

Marvell Technology Group Ltd

Second Quarter of Fiscal Year 2019
September 6, 2018

Forward-Looking Statements under the Private Securities Litigation Reform Act of 1995

This document and the accompanying press release contains forward-looking statements within the meaning of the federal securities laws that involve risks and uncertainties, including: the impact on future performance of Marvell's newly announced products; Marvell's expectations regarding its second quarter of fiscal 2019 financial outlook; and Marvell's use of non-GAAP financial measures as important supplemental information. Words such as "anticipates," "expects," "intends," "plans," "projects," "believes," "seeks," "estimates," "can," "may," "will," "would" and similar expressions identify such forward-looking statements. These statements are not guarantees of results and should not be considered as an indication of future activity or future performance. Actual events or results may differ materially from those described in the press release due to a number of risks and uncertainties, including, but not limited to: the effect of the announcement or pendency of the consummation of our acquisition of Cavium on the combined company's business relationships, operating results, and business generally; potential difficulties in Cavium employee retention as a result of the transaction; the ability of Marvell to successfully integrate Cavium's operations and product lines; the ability of Marvell to implement its plans, forecasts, and other expectations with respect to Cavium's business and realize the anticipated synergies and cost savings in the time frame anticipated or at all, and identify and realize additional opportunities; the risk of downturns in the highly cyclical semiconductor industry; Marvell's dependence upon the storage and networking markets, which are highly cyclical and intensely competitive; the outcome of pending or future litigation and legal and regulatory proceedings; Marvell's dependence on a small number of customers; severe financial hardship or bankruptcy of one or more of Marvell's major customers; Marvell's ability and the ability of its customers to successfully compete in the markets in which it serves; Marvell's reliance on independent foundries and subcontractors for the manufacture, assembly and testing of its products; Marvell's ability and its customers' ability to develop new and enhanced products and the adoption of those products in the market; decreases in gross margin and results of operations in the future due to a number of factors; Marvell's ability to estimate customer demand and future sales accurately; Marvell's ability to scale its operations in response to changes in demand for existing or new products and services; the impact of international conflict and continued economic volatility in either domestic or foreign markets; the effects of transitioning to smaller geometry process technologies; the risks associated with manufacturing and selling a majority of products and customers' products outside of the United States; risks associated with acquisition and consolidation activity in the semiconductor industry; the impact of any change in the income tax laws in jurisdictions where Marvell operates and the loss of any beneficial tax treatment that Marvell currently enjoys; the effects of any potential acquisitions or investments; Marvell's ability to protect its intellectual property; the impact and costs associated with changes in international financial and regulatory conditions; Marvell's maintenance of an effective system of internal controls; and other risks detailed in Marvell's SEC filings from time to time. For other factors that could cause Marvell's results to vary from expectations, please see the risk factors identified in Marvell's Annual Report on Form 10-K for the fiscal year ended February 3, 2018 as filed with the SEC on March 29, 2018, and other factors detailed from time to time in Marvell's filings with the SEC. Marvell undertakes no obligation to revise or update publicly any forward-looking statements.

Discussion of Non-GAAP Financial Measures

Non-GAAP financial measures exclude the effect of share-based compensation expense, amortization of the inventory fair value step up, amortization and write-off of acquired intangible assets, acquisition-related costs, restructuring and other related charges, litigation settlement, and certain expenses and benefits that are driven primarily by discrete events that management does not consider to be directly related to Marvell's core business.

Marvell uses a non-GAAP tax rate to compute the non-GAAP tax provision. This non-GAAP tax rate is based on Marvell's estimated annual GAAP income tax forecast, adjusted to account for items excluded from GAAP income in calculating Marvell's non-GAAP income, as well as the effects of significant non-recurring and period specific tax items which vary in size and frequency. Marvell's non-GAAP tax rate is determined on an annual basis and may be adjusted during the year to take into account events that may materially affect the non-GAAP tax rate such as tax law changes; significant changes in Marvell's geographic mix of revenue and expenses; or changes to Marvell's corporate structure. For the second quarter of fiscal 2019, a non-GAAP tax rate of 4% has been applied to the non-GAAP financial results.

