

Marvell Technology Group Ltd. Reports Third Quarter Of Fiscal Year 2019 Financial Results

- **Q3 Revenue: \$851 million**
- **Q3 Gross Margin: 45.1% GAAP gross margin; 64.6% non-GAAP gross margin**
- **Q3 Diluted income (loss) per share: \$(0.08) GAAP diluted loss per share from continuing operations; \$0.33 non-GAAP diluted income per share from continuing operations**
- **Cash and short-term investments: \$610 million**

SANTA CLARA, Calif., Dec. 4, 2018 /PRNewswire/ -- Marvell Technology Group Ltd. (NASDAQ: MRVL), a leader in infrastructure semiconductor solutions, today reported financial results for the third fiscal quarter of fiscal year 2019. Revenue for the third quarter of fiscal 2019 was \$851 million, which exceeded the midpoint of the Company's guidance provided on September 6, 2018.

GAAP net loss from continuing operations for the third quarter of fiscal 2019 was \$54 million, or \$(0.08) per diluted share. Non-GAAP net income from continuing operations for the third quarter of fiscal 2019 was \$222 million, or \$0.33 per diluted share. Cash flow from operations for the third quarter was \$299 million.

"In the first full quarter operating as a combined Marvell and Cavium team, we completed key integration milestones ahead of schedule, delivered revenue above the midpoint of our guidance, and generated strong free cash flow at 30 percent of revenue. We also expect renewed revenue growth from the Cavium business in the fourth quarter," said Matt Murphy, Marvell's President and Chief Executive Officer. "Looking ahead, we expect the deployment of 5G will accelerate our growth over the next several years as engagements with a growing list of Tier 1 customers continue to build momentum in this major infrastructure transition."

Fourth Quarter of Fiscal 2019 Financial Outlook

- Revenue is expected to be \$790 million to \$830 million.
- GAAP gross margin is expected to be approximately 46%.
- Non-GAAP gross margin is expected to be approximately 65%.
- GAAP operating expenses are expected to be \$375 million to \$385 million.
- Non-GAAP operating expenses are expected to be \$285 million to \$290 million.
- GAAP diluted loss per share from continuing operations is expected to be in the range of \$(0.05) to \$(0.01) per share.
- Non-GAAP diluted income per share from continuing operations is expected to be in the range of \$0.30 to \$0.34 per share.

Conference Call

Marvell will conduct a conference call on Tuesday, December 4, 2018 at 1:45 p.m. Pacific Time to discuss results for the third quarter of fiscal 2019. Interested parties may join the conference call by dialing 1-844-647-5488 or 1-615-247-0258, pass-code 3069644. The call will be webcast and can be accessed at the Marvell Investor Relations website at <http://investor.marvell.com>, with a replay available following the call until Wednesday December 12, 2018.

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 third 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 weighted average shares outstanding (diluted). Historically, Marvell included non-GAAP share adjustments in its earnings releases. Beginning in the third quarter of fiscal year 2019, Marvell no longer provides this non-GAAP adjustment and will calculate non-GAAP income (loss) per share using the GAAP weighted average shares. Marvell is making this change in order to align with its industry peer companies' non-GAAP income (loss) per share reporting for comparability purposes.

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.

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.

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

This 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 fourth quarter of fiscal 2019 financial outlook, renewed revenue growth from the Cavium business and 5G product development growth; 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 this press release due to a number of risks and uncertainties, including, but not limited to: the effect 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 to define, design and develop products for the 5G market; Marvell's ability to market its 5G products to Tier 1 infrastructure 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 Quarterly Report on Form 10-Q for the fiscal quarter ended August 4, 2018 as filed with the SEC on September 12, 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.

About Marvell

Marvell first revolutionized the digital storage industry by moving information at speeds never thought possible. Today, that same breakthrough innovation remains at the heart of the Company's storage, processing, networking, security and connectivity solutions. With leading intellectual property and deep system-level knowledge, Marvell's semiconductor solutions continue to transform the enterprise, cloud, automotive, industrial, and consumer markets. To learn more, visit: www.marvell.com.

