



Mellanox Technologies Anti-Corruption Policy

I. Objective

Mellanox Technologies, Ltd. and its subsidiaries and affiliates (collectively, “Mellanox” or the “Company”) conduct business that may, from time to time, relate to activities that involve entities or individuals in foreign countries. It is the policy of Mellanox that all such activities comply with the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”) and the United Kingdom Bribery Act 2010 (the “Bribery Act”, and, together with the FCPA the “Anti-Corruption Laws”). These laws do not contain a “materiality” standard; therefore, all bribes, regardless of the sum of money involved, may be considered to be violations of the Anti-Corruption Laws.

II. Scope

This directive applies to Mellanox and to all legal entities, partners, third parties, and agents acting on behalf of Mellanox.

III. Responsibilities

Mellanox officers, directors, employees, partners, third parties, and agents of Mellanox acting on behalf of the Company must abide by this policy.

Mellanox’s Legal Department is responsible for ensuring that this policy is maintained and enforced if needed. The principal point of contact within that Department for anti-corruption compliance is: Gideon Rosenberg, Deputy General Counsel & Vice President-Legal Affairs, (gideon@mellanox.com).

IV. Policy

This Policy establishes guidelines and procedures for compliance with the Anti-Corruption Laws. All Mellanox personnel are expected to read and understand this Policy and are expected to conduct business legally and ethically. The use of Mellanox funds or assets for any illegal, improper, or unethical purpose is prohibited. Improper gifts or offering anything of value to any individual to wrongfully influence an act or decision could jeopardize Mellanox’s operations and reputation and will not be tolerated by the Company. This Policy applies to all companies which Mellanox owns or controls, whether through a 50% equity position or otherwise, and their respective directors, officers, shareholders, employees, representatives, and agents worldwide.

Mellanox will also make best, reasonable efforts to have companies with which it transacts business in which it has a non-controlling interest adopt this Policy in full. In any venture in which Mellanox lacks control, but has more than a passive investment role, Mellanox will reasonably investigate business activities that may be a violation of the Anti-Corruption Laws. For such companies, Mellanox will take reasonable steps to ensure correct operating practices and anti-corruption compliance and, where that is not possible, Mellanox will promptly disassociate itself from any improper behavior and may be required to withdraw from the venture.

This Policy does not create an employment contract between Mellanox and its personnel. It also does not alter Mellanox's right to terminate its employees in accordance with Mellanox personnel policies in place from time to time.

V. Guidelines and Procedures

A. The Anti-Corruption Laws' Prohibitions and Requirements

The FCPA makes it a criminal offense to pay, offer, or give anything of value to a "Foreign Official" (defined below) for the purpose of corruptly obtaining or retaining business or directing business to another person. Specifically, the FCPA prohibits corrupt payments that are made or offered for the purpose of: (1) influencing any act or decision of the Foreign Official in his official capacity, (2) inducing the Foreign Official to do or omit any act in violation of his lawful duties, and (3) securing any improper advantage or inducing the Foreign Official to use his influence with a foreign government or instrumentality to affect or influence any of its acts or decisions (collectively, "Bribery" or "Corrupt Payments").

Who is a "Foreign Official"? The term "Foreign Official" means any officer or employee of a foreign government, or any department, agency or instrumentality thereof, or of a public international organization or any person acting in an official capacity for or on behalf of any such entity or person. The term also includes officials of foreign government owned or controlled commercial enterprises, organizations, or entities. The definition of a "Foreign Official" is construed broadly and has been interpreted, for example, to include employees at foreign government controlled power companies, utilities, universities, and hospitals.

The FCPA applies to improper payments made directly by U.S. companies and their officials, directors, and employees. The FCPA also applies to foreign persons if they commit an act in furtherance of a bribe while in the United States, as well as to U.S. businesses and U.S. nationals making payments wholly outside the United States.

The FCPA also prohibits Corrupt Payments made indirectly through persons or entities (for example, agents, foreign representatives, consultants, and business partners) who act for or on behalf of Mellanox where Mellanox knows, or has reason to know, that such Corrupt Payments will be made. The FCPA defines “knowledge” broadly, to include not only actual knowledge that an improper was made, but also conscious or reckless disregard of facts and circumstances that reasonably raise the likelihood of an FCPA violation. Under the FCPA, an individual is deemed to have knowledge of a particular circumstance if the individual is “aware of a high probability of the existence of such circumstance.” To willfully turn a blind eye or to otherwise “bury one’s head in the sand” to an FCPA violation is not a defense to potential FCPA liability.

The Bribery Act extends the prohibitions of the FCPA by criminalizing commercial bribery, e.g., bribery of private individuals, as well as bribery of Foreign Officials. Under the Bribery Act, it is illegal to offer an advantage to any person (including employees of private organizations) for the purpose of persuading or rewarding that person to improperly perform any function or activity related to a business or to that person’s employment. Moreover, the Bribery Act penalizes recipients and requesters of bribes in addition to those who offer and provide bribes. The Bribery Act has an even lower threshold for liability for bribes made to Foreign Officials, making it illegal to offer, promise or give any direct or indirect financial advantage to a Foreign Official intended to influence the Foreign Official in his or her official capacity, whether or not it is intended to induce the Foreign Official to act “improperly.”

