, Restricted Share Unit(s) (“RSU(s)”) (collectively, as applicable, “Options”) of the Company, pursuant to a plan approved by the Board of Directors of the Company (the “Board”) which is designed to benefit from, and is made pursuant to, the provisions of either Section 102 or Section 3(i) of the Israeli Income Tax Ordinance (New Version) 5721-1961, as applicable, and the rules and regulations promulgated thereunder (the “Ordinance”).

B. GENERAL TERMS AND CONDITIONS OF THE PLAN

3. Administration of the Plan:

- 3.1. The Board may appoint a Share Incentive Committee, which will consist of such number of Directors of the Company, as may be fixed from time to time by the Board. The Board shall appoint the members of the committee, may from time to time remove members from, or add members to, the Committee and shall fill vacancies in the Committee however caused. The Plan will be administered by the Board and/or the Share Incentive Committee, or where not permitted according to Section 112 of the Companies Law, 1999 (the “Companies Law”), by the Board only (collectively - the “Committee”).
 - 3.2. The Committee shall select one of its members as its Chairman and shall hold its meetings at such times and places, as it shall determine. Actions taken by a majority of the members of the Committee, at a meeting at which a majority of its members is present, or acts reduced to, or approved in, writing by all members of the Committee, shall be the valid acts of the Committee. The Committee may appoint a Secretary, who shall keep records of its meetings and shall make such rules and regulations for the conduct of its business, as it shall deem advisable.
 - 3.3. Subject to the general terms and conditions of this Plan and applicable law, the Committee shall have the full authority in its discretion, from time to time and at any time, to determine (i) the persons (“Grantees”) to whom options to purchase Shares (the “Options”) shall be granted, (ii) the number of Shares subject to each Option, (iii) the time or times at which the same shall be granted, (iv) the schedule and conditions on which such Options may be exercised and on which such Shares shall be paid for, and/or (v) any other matter which is necessary or desirable for, or incidental to, the administration of the Plan. In determining the number of Shares subject to the Options to be granted to each Grantee, the Committee may consider, among other things, the Grantee’s salary and the duration of the Grantee’s employment by the Company.
 - 3.4. Subject to the general terms and conditions of the Plan and the Ordinance, the Committee shall have the full authority in its discretion, from time to time and at any time, to determine:
 - a) to accelerate and extend certain exercise periods prescribed under this Plan (if applicable);
 - b) with respect to the grant of 102 Options (as defined in Section 5.1(a)(i) below) - whether the Company shall elect the “Ordinary Income Route” under Section 102(b)(1) of the Ordinance (the “Ordinary Income Route”) or the “Capital Gains Route” under Section 102(b)(2) or 102(b)(3) of the Ordinance (the “Capital Gains Route”) (each of the Ordinary Income Route or the Capital Gains Route - a “Taxation Route”) for the grant of 102 Options, and the identity of the trustee who shall be granted such 102 Options in accordance with the provisions of this Plan and the then prevailing Taxation Route;
-

In the event the Committee determines that the Company shall elect one of the Taxation Routes for the grant of 102 Options, the Company shall be entitled to change such election only following the lapse of one year from the end of the tax year in which 102 Options are first granted under the then prevailing Taxation Route; and

c) with respect to the grant of 3(i) Options (as defined in Section 5.1(a)(ii) below) - whether or not 3(i) Options shall be granted to a trustee in accordance with the terms and conditions of this Plan, and the identity of the trustee who shall be granted such 3(i) Options in accordance with the provisions of this Plan.

3.5. Notwithstanding the aforesaid, the Committee may, from time to time and at any time, grant 102 Options that will not subject to a Taxation Route, as detailed in Section 102(c) of the Ordinance (“102(c) Options”).

3.6. The Committee may, from time to time, adopt such rules and regulations for carrying out the Plan as it may deem necessary. No member of the Board or of the Committee shall be liable for any act or determination made in good faith with respect to the Plan or any Option granted thereunder.

3.7. The interpretation and construction by the Committee of any provision of the Plan or of any Option thereunder shall be final and conclusive and binding on all parties who have an interest in the Plan or any Option or Share issuance thereunder unless otherwise determined by the Board.

4. Eligible Grantees:

4.1. The Committee, at its discretion, may grant Options to any employee, director, consultant or contractor of the Company. Anything in this Plan to the contrary notwithstanding, all grants of Options to office holders (i.e., “Nosei Misra”, as such term is defined in the Companies Law) shall be authorized and implemented only in accordance with the provisions of the Companies Law.

4.2. The grant of an Option to a Grantee hereunder, shall neither entitle such Grantee to participate, nor disqualify him from participating, in any other grant of options pursuant to this Plan or any other equity incentive plan of the Company.

