

**MELLANOX TECHNOLOGIES, LTD.
TECHNOLOGY, STRATEGY & M&A COMMITTEE CHARTER**

(October 22, 2013)

Purpose and General Responsibilities

The primary purpose of the Mellanox Technologies, Ltd. (the “**Company**”) Technology Strategy & M&A Committee (the “**Committee**”) is to assist the Company’s Chief Executive Officer (at the CEO’s request) and members of the CEO’s staff to review and discuss technology plans, decisions and potential transactions brought before the Committee by the CEO in order to support the Company’s articulated product strategy. In furtherance of this purpose, when requested by the CEO, the Committee shall provide general counsel and commentary on:

1. The Company’s technology competitiveness;
2. The strength and competitiveness of the Company’s engineering processes and disciplines, including review of practices associated with harvesting and protecting intellectual property;
3. The Company’s technology planning processes to support its growth objectives;
4. The Company’s engineering leadership strategy; and,
5. Technology aspects pertinent to strategic investments and/or mergers and acquisition transactions.

The Committee shall make regular reports to the Company’s Board of Directors, shall review and reassess the adequacy of this Charter periodically and make any necessary changes, and shall periodically review its own performance.

Composition

The Committee shall consist of a minimum of two directors from the Company’s board of directors (the “**Board**”). Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee, and they may be removed or replaced by the Board in its discretion.

Meetings, Reports and Procedures

The Committee shall meet at such times as the Chairman of the Committee shall designate. Notice of such meetings shall be given to the Committee’s members in accordance with the bylaws of the Company. In advance of every meeting, the Chairman shall cause the preparation and distribution of pertinent meeting materials, including an agenda of matters to be addressed at the meeting. Members of the Committee may participate in meetings through the use of conference telephones or similar communications equipment, as long as all members participating in such meeting can hear one another, and such participation shall constitute presence at such meetings. Minutes of each meeting of the Committee shall be filed in a minute book established and maintained on the Committee’s behalf and kept with the records of the Company.