

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

FORM 8-K

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

Date of report (Date of earliest event reported): June 1, 2023

SOLAREEDGE TECHNOLOGIES, INC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36894
(Commission
File Number)

20-5338862
(I.R.S. Employer
Identification No.)

1 Hamada Street, Herziliya Pituach, Israel
(Address of principal executive offices)

4673335
(Zip Code)

Registrant's telephone number, including area code: 972 (9) 957-6620

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

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	SEDG	The Nasdaq Global Select Market

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

Emerging growth company

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

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth under Item 5.03 below is incorporated by reference in this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal year.

On June 1, 2023, at the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of SolarEdge Technologies, Inc. (the “Company”), upon the recommendation of the Board of Directors of the Company, the Company’s stockholders approved amendments to the Company’s Amended and Restated Certificate of Incorporation (together, the “Certificate Amendments”) to: (i) amend Section 5.2 of Article V to declassify the Board of Directors and phase-in annual elections of all of our directors over a three-year period starting with the next annual meeting of stockholders, such that all of the Company’s directors will be elected on annual basis starting with the Company’s 2026 Annual Meeting of Stockholders, and to make certain non-substantive changes related thereto, (ii) amend Sections 9.1 and 9.2 of Article IX to remove the supermajority voting requirements requiring the holders of at least 66 2/3% of the voting power of the stock outstanding and entitled to vote thereon, voting together as a single class, for the stockholders to adopt, amend or repeal, or adopt any provision inconsistent with, certain provisions of the Company’s Amended and Restated Certificate of Incorporation (“Certificate of Incorporation”) and of the Company’s Amended and Restated Bylaws (“Bylaws”), respectively, and (iii) add a federal forum selection provision to Article XI of the Certificate of Incorporation providing that, unless the Company, in writing, selects or consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for any complainant asserting a cause of action arising under the Securities Act of 1933, to the fullest extent permitted by law, shall be the federal district courts of the United States of America.

As a result, the Company filed a Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware on June 1, 2023 setting forth the Certificate Amendments (“the Certificate of Amendment”), which became effective upon filing. In addition, subsequently, also on June 1, 2023, the Company filed a Restated Certificate of Incorporation (the “Restated Certificate”) with the Secretary of State of the State of Delaware that restated and integrated, but did not further amend, the Company’s Amended and Restated Certificate of Incorporation and the Certificate Amendments into a single document. The Restated Certificate became effective upon filing.

The foregoing descriptions of the Certificate Amendments and the Restated Certificate do not purport to be complete and are qualified in their entirety by reference to (i) the descriptions of the Certificate Amendments set forth under the headings “Proposal No. 5: Amendment of the Company’s Certificate of Incorporation to Declassify the Board and Phase-In Annual Director Elections,” “Proposal No. 6: Amendment of the Company’s Certificate of Incorporation to Remove the Supermajority Voting Requirements” and “Proposal No. 7: Amendment of the Company’s Certificate of Incorporation to Add a Federal Forum Selection Provision for the Securities Act Claims” of the Company’s definitive proxy statement as filed with the U.S. Securities and Exchange Commission on April 21, 2023; and (ii) the full text of the Certificate of Amendment and the Restated Certificate, respectively, copies of which are attached as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Company’s Annual Meeting, the stockholders voted on seven matters: (i) the election of each of Mr. Marcel Gani and Ms. Tal Payne as Class II members of the Board of Directors to hold office for a three-year term until the 2026 Annual Meeting of Stockholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal; (ii) ratification of the appointment of Ernst & Young LP (“EY”) as the Company’s auditors for the year ending December 31, 2023, (iii) approval, on an advisory and non-binding basis, of the compensation of the Company’s named executive officers, (iv) vote, on an advisory and non-binding basis, on the preferred frequency of future stockholder advisory votes to approve the compensation of the Company’s named executive officers; (v) approval of an amendment to the Company’s Certificate of Incorporation to declassify the Board and phase-in annual director elections; (vi) approval of an amendment to the Company’s Certificate of Incorporation to remove the supermajority voting requirements to amend certain provisions of the Company’s Certificate of Incorporation and Bylaws; and (vii) approval of an amendment to the Company’s Certificate of Incorporation to add a federal forum selection provision for causes of action under the Securities Act of 1933.

