

MARVELL TECHNOLOGY, INC.

RELATED PERSON TRANSACTION POLICIES AND PROCEDURES

(revised as of September 12, 2016)

Policy

It is the policy of the Board of Directors of Marvell Technology, Inc. (the “Company”) that all Interested Transactions with Related Persons, as those terms are defined in this policy, shall be subject to approval or ratification in accordance with the procedures set forth below.

Procedures

The Audit Committee or any special committee thereof (the “Committee”) shall review the material facts of all Interested Transactions that require the Committee’s approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. If advance Committee approval of an Interested Transaction is not feasible, then the Interested Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee’s next regularly scheduled meeting (or if one is scheduled, an earlier special meeting). In determining whether to approve or ratify an Interested Transaction, the Committee will take into account, among other factors it deems appropriate, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person’s interest in the transaction.

The Committee has reviewed the Interested Transactions described below in “Standing Pre-Approval for Certain Interested Transactions” and determined that each of the Interested Transactions described do not require additional approval under the terms of this Policy. In addition, the Board of Directors has delegated to the Chair of the Committee the authority to pre-approve or ratify (as applicable) any Interested Transaction with a Related Person in which the aggregate amount involved is expected to be less than US\$100,000. In connection with each regularly scheduled meeting of the Committee, a summary of each new Interested Transaction approved by the Chair in accordance with this paragraph shall be provided to the Committee for its review.

No director shall participate in any approval of an Interested Transaction for which he or she (or an Immediate Family Member, as defined below) is a Related Person, except that the director shall provide all material information concerning the Interested Transaction to the Committee.

If an Interested Transaction will be ongoing, the Committee may establish guidelines for the Company’s management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to see that they are in compliance with the Committee’s guidelines and that the Interested Transaction remains appropriate.

Definitions

An “Interested Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the Company or any of its subsidiaries is a participant, and (2) any Related Person has or will have a direct or indirect interest. An Interested Transaction does not include a transaction in which a Related Person has an indirect interest solely as a result of being (a) a director or, together with all other Related Persons, as defined below, a less than 10% beneficial owner of an equity interest in another entity, or both, or (b) a limited partner in a partnership in which the Related Person, together with all other Related Persons, has an interest of less than 10%.

A “Related Person” is any (a) person who is or was (since the beginning of the Company’s last completed fiscal year, even if they do not presently serve in that role) an executive officer, director or nominee for election as a director, (b) greater than 5% beneficial owner of the Company’s common stock, or (c) Immediate Family Member of any of the foregoing. “Immediate Family Member” includes a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee).

Standing Pre-Approval for Certain Interested Transactions

1. ***Compensation.*** Any compensation (or benefit under an employee benefit plan) paid by the Company to an employee except where one employee is approving the compensation of another employee who is an Immediate Family Member.
2. ***Director compensation.*** Any compensation paid to a director if the compensation has been approved by the Board of directors or a Committee of the Board..
3. ***Certain transactions with other companies.*** Any transaction with another company at which a Related Person’s only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company’s shares, or any combination of the foregoing, if the aggregate amount involved does not exceed the greater of \$200,000 or 5% of that company’s total annual revenues. In such transactions, the Related Person’s interest is deemed not to be a direct or indirect material interest.
4. ***Certain Company charitable contributions.*** Any charitable contribution, grant or endowment by the Company or, if applicable, the Company’s charitable foundation, charitable trust or similar affiliated charitable entity as may exist from time to time to a charitable organization, foundation or university at which a Related Person’s only relationship is as an employee (other than an executive officer), if the aggregate amount involved does not exceed the lesser of \$200,000 or 5% of the charitable organization’s total annual receipts. In such transactions, the Related Person’s interest is deemed not to be a direct or indirect material interest.

5. ***Transactions where all shareholders receive proportional benefits.*** Any transaction where the Related Person's interest arises solely from the ownership of a class of the Company's equity securities and all holders of that class of the Company's equity securities received the same benefit on a *pro rata* basis (*e.g.* dividends).
6. ***Transactions involving another public company with a common institutional shareholder.*** Any transaction with (i) another publicly traded company where the Related Person's interest arises solely from beneficial ownership of more than 5% of the Company's common stock and ownership of a non-controlling interest in the other publicly traded company or (ii) a private company where the Related Person is an "institutional investor" as defined in FINRA Rule 2210(a)(4) and the Related Person's interest arises solely from beneficial ownership of more than 5% of the Company's common stock and ownership of a non-controlling interest in the other company. In such transactions, the Related Person's interest is deemed not to be a direct or indirect material interest.