

**CRAY INC.
STRATEGIC TECHNOLOGY ASSESSMENT COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE

The Strategic Technology Assessment Committee shall assist the Board of Directors in its oversight of the Company's technology strategy and product plans.

The Committee shall consist of at least three directors, each of whom may be, but is not required to be, an independent director under applicable laws, rules and regulations, including the listing standards of the Nasdaq Global Market System.

The members of the Committee shall be appointed by the Board. Unless a Chair is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Members may be removed by the Board at any time.

II. RESPONSIBILITIES

1. The Committee shall to review the Company's overall technology strategy and product plans.

2. In performing its tasks, the Committee shall consider factors as the relationship among the Company's technology strategy, marketing plans and product management, the associated development execution risks and a sustainable business context.

3. The Committee shall assess whether the Company's research and development investments are sufficient and appropriate to support the competitiveness of the Company's offerings in the marketplace.

4. The Company shall engage external viewpoints (such as customers, sponsors and other high performance computing leaders) in its discretion.

5. The Committee annually shall review its own performance and this Charter and recommend to the Board any proposed changes to this Charter or to the Committee.

6. The Committee shall perform such other functions and activities as required by law or the Company's Bylaws or as assigned to it by the Board of Directors.

IV. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors.

The Committee is authorized to form and delegate authority to subcommittees as appropriate. The Committee may delegate such authority to one or more of its members as it deems appropriate.

V. MEETINGS AND MINUTES

The Committee shall meet at least twice each year and more often as necessary to enable it to fulfill its responsibilities and duties. The Committee Chair (or his or her designee) shall prepare and/or approve an agenda in advance of each meeting. The Committee shall meet privately in executive session as it deems appropriate. The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be maintained with the books and records of the Company.

VI. MANAGEMENT'S RESPONSIBILITIES

The management of the Company shall provide the Committee with the necessary resources to enable the Committee to discharge its duties and responsibilities, as reflected in this Charter and as the Board of Directors assigns to the Committee.