5. Grant of Options, Issuance of Shares, Dividends and Shareholder Rights:

5.1. Grant of Options and Issuance of Shares.

a) Subject to the provisions of the Ordinance and applicable law,

i. all grants of Options to employees, directors and office holders of the Company, other than to a Controlling Shareholder of the Company (i.e., “Baal Shlita”, as such term is defined in the Ordinance), shall be made only pursuant to the provisions of Section 102 of the Ordinance and the rules and regulations promulgated thereunder (“Section 102” and “102 Options”, respectively), or any other section of the Ordinance that will be relevant for such issuance in the future; and

ii. all grants of Options to consultants, contractors or Controlling Shareholders of the Company shall be made only pursuant to the provisions of Section 3(i) of the Ordinance and the rules and regulations promulgated thereunder (“3(i) Options”), or any other section of the Ordinance that will be relevant for such issuance in the future.

- b) Subject to Sections 7.1 and 7.2 hereof, the effective date of the grant of an Option (the “Date of Grant”) shall be the date specified by the Committee in its determination relating to the award of such Option. The Committee shall promptly give the Grantee written notice (the “Notice of Grant”) of the grant of an Option.
- c) Trust. In the event Options are granted under the Plan to a trustee designated by the Committee in accordance with the provisions of Section 3.4 hereof and, with respect to 102 Options, approved by the Israeli Commissioner of Income Tax (the “Trustee”), the Trustee shall hold each such Option and the Shares issued upon exercise thereof in trust (the “Trust”) for the benefit of the Grantee in respect of whom such Option was granted (the “Beneficial Grantee”).

In accordance with Section 102, the tax treatment of 102 Options (and any Shares received upon exercise of such Options) in accordance with the Ordinary Income Route or Capital Gains Route, as applicable, shall be contingent upon the Trustee holding such 102 Options for the requisite period provided by such Section 102 (the “Trust Period”).

All 102 Options granted hereunder to the Trustee, as aforementioned, shall be governed by the provisions of Section 102 of the Ordinance, the Income Tax Rules (Tax Relief in Issuance of Shares to Employees), 2003 (the “102 Rules”) and any other regulations, rulings, procedures or clarifications promulgated thereunder.

With respect to 102 Options granted to the Trustee under a Taxation Route, the following shall apply:

- i. A Grantee granted 102 Options shall not be entitled to sell the Shares received upon exercise thereof (the “Exercised Shares”) or to transfer such Exercised Shares (or such 102 Options) from the Trustee prior to the lapse of the Trust Period;
- ii. Any and all rights issued in respect of the Exercised Shares, including bonus shares but excluding cash dividends (“Rights”), shall be issued to the Trustee and held thereby until the lapse of the Trust Period, and such Rights shall be subject to the Taxation Route which is applicable to such Exercised Shares.

Notwithstanding the aforesaid, Exercised Shares or Rights may be sold or transferred, and the Trustee may release such Exercised Shares (or 102 Options) or Rights from Trust, prior to the lapse of the Trust Period, provided however, that tax is paid or withheld in accordance with Section 102(b)(4) of the Ordinance and Section 7 of the 102 Rules.

All certificates representing Shares issued to the Trustee under the Plan shall be deposited with the Trustee, and shall be held by the Trustee until such time that such Shares are released from the Trust as herein provided.

- d) Subject to the terms hereof, at any time after the options have vested, with respect to any Options or Shares the following shall apply:
 - i. Upon the written request of any Beneficial Grantee, the Trustee shall release from the Trust the Options granted, and/or the Shares issued, on behalf of such Beneficial Grantee, by executing and delivering to the Company such instrument(s) as the Company may require, giving due notice of such release to such Beneficial Grantee, provided, however, that the Trustee shall not so release any such Options and/or Shares to such Beneficial Grantee unless the latter, prior to, or concurrently with, such release, provides the Trustee with evidence, satisfactory in form and substance to the Trustee, that all taxes, if any, required to be paid upon such release have, in fact, been paid.

