## Marvell Technology, Inc.

 Second Quarter of Fiscal Year 2022August 26, 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.

## 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. The exclusion of the above items from our GAAP financial metrics does not necessarily mean that these costs are unusual or infrequent.

# Marvell Technology, Inc. <br> Unaudited Condensed Consolidated Balance Sheets <br> (In thousands) 

|  | $\begin{gathered} \text { August } 3, \\ 2019 \end{gathered}$ | $\begin{gathered} \text { November 2, } \\ 2019 \end{gathered}$ | $\underset{2020}{\text { February } 1,}$ | $\begin{gathered} \text { May } 2, \\ 2020 \end{gathered}$ |  | $\underset{2020}{\text { August }}$ |  | $\begin{gathered} \text { October 31, } 2020 \end{gathered}$ |  | $\underset{2021}{\text { January }} \mathbf{3 0}$ |  | $\begin{gathered} \text { May } 1, \\ 2021 \end{gathered}$ |  | $\begin{gathered} \text { July 31, } \\ 2021 \end{gathered}$ |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Assets |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Current assets: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Cash and cash equivalents | \$ 573,496 | \$ 438,369 | \$ 647,604 | \$ | 667,548 | \$ | 831,534 | \$ | 832,041 | \$ | 748,467 | \$ | 522,512 | \$ | 559,617 |
| Accounts receivable, net | 452,746 | 495,216 | 492,346 |  | 468,760 |  | 483,542 |  | 490,271 |  | 536,668 |  | 694,395 |  | 785,611 |
| Inventories | 240,421 | 308,299 | 322,980 |  | 270,374 |  | 262,875 |  | 268,396 |  | 268,228 |  | 538,117 |  | 459,532 |
| Prepaid expenses and other current assets | 37,069 | 43,789 | 74,567 |  | 72,282 |  | 54,136 |  | 68,618 |  | 63,782 |  | 132,787 |  | 103,717 |
| Assets held for sale | 597,675 | 600,893 | - |  | - |  | - |  | - |  | - |  | - |  | - |
| Total current assets | 1,901,407 | 1,886,566 | 1,537,497 |  | 1,478,964 |  | 1,632,087 |  | 1,659,326 |  | 1,617,145 |  | 1,887,811 |  | 1,908,477 |
| Property and equipment, net | 319,761 | 316,214 | 357,092 |  | 348,066 |  | 335,035 |  | 331,769 |  | 326,125 |  | 424,733 |  | 433,091 |
| Goodwill | 4,933,719 | 5,161,312 | 5,337,405 |  | 5,337,405 |  | 5,337,405 |  | 5,336,356 |  | 5,336,961 |  | 10,965,666 |  | 10,976,443 |
| Acquired intangible assets, net | 2,399,975 | 2,500,215 | 2,764,600 |  | 2,651,678 |  | 2,489,815 |  | 2,380,382 |  | 2,270,700 |  | 6,562,061 |  | 6,285,388 |
| Deferred tax assets | 9,789 | 14,192 | 639,791 |  | 639,470 |  | 645,633 |  | 646,837 |  | 672,424 |  | 725,636 |  | 517,123 |
| Other non-current assets | 416,489 | 424,763 | 496,850 |  | 525,946 |  | 486,507 |  | 470,102 |  | 541,569 |  | 664,030 |  | 718,110 |

## Liabilities and Stockholders' Equity

Current liabilities:

| Accounts payable | \$ | 211,422 | \$ | 212,955 | \$ | 213,747 | \$ | 185,711 | \$ | 238,537 | \$ | 224,112 | \$ | 252,419 | \$ | 304,425 | \$ | 370,502 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Accrued liabilities |  | 312,987 |  | 305,827 |  | 346,639 |  | 380,653 |  | 406,804 |  | 406,986 |  | 435,616 |  | 478,158 |  | 519,214 |
| Accrued employee compensation |  | 90,659 |  | 130,062 |  | 149,780 |  | 124,277 |  | 131,241 |  | 187,982 |  | 189,421 |  | 153,943 |  | 153,327 |
| Short-term convertible debt |  |  |  | - |  | - |  | - |  | - |  | - |  | - |  | 193,269 |  | 138 |
| Short-term debt |  | - |  | - |  | - |  | - |  | 448,248 |  | 349,004 |  | 199,641 |  | 30,308 |  | 41,252 |
| Liabilities held for sale |  | 5,604 |  | 5,610 |  | - |  | - |  | - |  | - |  | - |  | - |  | - |
| Total current liabilities |  | 620,672 |  | 654,454 |  | 710,166 |  | 690,641 |  | 1,224,830 |  | 1,168,084 |  | 1,077,097 |  | 1,160,103 |  | 1,084,433 |
| Long-term convertible debt |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | 1,146 |  | 287 |
| Long-term debt |  | 1,685,359 |  | 2,036,441 |  | 1,439,024 |  | 1,439,852 |  | 992,436 |  | 992,801 |  | 993,170 |  | 4,673,707 |  | 4,662,557 |
| Other non-current liabilities |  | 471,297 |  | 446,549 |  | 305,465 |  | 315,414 |  | 291,679 |  | 274,270 |  | 258,853 |  | 539,611 |  | 350,158 |
| Total liabilities |  | 2,777,328 |  | 3,137,444 |  | 2,454,655 |  | 2,445,907 |  | 2,508,945 |  | 2,435,155 |  | 2,329,120 |  | 6,374,567 |  | 6,097,435 |
| Stockholders' equity: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Common stock |  | 1,334 |  | 1,341 |  | 1,328 |  | 1,330 |  | 1,340 |  | 1,343 |  | 1,350 |  | 1,633 |  | 1,646 |
| Additional paid-in-capital |  | 6,271,120 |  | 6,355,723 |  | 6,135,939 |  | 6,144,907 |  | 6,225,242 |  | 6,260,906 |  | 6,331,013 |  | 12,879,095 |  | 13,090,669 |
| Accumulated other comprehensive income |  | - |  | 37 |  | - |  | 868 |  | 450 |  | - |  | - - |  | - |  | - |
| Retained earnings |  | 931,358 |  | 808,717 |  | 2,541,313 |  | 2,388,517 |  | 2,190,505 |  | 2,127,368 |  | 2,103,441 |  | 1,974,642 |  | 1,648,882 |
| Total stockholders' equity |  | 7,203,812 |  | 7,165,818 |  | 8,678,580 |  | 8,535,622 |  | 8,417,537 |  | 8,389,617 |  | 8,435,804 |  | 14,855,370 |  | 14,741,197 |
| Total liabilities and stockholders' equity | \$ | 9,981,140 |  | 10,303,262 | \$ | 11,133,235 | \$ | 10,981,529 | \$ | 10,926,482 | \$ | 10,824,772 | \$ | 10,764,924 | \$ | 21,229,937 | \$ | 20,838,632 |
| GAAP inventory turns |  | 5.1 |  | 4.2 |  | 5.1 |  | 5.4 |  | 5.6 |  | 5.5 |  | 5.6 |  | 3.1 |  | 6.1 |
| GAAP days in inventory |  | 71 |  | 87 |  | 71 |  | 67 |  | 65 |  | 66 |  | 65 |  | 117 |  | 60 |