The final voting results are as follows:

Proposal No. 1. Election of Directors.

The following director nominees were elected as Class II directors, each to hold office until the 2026 Annual Meeting of Stockholder and until his or her successor is elected and qualified, by the votes set forth below:

	For	Against	Abstain	Broker Non-Votes
Mr. Marcel Gani	38,650,547	3,689,418	14,561	2,970,972
Ms. Tal Payne	39,448,977	2,891,950	13,599	2,970,972

Proposal No. 2. Ratification of Appointment of Registered Public Accounting Firm.

The appointment of EY as the Company's independent registered public accounting firm for the year ending December 31, 2023 was ratified by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
44,219,997	1,081,874	23,627	N/A

Proposal No. 3. Advisory Vote to Approve the Compensation of our Named Executive Officers.

The compensation of our named executive officers as disclosed in the proxy statement was approved by an advisory vote, as set forth below:

For	Against	Abstain	Broker Non-Votes
36,296,647	5,256,164	801,715	2,970,972

Proposal No. 4. Advisory Vote on Frequency of Future Stockholder Votes to Approve the Compensation of our Named Executive Officers.

The stockholders voted for "every year" as the preferred frequency of future advisory votes to approve the compensation of our named executive officers, as set forth below:

Every Year	Every 2 Years	Every 3 Years	Abstain	Broker Non-Votes
41,840,934	20,091	475,237	18,264	2,970,972

Proposal No. 5. Amendment to the Company's Certificate of Incorporation to Declassify the Board and Phase-In Annual Director Elections.

The amendment to the Company's Amended and Restated Certificate of Incorporation to declassify the Board and phase-in annual director elections was approved by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
42,253,086	50,615	50,825	2,970,972

Proposal No. 6. Amendment of the Company's Certificate of Incorporation to Remove the Supermajority Voting Requirements.

The amendment to the Company's Amended and Restated Certificate of Incorporation to remove the supermajority voting requirements to amend certain provisions of the Company's Certificate of Incorporation and Bylaws was approved by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
41,334,609	965,484	54,433	2,970,972

Proposal No. 7. Amendment of the Company's Certificate of Incorporation to Add a Federal Forum Selection Provision for the Securities Act Claims.

The amendment to the Company's Amended and Restated Certificate of Incorporation to add a federal forum selection provision for causes of action under the Securities Act of 1933 was approved by the vote set forth below:

For	Against	Abstain	Broker Non-Votes
36,439,349	5,864,202	50,975	2,970,972

The Company's Board of Directors has considered the results of the stockholder vote on the preferred frequency of future advisory votes to approve the compensation of our named executive officers and has determined that, until the next required vote on the frequency of future advisory votes to approve the compensation of our named executive officers, the Company will include a non-binding advisory stockholder vote to approve the compensation of the Company's named executive officers every year, consistent with the Board's recommendation to stockholders and the stockholder vote.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[3.1 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of SolarEdge Technologies, Inc.](#)

[3.2 Restated Certificate of Incorporation of SolarEdge Technologies, Inc.](#)

104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURE

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

SOLAREEDGE TECHNOLOGIES, INC.

Date: June 2, 2023

By: /s/ Rachel Prishkolnik

Name: Rachel Prishkolnik

Title: General Counsel and Corporate Secretary

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SOLAREEDGE TECHNOLOGIES, INC.**

SOLAREEDGE TECHNOLOGIES, INC., a Delaware corporation (the “Corporation”), does hereby certify:

FIRST: That the Amended and Restated Certificate of Incorporation of the Corporation (the “Certificate”) is hereby amended as follows:

A. Section 5.2 of Article V is hereby amended to read in its entirety as follows:

Section 5.2 Classification.

(a) The Board of Directors (other than those directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation) (the “Preferred Stock Directors”)) shall be and are divided into three classes, with the terms of the class designated as the “Class III” directors expiring at the 2024 annual meeting of stockholders, the terms of the class designated as the “Class I” directors expiring at the 2025 annual meeting of stockholders, and the terms of the class designated as the “Class II” directors expiring at the 2026 annual meeting of stockholders; provided that such division of directors into classes shall terminate upon the election of directors at the 2026 annual meeting of stockholders. Each director elected by the stockholders at the 2024 annual meeting of stockholders and thereafter shall serve for a term expiring at the next succeeding annual meeting of stockholders. Directors shall hold office until their successors have been duly elected and qualified, subject however, to prior death, resignation, disqualification or removal from office. Until the election of directors at the 2026 annual meeting of stockholders, in case of any increase or decrease, from time to time, in the number of directors (other than Preferred Stock Directors), the number of directors in each class shall be apportioned in the manner determined by the Board of Directors.