- ii. Alternatively, provided the Shares are listed on a stock exchange or admitted to trading on an electronic securities trading system (such as the Nasdaq Stock Market), upon the written instructions of the Beneficial Grantee to sell any Shares issued upon exercise of Options, the Trustee shall use its reasonable efforts to effect such sale and shall transfer such Shares to the purchaser thereof concurrently with the receipt, or after having made suitable arrangements to secure the payment of the proceeds of the purchase price in such transaction. The Trustee shall withhold from such proceeds any and all taxes required to be paid in respect of such sale, shall remit the amount so withheld to the appropriate tax authorities and shall pay the balance thereof directly to the Beneficial Grantee, reporting to such Beneficial Grantee and to the Company the amount so withheld and paid to said tax authorities.
- 5.2. Guarantee. In the event a 102(c) Option is granted to a Grantee who is an employee at the time of such grant, if the Grantee's employment is terminated, for any reason, such Grantee shall provide the Company with a guarantee or collateral, to the full satisfaction of the Committee, securing the payment of all taxes required to be paid in connection with any action involving such 102(c) Option or the Shares received upon exercise of thereof. Alternatively, the Committee shall have the authority to instruct such Grantee to transfer his/her 102(c) Option to a trustee (or escrow agent) who shall hold such 102(c) Option, and the Shares received upon exercise thereof, in trust (or escrow) to guarantee the full payment of all taxes required to be paid in connection with any action involving such 102(c) Option or Shares.
- 5.3. Dividend. All Shares issued upon the exercise of Options granted under the Plan shall entitle the Beneficial Grantee thereof to receive dividends with respect thereto. For so long as Shares issued to the Trustee on behalf of a Beneficial Grantee are held in the Trust, the dividends paid or distributed with respect thereto shall be remitted to the Trustee for the benefit of such Beneficial Grantee or distributed directly to such Beneficial Grantee, as shall be solely determined by the Committee prior to each such distribution or payment.
- 5.4. Shareholder Rights. The holder of an Option shall have no shareholder rights with respect to the Shares subject to the Option until such person shall have exercised the Option, paid the exercise price and become the recordholder of the purchased Shares.
- 6. Reserved Shares:** The Committee shall reserve from time to time, authorized but unissued Shares to be issued under the Plan and any other option or incentive plan that the Company may adopt, subject to adjustments as provided in Section 13 hereof. Notwithstanding the aforesaid, the Committee shall have full authority in its discretion to determine that the Company may issue, for the purposes of this Plan, previously issued Shares which are held by the Company, from time to time, as Dormant Shares (as such term is defined in the Companies Law). All Shares under the Plan, in respect of which the right hereunder of a Grantee to purchase the same shall, for any reason, terminate, expire or otherwise cease to exist, shall again be available for grant through Options under the Plan.
- 7. Grant of Options:**
- 7.1. The implementation of the Plan and the granting of any Option under the Plan shall be subject to the Company's procurement of all approvals and permits required by regulatory authorities having jurisdiction over the Plan, the Options granted under it and the Shares issued pursuant to it.
- 7.2. Without derogating from the foregoing, the Committee in its discretion may, subject to the provisions of the Ordinance, award to Grantees Options available under the Plan, provided however, that 102 Options granted under one of the Taxation Routes may be granted to the Trustee only following the fulfillment of the following procedure:
- i. The Company shall inform the Israeli tax authorities of its election of a Taxation Route and shall submit the Plan to the Israeli tax authorities at least 30 days prior to the grant of any 102 Options under the elected Taxation Route;

- ii. The Plan and the appointment of the Trustee shall be subject to approval of the Israeli tax authorities, provided, however, that if the Israeli Tax authorities shall not respond within 90 days of submission of the Plan and election of a Taxation Route by the Company, the Plan and/or the Trustee shall be deemed approved by the Israeli tax authorities.

7.3. The Notice of Grant shall state, *inter alia*, the number of Shares subject to each Option, the vesting schedule, the dates when the Options may be exercised, the exercise price, whether the Options granted thereby are 102 Options or 3(i) Options, and such other terms and conditions as the Committee at its discretion may prescribe, provided that they are consistent with this Plan. Each Notice of Grant evidencing a 102 Option shall, in addition, be subject to the provisions of the provisions of the Ordinance applicable to such options.

7.4. Vesting. Without derogating from the rights and powers of the Committee under Section 7.3 hereof, unless otherwise specified by the Committee, the Options shall be for a term of ten (10) years, and unless determined otherwise by the Committee and/or the Board, the schedule pursuant to which such Options shall vest, and the Beneficial Grantee thereof shall be entitled to pay for and acquire the Shares, such that all the Options shall be fully vested, as further determined by the Committee and/or Board: either on the first business day following the passing of four (4) years from the Date of Grant, or on the first business day following the passing of one (1) year from the Date of Grant, (the "Vesting Period") as follows: (i) in case Vesting Period has been determined as four (4) years, 25% of such Options shall vest on each of the four (4) annual anniversaries of the Adoption Date (the "Adoption Date" for the purpose of this Plan means the Date of Grant or any other date determined by the Committee for a given grant of Options), or (ii) in case Vesting Period has been determined as one (1) year, 25% of such Options shall each vest on the passing of every three (3) months' term of the Adoption Date.

Unless determined otherwise by the Board, any period in which the Grantee shall not be employed by the Company, or in which the Grantee shall have taken an unpaid leave of absence (excluding a leave for military reserves duty or the mandatory maternity leave determined by law), or in which the Grantee shall cease to serve as service provider of the Company, shall not be included in the Vesting Period, or shall cause the number of vested Options to be adjusted accordingly, as shall be determined by the Committee.

"Vesting Period" of an Option means, for the purpose of the Plan and its related instruments, the period between the Adoption Date and the date on which the holder of an Option may exercise the rights awarded pursuant to terms of the Option.

7.5. Acceleration of Vesting. Anything herein to the contrary in this Plan notwithstanding, the Committee shall have full authority to determine any provisions regarding the acceleration of the Vesting Period of any Option or the cancellation of all or any portion of any outstanding restrictions with respect to any Option or Share upon certain events or occurrences, and to include such provisions in the Notice of Grant on such terms and conditions as the Committee shall deem appropriate.