## Marvell Technology, Inc.

## Unaudited Condensed Consolidated Statements of Operations

## (In thousands, except per share amounts)

|  | $\underset{2019}{\text { August }} 3 \text {, }$ |  | $\begin{gathered} \text { November 2, } \\ 2019 \\ \hline \end{gathered}$ |  | $\underset{2020}{\text { February } 1,}$ |  | $\begin{gathered} \text { May } 2, \\ 2020 \end{gathered}$ |  | $\underset{2020}{\text { August }} 1,$ |  | $\underset{2020}{\text { October } 31,}$ |  | $\begin{gathered} \text { January } \\ \mathbf{2 0 2 1} \end{gathered}$ |  | $\underset{2021}{(M a y} 1,$ |  | $\begin{gathered} \text { July 31, } \\ 2021, \end{gathered}$ |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Net revenue | \$ | 656,568 | \$ | 662,470 | \$ | 717,671 | \$ | 693,641 | \$ | 727,297 | \$ | 750,143 | \$ | 797,819 | \$ | 832,279 | \$ | 1,075,881 |
| Cost of goods sold |  | 305,866 |  | 322,403 |  | 412,927 |  | 366,739 |  | 368,041 |  | 369,083 |  | 376,687 |  | 414,138 |  | 704,051 |
| Gross profit |  | 350,702 |  | 340,067 |  | 304,744 |  | 326,902 |  | 359,256 |  | 381,060 |  | 421,132 |  | 418,141 |  | 371,830 |
| Operating expenses: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Research and development |  | 266,354 |  | 267,781 |  | 279,389 |  | 279,584 |  | 277,139 |  | 255,637 |  | 260,380 |  | 286,100 |  | 367,043 |
| Selling, general and administrative |  | 113,990 |  | 118,993 |  | 121,592 |  | 122,027 |  | 112,794 |  | 115,501 |  | 116,918 |  | 201,466 |  | 259,161 |
| Legal settlement |  | - |  | - |  | - |  | - |  | - |  | - |  | 36,000 |  | - |  | - |
| Restructuring related charges |  | 16,586 |  | 14,802 |  | 18,258 |  | 21,287 |  | 120,590 |  | 19,312 |  | 9,570 |  | 12,886 |  | 12,294 |
| Total operating expenses |  | 396,930 |  | 401,576 |  | 419,239 |  | 422,898 |  | 510,523 |  | 390,450 |  | 422,868 |  | 500,452 |  | 638,498 |
| Operating loss |  | $(46,228)$ |  | $(61,509)$ |  | $(114,495)$ |  | $(95,996)$ |  | $(151,267)$ |  | $(9,390)$ |  | $(1,736)$ |  | $(82,311)$ |  | $(266,668)$ |
| Interest income |  | 1,077 |  | 1,092 |  | 1,379 |  | 1,058 |  | 577 |  | 608 |  | 356 |  | 222 |  | 150 |
| Interest expense |  | $(20,531)$ |  | $(21,241)$ |  | $(22,656)$ |  | $(16,830)$ |  | $(15,635)$ |  | $(16,066)$ |  | $(20,733)$ |  | $(35,141)$ |  | $(33,814)$ |
| Other income (loss), net |  | $(2,197)$ |  | 689 |  | 1,124,179 |  | 3,754 |  | (440) |  | 299 |  | (727) |  | 1,223 |  | $(1,654)$ |
| Interest and other income (loss), net |  | $(21,651)$ |  | $(19,460)$ |  | 1,102,902 |  | $(12,018)$ |  | $(15,498)$ |  | $(15,159)$ |  | $(21,104)$ |  | $(33,696)$ |  | $(35,318)$ |
| Income (loss) before income taxes |  | $(67,879)$ |  | $(80,969)$ |  | 988,407 |  | $(108,014)$ |  | $(166,765)$ |  | $(24,549)$ |  | $(22,840)$ |  | $(116,007)$ |  | $(301,986)$ |
| Provision (benefit) for income taxes |  | $(10,548)$ |  | 1,532 |  | $(784,266)$ |  | 5,019 |  | $(8,872)$ |  | $(1,641)$ |  | $(39,376)$ |  | $(27,765)$ |  | $(25,558)$ |
| Net income (loss) | \$ | $(57,331)$ | \$ | (82,501) | \$ | 1,772,673 | \$ | $(113,033)$ | \$ | $(157,893)$ | \$ | $(22,908)$ | \$ | 16,536 | \$ | $(88,242)$ | \$ | $(276,428)$ |
| Net income (loss) per share - basic | \$ | (0.09) | \$ | (0.12) | \$ | 2.66 | \$ | (0.17) | \$ | (0.24) | \$ | (0.03) | \$ | 0.02 | \$ | (0.13) | \$ | (0.34) |
| Net income (loss) per share - diluted | \$ | (0.09) | \$ | (0.12) | \$ | 2.62 | \$ | (0.17) | \$ | (0.24) | \$ | (0.03) | \$ | 0.02 | \$ | (0.13) | \$ | (0.34) |
| Weighted average shares - basic |  | 663,603 |  | 668,178 |  | 665,562 |  | 663,547 |  | 667,574 |  | 670,487 |  | 673,529 |  | 693,378 |  | 821,062 |
| Weighted average shares - diluted |  | 663,603 |  | 668,178 |  | 675,700 |  | 663,547 |  | 667,574 |  | 670,487 |  | 687,959 |  | 693,378 |  | 821,062 |

