



NVIDIA acquires Mellanox - Frequently Asked Questions

Updated June 17, 2020

Who is handling the payment of the merger consideration?

Computershare is the Paying Agent, and ESOP, in Israel, is the Sub-paying Agent. These paying agents will handle the payment of the merger consideration to shareholders.

What is the process for Mellanox shareholders to be paid?

The Paying Agent and Sub-paying Agent have reached out to brokers and registered shareholders explaining the mechanics to receive payment of the merger consideration. Please refer to this [process flow](#).

How and when will I receive my proceeds?

Your broker will need to send you a link via email to the tax declaration form. Once you fill out this form and submit it back to your broker, your request for payment will be put in motion. Your broker will complete the form, surrender your shares and request approval from the Sub-paying Agent. After approval has been granted, you can expect payment from your broker in 1 to 3 weeks.

What documentation do I need to provide?

As Mellanox is an Israeli corporation, you will need to receive the tax declaration form link from your broker to get started. The online tax declaration form will request you upload a copy of your valid passport to the site. If you do not have a valid passport, you will need to complete a W-9 or W-8 form, prompted by the site. If your Mellanox shares are valued at more than \$3,000,000 (previously more than \$250,000) you will need to provide a residency certificate as required by the Israeli Tax Authorities.

A current U.S. Form 6166, or non-U.S. equivalent form will be accepted by the ITA. To request a certificate of residence for the U.S., you will need to submit [Form 8802](#) to the [IRS](#) requesting to receive a Form 6166. The IRS Form 6166 or respective country residency certificate should be uploaded through the tax declaration form link provided by your broker for processing. Submitting your non-Israeli residency information will eliminate the requirement for the paying agents to withhold Israeli taxes on your proceeds.

Has the Israeli Tax Authority ruling been received?

Yes, we have received the ITA ruling and an amendment to increase the value requiring a residency certificate to above \$3,000,000. The amendment has been extended and is now valid through December 31, 2020. These rulings will be applied by the Paying Agent and Sub-paying Agent during the approval process.

For shareholders with cash value at or below \$3,000,000, you may complete the submission by uploading your passport, or if you do not have a passport, complete the W-8 or W-9 online and submit for processing. Note: Per the ITA, starting January 1, 2021, the cash value threshold for tax residency certificates will return to \$250,000, which means residency certification will be required above that level.

What If a shareholder does not complete and deliver a "Declaration of Status for Israeli Income Tax Purposes" and provide requisite additional documentation to establish non-Israeli residency or provide a "Valid Certificate" issued by the Israel Tax Authority addressing Israeli withholding?

In the event a shareholder does not complete and deliver a "Declaration of Status for Israeli Income Tax Purposes" and provide requisite additional documentation to establish non-Israeli residency or provide a "Valid Certificate" issued by the Israel Tax Authority addressing Israeli withholding by April 27, 2021 or as otherwise required under the Merger Agreement, default Israeli withholding (generally 25%) will be applied to the cash consideration payable for the shareholder's Mellanox shares, following which the remaining balance of the cash consideration will be made available to the shareholder. In such event, no confirmation of Israeli withholding will be issuable to the shareholder as would be required to seek a tax refund, and in the absence of such confirmation, a tax refund from the Israel Tax Authority will not be readily obtainable by the shareholder, even if in the circumstances there is no substantive Israel tax liability.

What do I do if my cash value is above \$3M?

If your cash value is above \$3M, you may request a Form 6166 from the IRS or you can approach the ITA for a specific withholding tax exemption. Please note that approaching the ITA is usually done by an Israeli representative (CPA or a lawyer).

Who can I contact with questions?

For questions about the tax declaration form or link, please contact your broker as they are the only ones who can initiate the payment process for you. If they are not familiar with the process, please have them contact

their back office for further instructions with respect to this corporate action.

Who can I contact at NVIDIA?

You may reach the company at

MellanoxShareholderQuestions@nvidia.com.