Marvell Technology, Inc. Reports Second Quarter Of Fiscal Year 2022 Financial Results - Q2 Net Revenue: \$1.076 billion, grew by 48% year-on-year

- Q2 Gross Margin: 34.6% GAAP gross margin; 64.8% non-GAAP gross margin
- Q2 Diluted income (loss) per share: \$(0.34) GAAP diluted loss per share; \$0.34 non-GAAP diluted income per share
- Cash and cash equivalents: \$560 million

SANTA CLARA, Calif., Aug. 26, 2021 /PRNewswire/ -- Marvell Technology, Inc. (NASDAQ: MRVL), a leader in infrastructure semiconductor solutions, today reported financial results for the second quarter of fiscal year 2022.

Net revenue for the second quarter of fiscal 2022 was \$1.076 billion, which exceeded the midpoint of the Company's guidance provided on June 7, 2021. GAAP net loss for the second quarter of fiscal 2022 was \$(276) million, or \$(0.34) per diluted share. Non-GAAP net income for the second quarter of fiscal 2022 was \$284 million, or \$0.34 per diluted share. Cash flow from operations for the second quarter was \$222 million.

"Marvell delivered record revenue of \$1.076 billion in the fiscal second quarter, above the midpoint of guidance, growing 29 percent sequentially and 48 percent year over year. Growth was driven by the data center, which now represents Marvell's largest end market at 40 percent of total revenue, benefiting from our growing momentum in the fast-growing cloud infrastructure market," said Matt Murphy, Marvell's President and CEO. "I am pleased that stand-alone Marvell and the acquired Inphi businesses both contributed to our strong year-over-year revenue growth. We expect year-over-year revenue growth will accelerate in the third quarter, led by substantial contributions from the cloud data center market. In addition, we expect our 5G business to continue to grow with strong sequential revenue growth in the third quarter, and a significant step up projected in the fourth quarter.'

Historically, the Company reported revenue from three product groups: networking, storage and other. Beginning with the second quarter of fiscal 2022, the Company is changing its reporting to present revenue from five end markets: data center, carrier infrastructure, enterprise networking, consumer, and automotive/industrial. The company believes this presentation provides a better understanding of its business. For transition purposes, in this press release, the Company is reporting revenue from both product groups and end markets, including providing historical revenue data from end markets for prior periods. Starting with the third quarter of fiscal 2022, the Company expects to no longer report revenue by product group.

We categorize revenue from our five end markets by using a number of data points, including the type of customer purchasing the product, the function of our product being sold, and our knowledge of the end customer product or application into which our product will be incorporated. The categorization of products by end market is inherently subjective and can vary over time, both as a result of continued improvements in our ability to understand the final usage of our products, as well as changes in how our customers utilize our products.

Subsequent to quarter end, on August 3, 2021, the Company announced the execution of a definitive agreement to acquire Innovium, Inc. in an all-stock transaction. The transaction is expected to close by the end of calendar 2021, subject to the satisfaction of customary closing conditions, including approval by Innovium's stockholders and applicable regulatory approvals.

The financial outlook for the third quarter of fiscal 2022 includes expected results of Inphi for the full quarter.

Third Quarter of Fiscal 2022 Financial Outlook

- Net revenue is expected to be \$1.145 billion +/- 3%.
- GAAP gross margin is expected to be 46.3% to 48.3%.
- Non-GAAP gross margin is expected to be 64% to 65%.
 GAAP operating expenses are expected to be \$584 million to \$594 million.
- Non-GAAP operating expenses are expected to be \$365 million to \$370 million.
- Basic weighted average shares outstanding are expected to be 824 million.
- Diluted weighted average shares outstanding are expected to be 841 million.
- GAAP diluted loss per share is expected to be \$(0.10) +/- \$0.04 per share.
- Non-GAAP diluted income per share is expected to be \$0.38 +/- \$0.03 per share.