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:


## Marvell Technology, Inc.

(In thousands)

|  | $\begin{gathered} \text { August } 3, \\ 2019 \end{gathered}$ |  | $\begin{gathered} \text { November 2, } \\ 2019 \\ \hline \end{gathered}$ |  | $\underset{2020}{\text { February } 1,}$ |  | May 2, 2020 |  | $\underset{2020}{\text { August }}$ |  | $\begin{gathered} \text { October 31, } \\ 2020 \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { January 30, } \\ 2021 \\ \hline \end{gathered}$ |  | $\begin{array}{r} \text { May } 1, \end{array}$ |  | $\begin{gathered} \text { July 31, } \\ 2021 \\ \hline \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Cash flows from operating activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Net income (loss) | \$ | $(57,331)$ | \$ | $(82,501)$ | \$ | 1,772,673 | \$ | $(113,033)$ | \$ | $(157,893)$ | \$ | $(22,908)$ | \$ | 16,536 | \$ | $(88,242)$ | \$ $(276,428)$ |
| Adjustments to reconcile net income (loss) to net cash |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| provided by operating activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Depreciation and amortization |  | 37,926 |  | 36,082 |  | 43,996 |  | 50,483 |  | 51,605 |  | 47,834 |  | 47,990 |  | 51,837 | 66,248 |
| Share-based compensation |  | 63,676 |  | 66,762 |  | 53,171 |  | 59,687 |  | 62,586 |  | 59,787 |  | 59,479 |  | 92,727 | 114,105 |
| Amortization of acquired intangible assets |  | 80,967 |  | 92,760 |  | 114,615 |  | 112,922 |  | 111,579 |  | 109,433 |  | 109,682 |  | 128,639 | 276,672 |
| Amortization of inventory fair value adjustment associated with acquisitions |  | - |  | 3,316 |  | 52,510 |  | 17,284 |  | - |  | - |  | - |  | 13,720 | 155,840 |
| Amortization of deferred debt issuance costs and debt discounts |  | 1,178 |  | 1,181 |  | 2,723 |  | 927 |  | 931 |  | 1,359 |  | 6,809 |  | 12,606 | 2,675 |
| Restructuring related impairment charges |  | 6,281 |  | 6,146 |  | 1,328 |  | 2,823 |  | 114,723 |  | 6,013 |  | 7,344 |  | 2,380 | 1,776 |
| Deferred income taxes |  | $(1,982)$ |  | $(10,275)$ |  | $(777,257)$ |  | 2,372 |  | $(2,816)$ |  | 859 |  | $(39,906)$ |  | $(22,581)$ | $(29,005)$ |
| Loss (gain) on sale of business |  | 1,009 |  | 505 |  | $(1,123,223)$ |  | - |  | - |  | - |  | - |  | - | - |
| Other expense, net |  | 3,586 |  | 6,495 |  | 9,287 |  | 7,701 |  | 5,351 |  | 6,396 |  | 5,475 |  | 16,323 | 30,266 |