(b) Subject to the rights of the holders of any outstanding series of Preferred Stock, and unless otherwise required by law, newly created directorships resulting from any increase in the authorized number of directors and any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, or by the sole remaining director. Subject to the rights of the holders of any outstanding series of Preferred Stock, any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been duly elected and qualified, provided, however, that, each director so chosen after the election of directors at the 2026 annual meeting of stockholders shall serve for a term expiring at the next succeeding annual meeting of stockholders and until his or her successor shall have been duly elected and qualified. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

(c) Except for such additional directors, if any, as are elected by the holders of any series of Preferred Stock as provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), any director may be removed by the affirmative vote of the holders of at least a majority of the voting power of the stock outstanding and entitled to vote thereon (i) until the election of directors at the 2026 annual meeting of stockholders, only for cause and (ii) from and after the election of directors at the 2026 annual meeting of stockholders, with or without cause.

(d) During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), and upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total authorized number of directors of the Corporation shall automatically be increased by such number of directors that the holders of any series of Preferred Stock have a right to elect, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions and (ii) each Preferred Stock Director shall serve until such Preferred Stock Director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his or her earlier death, disqualification, resignation or removal. In case any vacancy shall occur among the Preferred Stock Directors, a successor may be elected by the holders of Preferred Stock pursuant to said provisions. Except as otherwise provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to said provisions, the terms of office of all Preferred Stock Directors elected by the holders of such Preferred Stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors, shall forthwith terminate (in which case each such director thereupon shall cease to be qualified as, and shall cease to be, a director) and the total authorized number of directors of the Corporation shall be automatically reduced accordingly.

B. Sections 9.1 and 9.2 of Article IX are hereby amended to read in their entirety as follows:

Section 9.1 Amendment of Certificate of Incorporation. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all powers, preferences and rights of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

Section 9.2 Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation. Except as otherwise provided in this Certificate of Incorporation or the Bylaws of the Corporation, and in addition to any requirements of law, the affirmative vote of the holders of at least a majority of the voting power of the stock outstanding and entitled to vote thereon, voting together as a single class, shall be required for the stockholders to adopt, amend or repeal, or adopt any provision inconsistent with, the Bylaws of the Corporation.

C. Article XI is hereby amended to read in its entirety as follows:

Unless the Corporation, in writing, selects or consents to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for any stockholder (including any beneficial owner) to bring: (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by current or former any director, officer or employee of the Corporation to the Corporation or the Corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the DGCL or the Corporation's Certificate of Incorporation or Bylaws, or (d) any action asserting a claim governed by the internal affairs doctrine, shall be a state court located within the State of Delaware (or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware). In addition, unless the Corporation, in writing, selects or consents to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for any complainant asserting a cause of action arising under the Securities Act of 1933, to the fullest extent permitted by law, shall be the federal district courts of the United States of America. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XI.

If any provision of this Article XI shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provision in any other circumstance and of the remaining provisions of this Article XI (including, without limitation, each portion of any sentence of this Article XI containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

SECOND: That the foregoing amendments to the Certificate were duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer on the date set forth below.

SOLAREEDGE TECHNOLOGIES, INC.

By: /s/ Rachel Prishkolnik

Name: Rachel Prishkolnik

Title: VP General Counsel & Corporate Secretary

Dated: June 1, 2023

RESTATED CERTIFICATE OF INCORPORATION**OF****SOLAREEDGE TECHNOLOGIES, INC.
(a Delaware corporation)**

The present name of the corporation is SOLAREEDGE TECHNOLOGIES, INC. The corporation was incorporated under the name “POLYSENSE TECHNOLOGIES, INC.” by the filing of its original certificate of incorporation with the Secretary of State of the State of Delaware on August 7, 2006. This Restated Certificate of Incorporation of the corporation only restates and integrates and does not further amend the provisions of the corporation’s certificate of incorporation as theretofore amended or supplemented and there is no discrepancy between the provisions of the certificate of incorporation as theretofore amended and supplemented and the provisions of this Restated Certificate of Incorporation. This Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware. The certificate of incorporation of the corporation is hereby integrated and restated to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is SOLAREEDGE TECHNOLOGIES, INC. (the “Corporation”).