The Bribery Act also includes a strict liability corporate offense provision. Under this provision, a company that carries on a business, or part of a business, in the United Kingdom can be held strictly liable if anyone “associated with” the company commits bribery, regardless of whether the bribery takes place in the UK or elsewhere, unless the company has “adequate procedures” in place designed to prevent such behavior. The Bribery Act states that a person is “associated” with a company if he performs services for, or on behalf of, that company.

In March 2011, the UK’s Ministry of Justice issued a Guidance manual (the “UK Guidance Manual”), clarifying several aspects of the Bribery Act, including the Act’s reference to “adequate procedures.” The UK Guidance Manual highlights six overarching principles to guide companies on what would constitute “adequate procedures” to prevent bribery. Principle 1 is titled “Proportionate Procedures,” and emphasizes that a company’s bribery prevention procedures should be proportionate to the bribery risks that it faces as well as to the nature, scale, and complexity of the company’s activities. Principle 2 is titled “Top-Level Commitment,” and stresses the need to have a culture within the company that bribery is not acceptable, evidenced by top-level management’s commitment to prevent bribery. Principle 3 is titled “Risk Assessment,” and emphasizes that the company assess the nature and extent of its exposure to potential bribery and that the assessment is informed, documented, and performed periodically. Principle 4 is titled “Due Diligence,” and discusses that the company should apply risk-based due diligence procedures for those who perform services by or on behalf of the company. Principle 5 is titled “Communication and Training,” and emphasizes that the company should seek to ensure that its

bribery prevention policies and procedures are understood through the organization and includes proper training. Principle 6 is titled “Monitor and Review,” and stresses the need for the company to monitor and review its procedures designed to prevent bribery and makes improvements where necessary.

Therefore, Mellanox, its officers, directors, employees, partners, third parties, and agents of Mellanox acting on behalf of Mellanox, shall not offer, pay or give, promise to pay or give, or authorize the payment or giving of any money or anything of value, directly or indirectly:

- a. To any person, including “Foreign Officials”;
- b. For the purpose of influencing the recipient to act or refrain from acting; and
- c. In order to assist Mellanox in obtaining or retaining business or in directing business to any person or to secure an improper advantage.

In addition, Mellanox and its officers, directors, employees, partners, third parties, and agents shall not make any such offering or payment to any person knowing or having reason to believe that all or part of it could be used for a purpose described above.

The FCPA also prohibits “issuers”—domestic companies that have a class of registered securities or are required to file periodic and other reports with the SEC and foreign companies with American Depository Receipts listed on a U.S. exchange—from mischaracterizing or otherwise concealing bribe payments in the companies’ books and records. The books and records provision of the FCPA is designed to prevent bribery from being concealed as legitimate payments in companies’ accounting records. The FCPA requires that Mellanox, its officers, directors, and employees maintain books and records that, in reasonable detail, accurately and fairly reflect corporate transactions. Consistent with the FCPA’s books and records provision, Mellanox, its officers, directors, and employees shall not mischaracterize or otherwise conceal in the Company’s books and records any payments that they know or have reason to know are in violation of the FCPA.

The FCPA also requires that Mellanox establish a system of internal accounting controls to provide reasonable assurances that transactions are executed in accordance with management’s authorization and are properly recorded. In order to ensure compliance with the FCPA’s books and records and internal controls requirements, Mellanox’s Internal Audit Department will review the adequacy of the design and operating effectiveness (including, if necessary, transaction testing) of the system of internal controls established to ensure that all payments to government agencies or to Foreign Officials are accurate and have been properly authorized, reported, and recorded. A sample of such payments may also be reviewed to ensure compliance with the anti-bribery provision of the FCPA.

B. Penalties Under the Anti-Corruption Laws

The Anti-Corruption Laws are rigorously enforced and the penalties can be severe. Penalties may be applied not only to Mellanox, but also to its directors, officers, employees, partners, third parties, and agents. The corporate criminal penalty for violating the FCPA is \$2,000,000 for each violation of the anti-bribery provision, and \$25,000,000 for each violation of the books and records provision. Individuals may also be fined under the FCPA for up to \$100,000 and imprisoned for up to five years for each violation of the anti-bribery provision, and \$5,000,000 and imprisoned for up to 20 years for each violation of the books and records provision. The penalties for committing a crime under the Bribery Act include imprisonment for up to ten years and unlimited fines. Individual fines will not be reimbursed by Mellanox. Other consequences of violating the Anti-Corruption Laws can include severe reputational damage to the Company, imposition of compliance monitors, loss of export privileges, and debarment from government contracting.

C. Gifts

The Anti-Corruption Laws do not prohibit gift-giving; they prohibit the payment of bribes disguised as gifts. Under current enforcement policy, for example, the giving of nominal items such as cups of coffee, taxi fare, or company promotional items would not be sufficient evidence of the corrupt intent necessary to violate the FCPA or the UK Bribery Act. Under the November 14, 2012 “Resource Guide to the U.S. Foreign Corrupt Practices Act” (the “Resource Guide”) released jointly by DOJ and the SEC, such items are cited as being generally permissible. According to the Resource Guide, items of greater than nominal value may also be found to be permissible if (1) the gift is given openly and transparently, (2) the gift is properly recorded in the company’s books and records, (3) the gift is permitted under local law, customary where given, and reasonable for the occasion. The UK’s Ministry of Justice has also indicated that it is likely permissible to provide gifts to clients as a reflection of good relations if such gifts are reasonable and proportionate to company business. Before making any gifts of greater than nominal value, however, Mellanox personnel must consult with Mellanox’s Legal Department.