| Changes in assets and liabilities, net of acquisition: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Accounts receivable |  | 17,601 |  | $(32,002)$ |  | 2,870 |  | 23,586 |  | $(14,782)$ |  | $(6,729)$ |  | $(46,397)$ |  | $(57,999)$ | $(91,216)$ |
| Inventories |  | $(7,174)$ |  | $(39,276)$ |  | 43,361 |  | 35,834 |  | (33) |  | $(5,984)$ |  | 96 |  | $(13,249)$ | $(69,038)$ |
| Prepaid expenses and other assets |  | $(15,997)$ |  | $(3,046)$ |  | $(43,099)$ |  | $(6,694)$ |  | 3,679 |  | $(5,677)$ |  | $(32,942)$ |  | 4,413 | $(50,603)$ |
| Accounts payable |  | 24,370 |  | 8,304 |  | $(29,143)$ |  | $(3,557)$ |  | 33,204 |  | 5,121 |  | 4,895 |  | $(51,609)$ | 52,197 |
| Accrued liabilities and other non-current liabilities |  | $(49,188)$ |  | $(26,141)$ |  | $(76,635)$ |  | 10,796 |  | 10,732 |  | 5,289 |  | 17,795 |  | $(46,999)$ | 39,234 |
| Accrued employee compensation |  | $(31,782)$ |  | 37,193 |  | 8,661 |  | $(25,503)$ |  | 6,964 |  | 56,741 |  | 1,439 |  | $(55,693)$ | (616) |
| Net cash provided by (used in) operating activities |  | 73,140 |  | 65,503 |  | 55,838 |  | 175,628 |  | 225,830 |  | 257,534 |  | 158,295 |  | $(13,727)$ | 222,107 |
| Cash flows from investing activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Sales of available-for-sale securities |  | - |  | 18,832 |  | - |  | - |  | - |  | - |  | - |  | - | - |
| Purchases of technology licenses |  | (38) |  | (414) |  | $(2,776)$ |  | $(3,684)$ |  | $(3,080)$ |  | $(1,712)$ |  | $(4,232)$ |  | $(3,443)$ | $(3,197)$ |
| Purchases of property and equipment |  | $(23,010)$ |  | $(20,742)$ |  | $(18,986)$ |  | $(35,343)$ |  | $(17,540)$ |  | $(35,359)$ |  | $(18,556)$ |  | $(21,444)$ | $(32,235)$ |
| Proceeds from sales of property and equipment |  | 231 |  | 84 |  | 89 |  | 365 |  | 34 |  | 133 |  | 206 |  | 330 | 144 |
| Cash payment for acquisition, net of cash and cash equivalents acquired |  | - |  | $(477,579)$ |  | $(593,500)$ |  | - |  | - |  | - |  | - |  | $(3,600,165)$ | - |
| Net proceeds (payments) from sale of business |  | (390) |  | (662) |  | 1,699,835 |  | - |  | - |  | - |  | - |  | - | - |
| Other, net |  | 112 |  | (826) |  | (405) |  | 300 |  | - |  | (609) |  | (567) |  | 117 | $(2,995)$ |
| Net cash provided by (used in) investing activities |  | $(23,095)$ |  | $(481,307)$ |  | 1,084,257 |  | $(38,362)$ |  | $(20,586)$ |  | $(37,547)$ |  | $(23,149)$ |  | (3,624,605) | $(38,283)$ |