GAAP diluted EPS is calculated using basic weighted average shares outstanding when there is a GAAP net loss, and calculated using diluted weighted average shares outstanding when there is a GAAP net income. Non-GAAP diluted EPS is calculated using diluted weighted average shares outstanding.

Conference Call

Marvell will conduct a conference call on Thursday, August 26, 2021 at 1:45 p.m. Pacific Time to discuss results for the second quarter of fiscal 2022. Interested parties may join the conference call by dialing 1-888-317-6003 or 1-412-317-6061, passcode 6573871. The call will be webcast and can be accessed at the Marvell Investor Relations website at http://investor.marvell.com/. A replay of the call can be accessed by dialing 1-877-344-7529 or 1-412-317-0088, passcode 10159336 until Thursday, September 2, 2021.

Discussion of Non-GAAP Financial Measures

Non-GAAP financial measures exclude the effect of share-based compensation expense, amortization of the inventory fair value adjustment associated with acquisition, amortization of acquired intangible assets, acquisition and divestiture-related costs, restructuring and other related charges (including, but not limited to, asset impairment charges, employee severance costs, and facilities related charges), resolution of legal matters, 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 2022, a non-GAAP tax rate of 5.0% has been applied to the non-GAAP financial results.

Marvell believes that the presentation of non-GAAP financial measures provides 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. The exclusion of the above items from our GAAP financial metrics does not necessarily mean that these costs are unusual or infrequent.

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. Words such as "anticipates," "expects," "intends," "plans, " "projects," "believes," "seeks, " "estimates," "can," "may," "will," "would" "outlook," "forecast," "targets" 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. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. 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: failure to realize the anticipated benefits of the transaction with Inphi Corporation on a timely basis or at all, including as a result of our ability to successfully integrate the businesses of Marvell and Inphi or due to unexpected costs, liabilities, delays or other factors impacting the semiconductor industry; the risk that disruptions from the transaction with Inphi will harm our business, including current plans and operations; our ability to retain and hire key Inphi personnel; potential adverse reactions or changes to business relationships resulting from the transaction with Inphi; risks associated with third party contracts containing consent and/or other provisions that may be triggered by the transaction with Inphi; risks related to the impact of the COVID-19 pandemic which have impacted, and may continue to impact our business, workforce and operations, the transportation and manufacturing of our products, and the operations of our customers, distributors, vendors, suppliers, and partners; increased disruption and volatility in the capital markets and credit markets as a result of COVID-19, which could adversely affect our liquidity and capital resources; the impact of COVID-19, or other future pandemics, on the U.S. and global economies; disruptions caused by COVID-19 resulting in worker absenteeism, quarantines and restrictions on our employees' ability to work, innovate, collaborate, and travel; the effects that the current credit and market conditions caused by, or resulting from, COVID-19 could have on the liquidity and financial condition of us and our customers and suppliers, including any impact on the ability to meet contractual obligations; supply chain disruptions or component shortages that may impact the production of our products or may impact the price of components which in turn may impact our margins on any impacted products and any constrained availability from other electronic suppliers impacting our customers' ability to ship their products, which in turn may adversely impact our sales to those customers; our reliance on our manufacturing partners for the manufacture, assembly and testing of our products; the impact of international conflict and economic volatility in either domestic or foreign markets including risks related to trade conflicts, regulations, and tariffs, including but not limited to, restrictions imposed on our Chinese customers; the risks associated with manufacturing and selling products and customers' products outside of the United States; our ability to define, design and develop products for the Cloud and 5G markets; our ability to market our 5G products to Tier 1 infrastructure customers; the stockholder dilution and other effects on us from, and our ability to complete (on a timely basis or at all) and realize the anticipated benefits of, announced acquisitions, divestitures and investments, such as our announced acquisition of Innovium; cancellations, rescheduling or deferrals of significant customer orders or shipments, as well as the ability of our customers to manage inventory; our ability to estimate customer demand and future sales accurately; our ability to realize the expected benefits from restructuring activities; the effects of transitioning to smaller geometry process technologies; the impact of any change in the income tax laws in jurisdictions where we operate and the loss of any beneficial tax treatment that we currently enjoy; our ability to limit costs related to defective products; the risk of downturns in the semiconductor industry; risks related to our debt obligations; the outcome of pending or future litigation and legal and regulatory proceedings; our dependence on a small number of customers; the impact and costs associated with changes in international financial and regulatory conditions; our ability and the ability of our customers to successfully compete in the markets in which we serve; our ability and our 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; our ability to accurately categorize our products by end markets; our ability to scale our operations in response to changes in demand for existing or new products and services; risks associated with acquisition and consolidation activity in the semiconductor industry; our ability to protect our intellectual property; our maintenance of an effective system of internal controls; severe financial hardship or bankruptcy of one or more of our major customers; and other risks detailed in our SEC filings from time to time. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect our business described in the "Risk Factors" section of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other documents filed by us from time to time with the SEC. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and we assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

