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# Complaint and Investigation Procedures

The following procedures have been adopted by both the Audit Committee and Israeli Audit Committee of Mellanox Technologies, Ltd. (the "Company") to govern the receipt, retention and treatment of complaints regarding the Company's accounting, internal controls, fraud, code of ethics, legal matters or other aspects of the Company's operations or actions, and to protect the confidential, anonymous reporting of employee concerns, questionable accounting or auditing matters.

## POLICY

It is the policy of the Company to treat any complaints ("Complaint") seriously and expeditiously.

Employees, officers or members of the board of directors of the Company ("Board") will be given the opportunity to submit for review by the Company confidential and anonymous Complaints, including without limitation, the following:

- fraud against investors, securities fraud, mail or wire fraud, bank fraud or fraudulent statements to the SEC or members of the investing public;
- violations of SEC rules and regulations applicable to the Company and related to accounting, internal controls and auditing matters;
- intentional error or fraud in the preparation, review or audit of any financial statement of the Company;
- significant deficiencies in or intentional noncompliance with the Company's internal controls;
- violation of the Company's code of ethics or any Company policy; and
- violation of any law applicable to the Company.

If requested by the employee, the Company will protect the confidentiality and anonymity of the employee to the fullest extent possible, consistent with the need to conduct an adequate review. Vendors, customers, business partners and other parties external to the Company will also be given the opportunity to submit Complaints; however, the Company is not obligated to keep Complaints from non-employees confidential or to maintain the anonymity of non-employees.

Complaints will be reviewed under the direction of the US Audit Committee of the Board ("Audit Committee") and oversight by the Company's designated legal counsel ("Legal Counsel") or whomever the Audit Committee determines to be appropriate, and if required, by the Israeli Audit Committee in order to allow it to comply with the requirements of the Israel Companies Law.

**The Company will abide by all laws that prohibit retaliation against employees, officers or directors who lawfully submit complaints under these procedures.**

In the event that the Company contracts with a third party to handle Complaints or any part of the complaint process, the third party will comply with these policies and procedures.



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## PROCEDURES

### Receipt of Complaints

**(OPTION 1) Telephone Hotline:** Any person with a Complaint can call a toll free number as detailed below to submit his or her Complaint. Employees who call this number need not leave their names or other personal information and reasonable efforts will be used to conduct the investigation that follows from any employee call in a manner that protects the confidentiality and anonymity of the employee making the call. The intake phone call will be received by a third-party contractor specifically engaged to provide the hotline services, or an internal person specifically designated to receive hotline calls.

Among other things, the following information may be requested by the person receiving the call:

- If an employee or officer, the division of the Company in which the caller works and, if a non-employee, where such person is employed or such person's relationship to the Company;
- Any relevant information concerning the allegations; and
- Name of the caller (unless the caller decides to remain anonymous).

The information from the call will be documented in a format acceptable to the Company and shall include at a minimum a written description of the information received concerning the Complaint allegations.

**(OPTION 2) Website:** Any person may submit a Complaint on the Company's web-site at <http://www.mellanox.com/page/wb-form> which is a third party operated web-site. Employees submitting this information need not leave their names or other personal information and reasonable efforts will be used to conduct the investigation that follows from a Complaint in a manner that protects the confidentiality and anonymity of the employee submitting the Complaint.

### Treatment of Complaints:

- A Complaint made under these procedures shall be directed to Company's in-house legal Counsel who shall report directly to the Audit Committee on such matters.
- The Audit Committee along with Legal Counsel shall review the Complaint, and the Audit Committee may instruct the Legal Counsel to investigate it himself or herself or may assign an employee, other outside counsel, advisor, expert or third-party service provider to investigate, or assist in investigating, the Complaint. Legal Counsel may direct that any individual assigned to investigate a Complaint work at the direction of or in conjunction with Legal Counsel or any other attorney in the course of the investigation.
- Unless otherwise directed by Audit Committee, the person assigned to investigate will conduct an investigation of the Complaint and report his or her findings or recommendations to Audit Committee. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator also may recommend disciplinary or corrective action.
- If determined to be necessary by the Audit Committee after consultation with Legal Counsel, the Company shall provide for appropriate funding, as determined by the Audit Committee, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel or expert witnesses.



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- At least once per each calendar quarter and whenever else as deemed necessary, Company's in-house legal Counsel shall submit a report to the Audit Committee and any other member of Company management that the Audit Committee directs to receive such report, to the Israeli Audit Committee in order to allow it to comply with the requirements of the Israel Companies Law, that summarizes each Complaint made within the last fiscal quarter and specifically indicates: (a) the complainant (unless anonymous, in which case the report will so indicate), (b) a description of the substance of the Complaint, (c) the status of the investigation, (d) any conclusions reached by the investigator and (e) findings and recommendations.
- At any time with regard to any Complaint, the Audit Committee may specify a different procedure for investigating and treating such a Complaint, such as when the Complaint concerns pending litigation.

### **Access to Reports and Records and Disclosure of Investigation Results**

All reports and records associated with Complaints are considered confidential information and access will be restricted to members of the Israeli Audit Committee or Audit Committees (the "Committees"), employees of the Company or outside counsel involved in investigating a Complaint as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Committees.

Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any laws or regulations or by any corporate policy in place at the time.

### **Retention of Records**

All Complaints and documents relating to such Complaints made through the procedures outlined above shall be retained for at least five years from the date of the complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry or investigation and thereafter as necessary.

### **Mellanox Telephone Hotline**

In order to access the Mellanox Telephone Hotline please dial as instructed below:

- If located within the US dial 1-866-685-8667
- If located outside of the US dial local toll free number and then 866-685-8667
- If calling from Israel dial 1809494949 and then 866-685-8667
- If calling from China dial (China Telecom) 10810 and then 866-685-8667
- If calling from the UK dial 0800890011 and then 866-685-8667
- If calling from Taiwan dial 00801102880 and then 866-685-8667
- If calling from Denmark dial 80010010 and then 866-685-8667
- If calling from the Netherlands dial 08000229111 and then 866-685-8667

Additional local toll free numbers can be found by [clicking here](#).