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

| | Three Months Ended | | | Nine Months Ended | |
|--|-----------------------------|---------------------------|-----------------------------|-----------------------------|-----------------------------|
| | November 3, 2018 | August 4, 2018 | October 28, 2017 | November 3, 2018 | October 28, 2017 |
| Net revenue | \$ 851,051 | \$ 665,310 | \$ 616,302 | \$ 2,120,992 | \$ 1,793,761 |
| Cost of goods sold | 467,464 | 288,200 | 238,533 | 984,602 | 705,303 |
| Gross profit | <u>383,587</u> | <u>377,110</u> | <u>377,769</u> | <u>1,136,390</u> | <u>1,088,458</u> |
| Operating expenses: | | | | | |
| Research and development | 264,888 | 216,285 | 165,477 | 657,907 | 534,444 |
| Selling, general and administrative | 112,178 | 133,701 | 59,112 | 318,192 | 169,875 |
| Restructuring related charges | 27,031 | 35,415 | 3,284 | 64,013 | 8,455 |
| Total operating expenses | <u>404,097</u> | <u>385,401</u> | <u>227,873</u> | <u>1,040,112</u> | <u>712,774</u> |
| Operating income (loss) from continuing operations | (20,510) | (8,291) | 149,896 | 96,278 | 375,684 |
| Interest income | 1,046 | 3,575 | 4,301 | 10,690 | 11,643 |
| Interest expense | (22,370) | (15,795) | (262) | (38,409) | (393) |
| Other income (loss), net | (2,628) | (2,701) | 2,161 | (3,858) | 5,471 |
| Interest and other income (loss), net | <u>(23,952)</u> | <u>(14,921)</u> | <u>6,200</u> | <u>(31,577)</u> | <u>16,721</u> |
| Income (loss) from continuing operations before income taxes | (44,462) | (23,212) | 156,096 | 64,701 | 392,405 |
| Provision (benefit) for income taxes | 9,305 | (29,971) | 6,759 | (16,903) | 8,026 |
| Income (loss) from continuing operations, net of tax | <u>(53,767)</u> | <u>6,759</u> | <u>149,337</u> | <u>81,604</u> | <u>384,379</u> |
| Income from discontinued operations, net of tax | — | — | 50,851 | — | 87,689 |
| Net income (loss) | <u>\$ (53,767)</u> | <u>\$ 6,759</u> | <u>\$ 200,188</u> | <u>\$ 81,604</u> | <u>\$ 472,068</u> |
| Net income (loss) per share — Basic: | | | | | |
| Continuing operations | \$ (0.08) | \$ 0.01 | \$ 0.30 | \$ 0.14 | \$ 0.77 |
| Discontinued operations | \$ — | \$ — | \$ 0.11 | \$ — | \$ 0.17 |
| Net income (loss) per share - Basic | <u>\$ (0.08)</u> | <u>\$ 0.01</u> | <u>\$ 0.41</u> | <u>\$ 0.14</u> | <u>\$ 0.94</u> |
| Net income (loss) per share — Diluted: | | | | | |
| Continuing operations | \$ (0.08) | \$ 0.01 | \$ 0.30 | \$ 0.14 | \$ 0.75 |
| Discontinued operations | \$ — | \$ — | \$ 0.10 | \$ — | \$ 0.17 |
| Net income (loss) per share - Diluted | <u>\$ (0.08)</u> | <u>\$ 0.01</u> | <u>\$ 0.40</u> | <u>\$ 0.14</u> | <u>\$ 0.92</u> |
| Weighted average shares: | | | | | |
| Basic | 657,519 | 552,238 | 494,096 | 569,031 | 499,568 |
| Diluted | 657,519 | 562,149 | 504,903 | 578,872 | 510,935 |