About Marvell

To deliver the data infrastructure technology that connects the world, we're building solutions on the most powerful foundation: our partnerships with our customers. Trusted by the world's leading technology companies for 25 years, we move, store, process and secure the world's data with semiconductor solutions designed for our customers' current needs and future ambitions. Through a process of deep collaboration and transparency, we're ultimately changing the way tomorrow's enterprise, cloud, automotive, and carrier architectures transform—for the better.

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

| | T | hree Months End | led | Six Months Ended | | | | | |
|-------------------------------------|------------------|-----------------|-------------------|------------------|-------------------|--|--|--|--|
| | July 31, 2021 | May 1, 2021 | August 1, 2020 | July 31, 2021 | August 1, 2020 | | | | |
| Net revenue | \$ 1,075,881 | \$ 832,279 | \$ 727,297 | \$ 1,908,160 | \$ 1,420,938 | | | | |
| Cost of goods sold | 704,051 | 414,138 | 368,041 | 1,118,189 | 734,780 | | | | |
| Gross profit | 371,830 | 418,141 | 359,256 | 789,971 | 686,158 | | | | |
| Operating expenses: | | | | | | | | | |
| Research and development | 367,043 | 286,100 | 277,139 | 653,143 | 556,723 | | | | |
| Selling, general and administrative | 259,161 | 201,466 | 112,794 | 460,627 | 234,821 | | | | |
| Restructuring related charges | 12,294 | 12,886 | 120,590 | 25,180 | 141,877 | | | | |
| Total operating expenses | 638,498 | 500,452 | 510,523 | 1,138,950 | 933,421 | | | | |
| Operating loss | (266,668) | (82,311) | (151,267) | (348,979) | (247,263) | | | | |
| Interest income | 150 | 222 | 577 | 372 | 1,635 | | | | |
| Interest expense | (33,814) | (35,141) | (15,635) | (68,955) | (32,465) | | | | |
| Other income (loss), net | (1,654) | 1,223 | (440) | (431) | 3,314 | | | | |
| Interest and other income (loss), | | | | | | | | | |
| net | (35,318) | (33,696) | (15,498) | (69,014) | (27,516) | | | | |
| Loss before income taxes | (301,986) | (116,007) | (166,765) | (417,993) | (274,779) | | | | |
| Benefit for income taxes | (25,558) | (27,765) | (8,872) | (53,323) | (3,853) | | | | |
| Net loss | \$ (276,428) | \$ (88,242) | \$ (157,893) | \$ (364,670) | \$ (270,926) | | | | |
| Net loss per share — basic: | \$ (0.34) | \$ (0.13) | \$ (0.24) | \$ (0.48) | \$ (0.41) | | | | |
| Net loss per share — diluted: | \$ (0.34) | \$ (0.13) | \$ (0.24) | \$ (0.48) | \$ (0.41) | | | | |
| Weighted average shares: | | | | | | | | | |
| Basic | 821,062 | 693,378 | 667,574 | 757,205 | 665,541 | | | | |
| Diluted | 821,062 | 693,378 | 667,574 | 757,205 | 665,541 | | | | |