Non-GAAP diluted net income per share from continuing operations is calculated by dividing non-GAAP net income from continuing operations by non-GAAP weighted average shares outstanding (diluted). For purposes of calculating non-GAAP diluted net income per share, the GAAP weighted average shares outstanding (diluted) is adjusted to exclude the potential benefits of share-based compensation expected to be incurred in future periods but not yet recognized in the financial statements. The expected compensation costs are treated as additional proceeds assumed to be used to repurchase shares under the GAAP treasury stock method.

Marvell believes that the presentation of non-GAAP financial measures provide important supplemental information to management and investors regarding financial and business trends relating to Marvell's financial condition and results of operations. While Marvell uses non-GAAP financial measures as a tool to enhance its understanding of certain aspects of its financial performance, Marvell does not consider these measures to be a substitute for, or superior to, financial measures calculated in accordance with GAAP. Consistent with this approach, Marvell believes that disclosing non-GAAP financial measures to the readers of its financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial measures, allows for greater transparency in the review of its financial and operational performance.

Discussion of Non-GAAP Financial Measures (continued)

Externally, management believes that investors may find Marvell's non-GAAP financial measures useful in their assessment of Marvell's operating performance and the valuation of Marvell. Internally, Marvell's non-GAAP financial measures are used in the following areas:

- Management's evaluation of Marvell's operating performance;
- Management's establishment of internal operating budgets;
- Management's performance comparisons with internal forecasts and targeted business models; and
- Management's determination of the achievement and measurement of certain performance-based equity awards (adjustments may vary from award to award).

Non-GAAP financial measures have limitations in that they do not reflect all of the costs associated with the operations of Marvell's business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of Marvell's results as reported under GAAP. Marvell expects to continue to incur expenses similar to the non-GAAP adjustments described above, and exclusion of these items from Marvell's non-GAAP net income should not be construed as an inference that these costs are unusual, infrequent or non-recurring.

Marvell stand-alone non-GAAP results represent combined non-GAAP results after excluding Cavium results for the portion of the second quarter falling after the acquisition date. We are providing the Marvell stand-alone non-GAAP results on a one time basis for the second quarter of fiscal 2019 in light of the fact that our previously provided financial outlook for the second quarter excluded any impact of the Cavium acquisition.

Marvell Technology Group Ltd.
Unaudited Condensed Consolidated Balance Sheets
(In thousands)