**ARTICLE II
AGENT**

The address of the Corporation’s registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “DGCL”).

**ARTICLE IV
STOCK**

Section 4.1 Authorized Stock. The total number of shares which the Corporation shall have authority to issue is 220,000,000, of which 125,000,000 shall be designated as Common Stock, par value \$.0001 per share (the “Common Stock”), and 95,000,000 shall be designated as Preferred Stock, par value \$.0001 per share (the “Preferred Stock”).

Section 4.2 Common Stock.

(a) Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation, including any certificate of designations relating to any series of Preferred Stock (each hereinafter referred to as a “Preferred Stock Designation”), that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any Preferred Stock Designation) or the DGCL.

(b) Dividends. Subject to the rights of the holders of any outstanding series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends out of any funds of the Corporation legally available therefor when, as and if declared by the Board of Directors.

(c) Liquidation. Upon the dissolution, liquidation or winding up of the Corporation, subject to the rights of the holders of any outstanding series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them.

Section 4.3 Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. Subject to limitations prescribed by law and the provisions of this Article IV, the Board of Directors is hereby authorized to provide by resolution and by causing the filing of a Preferred Stock Designation for the issuance of the shares of Preferred Stock in one or more series, and to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences, and relative, participating, optional or other rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of each such series.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) the number of shares constituting such series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares in any such series then outstanding), and the distinctive designation of such series, which may be by distinguishing number, letter or title;

(ii) the dividend rate on the shares of such series, if any; whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such series;

(iii) whether the shares of such series shall have voting rights (including multiple, fractional or no votes per share) in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) whether the shares of such series shall have conversion rights, and, if so, the terms and conditions of such rights, including provision for adjustment of the conversion rate in such events as may be specified;

(v) whether or not the shares of such series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;

(vi) whether a sinking fund shall be provided for the redemption or purchase of shares of such series, and, if so, the terms and the amount of such sinking fund;

(vii) the restrictions, if any, on the issuance of shares of the same series or of any other class or series;

(viii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment in respect of shares of such series; and

(ix) any other rights, powers and preferences, or any qualifications, limitations or restrictions thereof, of such series.

Section 4.4 No Class Vote on Changes in Authorized Number of Shares of Stock. Subject to the rights of the holders of any outstanding series of Preferred Stock, the number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Number. Except as otherwise provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), the Board of Directors shall consist of such number of directors as shall be determined from time to time solely by resolution adopted by the affirmative vote of a majority of the total number of directors then authorized.

(a) The Board of Directors (other than those directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation) (the “Preferred Stock Directors”)) shall be and are divided into three classes, with the terms of the class designated as the “Class III” directors expiring at the 2024 annual meeting of stockholders, the terms of the class designated as the “Class I” directors expiring at the 2025 annual meeting of stockholders, and the terms of the class designated as the “Class II” directors expiring at the 2026 annual meeting of stockholders; provided that such division of directors into classes shall terminate upon the election of directors at the 2026 annual meeting of stockholders. Each director elected by the stockholders at the 2024 annual meeting of stockholders and thereafter shall serve for a term expiring at the next succeeding annual meeting of stockholders. Directors shall hold office until their successors have been duly elected and qualified, subject however, to prior death, resignation, disqualification or removal from office. Until the election of directors at the 2026 annual meeting of stockholders, in case of any increase or decrease, from time to time, in the number of directors (other than Preferred Stock Directors), the number of directors in each class shall be apportioned in the manner determined by the Board of Directors.

(b) Subject to the rights of the holders of any outstanding series of Preferred Stock, and unless otherwise required by law, newly created directorships resulting from any increase in the authorized number of directors and any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, or by the sole remaining director. Subject to the rights of the holders of any outstanding series of Preferred Stock, any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been duly elected and qualified, provided, however, that, each director so chosen after the election of directors at the 2026 annual meeting of stockholders shall serve for a term expiring at the next succeeding annual meeting of stockholders and until his or her successor shall have been duly elected and qualified. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

(c) Except for such additional directors, if any, as are elected by the holders of any series of Preferred Stock as provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), any director may be removed by the affirmative vote of the holders of at least a majority of the voting power of the stock outstanding and entitled to vote thereon (i) until the election of directors at the 2026 annual meeting of stockholders, only for cause and (ii) from and after the election of directors at the 2026 annual meeting of stockholders, with or without cause.