| | 2021 | 2021 |
|--|---------------|---------------|
| Assets | 2021 | 2021 |
| Current assets: | | |
| Cash and cash equivalents | \$ 559,617 | \$ 748,467 |
| Accounts receivable, net | 785,611 | 536,668 |
| Inventories | 459,532 | 268,228 |
| Prepaid expenses and other current assets | 103,717 | 63,782 |
| Total current assets | 1,908,477 | 1,617,145 |
| Property and equipment, net | 433,091 | 326,125 |
| Goodwill | 10,976,443 | 5,336,961 |
| Acquired intangible assets, net | 6,285,388 | 2,270,700 |
| Deferred tax assets | 517,123 | 672,424 |
| Other non-current assets | 718,110 | 541,569 |
| Total assets | \$ 20,838,632 | \$ 10,764,924 |
| | | - |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 370,502 | \$ 252,419 |
| Accrued liabilities | 519,214 | 435,616 |
| Accrued employee compensation | 153,327 | 189,421 |
| Short-term debt | 41,390 | 199,641 |
| Total current liabilities | 1,084,433 | 1,077,097 |
| Long-term debt | 4,662,844 | 993,170 |
| Other non-current liabilities | 350,158 | 258,853 |
| Total liabilities | 6,097,435 | 2,329,120 |
| | | |
| Stockholders' equity: | | |
| Common stock | 1,646 | 1,350 |
| Additional paid-in capital | 13,090,669 | 6,331,013 |
| Retained earnings | 1,648,882 | 2,103,441 |
| Total stockholders' equity | 14,741,197 | 8,435,804 |
| Total liabilities and stockholders' equity | \$ 20,838,632 | \$ 10,764,924 |
| rotal habilities and stockholders equity | Ψ 20,030,032 | Ψ 10,704,324 |
| | | |

Marvell Technology, Inc. Condensed Consolidated Statements of Cash Flows (Unaudited) (In thousands)