7.6. Repricing. Subject to applicable law, the Committee shall have full authority to, at any time and from time to time, without the approval of the Shareholders of the Company, (i) grant in its discretion to the holder of an outstanding Option, in exchange for the surrender and cancellation of such Option, a new Option having an exercise price lower than provided in the Option so surrendered and canceled and containing such other terms and conditions as the Committee may prescribe in accordance with the provisions of the Plan, or (ii) effectuate a decrease in the Exercise Price (see Section 8 below) of outstanding Options.

8. Exercise Price: The exercise price per Share subject to each Option shall be determined by the Committee in its sole and absolute discretion; provided, however, that such exercise price shall not be less than the par value of the Shares into which such Option is exercisable.

9. Exercise of Options:

- 9.1. Options shall be exercisable pursuant to the terms under which they were awarded and subject to the terms and conditions of the Plan.
- 9.2. The exercise of an Option shall be made by a written notice of exercise (the "Notice of Exercise") delivered by the Beneficial Grantee (or, with respect to Options held in the Trust, by the Trustee upon receipt of written instructions from the Beneficial Grantee) to the Company at its principal executive office, specifying the number of Shares to be purchased and accompanied by the payment therefor, and containing such other terms and conditions as the Committee shall prescribe from time to time.
- 9.3. Anything herein to the contrary notwithstanding, but without derogating from the provisions of Section 12 hereof, if any Option has not been exercised and the Shares subject thereto not paid for within ten (10) years after the Date of Grant (or any shorter period set forth in the Notice of Grant), such Option and the right to acquire such Shares shall terminate, all interests and rights of the Grantee in and to the same shall ipso facto expire, and, in the event that in connection therewith any Options are still held in the Trust as aforesaid, the Trust with respect thereto shall ipso facto expire, and the Shares subject to such Options shall again be available for grant through Options under the Plan, as provided for in Section 6 herein.
- 9.4. Each payment for Shares shall be in respect of a whole number of Shares, and shall be effected in cash or by a bank's check payable to the order of the Company, or such other method of payment acceptable to the Company.

10. Restricted Share Units:

- 10.1. Subject to the sole and absolute discretion and determination of the Committee, the Committee may decide to grant under the Plan, Restricted Share Unit(s) ("RSU(s)"). A RSU is a right to receive a Share of the Company, under certain terms and conditions, for no consideration. Upon the lapse of the exercise conditions of a RSU (i.e. Vesting Period and/or performance conditions, "Exercise Conditions"), such RSU shall automatically vest into an Exercised Share of the Company (subject to adjustments under Section 13 herein). Unless determined otherwise by the Board, the nominal value shall be paid by the Grantee, and the Board shall determine procedures for payment of such nominal value by the Grantees or for collection of such amount from the Grantees by the Company. However, the Board shall have the full authority in its discretion to determine at any time that said nominal value shall not be paid by the Grantee, and the Company shall then capitalize applicable profits or take any other action to ensure that it meets any requirement of applicable laws regarding issuance of Shares for consideration that is lower than the nominal value of such Shares. .
- 10.2. Unless determined otherwise by the Administrator, in the event of a Cessation of Employment (or service, as the case may be), all RSUs theretofore granted to such Grantee when such Grantee was an Employee or a service provider of the Company, as the case may be, that are not vested on the Date of Cessation, shall terminate immediately and have no legal effect.
- 10.3. All other terms and conditions of the Plan applicable to Options, shall apply to RSUs, *mutatis mutandis*. It is clarified, that without deviating from the foregoing in Sub-Section 9.2, the provisions of Section 8.6 herein, shall, *mutatis mutandis*, apply to RSUs in the event of Cessation of Employment or service, as the case may be.

11. Restricted Shares.

- 11.1. Restricted Shares under this section ("Restricted Shares") may be granted upon such terms and conditions, as the Committee shall determine.