D. Payments Permitted Under the Anti-Corruption Laws

1. “Reasonable and Bona Fide” Expenditures

One of the most frequently encountered and complex areas under the Anti-Corruption Laws are payments for travel and entertainment for Foreign Officials. The FCPA permits payments or gifts that are “reasonable and bona fide” expenditures (such as travel and lodging expenses) incurred by or on behalf of a Foreign Official that is directly related to the promotion, demonstration, or explanation of a product or service or for the execution or performance of a contract with the foreign government. Although the Bribery Act does not explicitly permit such payments, the UK Guidance Manual makes clear that it is not the intention of the Bribery Act to

criminalize bona fide hospitality and promotion, or other business expenditure which seeks to improve the image of a company, to better present products and services, or to establish cordial relations. Thus, under the Anti-Corruption Laws, it is likely permissible to pay for a Foreign Official's airline ticket and lodging to a demonstration site, but it would likely not be permissible to pay for the official's spouse or pay to send the official on a ski trip.

The Resource Guide distinguishes between a legitimate trip to inspect facilities, for which business-class travel, moderate entertainment and meals are provided; and an improper trip, in which senior officials travel first-class with their spouses on an all-expenses-paid, week-long trip to Las Vegas where the company has no facilities. While determinations in this area are fact-specific, the Resource Guide suggests, as guideposts, that:

- The company should not select the officials who will participate in the proposed trip or program or should select them based on pre-determined, merit-based criteria.
- The company should pay all costs directly to travel and lodging vendors and/or should pay reimbursements only upon presentation of a receipt.
- The company should not advance funds or pay for reimbursements in cash.
- The company should ensure that any stipends are reasonable approximations of costs likely to be incurred and/or that expenses are limited to those that are necessary and reasonable.
- The company should ensure that the expenditures are transparent, both within the company and to the foreign government.
- The company should not condition payment of expenses on any action by the Foreign Official.
- The company should obtain written confirmation that payment of the expenses is not contrary to local law.
- The company should not provide additional compensation, stipends, or spending money beyond what is necessary to pay for actual expenses incurred.
- The company must accurately record the costs and expenses in its books and records.

The UK Guidance Manual also notes that the determination of whether a business expenditure is bona fide will depend on the totality of the circumstances, which will include matters such as the type and level of expenditure, the manner and form in which the expenditure is provided, and the level of influence that the Foreign Official has over awarding business to or for the benefit of the company.

Given the complexities associated with determining whether a payment for travel and entertainment would fit within the appropriate parameters, Mellanox personnel must first consult with, and obtain written approval from, the Mellanox Legal Department prior to making such expenditures for Foreign Officials. All reasonable and bona fide expenditures must also comply with Mellanox's Travel Policy.

2. Lawful Payments Under Written Laws of Foreign Country

A payment to a Foreign Official that would otherwise be prohibited by the Anti-Corruption Laws may be legal if the payment is lawful under the written laws and regulations of the Foreign Official's country. The written laws of countries, however, rarely if ever, expressly permit Corrupt Payments that would be prohibited under the Anti-Corruption Laws. The absence of a law prohibiting such conduct, or evidence that "it is local custom" or that "everyone does it," does not satisfy this defense.

Given the difficulties associated with determining whether a payment would fit within this defense and the often uncertain posture of such payments under local law, Mellanox personnel must not rely upon this exception without first consulting with, and obtaining written approval from, the Mellanox Legal Department.

3. Extortion or Duress Defense

The Anti-Corruption Laws affirm that liability does not arise in cases of true extortionate demands under imminent threat of physical harm because payments made in these circumstances cannot be said to have been made with corrupt intent or for the purpose of obtaining or retaining business. However, mere economic coercion or threats to a company's business do not qualify for the extortion or duress defense. Mellanox personnel should report any such economic threats immediately to the Mellanox Legal Department.

E. Charitable Contributions

Legitimate charitable giving does not violate the Anti-Corruption Laws. Compliance with these laws, however, requires that charitable contributions not be used as a vehicle to conceal Corrupt Payments. The Resource Guide suggests that U.S. authorities expect companies to subject

such expenditures to due diligence and controls to determine that they are legitimate and not a ruse for bribery. The Resource Guide suggests five basic questions to consider when making charitable contributions in a foreign country:

- What is the purpose of the payment?
- Is the payment consistent with the company's internal guidelines on charitable giving?
- Is the payment at the request of a Foreign Official?
- Is a Foreign Official associated with the charity and, if so, can the Foreign Official make decisions regarding your business in that country?
- Is the payment conditioned upon receiving business or other benefits?

Mellanox personnel should direct any questions that they have regarding the propriety of charitable contributions to the Mellanox Legal Department.

F. Compliance With Local Laws

Most countries have laws which prohibit bribery of government officials. Mellanox personnel may not conduct any activity in violation of the laws or customs of any country in which such personnel operate. Questions regarding the laws of a specific country should be addressed to the Mellanox Legal Department.