| | Three Months Ended | | | Six Months Ended | | | | |
|---|--------------------|------------------|----|-------------------|----|------------------|----|-------------------|
| | | July 31, 2021 | | August 1, 2020 | | July 31, 2021 | | August 1, 2020 |
| Cash flows from operating activities: | | | | | | | | |
| Net loss | \$ | (276,428) | \$ | (157,893) | \$ | (364,670) | \$ | (270,926) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | | | | | | | |
| Depreciation and amortization | | 66,248 | | 51,605 | | 118,085 | | 102,088 |
| Share-based compensation | | 114,105 | | 62,586 | | 206,832 | | 122,273 |
| Amortization of acquired intangible assets | | 276,672 | | 111,579 | | 405,311 | | 224,501 |
| Amortization of inventory fair value adjustment associated with acquisitions | | 155,840 | | _ | | 169,560 | | 17,284 |
| Restructuring related impairment charges | | 1,776 | | 114,723 | | 4,156 | | 117,546 |
| Other expense, net | | 32,941 | | 6,282 | | 61,870 | | 14,910 |
| Deferred income taxes | | (29,005) | | (2,816) | | (51,586) | | (444) |
| Changes in assets and liabilities, net of acquisition: | | | | | | | | |
| Accounts receivable | | (91,216) | | (14,782) | | (149,215) | | 8,804 |
| Inventories | | (69,038) | | (33) | | (82,287) | | 35,801 |
| Prepaid expenses and other assets | | (50,603) | | 3,679 | | (46,190) | | (3,015) |
| Accounts payable | | 52,197 | | 33,204 | | 588 | | 29,647 |
| Accrued liabilities and other non-current liabilities | | 39,234 | | 10,732 | | (7,765) | | 21,528 |
| Accrued employee compensation | | (616) | | 6,964 | | (56,309) | | (18,539) |
| Net cash provided by operating activities | | 222,107 | | 225,830 | | 208,380 | | 401,458 |
| Cash flows from investing activities: | | | | | | | | |
| Purchases of technology licenses | | (3,197) | | (3,080) | | (6,640) | | (6,764) |
| Purchases of property and equipment | | (32,235) | | (17,540) | | (53,679) | | (52,883) |
| Cash payment for acquisition, net of cash and cash equivalents acquired | | _ | | _ | (| (3,600,165) | | _ |
| Other, net | | (2,851) | | 34 | | (2,404) | | 699 |
| Net cash used in investing activities | · | (38,283) | | (20,586) | | (3,662,888) | | (58,948) |
| Cash flows from financing activities: | | | | | | | | <u> </u> |
| Repurchases of common stock | | _ | | _ | | _ | | (25,202) |
| Proceeds from employee stock plans | | 39,807 | | 42,776 | | 40,356 | | 48,234 |
| Tax withholding paid on behalf of employees for net share settlement | | (42,975) | | (25,213) | | (116,150) | | (56,714) |
| Dividend payments to stockholders | | (49,332) | | (40,119) | | (89,889) | | (79,882) |
| Payments on technology license obligations | | (23,175) | | (18,702) | | (67,307) | | (42,509) |
| Proceeds from issuance of debt | | 75,000 | | _ | | 3,806,096 | | _ |
| Principal payments of debt | | (75,000) | | _ | | (275,000) | | _ |
| Payment for repurchases and settlement of convertible notes | | (109,812) | | _ | | (180,891) | | _ |
| Proceeds from capped calls | | 49,132 | | _ | | 160,286 | | _ |
| Payment of equity and debt financing costs | | (10,364) | | _ | | (11,843) | | _ |
| Other, net | | _ | | | | _ | | (2,507) |
| Net cash provided by (used in) financing activities | | (146,719) | | (41,258) | | 3,265,658 | | (158,580) |
| Net increase (decrease) in cash and cash equivalents | | 37,105 | | 163,986 | | (188,850) | | 183,930 |
| Cash and cash equivalents at beginning of period | | 522,512 | _ | 667,548 | | 748,467 | _ | 647,604 |
| Cash and cash equivalents at end of period | \$ | 559,617 | \$ | 831,534 | \$ | 559,617 | \$ | 831,534 |

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

| | Three Months Ended | Six Months Ended | | | | |
|----------|--------------------|------------------|----------|-----------|--|--|
| July 31, | May 1, | August 1, | July 31, | August 1, | | |

