

GIVEN IMAGING LTD. (THE “COMPANY”) EXECUTIVE COMMITTEE CHARTER

The Board of Directors (the “Board”) of the Company has constituted and established an Executive Committee (the “Committee”) with the authority, responsibility and specific duties as described in this Executive Committee Charter (this “Charter”).

A. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibility to the shareholders and others by overseeing the executive management of the Company, review and monitor the business of the Company on a regular basis and make recommendations to the Board when necessary.

In meeting its responsibilities, other than as set forth herein, the Committee’s policies and procedures shall be flexible so that it may react to changing circumstances or conditions.

B. Membership

The membership of the Committee shall consist of at least three members of the Board, the majority of whom shall qualify as “independent directors” under applicable law and the Nasdaq National Market listing requirements and at least one of whom (who may be one of the same persons qualifying as an independent director) shall qualify as an “outside director” under the Israeli Companies Law. The Chairman of the Board shall serve as a member of the Committee.

The members of the Committee shall be elected by the Board annually and shall serve until their successors shall be duly elected and qualified. Unless a Chair of the Committee is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. All vacancies in the Committee shall be filled by the Board.

The duties and responsibilities of a member of the Committee are in addition to the duties of a member of the Board.

C. Meetings

The Committee shall meet as needed to conduct and oversee the affairs of the Company and fulfill its responsibilities, but not less than once a quarter. Meetings of the Committee may be called by the President and Chief Executive Officer, the Chairman of the Board, the Chairman of the Committee or any two or more members of the Committee. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. The Committee may also act by unanimous written consent. The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members. Any such subcommittee shall report any action to the full Committee at its next meeting. At the request of any member of the Executive Committee, consideration of any action

proposed to be taken by the Committee shall be deferred to the full Board. The Committee shall keep a record of its actions and proceedings and make a report of these proceedings to the Board at the next meeting of the Board held after such actions or proceedings.

D. Powers and Responsibilities

The Committee shall fulfill its purpose by

(1) Exercising the full powers and prerogatives of the Board between Board meetings and while the Board is not in session in cases where, at the discretion of the Chairman of the Board, a quick action or resolution is required or warranted, except that the Committee shall not have the power to act in lieu of the full Board in any matter in respect of which the delegation of powers is prohibited under applicable law or that requires the approval of the Company's shareholders.

(2) Reviewing the details of the Company's business strategy and making recommendations to the Board for approval.

(3) Reviewing the details of the Company's work plans and budget and regularly monitor the progress of the work plan and budget.

(4) Oversee the activities of the Chief Executive Officer of the Company and working closely with the Chief Executive Officer to assist in the fulfillment of his or her duties and responsibilities.

(5) Assisting the Chief Executive Officer on an ad hoc basis to address specific needs or missions.

(6) Monitoring organizational processes in the Company (e.g., transition of executive officers, organizational changes, etc.).

(7) Reviewing alliance, acquisition and other strategic agreements and making recommendations to the Board for approval.

(8) Taking any other action or assuming any other powers and responsibilities that may from time to time be assigned or delegated to it by the Board.

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