| | (In thousands) | |
|---|---------------------|---------------------|
| | November 3, 2018 | February 3, 2018 |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 610,261 | \$ 888,482 |
| Short-term investments | — | 952,790 |
| Accounts receivable, net | 453,775 | 280,395 |
| Inventories | 376,210 | 170,039 |
| Prepaid expenses and other current assets | 49,230 | 41,482 |
| Assets held for sale | 30,745 | 30,767 |
| Total current assets | 1,520,221 | 2,363,955 |
| Property and equipment, net | 313,113 | 202,222 |
| Goodwill | 5,499,145 | 1,993,310 |
| Acquired intangible assets, net | 2,639,370 | — |
| Other non-current assets | 260,176 | 148,800 |
| Total assets | \$ 10,232,025 | \$ 4,708,287 |
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 209,562 | \$ 145,236 |
| Accrued liabilities | 302,095 | 86,958 |
| Accrued employee compensation | 141,602 | 127,711 |
| Deferred income | 2,947 | 61,237 |
| Total current liabilities | 656,206 | 421,142 |
| Long-term debt | 1,805,734 | — |
| Non-current income taxes payable | 53,862 | 56,976 |
| Deferred tax liabilities | 108,016 | 52,204 |
| Other non-current liabilities | 32,928 | 36,552 |
| Total liabilities | 2,656,746 | 566,874 |
| Shareholders' equity: | | |
| Common stock | 1,314 | 991 |
| Additional paid-in capital | 6,157,283 | 2,733,292 |
| Accumulated other comprehensive loss | — | (2,322) |
| Retained earnings | 1,416,682 | 1,409,452 |
| Total shareholders' equity | 7,575,279 | 4,141,413 |
| Total liabilities and shareholders' equity | \$ 10,232,025 | \$ 4,708,287 |

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

| | Three Months Ended | | Nine Months Ended | |
|--|---------------------|---------------------|---------------------|---------------------|
| | November 3, 2018 | October 28, 2017 | November 3, 2018 | October 28, 2017 |
| Cash flows from operating activities: | | | | |
| Net income (loss) | \$ (53,767) | \$ 200,188 | \$ 81,604 | \$ 472,068 |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | | | |
| Depreciation and amortization | 39,259 | 21,383 | 86,356 | 62,569 |
| Share-based compensation | 50,240 | 18,873 | 133,484 | 65,312 |
| Amortization of acquired intangible assets | 78,691 | 1,076 | 104,630 | 3,212 |
| Amortization of inventory fair value adjustment associated with acquisition of Cavium | 102,842 | — | 125,775 | — |
| Amortization of deferred debt issuance costs and debt discounts | 2,217 | — | 9,290 | — |
| Restructuring related impairment charges (gain) | 9,888 | 44 | 11,881 | (402) |
| Gain from investments in privately-held companies | — | (1,751) | (1,100) | (2,501) |
| Amortization (accretion) of premium/discount on available-for-sale | | | | |

| | | | | |
|---|------------|------------------|-------------|------------|
| Other non-cash expense (income), net | — | 2,705 | 4,027 | 1,603 |
| Deferred income taxes | (6,261) | 7 | (27,675) | 2,797 |
| Loss (gain) on sale of property and equipment | 179 | (190) | 59 | (473) |
| Gain on sale of discontinued operations | — | (46,219) | — | (88,406) |
| Loss (gain) on sale of business | 1,592 | — | 1,592 | (5,254) |
| Changes in assets and liabilities: | | | | |
| Accounts receivable | (10,948) | 5,583 | (59,697) | (30,730) |
| Inventories | (5,007) | (1,327) | 1,859 | (16,039) |
| Prepaid expenses and other assets | 7,630 | 5,268 | (11,874) | 13,122 |
| Accounts payable | 22,531 | 16,119 | 22,260 | 20,087 |
| Accrued liabilities and other non-current liabilities | 40,255 | (7,046) | 29,023 | (40,462) |
| Accrued employee compensation | 20,617 | (2,237) | (20,922) | (10,612) |
| Deferred income | (564) | 3,865 | (1,293) | 5,149 |
| Net cash provided by operating activities | 299,394 | 216,191 | 490,103 | 451,371 |
| Cash flows from investing activities: | | | | |
| Purchases of available-for-sale securities | — | (296,659) | (14,956) | (672,887) |
| Sales of available-for-sale securities | — | 167,451 | 623,896 | 284,151 |
| Maturities of available-for-sale securities | — | 136,090 | 187,985 | 305,702 |
| Return of investment from privately-held companies | — | 3,701 | — | 6,089 |
| Purchases of time deposits | — | (75,000) | (25,000) | (225,000) |
| Maturities of time deposits | 25,000 | 75,000 | 175,000 | 225,000 |
| Purchases of technology licenses | (9,918) | (3,555) | (11,181) | (5,256) |
| Purchases of property and equipment | (12,646) | (10,613) | (47,035) | (25,156) |
| Proceeds from sales of property and equipment | 595 | 249 | 818 | 1,988 |
| Cash payment for acquisition of Cavium, net of cash and cash equivalents acquired | — | — | (2,649,465) | — |
| Net proceeds from sale of discontinued operations | — | 93,735 | — | 165,940 |
| Net proceeds (payments) from sale of business | (4,602) | 2,402 | (3,352) | 2,402 |
| Other | — | — | (5,000) | — |
| Net cash provided by (used in) investing activities | (1,571) | 92,801 | (1,768,290) | 62,973 |
| Cash flows from financing activities: | | | | |
| Repurchases of common stock | (53,969) | (140,017) | (53,969) | (527,574) |
| Proceeds from employee stock plans | 16,192 | 39,614 | 60,772 | 137,424 |
| Tax withholding paid on behalf of employees for net share settlement | (8,915) | (1,120) | (45,691) | (25,934) |
| Dividend payments to shareholders | (39,411) | (29,470) | (108,592) | (89,556) |
| Payments on technology license obligations | (23,003) | (8,401) | (52,481) | (22,697) |
| Proceeds from issuance of debt | — | — | 1,892,605 | — |
| Principal payments of debt | (75,000) | — | (681,128) | — |
| Payment of equity and debt financing costs | (2,115) | — | (11,550) | — |
| Net cash provided by (used in) financing activities | (186,221) | (139,394) | 999,966 | (528,337) |
| Net increase (decrease) in cash and cash equivalents | 111,602 | 169,598 | (278,221) | (13,993) |
| Cash and cash equivalents at beginning of period | 498,659 | 630,501 | 888,482 | 814,092 |
| Cash and cash equivalents at end of period | \$ 610,261 | \$ 800,099 | \$ 610,261 | \$ 800,099 |