| | 2021 | 2021 | 2020 | 2021 | 2020 |
|--|-----------------------|----------------------|-----------------------|-----------------------|------------------------|
| GAAP gross profit: Special items: | \$ 371,830 | \$ 418,141 | \$ 359,256 | \$ 789,971 | \$ 686,158 |
| Share-based compensation | 2,665 | 9.803 | 4,082 | 12,468 | 7,620 |
| Amortization of acquired intangible assets | 167,253 | 93,812 | 85,225 | 261,065 | 171,792 |
| Other cost of goods sold (a) | 155,840 | 13,723 | 11,630 | 169,563 | 30,192 |
| Total special items | 325,758 | 117,338 | 100,937 | 443,096 | 209,604 |
| Non-GAAP gross profit | \$ 697,588 | \$ 535,479 | \$ 460,193 | \$ 1,233,067 | \$ 895,762 |
| GAAP gross margin | 34.6 % | 50.2 % | 49.4 % | 41.4 % | 48.3 % |
| Non-GAAP gross margin | 64.8 % | 64.3 % | 63.3 % | 64.6 % | 63.0 % |
| Total GAAP operating expenses | \$ 638,498 | \$ 500,452 | \$ 510,523 | \$ 1,138,950 | \$ 933,421 |
| Special items: | (111 440) | (00.700) | (EQ EQ4) | (211 220) | (114.652) |
| Share-based compensation Restructuring related charges (b) | (111,440) (12,294) | (99,790) (12,886) | (58,504) (120,590) | (211,230) (25,180) | (114,653) (141,877) |
| Amortization of acquired intangible assets | (109,419) | (34,827) | (26,354) | (144,246) | (52,709) |
| Other operating expenses (c) | (38,948) | (46,684) | (8,125) | (85,632) | (27,528) |
| Total special items | (272,101) | (194,187) | (213,573) | (466,288) | (336,767) |
| Total non-GAAP operating expenses | \$ 366,397 | \$ 306,265 | \$ 296,950 | \$ 672,662 | \$ 596,654 |
| | | | | | |
| GAAP operating margin | (24.8) % | (9.9) % | (20.8) % | (18.3) % | (17.4) % |
| Other cost of goods sold (a) | 14.5 % | 1.6 % | 1.6 % | 8.9 % | 2.1 % |
| Share-based compensation Restructuring related charges (b) | 10.6 % 1.1 % | 13.2 % 1.5 % | 8.6 % 16.6 % | 11.7 % 1.3 % | 8.6 % 10.0 % |
| Amortization of acquired intangible assets | 25.7 % | 15.5 % | 15.3 % | 21.2 % | 15.8 % |
| Other operating expenses (c) | 3.7 % | 5.6 % | 1.1 % | 4.6 % | 1.9 % |
| Non-GAAP operating margin | 30.8 % | 27.5 % | 22.4 % | 29.4 % | 21.1 % |
| GAAP interest and other income (loss), net Special items: | \$ (35,318) | \$ (33,696) | \$ (15,498) | \$ (69,014) | \$ (27,516) |
| Debt issuance related costs and other (d) | 3,022 | 16,901 | | 19,923 | 434 |
| Total special items | 3,022 | 16,901 | | 19,923 | 434 |
| Total non-GAAP interest and other income (loss), net | \$ (32,296) | \$ (16,795) | \$ (15,498) | \$ (49,091) | \$ (27,082) |
| | | | | | |
| GAAP net loss Special items: | \$ (276,428) | \$ (88,242) | \$ (157,893) | \$ (364,670) | \$ (270,926) |
| Other cost of goods sold (a) | 155,840 | 13,723 | 11,630 | 169,563 | 30,192 |
| Share-based compensation | 114,105 | 109,593 | 62,586 | 223,698 | 122,273 |
| Restructuring related charges (b) Other operating expenses (c) | 12,294 38.948 | 12,886 46.684 | 120,590 8.125 | 25,180 85,632 | 141,877 27,528 |
| Amortization of acquired intangible assets | 276,672 | 128,639 | 111,579 | 405,311 | 224,501 |
| Debt issuance related costs and other (d) | 3,022 | 16,901 | _ | 19,923 | 434 |
| Pre-tax total special items | 600,881 | 328,426 | 314,510 | 929,307 | 546,805 |
| Other income tax effects and adjustments (e) | (40,503) | (38,385) | (16,226) | (78,888) | (17,455) |
| Non-GAAP net income | \$ 283,950 | \$ 201,799 | \$ 140,391 | \$ 485,749 | \$ 258,424 |
| | | | | | |
| GAAP weighted average shares — basic | 821,062 | 693,378 | 667,574 | 757,205 | 665,541 |
| GAAP weighted average shares — diluted | 821,062 | 693,378 | 667,574 | 757,205 | 665,541 |
| Non-GAAP weighted average shares — diluted (f) | 836,648 | 707,488 | 678,304 | 772,053 | 674,553 |
| GAAP diluted net loss per share | \$ (0.34) | \$ (0.13) | \$ (0.24) | \$ (0.48) | \$ (0.41) |
| Non-GAAP diluted net income per share | \$ 0.34 | \$ 0.29 | \$ 0.21 | \$ 0.63 | \$ 0.38 |