G. Prospective Business Partners and Third Party Relationships

To ensure compliance with the Anti-Corruption Laws, Mellanox must exercise caution in dealing with prospective business partners and third-party relationships (including, but not limited to, agents, distributors, contractors, consultants, and joint-venture partners). It is important to remember that Mellanox may be liable for any Corrupt Payments made, or other illegal or improper acts performed, by third parties in connection with Mellanox's business. In addition, a third party may itself be liable for aiding and abetting or conspiring to violate the Anti-Corruption Laws; in these cases, the U.S. regulators may have jurisdiction over all members of conspiracy where at least one is a domestic concern or commits an overt act in the United States.

The Resource Guide articulates three guiding principles for conducting due diligence on third parties:

- Due diligence should explore the third party's qualifications and associations.

- The company must understand the business rationale for engaging the third party, including a review of the governing contract to ensure that the payment terms are appropriate.
- The company should continuously monitor the relationship, including updating due diligence, exercising contractual audit rights, conducting periodic training, and requiring annual compliance certifications from the third party.

The UK Guidance Manual emphasizes similar principles for conducting due diligence and adds that companies engage in a risk-based approach and dedicate more diligence efforts to those third parties that pose greater bribery risks. In higher risk situations, the UK Guidance Manual suggests that due diligence may include conducting direct interrogative inquiries, indirect investigations, or general research on the proposed third parties.

Prior to entering into any equity or contractual venture, it is the policy of Mellanox to conduct a due diligence review of prospective third parties who conduct business with Foreign Officials. Attached as **Exhibit A** is a Certification that must be completed by all such third parties who will work for or act on behalf of Mellanox. Mellanox will also conduct due diligence for the third parties described above using a Due Diligence Questionnaire attached as **Exhibit B**. Specifically, each distributor of Mellanox shall be required to complete an annual anti-corruption self-assessment questionnaire and certification, in the form attached hereto as **Exhibit C**. The legal department will ensure that all questionnaires are completed and will investigate any issues raised by such questionnaires.

In addition, Mellanox personnel should be on the lookout for “red flags” that might indicate a potential issue relating to the Anti-Corruption Laws. A non-exhaustive list of “red flags” consistent with those described in the Resource Guide is attached as **Exhibit D**.

H. Anti-Corruption Policy Compliance Questionnaire for Mellanox Officers

All Presidents, Vice Presidents, Heads of Business Units, and Chief Financial Officers of Mellanox must complete, sign, and return the Anti-Corruption Policy Compliance Questionnaire attached hereto as **Exhibit E**. The Anti-Corruption Policy Compliance Questionnaire should be completed by the above corporate officers and delivered to the Legal Department by January 31 of each fiscal year. The legal department will ensure that all questionnaires are completed and will investigate any issues raised by such questionnaires.

VI. Reporting

Any suspected violation of the Anti-Corruption Laws should immediately be brought to the attention of the Legal Department. Such reporting may be done without fear of retribution. No further action should be taken until a response is received. Alternatively, reports may be made anonymously, directly and without fear of retribution, to Mellanox's Compliance Hotline at **1-866-685-8667**.

VII. Training and Audits

It is the policy of Mellanox to conduct periodic training for relevant personnel in the area of anti-corruption compliance. Likewise, audits for anti-corruption compliance will be conducted from time to time by Mellanox's internal auditors.

VIII. Discipline

Any violation of this Policy may result in disciplinary action, up to and including immediate termination.

IX. Questions

Questions regarding this Policy may be addressed to Gideon Rosenberg, Deputy General Counsel & Vice President-Legal Affairs at (gideon@mellanox.com).



Exhibit A

This certification must be included in any agreement Mellanox makes with business partners (such as joint venture partners), as well as with outside companies or other third parties who act outside the United States on behalf of Mellanox, or who conduct business with a foreign official. This certification must be signed by an authorized representative of the third party:

Certification

The Distribution Agreement entered into by and between Mellanox Technologies, Ltd. and [Insert name of business partner/third party] (the “Company”) is contingent upon compliance with any applicable U.S. laws, particularly the Foreign Corrupt Practices Act (“FCPA”) and UK Bribery Act (“Bribery Act”), as well as the laws of [Insert foreign country(ies) in which services are to be performed by business partner/third party on behalf of Mellanox]. On behalf of the Company, the undersigned hereby represents and warrants that the Company is familiar with the requirements of the FCPA and the Bribery Act and will conduct all actions on behalf of Mellanox in accordance with the FCPA, the Bribery Act, and applicable foreign law. The undersigned further represents and warrants that no money paid to the Company as compensation or otherwise has been or will be used to pay any bribe or kickback in violation of U.S. or foreign law. In no event shall any payment be made by the Company or its agents or employees to any undisclosed third party. The Company agrees to provide prompt certification of its continuing compliance with applicable laws whenever requested by Mellanox.

The Company will maintain books and records in accordance with Generally Accepted Accounting Principles (“GAAP”) and will maintain written records of all expenditures made by it or on its behalf that clearly and accurately identify the persons or entities that receive payments. A copy of this accounting must be provided to Mellanox upon request. The Company expressly agrees that Mellanox may upon reasonable notice inspect, copy and audit any accounts, books or records maintained by it in connection with its business with Mellanox or any aspect thereof.