- 11.2. Purchase Price. No monetary payment (other than payments made for applicable taxes) shall be required as a condition of receiving Shares pursuant to a grant of Restricted Shares, and unless determined otherwise by the Board, the aggregate nominal value of such Shares shall be paid by the Grantee, and the Board shall determine procedures for payment of such nominal value by the Grantees or for collection of such amount from the Grantees by the Company. However, the Board shall have the full authority in its discretion to determine at any time that said nominal value shall not be paid by the Grantee, and the Company shall then capitalize applicable profits or take any other action to ensure that it meets any requirement of applicable laws regarding issuance of Shares for consideration that is lower than the nominal value of such Shares.
- 11.3. Forfeiture. Upon termination of employment or services of a Grantee, the Company shall become the legal and beneficial owner of any Shares unvested at that time and all rights and interests therein or thereto without the necessity for any action on the part of the Company or Grantee.
- 11.4. Vesting and Restrictions on Transfer. Shares issued pursuant to any Restricted Shares may (but need not) be made subject to Exercise Conditions, as shall be established by the Committee and set forth in the applicable notice of grant evidencing such award. During any restriction period in which Shares acquired pursuant to an award of Restricted Shares remain subject to Exercise Conditions, such Shares may not be sold, exchanged, transferred, pledged, assigned or otherwise disposed of unless otherwise provided in the Plan. Upon request by the Company, each Grantee shall execute any agreement evidencing such transfer restrictions prior to the receipt of Shares hereunder and the Company may place appropriate legends evidencing any such transfer restrictions on the relevant share certificates.
- 11.5. Voting Rights; Dividends and Distributions. Except as provided in this section and in any notice of grant, during any restriction period applicable to Shares subject to an award of Restricted Shares, the Grantee shall have all of the rights of a shareholder of the Company holding Shares, including the right to receive all dividends and other distributions paid with respect to such Shares. However, in the event of a dividend or distribution paid in Shares or other property or any other adjustment made upon a change in the capital structure of the Company as described in Section 13, any and all new, substituted or additional securities or other property (other than normal cash dividends) to which the Grantee is entitled by reason of the Grantee's award of Restricted Shares shall be immediately subject to the same Exercise Conditions as the Shares subject to the award of Restricted Shares with respect to which such dividends or distributions were paid or adjustments were made.
- 11.6. Cessation of Employment or service. Unless otherwise provided by the Committee, in the event of Cessation of Employment or service of a Grantee, for any reason, whether voluntary or involuntary (including the Grantee's death or disability), then the Grantee shall forfeit to the Company any Shares acquired by the Grantee pursuant to an award of Restricted Shares which remain subject to Exercise Conditions as of the Date of Cessation.
- 11.7. All other terms and conditions of the Plan applicable to Options, shall apply to Restricted Shares, *mutatis mutandis*. It is clarified, that without deviating from the foregoing in Sub-Section 11.6, the provisions of Section 11.7 herein, shall, *mutatis mutandis*, apply to Restricted Shares in the event of Cessation of Employment or service.

12. Termination of Employment:

- 12.1. Employees. In the event that a Grantee who was an employee of the Company on the Date of Grant of any Options to him or her ceases, for any reason, to be employed by the Company (the "Cessation of Employment"), all Options theretofore granted to such Grantee when such Grantee was an employee of the Company shall terminate as follows:
- a) The date of the Grantee's Cessation of Employment shall be the date on which the employee-employer relationship between the Grantee and the Company ceases to exist (the "Date of the Cessation").

- b) All such Options which are not vested at the Date of Cessation shall terminate immediately.
- c) If the Grantee's Cessation of Employment is by reason of such Grantee's death or "Disability" (as hereinafter defined), such Options (to the extent vested at the Date of Cessation) shall be exercisable by the Grantee or the Grantee's guardian, legal representative, estate or other person to whom the Grantee's rights are transferred by will or by laws of descent or distribution, at any time until 180 days from the Date of Cessation, and shall thereafter terminate.

For purposes hereof, "Disability" shall mean the inability to engage in any substantial gainful occupation for which the Grantee is suited by education, training or experience, by reason of any medically determinable physical or mental impairment which is expected to result in such person's death or to continue for a period of six (6) consecutive months or more.

- d) If the Grantee's Cessation of Employment is due to any reason other than those stated in Sections 12.1.c), 12.1.e) and 12.1.f) herein, such Options (to the extent vested at the Date of Cessation) shall be exercisable at any time until 180 days after the Date of Cessation, and shall thereafter terminate; provided, however, that if the Grantee dies within such period, such Options (to the extent vested at the Date of Cessation) shall be exercisable by the Grantee's legal representative, estate or other person to whom the Grantee's rights are transferred by will or by laws of descent or distribution at any time until 180 days from the Date of Cessation, and shall thereafter terminate.
 - e) Notwithstanding the aforesaid, if the Grantee's Cessation of Employment is due to (i) breach of the Grantee's duty of loyalty towards the Company, or (ii) breach of the Grantee's duty of care towards the Company, or (iii) the commission any flagrant criminal offense by the Grantee, or (iv) the commission of any act of fraud, embezzlement or dishonesty towards the Company by the Grantee, or (v) any unauthorized use or disclosure by the Grantee of confidential information or trade secrets of the Company, or (vi) any other intentional misconduct by the Grantee (by act or omission) adversely affecting the business or affairs of the Company in a material manner, or (vii) any act or omission by the Grantee which would allow for the termination of the Grantee's employment without severance pay, according to the Severance Pay Law, 1963, all the Options whether vested or not shall ipso facto expire immediately and be of no legal effect.
 - f) If a Grantee retires, he shall, subject to the approval of the Committee, continue to enjoy such rights, if any, under the Plan and on such terms and conditions, with such limitations and subject to such requirements as the Committee in its discretion may determine.
 - g) Whether the Cessation of Employment of a particular Grantee is by reason of "Disability" for the purposes of paragraph 10.1(c) hereof or by virtue of "retirement" for purposes of paragraph 10.1(f) hereof, or is a termination of employment other than by reason of such Disability or retirement, or is for reasons as set forth in paragraph 10.1(e) hereof, shall be finally and conclusively determined by the Committee in its absolute discretion.
 - h) Notwithstanding the aforesaid, under no circumstances shall any Option be exercisable after the specified expiration of the term of such Option.
- 12.2. Directors, Consultants and Contractors. In the event that a Grantee, who is a director, consultant or contractor of the Company, ceases, for any reason, to serve as such, the provisions of Sections 12.1.b), 12.1.c), 12.1.d), 12.1.e), 12.1.g) and 12.1.h) above shall apply, *mutatis mutandis*. For the purposes of this Section 12.2, "Date of Cessation" shall mean:
- a) with respect to directors - the date on which a director submits notice of resignation from the Board or the date on which the shareholders of the Company remove such director from the Board; and

- b) with respect to consultants and contractors - the date on which the consulting or contractor agreement between such consultant or contractor, as applicable, and the Company expires or the date on which either of the parties to such agreement sends the other notice of its intention to terminate said agreement.