Marvell Technology, Inc. Outlook for the Third Quarter of Fiscal Year 2022 Reconciliations from GAAP to Non-GAAP (Unaudited) (In millions, except per share amounts)

| | Outlook for Three Months Ended October 30, 2021 |
|--|--|
| GAAP net revenue | \$1,145 +/- 3% |
| Special items: | |
| Non-GAAP net revenue | \$1,145 +/- 3% |
| GAAP gross margin Special items: | 46.3% - 48.3% |
| Share-based compensation | 0.9% |
| Amortization of acquired intangible assets | 14.7% |
| Other costs of goods sold | 1.6% |
| Non-GAAP gross margin | 64% - 65% |

⁽a) Other costs of goods sold includes amortization of acquired inventory fair value adjustments.(b) Restructuring and other related items include asset impairment charges, employee severance costs, facilities related charges, and other.

Other operating expenses include integration and merger costs associated with acquisitions.

Debt issuance related costs and other includes the partial term loan repayment and bridge financing.

Other income tax effects and adjustments relate to tax provision based on a non-GAAP income tax rate of 5.0%.

Non-GAAP diluted weighted average shares differs from GAAP diluted weighted average shares due to the non-GAAP net income (f) reported.

| Total GAAP operating expenses | \$584 - \$594 |
|--|---------------------|
| Special items: | |
| Share-based compensation | 103 |
| Amortization of acquired intangible assets | 109 |
| Restructuring related charges | 4 |
| Other operating expenses | 5 |
| Total non-GAAP operating expenses | \$365 - \$370 |
| GAAP diluted net loss per share | \$(0.10) +/- \$0.04 |
| Special items: | , , , , , , |
| Share-based compensation | 0.14 |
| Amortization of acquired intangible assets | 0.35 |
| Other operating expenses | 0.01 |
| Other income tax effects and adjustments | (0.02) |
| Non-GAAP diluted net income per share | \$0.38 +/- \$0.03 |

Quarterly Revenue Trend (Unaudited)

Our product solutions serve five large end markets where our technology is essential: (i) data center, (ii) carrier infrastructure, (iii) enterprise networking, (iv) consumer, and (v) automotive/industrial. These markets and their corresponding customer products and applications are noted in the table below:

| End market | Customer products and applications |
|------------------------|---|
| Data center | Cloud and on-premise Artificial intelligence (AI) systems Cloud and on-premise ethernet switching Cloud and on-premise network-attached storage (NAS) Cloud and on-premise servers Cloud and on-premise storage area networks Cloud and on-premise storage systems Data center interconnect (DCI) |
| Carrier infrastructure | Digital Subscriber Line Access Multiplexers (DSLAMs) Ethernet switches Optical transport systems Routers Wireless radio access network (RAN) systems |
| Enterprise networking | Campus and small medium enterprise routers Campus and small medium enterprise ethernet switches Campus and small medium enterprise wireless access points (WAPs) Network appliances (firewalls, and load balancers) Workstations |
| Consumer | Broadband gateways and routers Gaming consoles Home data storage Home wireless access points (WAPs) Personal Computers (PCs) Printers Set-top boxes |
| Automotive/industrial | Advanced driver-assistance systems (ADAS) Autonomous vehicles (AV) In-vehicle networking Industrial ethernet switches United States military and government solutions Video surveillance |

Quarterly Revenue Trend (Unaudited) (Continued)

| | Three Months Ended | | | | | | | | | | | | | | |
|--|--------------------|-----------------|----|----------------|----|------------------|----|------------------|----|-----------------|----------------|------------------|-----------------|----|-----------------|
| Revenue by End Market (In millions) | J | uly 31, 2021 | | 1ay 1, 2021 | - | uary 30, 2021 | | ober 31, 2020 | | gust 1, 2020 | 1ay 2, 2020 | ruary 1, 2020 | mber 2, 2019 | | gust 3, 2019 |
| Data Center | \$ | 434 | \$ | 277 | \$ | 269 | \$ | 239 | \$ | 267 | \$ 266 | \$ 259 | \$ 212 | \$ | 179 |
| Carrier Infrastructure | | 197 | | 167 | | 166 | | 169 | | 142 | 122 | 113 | 84 | | 68 |
| Enterprise Networking | | 223 | | 175 | | 161 | | 159 | | 158 | 158 | 154 | 130 | | 147 |
| Consumer | | 165 | | 167 | | 168 | | 152 | | 134 | 120 | 168 | 214 | | 242 |
| Auto/Industrial | | 57 | | 46 | | 34 | | 31 | | 26 | 28 | 24 | 22 | | 21 |
| Total Net Revenue | \$ | 1,076 | \$ | 832 | \$ | 798 | \$ | 750 | \$ | 727 | \$ 694 | \$ 718 | \$ 662 | \$ | 657 |