All agents or employees of the Company who will be involved in representing Mellanox must be identified in writing to Mellanox and approved before they perform any actions on behalf of Mellanox. The Company shall employ no marketing representative or consultant without the written, advance approval of Mellanox.

It is understood and agreed that the Company is an independent contractor without authority to bind Mellanox in any way. The Agreement can be terminated immediately either upon violation of its terms or in the event that the Agreement is found to be impermissible under U.S. or foreign law.

The undersigned hereby certifies that he/she has authority to enter into and bind the Company to all the terms and condition of the Agreement, including the foregoing certification.

[Insert name of business partner/third party]

By: _____ (Signature of business partner/third party representative)
Printed name: _____
Title: _____
Date: _____



Exhibit B
MELLANOX TECHNOLOGIES, LTD
AND WHOLLY OWNED SUBSIDIARIES
Global Policy on Anti-Corruption
Contracting with Third Parties Questionnaire

Pursuant to Mellanox’s Contracting with Sales Consultant Policy, this questionnaire is required to be completed by all representatives prior to entering into a business relationship with Mellanox Technologies, Ltd. or any of its affiliates or subsidiaries (collectively, “Mellanox”). Please answer all questions fully and completely and return the completed questionnaire to your Mellanox business contact. If you have any questions related to this questionnaire please contact your Mellanox business contact.

Name of Individual Consultant and /or Firm: _____

General Business Profile and Nature of Services		
1.	Company Type (<i>Corporation, partnership, sole proprietor, etc.</i>):	
2.	Registered Business Address:	
3.	Main Address of Operations (<i>If different than registered address</i>):	
4.	Additional Offices <i>(Please list all offices):</i>	
5.	Ownership <i>(Please list all principal owners / shareholders with over 5% Ownership or any government or competitor ownership of any amount):</i>	
6.	Principals, Members of the Board of Directors, Key Executives:	
7.	Executives and employees expected to provide services to or on behalf of Mellanox:	

8.	Please list all affiliated companies including parent, subsidiaries, etc.:	
9.	Approximate annual revenues:	
10.	Number of employees and locations where they are employed:	
11.	Date of incorporation or formation:	
12.	Two Client References: <i>(Please provide company and contact names (including email addresses and phone numbers) for business references – services should be similar to those being offered to Mellanox.)</i>	
13.	One Financial Institution Reference <i>(Please provide company and contact names (including email addresses and phone numbers.)</i>	
14.	Auditors: <i>(Financial and Statutory)</i>	
15.	Certified copy of certificate of good standing and copies of current business licenses: <i>(Please attach)</i>	
16.	Countries/Locations where work is to be performed:	
17.	Nature of services provided by Company: <i>(Provide a description of the Company's principal services and products)</i>	
18.	Nature of services to be provided to Mellanox:	

	<p><i>(Attach Proposed Statement of Work or Proposal – Include identity of any key potential customers / clients you expect to be calling on)</i></p>	
19.	<p>Is the company required to be registered or licensed to do business or to perform the services contemplated?</p> <p><i>(If yes, please provide a copy of the license or certificate numbers as may be relevant in the Company’s jurisdiction, together with a copy of such license or certificate, as well as an English language translation of such license or certificate if not originally in English)</i></p>	
20.	<p>Does the company plan to use agents or other third parties to deliver services in relation to Mellanox?</p> <p><i>(If yes, please explain and provide names of these other agents or other third parties.)</i></p>	
21.	<p>Bank and account information for payment of Mellanox invoices:</p> <p><i>(Please provide all relevant information including financial institution name and location.)</i></p>	
Relationships with Government / Government Affiliated Entities		
22.	<p>Does any government entity own an interest in, or exert control over the company?</p> <p><i>(If so, please provide details.)</i></p>	
23.	<p>Are you aware of any clients or customers that are government officials, departments, agencies, or government-controlled or affiliated companies?</p> <p><i>(If yes, please provide details.)</i></p>	

24.	<p>Are you aware of any manager, Board Member, or other key personnel of your organization—or a family member thereof—who is:</p> <ul style="list-style-type: none"> • A current or former elected or appointed official, employee, agent or representative of any government agency or institution or government-owned or government-controlled company; • A current or former political party official; • A current or former candidate for or elected individual holding a political office; • A current or former officer, agent, or employee of a publicly funded or public international organization (i.e. UN, IMF, WHO, etc.); or • Has some other government relationship. <p><i>(If yes to any of the above, please provide information of all government relationships.)</i></p>	
25.	<p>Does any officer or employee of a government agency, ministry, or instrumentality thereof, or officer, employee of a government-owned or controlled entity, or officer or employee of a public international organization, or officer, employee, or official of a foreign political party have any interest or stand to benefit in any way as a result of the proposed agreement to work?</p> <p><i>(If yes, please provide details.)</i></p>	
Corporate Compliance / Anti-corruption Compliance		
26.	<p>Does the company have a compliance officer?</p> <p><i>(If so, please provide the name of the compliance officer.)</i></p>	
27.	<p>Does the company have a code of ethics?</p> <p><i>(If so, please provide a copy of the code of ethics.)</i></p>	
28.	<p>Does the company have an anti-corruption code?</p> <p><i>(If so, please provide a copy of the code.)</i></p>	
29.	<p>Does the company have a program to ensure compliance with the United States Foreign Corrupt</p>	