12.3. Notwithstanding the foregoing provisions of this Section 12, the Committee shall have the discretion, exercisable either at the time an Option is granted or thereafter, to:

- a) extend the period of time for which the Option is to remain exercisable following the Date of Cessation to such greater period of time as the Committee shall deem appropriate, but in no event beyond the specified expiration of the term of the Option;
- b) permit the Option to be exercised, during the applicable exercise period following the Date of Cessation, not only with respect to the number of Shares for which such Option is exercisable at the Date of Cessation but also with respect to one or more additional installments in which the Grantee would have vested under the Option had the Grantee continued in the employ or service of the Company.

12.4. Notwithstanding the foregoing provisions of this Section 12, unless determined otherwise by the Board, and for the avoidance of doubt, the transfer of a Grantee from the employ or service of the Company to the employ or service of an Affiliate, or from the employ or service of an Affiliate to the employ or service of the Company or another Affiliate, shall not be deemed a Cessation of Employment for purposes hereof. Furthermore, and notwithstanding the foregoing provisions of this Section 12, the Board may determine that the transfer of a Grantee from the status of an Employee status to a status of a consultant or from a status of a consultant to a status of an Employee, shall not be deemed a Cessation of Employment for purposes hereof.

For purposes hereof "Affiliate" shall mean any company (i) that holds at least 10% of the issued share capital of Radcom Ltd. or of its voting power, or (ii) in which Radcom Ltd. holds at least 10% of the issued share capital or voting power, or (iii) in which a company under clause (i) above also holds at least 10% of its issued share capital or voting power.

13. Adjustments, Liquidation and Corporate Transaction:

13.1. Definitions:

"Merger" means a merger or consolidation or a similar business combination, in which securities possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities are transferred to a person or persons different from the persons holding those securities immediately prior to such transaction.

"Sale of All of the Company's Assets" means the sale, transfer or other disposition of all or substantially all of the Company's assets.

"Corporate Transaction" means a Merger or a Sale of All of the Company's Assets.

“Change of Control” means an event following which the persons and/or entities that control the Company, directly or indirectly, at the time of adoption of this Plan, shall cease to have the right to appoint, directly or indirectly, independently, or together with another person or entity (as a result of an agreement with such person or entity, or otherwise), 50% or more of the members of the Board.

“Corporate Transaction” means the occurrence, in a single transaction or in a series of related transactions, of any one or more of the following events:

- i. a sale or other disposition of all or substantially all, as determined by the Board in its discretion, of the consolidated assets of the Company and its subsidiaries;
- ii. a sale or other disposition of all or substantially all, as determined by the Board in its discretion, of the outstanding securities of the Company resulting in a Change of Control;
- iii. a merger, consolidation or similar transaction resulting in a Change of Control;
- iv. a merger, consolidation or reorganization following which the Company is the surviving corporation but the Ordinary Shares of the Company outstanding immediately preceding the merger, consolidation or reorganization are converted or exchanged by virtue of the merger, consolidation or reorganization into other property, whether in the form of securities, cash or otherwise (the “Reorganization”).

Whether a transaction is a “Corporate Transaction” as defined above, shall be finally and conclusively determined by the Committee in its absolute discretion.

“Successor Entity Option” means options of any successor entity, as provided in Section 13.4 below.

13.2. Adjustments. Subject to any required action by the shareholders of the Company, the number of Shares subject to each outstanding Option, and the number of Shares which have been authorized for issuance under the Plan but as to which no Options have yet been granted or which have been returned to the Plan upon cancellation or expiration of an Option, as well as the price per share of Shares subject to each such outstanding Option, shall be proportionately adjusted for any increase or decrease in the number of issued Shares resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of the Shares or the payment of a stock dividend (bonus shares) with respect to the Shares or any other increase or decrease in the number of issued Shares effected without receipt of consideration by the Company; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been “effected without receipt of consideration.” Such adjustment shall be made by the Committee, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of any class, or securities convertible into shares of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of Shares subject to an Option.

13.3. Liquidation. Unless otherwise provided by the Board, in the event of the proposed dissolution or liquidation of the Company, all outstanding Options will terminate immediately prior to the consummation of such proposed action. In such case, the Committee may declare that any Option shall terminate as of a date fixed by the Committee and give each Grantee the right to exercise his Option, including any Option which would not otherwise be exercisable.