| | Three Months Ended | | | | | | | | | | |
|-------------------------------------|--------------------|---|------------|---|---------------------|---------------------|-------------------|----------------|---------------------|---------------------|-------------------|
| Revenue by End Market % of total | July 3 202 | | May 202 | | January 30, 2021 | October 31, 2020 | August 1, 2020 | May 2, 2020 | February 1, 2020 | November 2, 2019 | August 3, 2019 |
| Data Center | 40 | % | 33 | % | 34 % | 32 % | 37 % | 38 % | 36 % | 32 % | 27 % |
| Carrier Infrastructure | 18 | % | 20 | % | 21 % | 23 % | 20 % | 18 % | 16 % | 13 % | 10 % |
| Enterprise Networking | 21 | % | 21 | % | 20 % | 21 % | 22 % | 23 % | 22 % | 20 % | 23 % |
| Consumer | 16 | % | 20 | % | 21 % | 20 % | 18 % | 17 % | 23 % | 32 % | 37 % |
| Auto/Industrial | 5 | % | 6 | % | 4 % | 4 % | 3 % | 4 % | 3 % | 3 % | 3 % |
| Total Net Revenue | 100 | % | 100 | % | 100 % | 100 % | 100 % | 100 % | 100 % | 100 % | 100 % |

Quarterly Revenue Trend (Unaudited) (Continued)

| | Th | | % Cł | nange | inge | | |
|---|------------------|----------------|-----------------------|-------|------|----|-----|
| Revenue by Product Group (In thousands) | July 31, 2021 | May 1, 2021 | August 1, 2020 | Yo | Υ | Qo | DQ_ |
| Networking (1) | \$ 701,712 | \$ 498,250 | \$ 406,008 | 73 | % | 41 | % |
| Storage (2) | 341,713 | 302,918 | 290,495 | 18 | % | 13 | % |
| Total Core | 1,043,425 | 801,168 | 696,503 | 50 | % | 30 | % |
| Other (3) | 32,456 | 31,111 | 30,794 | 5 | % | 4 | % |

| Total Net Revenue | \$ 1,075,881 | \$ 832,279 | \$ 727,297 | 48 % | 29 % |
|-------------------|--------------|------------|------------|------|------|
| | | | | | |

| | Three Months Ended | | | | | | | |
|-------------------------------------|--------------------|---|----------------|---|---|-------------------|----|---|
| Revenue by Product Group % of Total | July 31, 2021 | | May 1, 2021 | | | August 1, 2020 | | |
| Networking (1) | 65 | % | 6 | 0 | % | | 56 | % |
| Storage (2) | 32 | % | 3 | 6 | % | | 40 | % |
| Total Core | 97 | % | 9 | 6 | % | | 96 | % |
| Other (3) | 3 | % | | 4 | % | | 4 | % |
| Total Net Revenue | 100 | % | 10 | 0 | % | 1 | 00 | % |

- (1) Networking products are comprised primarily of ethernet solutions, embedded processors, custom ASICs, and electro-optics solutions.
 (2) Storage products are comprised primarily of storage controllers and fibre channel adapters.
 (3) Other products are comprised primarily of printer solutions.

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SOURCE Marvell

 $\underline{https://investor.marvell.com/2021-08-26-Marvell-Technology,-Inc-Reports-Second-Quarter-of-Fiscal-Year-2022-Financial-Results}$