	<p>Practices Act, UK Bribery Act of 2010 and/or with local anti-corruption laws?</p> <p><i>(If so, please describe the program).</i></p>	
Legal Matters / Conflicts of Interest		
30.	<p>Are you aware of any local laws, government regulations, orders, or restrictions prohibiting the proposed agreement between your company and Mellanox?</p> <p><i>(If yes, please provide details.)</i></p>	
31.	<p>Does the company have any commercial relationships with companies competing with Mellanox?</p> <p><i>(If yes, please provide details.)</i></p>	
32.	<p>Is the company aware of any actual or potential conflicts of interest that it has not disclosed to Mellanox that might affect its ability to serve Mellanox?</p> <p><i>(If yes, please provide details.)</i></p>	
33.	<p>Has the company, or its directors, officers or employees, been investigated, indicted, convicted or otherwise involved in any criminal or regulatory investigation currently underway or conducted within the past 5 years, related to bribery, money-laundering, fraud or other related offenses?</p> <p><i>(If yes, please provide details.)</i></p>	
34.	<p>Have any of the company's directors, officers, or employees been subject of debarments or professional suspensions related to bribery, money-laundering, fraud, or other related offenses?</p> <p><i>(If yes, please provide details.)</i></p>	
35.	<p>Has the company, or any of its owners, principals, shareholders, officers, directors, employees, or any third parties contemplated to be used by the company in connection with matters relating to Mellanox ever offered, paid, given, promised to pay or give, authorized the payment or gift, directly or indirectly, of money or anything of value to: (i) any government official, (ii) any political party, party official, or candidate for public office, (iii) any employee of a</p>	

	<p>customer, or (iv) any other person at the request, suggestion, or direction of any of the persons described in (i)-(iii), or while knowing that all or a portion of such money or thing of value would be offered, given or promised, directly or indirectly, to any such person, for the purpose of obtaining or retaining business or a business advantage?</p> <p><i>(If yes, please provide details.)</i></p>	
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CERTIFICATION BY COMPANY THAT ANSWERS ARE ACCURATE AND COMPLETE

SIGNATURE: _____

NAME: _____

POSITION: _____

DATE: _____

TO BE FILLED OUT BY MELLANOX	
Received by: Date:	
Reviewed by: Date:	



Exhibit C

DISTRIBUTOR ANTI-CORRUPTION SELF-ASSESSMENT QUESTIONNAIRE

Mellanox is dedicated to conducting their business consistent with the highest standards of business ethics. We have an obligation to our employees, shareholders, customers, suppliers, community representatives and other business contacts to be honest, fair and forthright in all of our business activities, as well as complying with applicable anti-bribery laws including Foreign Corrupt Practices Act (“FCPA”), the UK Anti-Bribery Act of 2010 and applicable export laws and regulations. By completing this questionnaire, you certify that you are maintaining compliance with the FCPA and all applicable anti-bribery and export control laws.

Pursuant to the terms of the Distribution Agreement you (“Distributor”) are obligated to complete this Self-Assessment Questionnaire and Certification covering the Compliance Period noted below in order to maintain a business relationship with Mellanox Technologies, Ltd. or any of its affiliates or subsidiaries (collectively “Mellanox”). Please answer questions Nos. 1-10 fully and completely, sign the Certification below, and return the completed Self-Assessment Questionnaire and Certification to your Mellanox business contact. If you have any questions related to this questionnaire please contact your Mellanox business contact.

DISTRIBUTOR NAME: _____

DISTRIBUTOR ADDRESS: _____

DISTRIBUTOR NAME: _____

NAME OF PERSON COMPLETING QUESTIONNAIRE: _____

CERTIFICATION PERIOD: _____

DATE OF COMPLETION: _____

Corporate Compliance / Anti-corruption Compliance		
36.	Does the company have a compliance officer? <i>(If so, please provide the name of the compliance officer.)</i>	<i>(Please check one box)</i> <input type="checkbox"/> YES <input type="checkbox"/> NO
37.	Does the company have a code of ethics? <i>(If so, please provide a copy of the code of ethics.)</i>	<i>(Please check one box)</i> <input type="checkbox"/> YES <input type="checkbox"/> NO
38.	Does the company have an anti-corruption code? <i>(If so, please provide a copy of the code.)</i>	<i>(Please check one box)</i> <input type="checkbox"/> YES <input type="checkbox"/> NO