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

| | Three Months Ended | | | Nine Months Ended | |
|--------------------|---------------------|-------------------|---------------------|---------------------|---------------------|
| | November 3, 2018 | August 4, 2018 | October 28, 2017 | November 3, 2018 | October 28, 2017 |
| GAAP gross profit: | \$ 383,587 | \$ 377,110 | \$ 377,769 | \$ 1,136,390 | \$ 1,088,458 |
| Special items: | | | | | |

| | | | | | |
|--|-------------------|-------------------|-------------------|---------------------|---------------------|
| Share-based compensation | 2,429 | 4,748 | 1,747 | 9,082 | 4,983 |
| Amortization of acquired intangible assets | 57,594 | 18,984 | — | 76,577 | — |
| Other cost of goods sold (a) | 105,841 | 22,933 | — | 128,774 | 3,000 |
| Total special items | <u>165,864</u> | <u>46,665</u> | <u>1,747</u> | <u>214,433</u> | <u>7,983</u> |
| Non-GAAP gross profit | <u>\$ 549,451</u> | <u>\$ 423,775</u> | <u>\$ 379,516</u> | <u>\$ 1,350,823</u> | <u>\$ 1,096,441</u> |
| GAAP gross margin | <u>45.1 %</u> | <u>56.7 %</u> | <u>61.3 %</u> | <u>53.6 %</u> | <u>60.7 %</u> |
| Non-GAAP gross margin | <u>64.6 %</u> | <u>63.7 %</u> | <u>61.6 %</u> | <u>63.7 %</u> | <u>61.1 %</u> |
| Total GAAP operating expenses | \$ 404,097 | \$ 385,401 | \$ 227,873 | \$ 1,040,112 | \$ 712,774 |
| Special items: | | | | | |
| Share-based compensation | (47,811) | (68,675) | (18,892) | (138,433) | (58,762) |
| Restructuring related charges (b) | (27,031) | (35,415) | (3,284) | (64,013) | (8,455) |
| Amortization of acquired intangible assets | (21,098) | (6,955) | (1,076) | (28,053) | (3,212) |
| Other operating expenses (c) | (11,222) | (28,229) | (120) | (54,703) | (4,110) |
| Total special items | <u>(107,162)</u> | <u>(139,274)</u> | <u>(23,372)</u> | <u>(285,202)</u> | <u>(74,539)</u> |
| Total non-GAAP operating expenses | <u>\$ 296,935</u> | <u>\$ 246,127</u> | <u>\$ 204,501</u> | <u>\$ 754,910</u> | <u>\$ 638,235</u> |
| GAAP operating margin | (2.4) % | (1.2) % | 24.3 % | 4.5 % | 20.9 % |
| Other cost of goods sold (a) | 12.4 % | 3.5 % | — % | 6.1 % | 0.2 % |
| Share-based compensation | 5.9 % | 11.0 % | 3.3 % | 7.0 % | 3.6 % |
| Restructuring related charges (b) | 3.2 % | 5.3 % | 0.5 % | 3.0 % | 0.5 % |
| Amortization and write-off of acquired intangible assets | 9.2 % | 3.9 % | 0.2 % | 4.9 % | 0.2 % |
| Other operating expenses (c) | <u>1.4 %</u> | <u>4.2 %</u> | <u>0.1 %</u> | <u>2.6 %</u> | <u>0.1 %</u> |
| Non-GAAP operating margin | <u>29.7 %</u> | <u>26.7 %</u> | <u>28.4 %</u> | <u>28.1 %</u> | <u>25.5 %</u> |
| GAAP interest and other income (loss), net | \$ (23,952) | \$ (14,921) | \$ 6,200 | \$ (31,577) | \$ 16,721 |
| Special items: | | | | | |
| Restructuring related items (d) | 1,491 | (121) | (2,286) | (142) | (5,371) |