	October 29, 2016	January 28, 2017	April 29, 2017	July 29, 2017	October 28, 2017	February 3, 2018	May 5, 2018	August 4, 2018
Assets								
Current assets:								
Cash and cash equivalents	\$ 751,588	\$ 814,092	\$ 725,962	\$ 630,501	\$ 800,099	\$ 888,482	\$ 1,167,258	\$ 498,659
Short-term investments	898,784	854,268	923,449	943,006	931,976	952,790	712,053	25,000
Accounts receivable, net	362,195	335,384	357,147	371,697	366,114	280,395	329,650	443,276
Inventories	188,355	170,842	175,805	175,355	173,741	170,039	169,556	473,429
Prepaid expenses and other current assets	49,731	58,771	44,577	46,491	49,920	41,482	38,868	72,388
Assets held for sale	64,814	57,077	52,152	41,896	36,571	30,767	30,707	31,182
Total current assets	2,315,467	2,290,434	2,279,092	2,208,946	2,358,421	2,363,955	2,448,092	1,543,934
Property and equipment, net	254,271	243,397	239,358	235,354	198,173	202,222	213,656	327,645
Goodwill	1,993,310	1,993,310	1,993,310	1,993,310	1,993,310	1,993,310	1,993,310	5,497,608
Acquired intangible assets, net	5,050	3,570	2,498	1,433	358	—	—	2,718,061
Other non-current assets	186,348	117,939	121,979	148,407	131,942	148,800	209,261	275,598
Total assets	<u>\$ 4,754,446</u>	<u>\$ 4,648,650</u>	<u>\$ 4,636,237</u>	<u>\$ 4,587,450</u>	<u>\$ 4,682,204</u>	<u>\$ 4,708,287</u>	<u>\$ 4,864,319</u>	<u>\$ 10,362,846</u>
Liabilities and Shareholders' Equity								
Current liabilities:								
Accounts payable	\$ 183,252	\$ 143,484	\$ 179,017	\$ 153,862	\$ 166,096	\$ 145,236	\$ 157,043	\$ 196,297
Accrued liabilities	124,289	143,491	154,315	106,351	108,007	86,958	180,117	277,098
Accrued employee compensation	132,050	139,647	132,118	131,272	129,035	127,711	105,601	127,381
Deferred income	54,579	63,976	73,109	70,063	74,943	61,237	1,880	3,511
Liabilities held for sale	9,077	5,818	1,701	1,015	—	—	—	3,935
Total current liabilities	503,247	496,416	540,260	462,563	478,081	421,142	444,641	608,222
Long-term debt	—	—	—	—	—	—	—	1,878,617
Non-current income taxes payable	40,524	60,646	62,720	55,714	56,641	56,976	56,606	52,438
Deferred tax liabilities	1,098	38,777	50,850	52,593	51,129	52,204	52,292	114,312
Other non-current liabilities	29,083	25,160	20,561	42,483	35,404	36,552	25,269	44,191
Total liabilities	573,952	620,999	674,391	613,353	621,255	566,874	578,808	2,697,780
Shareholders' equity:								
Common stock	1,017	1,012	1,001	991	982	991	1,000	1,316
Additional paid-in-capital	3,057,535	3,016,775	2,876,507	2,752,541	2,669,775	2,733,292	2,744,478	6,153,890
Accumulated other comprehensive income (loss)	1,553	23	(164)	899	(192)	(2,322)	(2,404)	—
Retained earnings	1,120,389	1,009,841	1,084,502	1,219,666	1,390,384	1,409,452	1,542,437	1,509,860
Total shareholders' equity	4,180,494	4,027,651	3,961,846	3,974,097	4,060,949	4,141,413	4,285,511	7,665,066
Total liabilities and shareholders' equity	<u>\$ 4,754,446</u>	<u>\$ 4,648,650</u>	<u>\$ 4,636,237</u>	<u>\$ 4,587,450</u>	<u>\$ 4,682,204</u>	<u>\$ 4,708,287</u>	<u>\$ 4,864,319</u>	<u>\$ 10,362,846</u>
GAAP inventory turns	5.7	5.6	5.2	5.5	5.5	5.7	5.4	2.4
GAAP days in inventory	64	65	70	66	66	64	67	152

Marvell Technology Group Ltd.
Unaudited Consolidated Statements of Operations
(In thousands, except per share amounts)