13.4. Corporate Transaction.

- a) In the event of a Corporate Transaction, immediately prior to the effective date of such Corporate Transaction, each Option may, among other things, at the sole and absolute discretion of the Board, either:
 - i. Be substituted for a Successor Entity Option such that the Grantee may exercise the Successor Entity Option for such number and class of securities of the successor entity which would have been issuable to the Grantee in consummation of such Corporate Transaction, had the Option been exercised, immediately prior to the effective date of such Corporate Transaction, given the exchange ratio or consideration paid in the Corporate Transaction, the Vesting Period of the Options and such other terms and factors that the Board determines to be relevant for purposes of calculating the number of Successor Entity Options granted to each Grantee; or

- ii. Be assumed by any successor entity such that the Grantee may exercise the Option which would have been issuable to the Grantee in consummation of such Corporate Transaction, had the Option been exercised immediately prior to the effective date of such Corporate Transaction, given the exchange ratio or consideration paid in the Corporate Transaction, the Vesting Period of the Options and such other terms and factors that the Board determines to be relevant for this purpose.
- iii. Determine that the Options shall be cashed out for a consideration equal to the difference between the price received by the shareholders of the Company in the Corporate Transaction and the Exercise Price of such Option.

In the event of a clause (i) or clause (ii) action, appropriate adjustments shall be made to the Exercise Price per Share to reflect such action. In taking any of the actions permitted under this Section 13.4.a), the Board shall not be obligated to treat all Options, all Options held by a Grantee, or all Options of the same type, similarly.

- iv. Determine that the vesting periods set forth in one, some or all of the Grant Agreements (in the case of one or some, as aforesaid, the decision as to which one or which ones shall be at the sole discretion of the Committee) shall be fully or partially accelerated.
- b) Immediately following the consummation of the Corporate Transaction, all outstanding Options shall terminate and cease to be outstanding, except to the extent assumed by a successor entity.
 - c) Notwithstanding the foregoing, and without derogating from the power of the Board pursuant to the provisions of the Plan, the Board shall have full authority and sole discretion to determine that any of the provisions of Sections 13.4.a)i, or 13.4.a)ii above shall apply in the event of a Corporate Transaction in which the consideration received by the shareholders of the Company is not solely comprised of securities of a successor entity, or in which such consideration is solely cash or assets other than securities of a successor entity.

13.5. Sale. In the event that all or substantially all of the issued and outstanding share capital of the Company is to be sold (the "Sale"), each Grantee shall be obligated to participate in the Sale and sell his or her Shares and/or Options in the Company, provided, however, that each such Share or Option shall be sold at a price equal to that of any other Share sold under the Sale (minus the applicable exercise price), while accounting for changes in such price due to the respective terms of any such Option, and subject to the absolute discretion of the Board. The Grantee, by signing the Grant Agreement, hereby appoints the Company and/or the Trustee, as the case may be, as his/her attorney-in-fact and agent and grants an irrevocable power of attorney and proxy to the Company (which may itself appoint an agent to act for it in this context) to vote "for" the approval of such Sale and to take any other action necessary to execute and consummate such Sale on behalf of the Grantee.

13.6. The grant of Options under the Plan shall in no way affect the right of the Company to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

14. Limitations on Transfer:

Unless determined otherwise by the Board, no Option shall be assignable or transferable by the Grantee to whom granted otherwise than by will or the laws of descent and distribution, and an Option may be exercised during the lifetime of the Grantee only by such Grantee or by such Grantee's guardian or legal representative. The terms of such Option shall be binding upon the beneficiaries, executors, administrators, heirs and successors of such Grantee. Any Shares acquired upon exercise of Options shall be transferable only in accordance with applicable securities and other local laws, and may be subject to substantial statutory or regulatory restrictions on transfer, except to the extent exemptions (whether by registration or otherwise) are available.

15. Term and Amendment of the Plan:

15.1. The Plan was adopted by the Board on March 28, 2023. The Plan shall terminate upon the earliest of (i) the expiration of the ten (10)-year period measured from the date the Plan was adopted by the Board, or (ii) the termination of all outstanding Options in connection with a Corporate Transaction. All Options outstanding at the time of a clause (i) termination event shall continue to have full force and effect in accordance with the provisions of the Plan and the documents evidencing such Options.

15.2. Subject to applicable laws, the Board shall have complete and exclusive power and authority to amend or modify the Plan in any or all respects.

15.3. Without derogating from the foregoing, the Board in its discretion may, at any time and from time to time, without the approval of the Shareholders of the Company, (i) increase the number of Shares to be issued under the Plan; or (ii) expand of the class of participants eligible to participate in the Plan; or (iii) expand the types of options or awards provided under the Plan.

16. Withholding and Tax Consequences: The Company's obligation to deliver Shares upon the exercise of any Options granted under the Plan shall be subject to the satisfaction of all applicable income tax and other compulsory payments withholding requirements.