| | | | | | |
|---|--------------------|-------------------|-------------------|--------------------|-------------------|
| Write-off of debt issuance costs (e) | 850 | 6,104 | — | 6,954 | — |
| Total Special Items | <u>2,341</u> | <u>5,983</u> | <u>(2,286)</u> | <u>6,812</u> | <u>(5,371)</u> |
| Total non-GAAP interest and other income (loss), net | <u>\$ (21,611)</u> | <u>\$ (8,938)</u> | <u>\$ 3,914</u> | <u>\$ (24,765)</u> | <u>\$ 11,350</u> |
| GAAP net income (loss) | \$ (53,767) | \$ 6,759 | \$ 200,188 | \$ 81,604 | \$ 472,068 |
| Less: Income from discontinued operations, net of tax | — | — | 50,851 | — | 87,689 |
| GAAP net income (loss) from continuing operations | <u>(53,767)</u> | <u>6,759</u> | <u>149,337</u> | <u>81,604</u> | <u>384,379</u> |
| Special items: | | | | | |
| Other cost of goods sold (a) | 105,841 | 22,933 | — | 128,774 | 3,000 |
| Share-based compensation | 50,240 | 73,423 | 20,639 | 147,515 | 63,745 |
| Restructuring related charges in operating expenses (b) | 27,031 | 35,415 | 3,284 | 64,013 | 8,455 |
| Restructuring related items in interest and other income, net (d) | 1,491 | (121) | (2,286) | (142) | (5,371) |
| Amortization of acquired intangible assets | 78,692 | 25,939 | 1,076 | 104,630 | 3,212 |
| Write-off of debt issuance costs (e) | 850 | 6,104 | — | 6,954 | — |
| Other operating expenses (c) | <u>11,222</u> | <u>28,229</u> | <u>120</u> | <u>54,703</u> | <u>4,110</u> |
| Pre-tax total special items | <u>275,367</u> | <u>191,922</u> | <u>22,833</u> | <u>506,447</u> | <u>77,151</u> |
| Other income tax effects and adjustments (f) | <u>55</u> | <u>(36,720)</u> | <u>(398)</u> | <u>(39,763)</u> | <u>(10,760)</u> |
| Non-GAAP net income from continuing operations | <u>\$ 221,655</u> | <u>\$ 161,961</u> | <u>\$ 171,772</u> | <u>\$ 548,288</u> | <u>\$ 450,770</u> |
| Weighted average shares — basic | <u>657,519</u> | <u>552,238</u> | <u>494,096</u> | <u>569,031</u> | <u>499,568</u> |
| Weighted average shares — diluted | <u>657,519</u> | <u>562,149</u> | <u>504,903</u> | <u>578,872</u> | <u>510,935</u> |
| GAAP diluted net income (loss) per share from continuing | | | | | |

| | | | | | |
|--|----------------------|--------------------|--------------------|--------------------|--------------------|
| operations | \$ (0.06) | \$ 0.01 | \$ 0.30 | \$ 0.14 | \$ 0.75 |
| Non-GAAP diluted net income per share from continuing operations (g) | \$ 0.33 | \$ 0.28 | \$ 0.34 | \$ 0.95 | \$ 0.87 |