39.	<p>Does the company have a program to ensure compliance with the United States Foreign Corrupt Practices Act, UK Bribery Act of 2010 and/or with local anti-corruption laws? <i>(If so, please describe the program).</i></p>	<p><i>(Please check one box)</i></p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>
Legal Matters / Conflicts of Interest		
40.	<p>Are you aware of any local laws, government regulations, orders, or restrictions prohibiting the proposed agreement between your company and Mellanox? <i>(If yes, please provide details.)</i></p>	<p><i>(Please check one box)</i></p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>
41.	<p>Does the company have any commercial relationships with companies competing with Mellanox? <i>(If yes, please provide details.)</i></p>	<p><i>(Please check one box)</i></p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>
42.	<p>Is the company aware of any actual or potential conflicts of interest that it has not disclosed to Mellanox that might affect its ability to serve Mellanox? <i>(If yes, please provide details.)</i></p>	<p><i>(Please check one box)</i></p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>
43.	<p>Has the company, or its directors, officers or employees, been investigated, indicted, convicted or otherwise involved in any criminal or regulatory investigation currently underway or conducted within the past 5 years, related to bribery, money-laundering, fraud or other related offenses? <i>(If yes, please provide details.)</i></p>	<p><i>(Please check one box)</i></p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>
44.	<p>Have any of the company's directors, officers, or employees been subject of debarments or professional suspensions related to bribery, money-laundering, fraud, or other related offenses? <i>(If yes, please provide details.)</i></p>	<p><i>(Please check one box)</i></p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>
45.	<p>Has the company, or any of its owners, principals, shareholders, officers, directors, employees, or any third parties contemplated to be used by the company in connection with matters relating to Mellanox ever offered, paid, given, promised to pay or give, authorized the payment or gift, directly or indirectly, of money or anything of value to: (i) any government official, (ii) any political party, party official, or candidate for public office, (iii) any employee of a customer, or (iv) any other person at the request, suggestion, or direction of any of the persons described in (i)-(iii), or while knowing that all or a portion of such money or thing of value would be offered, given or promised, directly or indirectly, to any such person, for the</p>	<p><i>(Please check one box)</i></p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p>

	<p>purpose of obtaining or retaining business or a business advantage?<i>(If yes, please provide details.)</i></p>	
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CERTIFICATION:

On behalf of the Distributor, the undersigned hereby represents and warrants that the Distributor is familiar with the requirements of the FCPA and the Bribery Act and during the Certification Period has conducted all actions on behalf of Mellanox in accordance with the FCPA, the Bribery Act, and applicable foreign law. The undersigned further represents and warrants that no money paid to the Company as compensation or otherwise has been or will be used to pay any bribe or kickback in violation of U.S. or foreign law. In no event shall any payment be made by the Distributor or its agents or employees to any undisclosed third party.

Additionally, the Distributor agrees to maintain its books and records in accordance with Generally Accepted Accounting Principles (“GAAP”) and will maintain written records of all expenditures made by it or on its behalf that clearly and accurately identify the persons or entities that receive payments. Distributor further agrees to will comply with all U.S. export laws and regulations, including the U.S. Export Administration Regulations (EAR) maintained by the U.S. Department of Commerce, trade and economic sanctions maintained by the U.S. Treasury Department’s Office of Foreign Assets Control, and the U.S. International Traffic in Arms Regulations (ITAR) maintained by the U.S. Department of State, and any other applicable U.S. or analogous foreign laws, regulations and requirements regarding the export, re-export, transfer, diversion, release and/or import of Mellanox Products, technology, and technical data, including obtaining prior authorization from the competent government authorities as required by those laws and regulations. A copy of this accounting must be provided to Mellanox upon request. The Distributor expressly agrees that Mellanox may upon reasonable notice inspect, copy and audit any accounts, books or records maintained by it in connection with its business with Mellanox or any aspect thereof.

BY SIGNING BELOW, I CERTIFY THAT I AM DULY AUTHORIZED TO SIGN ON BEHALF OF THE DISTRIBUTOR AND THAT THE ABOVE RESPONSES ARE ACCURATE AND COMPLETE.

DISTRIBUTOR NAME: _____



SIGNATURE: _____

NAME: _____

POSITION: _____

DATE: _____

Exhibit D

RED FLAGS

Federal enforcement agencies and various legal commentators have cited several “red flags” that firmly put U.S. businesses on notice that they may encounter difficulties under the Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act (“Bribery Act,” and, together with the FCPA, the “Anti-Corruption Laws”). These “red flags” are critical since the Anti-Corruption Laws impose liability not only on the basis of actual knowledge of a potential bribe, but also on the basis that a representative of a company “should have known” about a potential bribe.

For example, one must be sensitive to certain industries that are particularly susceptible to requests for bribes, such as technology, defense, energy, and construction services. Certain other businesses, particularly those which have a heavy cash flow, also are susceptible.

The following list is not exhaustive, but provides an array of factors that require particular attention as potential “red flags”:

- Excessive commissions to third-party agents or consultants;
- Unreasonably large discounts to third-party distributors;
- Third-party consulting agreements that include vaguely described services;
- The third-party consultant is in a different line of business than that for which it has been engaged;
- The transaction or business involves a “high-risk” country or region (Transparency International, a non-profit, non-governmental organization, maintains an annual Corruption Perceptions Index of countries. This list can be found at www.transparency.org);
- A party to the transaction lacks experience with a product, field, or industry; or lacks qualified staff or adequate facilities;
- A party to the transaction has a reputation for impropriety, unethical, or illegal conduct, or has been the subject of allegations or investigations related to integrity;
- A party seeks to perform services without a written agreement;
- The transaction involves the use of shell companies or transactions with “secrecy” jurisdictions;
- A party to the transaction has close social or business relationships with government officials, or is a close relative of a government official;
- A government official is a director, officer, senior employee of, or has an ownership interest in, the contracting party;
- A government official or government customer has recommended or insisted that the company use a particular intermediary, agent, representative, or consultant;
- Any part of the agreement violates local law or policy;

- A party makes misrepresentations or inconsistencies in the application or due diligence process;
- A party refuses to provide information or make related certifications on compliance with the Anti-Corruption Laws;
- A party or agent requests payment up front, before completion of the project;
- A party to the transaction requests an increase in compensation during the life of the project;
- A party makes requests for payments in third countries or to third parties;
- A party makes requests for payments in cash or bearer instruments.