16.1. All tax consequences and obligations regarding any other compulsory payments arising from the grant, vesting, or exercise of any Option, from the payment for, or the subsequent disposition of, Shares subject thereto or from any other event or act (of the Company or of the Grantee) hereunder, shall be borne solely by the Grantee, and the Grantee shall indemnify the Company and/or the Trustee, as applicable, and hold them harmless against and from any and all liability for any such tax or other compulsory payment, or interest or penalty thereon, including without limitation, monetary liabilities relating to the necessity to withhold, or to have withheld, any such tax or other compulsory payment from any payment made to the Grantee. Notwithstanding the above, the Company's obligation to deliver Shares upon the exercise or vesting of any Options granted under the Plan shall be subject to the satisfaction of all applicable tax withholding requirements as governed by Applicable Laws or practice.

16.2. The Company shall not be required to release any Shares (or Share certificate) to a Grantee until all required payments have been fully made or secured.

16.3. The Grantee shall, if requested at any time by the Company, provide to the Company within 10 calendar days of such request, any information regarding the transfer or other disposition of Shares reasonably required by the Company in order for the Company to comply with applicable local laws and regulations or to obtain any benefits thereunder.

17. Miscellaneous:

- 17.1. Continuance of Employment. Neither the Plan nor the grant of an Option thereunder shall impose any obligation on the Company to continue the employment or service of any Grantee. Nothing in the Plan or in any Option granted thereunder shall confer upon any Grantee any right to continue in the employ or service of the Company for any period of specific duration, or interfere with or otherwise restrict in any way the right of the Company to terminate such employment or service at any time, for any reason, with or without cause.
- 17.2. Governing Law. The Plan and all instruments issued thereunder or in connection therewith, shall be governed by, and interpreted in accordance with, the laws of the State of Israel.
- 17.3. Use of Funds. Any proceeds received by the Company from the sale of Shares pursuant to the exercise of Options granted under the Plan shall be used for general corporate purposes of the Company.
- 17.4. Multiple Agreements. The terms of each Option may differ from other Options granted under the Plan at the same time, or at any other time. The Committee may also grant more than one Option to a given Grantee during the term of the Plan, either in addition to, or in substitution for, one or more Options previously granted to that Grantee. The grant of multiple Options may be evidenced by a single Notice of Grant or multiple Notices of Grant, as determined by the Committee.
- 17.5. Non-Exclusivity of the Plan. The adoption of the Plan by the Board shall not be construed as amending, modifying or rescinding any previously approved incentive arrangement or as creating any limitations on the power of the Board to adopt such other incentive arrangements as it may deem desirable, including, without limitation, the granting of stock options otherwise than under the Plan, and such arrangements may be either applicable generally or only in specific cases.

LIST OF SUBSIDIARIES

Name	Jurisdiction of Incorporation
RADCOM, Inc.	New Jersey, United States
RADCOM Investments (96) Ltd.	Israel
RADCOM do Brasil Comercio, Importacao E Exportacao Ltda.	Brazil
RADCOM Trading India Private Limited	India
RADCOM Canada Limited	Ontario, Canada

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Eyal Harari, certify that:

1. I have reviewed this annual report on Form 20-F of RADCOM Ltd. for the year ended on December 31, 2022;
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(s) 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 our 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 our 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(s) 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 30, 2023

/s/ Eyal Harari

Eyal Harari

Chief Executive Officer

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Hadar Rahav, certify that:

1. I have reviewed this annual report on Form 20-F of RADCOM Ltd. for the year ended on December 31, 2022;
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(s) 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 our 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 our 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(s) 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 30, 2023

/s/ Hadar Rahav

Hadar Rahav

Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 20-F of RADCOM Ltd. (the “Company”) for the fiscal year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Eyal Harari, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 30, 2023

/s/ Eyal Harari

Eyal Harari

Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 20-F of RADCOM Ltd. (the “Company”) for the fiscal year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Hadar Rahav, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 30, 2023

/s/ Hadar Rahav

Hadar Rahav
Chief Financial Officer

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-190207) pertaining to the 2013 Share Option Plan of Radcom Ltd.,
- (2) Registration Statement (Form S-8 No. 333-195465) pertaining to the 2013 Share Option Plan of Radcom Ltd.,
- (3) Registration Statement (Form S-8 No. 333-203087) pertaining to the 2013 Share Option Plan of Radcom Ltd.,
- (4) Registration Statement (Form S-8 No. 333-211628) pertaining to the 2013 Share Option Plan of Radcom Ltd.,
- (5) Registration Statement (Form S-8 No. 333-215591) pertaining to the 2013 Share Option Plan of Radcom Ltd., and
- (6) Registration Statement (Form S-8 No. 333-260997) pertaining to the 2013 Share Option Plan of Radcom Ltd.

of our reports dated March 30, 2023, with respect to the consolidated financial statements of RADCOM Ltd. and the effectiveness of internal control over financial reporting of RADCOM Ltd. included in this Annual Report (Form 20-F) of RADCOM Ltd. for the year ended December 31, 2022.

/s/ KOST FORER GABBAY & KASIERER

Tel-Aviv, Israel
March 30, 2023

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global