



**Part II** Organizational Action (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_  
The applicable Internal Revenue Code sections are 354, 356, 358, and 368.

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**18** Can any resulting loss be recognized? ▶ Company securityholders who receive Acquirer common stock in exchange for their Company common and/or preferred stock or Company warrants, as applicable, will not recognize any loss in the Mergers. Any Company shareholders who receive only cash in exchange of their Company common and/or preferred stock may recognize loss in the Mergers depending on their individual circumstances.

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is the tax year of the Company securityholder in which the Mergers closed (e.g., 2026 for calendar year taxpayers).

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
Signature ▶  Date ▶ 3/11/2026  
Print your name ▶ Gregg Morrison Title ▶ VP of Tax & Treasurer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Attachment to Form 8937 Filed by Sicily Merger Sub II, Inc., as a successor of Celestial AI, Inc.**

**Part II**

**Line 14**

On February 2, 2026, Marvell Technology, Inc. (the “**Acquirer**”) acquired Celestial AI, Inc. (the “**Company**”) in a transaction intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended (the “**Code**”) whereby Sicily Merger Sub I, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Acquirer (“**Merger Sub I**”) merged with and into the Company (the “**First Merger**”), with the Company being the surviving corporation of the First Merger and, as part of the same overall transaction, the Company merged with and into Sicily Merger Sub II, Inc., a Delaware corporation and wholly owned subsidiary of Acquirer (“**Merger Sub II**”) (the “**Second Merger**” and, together with the First Merger, the “**Mergers**”), with Merger Sub II as the surviving corporation of the Second Merger. In the Mergers, each accredited Company stockholder and holder of vested Company warrants exchanged his, her or its shares of Company common and/or preferred stock and/or vested Company warrants, as applicable, for (i) a number of shares of Acquirer common stock per the specified exchange ratio; (ii) an amount in cash per the negotiated price for Company shares, (iii) a right to receive additional cash amount (the “**Adjustment Holdback Amount**”) (iv) an amount in cash equal to the pro rata portion of the fund maintained to pay expenses related to the transaction (the “**Expense Fund Amount**”), and (v) a contingent right to receive a number of shares of Acquirer common stock per the specified exchange ratio (the “**Milestone Consideration**”). Pursuant to the Mergers, each unaccredited Company stockholder exchanged his, her or its shares of Company common and/or preferred stock for cash.

**Line 15**

Each accredited Company stockholder’s and Company warrant holder’s aggregate basis in the shares of Acquirer common stock will generally equal the (i) tax basis of shares of Company stock surrendered in the exchange, (ii) reduced by the amount of cash received in the transaction, and (iii) increased by the amount of gain recognized in the transaction. For the purpose of calculating aggregate basis, the maximum number of shares of Acquirer common stock issuable as Milestone Consideration should be treated as having been received by the Company stockholders’ at the time of the Mergers and that adjustments to the Company stockholders’ tax basis in shares of Acquirer common stock actually received should be made if the maximum number of shares of Acquirer common stock issuable as Milestone Consideration ultimately is not issued. The information contained herein does not constitute tax advice and does not purport to be a complete description of all consequences that may apply to a particular securityholder. Company securityholders are urged to consult their own tax advisor with respect to the federal, state, local or non-U.S. tax consequences of the Mergers.

**Line 16**

As described in Line 15, accredited Company stockholders' and Company warrant holders' tax basis in the shares of Acquirer common stock (including Milestone Consideration) received depends in part on the amount of gain, if any, recognized as a result of the Mergers. The amount of gain so recognized on such shares of Acquirer common stock equals the lesser of (i) the amount of cash received in the exchange (including the cash received as Adjustment Holdback Amount and Expense Fund Amount), and (ii) the excess of the sum of cash received in the exchange (including the cash received as Adjustment Holdback Amount and Expense Fund Amount) and the fair market value of the shares of Acquirer common stock (including any Milestone Consideration paid in shares of Acquirer common stock, but excluding any such shares of Acquirer common stock treated as imputed interest) received in the exchange over the Company securityholder's adjusted tax basis in the Company stock or Company warrants surrendered in the exchange. The amount of the gain generally must be determined separately with respect to each block of Company stock or Company warrants owned by such securityholder.

If any shares of Company stock or Company warrants were acquired at different times or at different prices, the impact on the basis should be determined for each different block of Company stock or Company warrants exchanged in the Mergers.

Company securityholders should consult their tax advisor with respect to the computation of basis based on their specific facts.