	October 29, 2016	January 28, 2017	April 29, 2017	July 29, 2017	October 28, 2017	February 3, 2018	May 5, 2018	August 4, 2018
Net revenue	\$ 623,651	\$ 566,362	\$ 572,709	\$ 604,750	\$ 616,302	\$ 615,409	\$ 604,631	\$ 665,310
Cost of goods sold	266,757	240,448	227,198	239,572	238,533	241,927	228,938	288,200
Gross profit	356,894	325,914	345,511	365,178	377,769	373,482	375,693	377,110
Operating expenses:								
Research and development	202,416	175,262	188,096	180,871	165,477	180,000	176,734	216,285
Selling, general and administrative	60,088	59,140	55,104	55,659	59,112	68,291	72,313	133,701
Litigation settlement	—	—	—	—	—	74,385	—	—
Restructuring related charges (gain)	1,164	90,475	886	4,285	3,284	(3,205)	1,567	35,415
Total operating expenses	263,668	324,877	244,086	240,815	227,873	319,471	250,614	385,401
Operating income	93,226	1,037	101,425	124,363	149,896	54,011	125,079	(8,291)
Interest income	3,370	3,193	3,512	3,830	4,301	5,738	6,069	3,575
Interest expense	(82)	(71)	(51)	(80)	(262)	(292)	(244)	(15,795)
Other income (loss), net	2,182	658	(128)	3,438	2,161	(658)	1,471	(2,701)
Interest and other income (loss), net	5,470	3,780	3,333	7,188	6,200	4,788	7,296	(14,921)
Income from continuing operations before income taxes	98,696	4,817	104,758	131,551	156,096	58,799	132,375	(23,212)
Provision (benefit) for income taxes	15,523	68,345	5,166	(3,899)	6,759	10,036	3,763	(29,971)
Income (loss) from continuing operations, net of tax	83,173	(63,528)	99,592	135,450	149,337	48,763	128,612	6,759
Income (loss) from discontinued operations, net of tax	(10,557)	(16,563)	7,029	29,809	50,851	—	—	—
Net income (loss)	\$ 72,616	\$ (80,091)	\$ 106,621	\$ 165,259	\$ 200,188	\$ 48,763	\$ 128,612	\$ 6,759
Net income (loss) per share - Basic:								
Continuing operations	\$ 0.16	\$ (0.13)	\$ 0.20	\$ 0.27	\$ 0.30	\$ 0.10	\$ 0.26	\$ 0.01
Discontinued operations	\$ (0.02)	\$ (0.03)	\$ 0.01	\$ 0.06	\$ 0.11	\$ —	\$ —	\$ —
Net income (loss) per share - Basic	\$ 0.14	\$ (0.16)	\$ 0.21	\$ 0.33	\$ 0.41	\$ 0.10	\$ 0.26	\$ 0.01
Net income (loss) per share - Diluted:								
Continuing operations	\$ 0.16	\$ (0.13)	\$ 0.20	\$ 0.26	\$ 0.30	\$ 0.10	\$ 0.25	\$ 0.01
Discontinued operations	\$ (0.02)	\$ (0.03)	\$ 0.01	\$ 0.06	\$ 0.10	\$ —	\$ —	\$ —
Net income (loss) per share - Diluted	\$ 0.14	\$ (0.16)	\$ 0.21	\$ 0.32	\$ 0.40	\$ 0.10	\$ 0.25	\$ 0.01
Weighted average shares - Basic	511,090	507,834	503,790	500,817	494,096	493,663	497,335	552,238
Weighted average shares - Diluted	522,091	507,834	517,592	510,309	504,903	506,197	508,716	562,149
The following table presents details of total share-based compensation expense included in each functional line item in the unaudited condensed consolidated statements of income above:								
Cost of goods sold	\$ 2,189	\$ 1,641	\$ 1,426	\$ 1,810	\$ 1,747	\$ 1,662	\$ 1,905	\$ 4,748
Research and development	17,261	11,063	13,990	12,371	12,713	13,053	14,285	26,859
Selling, general and administrative	5,780	8,958	6,323	7,186	6,179	6,662	7,662	41,816
Total share-based compensation	\$ 25,230	\$ 21,662	\$ 21,739	\$ 21,367	\$ 20,639	\$ 21,377	\$ 23,852	\$ 73,423

Marvell Technology Group Ltd.
Unaudited Condensed Consolidated Statements of Cash Flows
(In thousands)

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Marvell Technology Group Ltd.
Unaudited Condensed Consolidated Statements of Cash Flows
(In thousands)
(Continued)

	October 29, 2016	January 28, 2017	April 29, 2017	July 29, 2017	October 28, 2017	February 3, 2018	May 5, 2018	August 4, 2018
Purchases of technology licenses	(394)	(1,870)	(1,093)	(608)	(3,555)	(1,331)	(360)	(903)
Purchases of property and equipment	(13,347)	(6,786)	(9,741)	(4,803)	(10,613)	(13,395)	(13,588)	(20,801)
Proceeds from sales of property and equipment	—	—	685	1,054	249	10,571	11	212
Cash payment for acquisition of Cavium, net of cash and cash equivalents acquired	—	—	—	—	—	—	—	(2,649,465)
Net proceeds from sale of discontinued operations	—	—	22,954	41,976	93,735	—	—	—
Net proceeds from sale of business	—	—	—	—	2,402	—	—	1,250
Other	—	—	7,275	—	—	—	(5,000)	—
Net cash provided by (used in) investing activities	(8,082)	44,257	(17,337)	(12,491)	92,801	(23,452)	216,699	(1,983,418)

Cash flows from financing activities:

Repurchases of common stock	(56,531)	(125,033)	(166,293)	(221,265)	(140,017)	—	—	—
Proceeds from employee stock plans	11,277	62,383	19,939	77,872	39,614	42,878	11,055	33,525
Minimum tax withholding paid on behalf of employees for net share settlement	(899)	(402)	(21,809)	(3,005)	(1,120)	(905)	(23,893)	(12,883)
Dividend payment to shareholders	(30,699)	(30,457)	(29,991)	(30,095)	(29,470)	(29,695)	(29,798)	(39,383)
Payments on technology license obligations	(3,696)	(7,117)	(6,815)	(7,481)	(8,401)	(5,806)	(20,461)	(9,017)
Excess tax benefits from share-based compensation	5	27	—	—	—	—	—	—
Proceeds from issuance of debt	—	—	—	—	—	—	—	1,892,605
Principal payments of debt	—	—	—	—	—	—	—	(606,128)
Payment of equity and debt financing costs	—	—	—	—	—	(14,378)	(3,600)	(5,835)
Net cash provided by (used in) financing activities	(80,543)	(100,599)	(204,969)	(183,974)	(139,394)	(7,906)	(66,697)	1,252,884
Net increase (decrease) in cash and cash equivalents	32,836	62,504	(88,130)	(95,461)	169,598	88,383	278,776	(668,599)
Cash and cash equivalents at beginning of period	718,752	751,588	814,092	725,962	630,501	800,099	888,482	1,167,258
Cash and cash equivalents at end of period	<u>\$ 751,588</u>	<u>\$ 814,092</u>	<u>\$ 725,962</u>	<u>\$ 630,501</u>	<u>\$ 800,099</u>	<u>\$ 888,482</u>	<u>\$ 1,167,258</u>	<u>\$ 498,659</u>

Unaudited Supplemental Financial Information

GAAP net cash provided by operating activities	\$ 121,461	\$ 118,846	\$ 134,176	\$ 101,004	\$ 216,191	\$ 119,741	\$ 128,774	\$ 61,935
Purchases of property and equipment	(13,347)	(6,786)	(9,741)	(4,803)	(10,613)	(13,395)	(13,588)	(20,801)
Purchases of technology licenses	(394)	(1,870)	(1,093)	(608)	(3,555)	(1,331)	(360)	(903)
Payment on technology license obligations	(3,696)	(7,117)	(6,815)	(7,481)	(8,401)	(5,806)	(20,461)	(9,017)
Free cash flow	<u>\$ 104,024</u>	<u>\$ 103,073</u>	<u>\$ 116,527</u>	<u>\$ 88,112</u>	<u>\$ 193,622</u>	<u>\$ 99,209</u>	<u>\$ 94,365</u>	<u>\$ 31,214</u>
Free cash flow as percentage of net sales	16.7%	18.2%	20.3%	14.6%	31.4%	16.1%	15.6%	4.7%

Marvell Technology Group Ltd.
Unaudited Reconciliations from GAAP to Non-GAAP
(In thousands, except per share amounts)

	October 29, 2016	January 28, 2017	April 29, 2017	July 29, 2017	October 28, 2017	February 3, 2018	May 5, 2018	August 4, 2018
GAAP Net income (loss)	\$ 72,616	\$ (80,091)	\$ 106,621	\$ 165,259	\$ 200,188	\$ 48,763	\$ 128,612	\$ 6,759
Less: Income (loss) from discontinued operations	(10,557)	(16,563)	7,029	29,809	50,851	—	—	—
GAAP Net income (loss) from continuing operations	83,173	(63,528)	99,592	135,450	149,337	48,763	128,612	6,759
(1) Cost of goods sold								
Share-based compensation	2,189	1,641	1,426	1,810	1,747	1,662	1,905	4,748
Amortization of acquired intangible assets	—	—	—	—	—	—	—	18,984
Other costs of goods sold	—	—	—	3,000	—	8,000	—	22,933
(2) Research and development:								
Share-based compensation	17,261	11,063	13,990	12,371	12,713	13,053	14,285	26,859
Other operating expenses	—	299	2,160	1,790	(268)	—	—	301
(3) Selling, general and administrative:								
Share-based compensation	5,780	8,958	6,323	7,186	6,179	6,662	7,662	41,816
Amortization and write-off of acquired intangible assets	2,299	1,480	1,071	1,065	1,076	358	—	6,955
Other operating expenses	—	16	143	(103)	388	10,579	15,252	27,928
(4) Restructuring and other exit related costs in Operating Expense	1,164	90,475	886	4,285	3,284	(3,205)	1,567	35,415
(5) Luna settlement and related charges in Operating Expense	—	—	—	—	—	74,385	—	—
(6) Interest and other (income) loss, net								
Restructuring related items	—	—	—	(3,085)	(2,286)	1,355	(1,512)	(121)
Issuance cost related to terminated standby loan	—	—	—	—	—	—	—	6,104
(7) Provision for income taxes:								
Tax-related adjustments	—	67,989	(64)	(10,298)	(398)	3,170	(3,098)	(36,720)
Non-GAAP Net income from continuing operations	\$ 111,866	\$ 118,393	\$ 125,527	\$ 153,471	\$ 171,772	\$ 164,782	\$ 164,673	\$ 161,961
Non-GAAP Operating income	\$ 121,919	\$ 114,969	\$ 127,424	\$ 155,767	\$ 175,015	\$ 165,505	\$ 165,750	\$ 177,648
GAAP Weighted average shares - Diluted	522,091	507,834	517,592	510,309	504,903	506,197	508,716	562,149
Non-GAAP adjustment	9,740	20,307	5,562	9,129	7,773	6,026	6,871	13,123
Non-GAAP Weighted average shares - Diluted	531,831	528,141	523,154	519,438	512,676	512,223	515,587	575,272