(d) During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), and upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total authorized number of directors of the Corporation shall automatically be increased by such number of directors that the holders of any series of Preferred Stock have a right to elect, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions and (ii) each Preferred Stock Director shall serve until such Preferred Stock Director’s successor shall have been duly elected and qualified, or until such director’s right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his or her earlier death, disqualification, resignation or removal. In case any vacancy shall occur among the Preferred Stock Directors, a successor may be elected by the holders of Preferred Stock pursuant to said provisions. Except as otherwise provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to said provisions, the terms of office of all Preferred Stock Directors elected by the holders of such Preferred Stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors, shall forthwith terminate (in which case each such director thereupon shall cease to be qualified as, and shall cease to be, a director) and the total authorized number of directors of the Corporation shall be automatically reduced accordingly.

Section 5.3 Powers. Subject to the provisions of the DGCL and to any limitations in this Certificate of Incorporation relating to action required to be approved by the stockholders, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 5.4 Election; Annual Meeting of Stockholders.

(a) Ballot Not Required. The directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation so provide.

(b) Notice. Advance notice of nominations for the election of directors, and of business other than nominations, to be proposed by stockholders for consideration at a meeting of stockholders of the Corporation shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

(c) Annual Meeting. The annual meeting of stockholders, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place, if any, either within or without the State of Delaware, on such date, and at such time as the Board of Directors shall fix.

ARTICLE VI STOCKHOLDER ACTION

Except as otherwise provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), no action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by written consent of stockholders in lieu of a meeting of stockholders.

**ARTICLE VII
SPECIAL MEETINGS OF STOCKHOLDERS**

Except as otherwise required by law, and except as otherwise provided for or fixed pursuant to the provisions of Article IV hereof (including any Preferred Stock Designation), a special meeting of the stockholders of the Corporation may be called at any time only by the Board of Directors. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting.

**ARTICLE VIII
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IX
AMENDMENT**

Section 9.1 Amendment of Certificate of Incorporation. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all powers, preferences and rights of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

Section 9.2 Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation. Except as otherwise provided in this Certificate of Incorporation or the Bylaws of the Corporation, and in addition to any requirements of law, the affirmative vote of the holders of at least a majority of the voting power of the stock outstanding and entitled to vote thereon, voting together as a single class, shall be required for the stockholders to adopt, amend or repeal, or adopt any provision inconsistent with, the Bylaws of the Corporation.

**ARTICLE X
LIABILITY OF DIRECTORS**

Section 10.1 No Personal Liability. To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Section 10.2 Amendment or Repeal. Any amendment, alteration or repeal of this Article X that adversely affects any right of a director shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment or repeal.

ARTICLE XI
FORUM FOR ADJUDICATION OF DISPUTES

Unless the Corporation, in writing, selects or consents to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for any stockholder (including any beneficial owner) to bring: (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by current or former any director, officer or employee of the Corporation to the Corporation or the Corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the DGCL or the Corporation's Certificate of Incorporation or Bylaws, or (d) any action asserting a claim governed by the internal affairs doctrine, shall be a state court located within the State of Delaware (or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware). In addition, unless the Corporation, in writing, selects or consents to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for any complainant asserting a cause of action arising under the Securities Act of 1933, to the fullest extent permitted by law, shall be the federal district courts of the United States of America. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XI.

If any provision of this Article XI shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provision in any other circumstance and of the remaining provisions of this Article XI (including, without limitation, each portion of any sentence of this Article XI containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

IN WITNESS WHEREOF, SOLAREEDGE TECHNOLOGIES, INC. has caused this Restated Certificate of Incorporation to be executed by its duly authorized officer on this 1st day of June, 2023.

SOLAREEDGE TECHNOLOGIES, INC.

By: /s/ Rachel Prishkolnik

Name: Rachel Prishkolnik

Title: VP General Counsel & Corporate Secretary