- (a) Other costs of goods sold includes amortization of the Cavium inventory fair value step up and charges for past intellectual property licensing matters.
- (b) Restructuring related charges include employee severance, facilities related costs, and impairment of equipment and other assets.
- (c) Other operating expenses primarily include Cavium merger costs and costs of retention bonuses offered to employees who remained through the ramp down of certain operations due to restructuring actions.
- (d) Interest and other income, net, includes restructuring related items such as foreign currency remeasurement associated with restructuring related accruals.
- (e) Write-off of debt issuance costs is associated with the partial term loan repayment during the three months ended November 3, 2018 and the terminated bridge loan commitment during the three months ended August 4, 2018.
- (f) Other income tax effects and adjustments relate to tax provision based on a non-GAAP income tax rate of 4%.
- (g) Non-GAAP diluted net income per share from continuing operations for the three months ended November 3, 2018 was calculated by dividing non-GAAP net income from continuing operations by weighted average shares outstanding (diluted) of 665,752 shares due to the non-GAAP net income reported in that period.

Marvell Technology Group Ltd.
Outlook for the Fourth Quarter of Fiscal Year 2019
Reconciliations from GAAP to Non-GAAP (Unaudited)
(In millions, except per share amounts)

| | Outlook for Three Months Ended February 2, 2019 |
|---|--|
| GAAP revenue | \$790 - \$830 |
| Special items: | — |
| Non-GAAP revenue | \$790 - \$830 |
| GAAP gross margin | 46% |
| Special items: | |
| Share-based compensation | 0.2% |
| Amortization of acquired intangible assets | 7% |
| Other costs of goods sold | 12% |
| Non-GAAP gross margin | 65% |
| Total GAAP operating expenses | \$375 - \$385 |
| Special items: | |
| Share-based compensation | 55 |
| Restructuring related charges | 15 |
| Amortization of acquired intangible assets | 21 |
| Other operating expenses | 2 |
| Total non-GAAP operating expenses | \$285 - \$290 |
| GAAP diluted net income per share from continuing operations | \$(0.05) - \$(0.01) |
| Special items: | |
| Other costs of goods sold | 0.15 |
| Share-based compensation | 0.09 |
| Restructuring related charges in operating expenses | 0.02 |
| Amortization of acquired intangible assets | 0.12 |
| Other (gains) and losses in interest and other income, net | (0.01) |
| Other income tax effects and adjustments | (0.02) |
| Non-GAAP diluted net income per share from continuing operations | \$0.30 - \$0.34 |

Quarterly Revenue Trend (Unaudited)

(In thousands)

| | Three Months Ended | | | % Change | |
|----------------|---------------------|--------------------|---------------------|----------|-------|
| | November 3, 2018 | August 4, 2018* | October 28, 2017 | YoY | QoQ |
| Storage (1) | \$ 406,822 | \$ 335,764 | \$ 315,338 | 29 % | 21 % |
| Networking (2) | 398,424 | 283,330 | 253,159 | 57 % | 41 % |
| Total Core | 805,246 | 619,094 | 568,497 | 42 % | 30 % |
| Other (3) | 45,805 | 46,216 | 47,805 | (4) % | (1) % |
| Total Revenue | \$ 851,051 | \$ 665,310 | \$ 616,302 | 38 % | 28 % |

* Results for the three months ended August 4, 2018 include total Cavium revenue from the period July 6, 2018 to August 4, 2018.

| % of Total | Three Months Ended | | |
|----------------|---------------------|-------------------|---------------------|
| | November 3, 2018 | August 4, 2018 | October 28, 2017 |
| Storage (1) | 48 % | 50 % | 51 % |
| Networking (2) | 47 % | 43 % | 41 % |
| Total Core | 95 % | 93 % | 92 % |
| Other (3) | 5 % | 7 % | 8 % |
| Total Revenue | 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 Communication 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.

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