

► See separate instructions.

Part I	Reporting Issuer
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1 Issuer's name		2 Issuer's employer identification number (EIN)	
Marvell Technology Group Ltd.		77-0481679	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Investor Relations	(408) 222-0777	in@marvell.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
5488 Marvell Lane		Santa Clara, California, 95054	
8 Date of action		9 Classification and description	
April 20, 2021		Exchange of Common Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
G5876H105		MRVL	

Part II	Organizational Action Attach additional statements if needed. See back of form for additional questions.
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14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attachment](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See attachment](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See attachment](#)

Part II **Organizational Action** (continued)**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment**18** Can any resulting loss be recognized? ▶ See attachment**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment**Sign
Here**

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

Signature ▶

Date ▶

Print your name ▶

Title ▶

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Marvell Technology Inc.
Exchange of Marvell Technology Group Ltd. Common Stock for
Marvell Technology Inc. Common Stock
Attachment to IRS Form 8937

Part II:

Line 14. **Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On October 29, 2020 Marvell Technology Group Ltd., a Bermuda exempted company ("Marvell"), Marvell Technology, Inc. (f/k/a Maui HoldCo, Inc.), a Delaware corporation and a wholly owned subsidiary of Marvell ("HoldCo"), Maui Acquisition Company Ltd, a Bermuda exempted company and a wholly owned subsidiary of HoldCo ("Bermuda Merger Sub"), Indigo Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of HoldCo ("Delaware Merger Sub"), and Inphi Corporation, a Delaware corporation ("Inphi"), entered into an agreement and plan of merger and reorganization (the "Merger Agreement").

On April 20, 2021 (the "Exchange Date"), (i) Bermuda Merger Sub merged with and into Marvell, with Marvell surviving (the "Bermuda Merger") and (ii) Delaware Merger Sub merged with and into Inphi, with Inphi surviving (the "Delaware Merger" and, together with the Bermuda Merger, the "Mergers"). Pursuant to the Mergers, (i) each issued and outstanding share of Marvell common stock was converted into one (1) share of HoldCo common stock (CUSIP Number 573874104) (the exchange of Marvell common stock for HoldCo common stock is hereinafter referred to as the "Exchange") and (ii) each issued and outstanding share of Inphi common stock was converted into 2.323 shares of HoldCo common stock and \$66.00 in cash, with cash paid to Inphi shareholders in lieu of fractional shares of HoldCo common stock.

Shareholders are urged to refer to the Material U.S. Federal Income Tax Consequences of the Mergers section of the Form S-4 originally filed with the Securities and Exchange Commission on December 22, 2020 (File No. 333-251606), as amended and supplemented through the date hereof, and to consult with their own tax advisor regarding the consequences of the Exchange, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.

This Form 8937 provides the relevant information to Marvell shareholders who received HoldCo common stock pursuant to the Bermuda Merger. A separate Form 8937 provides the relevant information to Inphi shareholders who received HoldCo common stock and cash pursuant to the Delaware Merger.

Line 15. **Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

The Bermuda Merger is intended to be a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code") or a transaction qualifying for non-recognition of gain or loss under Section 351 of the Code. The aggregate tax basis of the HoldCo common stock received in the Bermuda Merger by a Marvell shareholder should be

the same as the aggregate tax basis of the Marvell common stock surrendered in exchange therefor.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

A Marvell shareholder's aggregate tax basis in HoldCo common stock generally should be equal to the aggregate tax basis in the Marvell common stock surrendered in exchange therefor.

Any person who acquired Marvell common stock at different times and at different prices will need to calculate a separate tax basis for each block of Marvell common stock, and the HoldCo common stock received in the Exchange by such shareholder will retain those separate tax bases in the HoldCo shares. Stockholders in this situation should consult their tax advisors for further information.

As an example, assume a Marvell shareholder has an aggregate \$2,000 basis in 50 shares of Marvell common stock. Following the Bermuda Merger, the Marvell shareholder should have an aggregate \$2,000 basis in the shareholder's 50 shares of HoldCo common stock.

Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

The applicable Code sections upon which the tax treatment of the Bermuda Merger is based are Sections 351, 354, 358 and 368.

Line 18. Can any resulting loss be recognized?

The Bermuda Merger is intended to be a "reorganization" within the meaning of Section 368(a) of the Code or a transaction qualifying for non-recognition of gain or loss under Section 351 of the Code. Accordingly, a Marvell shareholder generally should not recognize any loss upon receipt of the HoldCo common stock in the Exchange.

Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Bermuda Merger occurred on April 20, 2021. The stock basis adjustments are taken into account in the tax year of a Marvell shareholder during which the Bermuda Merger occurred (e.g., 2021 for calendar year taxpayers).