Quarterly Revenue Trend

Total Revenue (in thousands)

	Q1 2017 Apr 30, 2016	Q2 2017 Jul 30, 2016	Q3 2017 Oct 29, 2016	Q4 2017 Jan 28, 2017	FY17	Q1 2018 Apr 29, 2017	Q2 2018 Jul 29, 2017	Q3 2018 Oct 28, 2017	Q4 2018 Feb 03, 2018	FY18	Q1 2019 May 05, 2018	Q2 2019 Aug 04, 2018
Storage ¹	\$ 242,638	\$ 275,343	\$ 328,960	\$ 310,771	\$ 1,157,712	\$ 303,808	\$ 311,501	\$ 315,338	\$ 323,718	\$ 1,254,365	\$ 317,069	\$ 335,764
Networking ²	211,892	249,303	233,176	213,728	908,099	220,906	245,821	253,159	241,611	961,497	244,228	283,330
Core	454,530	524,646	562,136	524,499	2,065,811	524,714	557,322	568,497	565,329	2,215,862	561,297	619,094
Other ³	59,103	72,700	61,515	41,863	235,181	47,995	47,428	47,805	50,080	193,308	43,334	46,216
Total	\$ 513,633	\$ 597,346	\$ 623,651	\$ 566,362	\$ 2,300,992	\$ 572,709	\$ 604,750	\$ 616,302	\$ 615,409	\$ 2,409,170	\$ 604,631	\$ 665,310

% of Total	Q1 2017 Apr 30, 2016	Q2 2017 Jul 30, 2016	Q3 2017 Oct 29, 2016	Q4 2017 Jan 28, 2017	FY17	Q1 2018 Apr 29, 2017	Q2 2018 Jul 29, 2017	Q3 2018 Oct 28, 2017	Q4 2018 Feb 03, 2018	FY18	Q1 2019 May 05, 2018	Q2 2019 Aug 04, 2018
Storage ¹	47%	46%	53%	55%	50%	53%	52%	51%	53%	52%	52%	50%
Networking ²	41%	42%	37%	38%	39%	39%	41%	41%	39%	40%	40%	43%
Core	88%	88%	90%	93%	89%	92%	93%	92%	92%	92%	92%	93%
Other ³	12%	12%	10%	7%	11%	8%	7%	8%	8%	8%	8%	7%
Total	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

(1) Storage products are comprised primarily of HDD and SSD Controllers, Fibre Channel Adapters, and Data Center Storage Solutions.

(2) Networking products are comprised primarily of Ethernet Switches, Ethernet Transceivers, Ethernet NICs, Embedded Communications and Infrastructure Processors, Automotive Ethernet, Security Adapters and Processors as well as WiFi solutions including WiFi only, WiFi/Bluetooth combos and WiFi Microcontroller combos. In addition, this grouping includes a few legacy product lines in which we no longer invest, but will generate revenue for several years.

(3) Other products are comprised primarily of Printer Solutions, Application Processors, and others.