As the foregoing examples make clear, intermediaries or consultants present “red flags” by taking certain unreasonable positions. If a potential consultant offers any of the following comments, a company should take heed of “red flag” warnings:

- “Please pay me in cash.”
- “Pay me through my Swiss [or offshore] bank account.”
- “My close relative is a government official, and you don’t have a chance unless you deal with me.”
- “I have no facilities or staff, but I’ll get the job done.”
- “I have never worked in your industry before, but I know the right people.”
- “While my commission rate is twice the market rate, I’m well worth it.”

The Justice Department has issued approximately a dozen opinions that deal directly or indirectly with investments. These opinions provide some guidance to companies about making investments with partners abroad. As more foreign government activities are “privatized” and companies become involved as investors or participants in those privatizations, companies are well-advised to look at potential “red flags” in the investment setting. Potential “red flags” in this context include the following:

- A proposed foreign partner is a company that is owned by a government official or relative of that official;
- The foreign partner cannot assign many assets to the joint venture or partnership other than their influence with the government;
- The foreign partner refuses to agree to reasonable financial controls;
- The value attributable to the assets being contributed by the foreign partner to the joint venture is excessive; or
- There are rumors that the foreign partner has, in turn, another partner who is a government official.



Exhibit E

ANTI-CORRUPTION POLICY COMPLIANCE QUESTIONNAIRE

For Compliance period January 1, ___ through December 31, ___

The Anti-Corruption Policy (“Policy”), a copy of which is attached, covers several important areas of business conduct, including compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act (“Bribery Act”, and together with the FCPA, the “Anti-Corruption Laws”). For the purpose of obtaining legal advice and to ensure that Mellanox Technologies, Ltd. and its subsidiaries and affiliates (collectively, “Mellanox”) comply with this Policy, you are requested to answer the following questions relating to the activities of your Business Unit, Group Function or subsidiary during the past fiscal year. For the purposes of this questionnaire, Business Unit, Group Function or subsidiary includes the respective employees, representatives, distributors, and agents of each. Please answer questions 1 to 12 by placing an ‘X’ in the space adjacent to the correct answer.¹ Please answer to the best of your knowledge,¹ information and belief.

QUESTIONS	YES	NO
1. Have you read and do you understand the Anti-Corruption Policy?		
2. Are you aware of the Compliance Hotline and other ways to report potential violations of the Anti-Corruption Policy or the Company’s Code of Ethics (“Code”)?		
3. Are you aware that it is illegal to give gifts, payments, or entertainment at Mellanox’s expense to “Foreign Officials” or entities (e.g., public servants, public bank employees, political parties, party officials, political candidates and international organization officials) to influence an official act or decision by these officials or entities?		
4. Are you aware that a “Foreign Official” can include an employee of a foreign government-owned or government-controlled commercial enterprise?		
If answering “YES” to the following questions 5-12, please provide further detail at the end of the questionnaire.		
5. Are you aware of any such illegal exchanges as described in Question 3 being made by Mellanox?		
6. Are you aware of any payments being made directly or indirectly to or for the benefit of any foreign government official, foreign candidate for political office, foreign political party or international organization for the purpose of obtaining or retaining business?		
7. Are you aware of any payments being made directly or indirectly to a third-party with knowledge that it would be offered to a foreign official or employee for the purpose of obtaining or retaining business?		
8. Are you aware of any payments being made directly or indirectly to or for the benefit of any employee of foreign government-owned or controlled businesses, corporations, companies or societies, including hospitals or health facilities, for		
9. Has your Business Unit, Group Function or subsidiary recorded any entries in its books, records or accounts that might be interpreted as misstating or concealing the		

¹ “Knowledge” for purposes of this questionnaire and under the Anti-Corruption Laws means not only actual knowledge, but also a conscious disregard of facts and circumstances that reasonably raise a question of a violation of the Anti-Corruption Laws. Under the Anti-Corruption Laws, an individual is deemed to have knowledge of a particular circumstance if the individual is “aware of a high probability of the existence of such circumstance.”



10. Has your Business Unit, Group Function or subsidiary maintained any cash funds, bank deposits or other assets without recording them on financial and			
11. While employed at Mellanox, have you ever participated in, assisted others in, or had knowledge of any conduct by Mellanox that, in your judgment, either does not comply with the Policy or Code or has the appearance of not complying with the Policy or Code?			
12. Are you aware of any joint ventures that Mellanox is a part of in which business partners may have personal or professional ties to a foreign			
Complete Attachment A if you have answered "YES" to questions 5-12.			

Completion and Delivery Instructions

Please sign and date as instructed below. Once completed, deliver this questionnaire to Mellanox’s General Counsel by January 31 in an envelope labeled “Anti-

Corruption Policy Privileged Communication.”

Signature

Date

Name (please print)

Location

Business Unit/Group Function
or Subsidiary

Position

Attachment A

If you have answered “YES” to any of the questions numbered 5 through 12 above, please provide the details in the space provided below. Remember to include the question number to which you are providing the further detail.