## Marvell Technology, Inc.

## Unaudited Condensed Consolidated Statements of Cash Flows

## (In thousands)

|  | $\begin{gathered} \text { August 3, } \\ 2019 \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { November 2, } \\ 2019 \end{gathered}$ |  | $\underset{2020}{\text { February } 1,}$ |  | $\begin{gathered} \text { May } 2, \\ 2020 \end{gathered}$ |  | $\underset{2020}{\text { August }}$ |  | $\begin{gathered} \text { October 31, } \\ 2020 \end{gathered}$ |  | $\begin{gathered} \text { January 30, } \\ 2021 \end{gathered}$ |  | $\underset{2021}{\text { May 1, }}$ |  | $\begin{gathered} \text { July 31, } \\ 2021 \end{gathered}$ |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Cash flows from financing activities: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Repurchases of common stock |  | $(16,250)$ |  | - |  | $(300,000)$ |  | $(25,202)$ |  | - |  | - |  | - |  | - |  | - |
| Proceeds from employee stock plans |  | 50,230 |  | 21,795 |  | 44,167 |  | 5,458 |  | 42,776 |  | 2,256 |  | 36,145 |  | 549 |  | 39,807 |
| Tax withholding paid on behalf of employees for net share settlement |  | $(32,884)$ |  | $(19,220)$ |  | $(17,440)$ |  | $(31,501)$ |  | $(25,213)$ |  | $(25,912)$ |  | $(25,468)$ |  | $(73,175)$ |  | $(42,975)$ |
| Dividend payment to stockholders |  | $(39,889)$ |  | $(40,140)$ |  | $(40,077)$ |  | $(39,763)$ |  | $(40,119)$ |  | $(40,229)$ |  | $(40,463)$ |  | $(40,557)$ |  | $(49,332)$ |
| Payments on technology license obligations |  | $(13,056)$ |  | $(28,889)$ |  | $(15,053)$ |  | $(23,807)$ |  | $(18,702)$ |  | $(34,285)$ |  | $(23,224)$ |  | $(44,132)$ |  | $(23,175)$ |
| Proceeds from issuance of debt |  | - |  | 350,000 |  | 600,000 |  | - |  | - |  | - |  | - |  | 3,731,096 |  | 75,000 |
| Principal payments of debt |  | - |  | - |  | (1,200,000) |  | - |  | - |  | $(100,000)$ |  | $(150,000)$ |  | $(200,000)$ |  | $(75,000)$ |
| Payment for repurchases and settlement of convertible notes |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | $(71,079)$ |  | $(109,812)$ |
| Proceeds from capped calls |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | 111,154 |  | 49,132 |
| Payment of equity and debt financing costs |  | - |  | - |  | - |  | - |  | - |  | $(22,313)$ |  | $(15,710)$ |  | $(1,479)$ |  | $(10,364)$ |
| Other, net |  | 3,407 |  | $(2,869)$ |  | $(2,457)$ |  | $(2,507)$ |  | - |  | 1,003 |  | - |  | - |  | - |
| Net cash provided by (used in) financing activities |  | $(48,442)$ |  | 280,677 |  | $(930,860)$ |  | $(117,322)$ |  | $(41,258)$ |  | $(219,480)$ |  | $(218,720)$ |  | 3,412,377 |  | $(146,719)$ |
| Net increase (decrease) in cash and cash equivalents |  | 1,603 |  | $(135,127)$ |  | 209,235 |  | 19,944 |  | 163,986 |  | 507 |  | $(83,574)$ |  | $(225,955)$ |  | 37,105 |
| Cash and cash equivalents at beginning of period |  | 571,893 |  | 573,496 |  | 438,369 |  | 647,604 |  | 667,548 |  | 831,534 |  | 832,041 |  | 748,467 |  | 522,512 |
| Cash and cash equivalents at end of period | \$ | 573,496 | \$ | 438,369 | \$ | 647,604 | \$ | 667,548 | \$ | 831,534 | \$ | 832,041 | \$ | 748,467 | \$ | 522,512 | \$ | 559,617 |

# Marvell Technology, Inc. 

## Unaudited Reconciliations from GAAP to Non-GAAP

(In thousands)

|  | $\underset{2019}{\text { August }}$ |  | $\begin{gathered} \text { November 2, } \\ 2019 \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { February } \mathbf{1 ,} \\ \mathbf{2 0 2 0} \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { May } 2, \\ 2020 \end{gathered}$ |  | $\underset{2020}{\text { August } 1,}$ |  | $\begin{gathered} \text { October 31, } \\ 2020 \end{gathered}$ |  | $\underset{2021}{ } \begin{gathered} \text { January } \\ 30, \end{gathered}$ |  | $\underset{2021}{\text { May } 1,}$ |  | $\begin{aligned} & \text { July 31, } \\ & \mathbf{2 0 2 1} \end{aligned}$ |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| GAAP Net income (loss) | \$ | $(57,331)$ | \$ | $(82,501)$ | \$ | 1,772,673 | \$ | $(113,033)$ | \$ | $(157,893)$ | \$ | $(22,908)$ | \$ | 16,536 | \$ | $(88,242)$ | \$ | $(276,428)$ |
| (1) Cost of goods sold |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Share-based compensation |  | 3,662 |  | 3,990 |  | 3,181 |  | 3,538 |  | 4,082 |  | 4,435 |  | 4,265 |  | 9,803 |  | 2,665 |
| Amortization of acquired intangible assets |  | 61,132 |  | 72,146 |  | 86,383 |  | 86,567 |  | 85,225 |  | 83,078 |  | 83,327 |  | 93,812 |  | 167,253 |
| Other costs of goods sold |  | - |  | 4,758 |  | 52,510 |  | 18,562 |  | 11,630 |  | 4,296 |  | 796 |  | 13,723 |  | 155,840 |
| (2) Research and development |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Share-based compensation |  | 40,492 |  | 42,997 |  | 34,088 |  | 37,815 |  | 39,678 |  | 36,856 |  | 36,518 |  | 38,377 |  | 70,686 |
| Other operating expenses |  | 5,042 |  | 668 |  | 1,203 |  | 2,418 |  | 824 |  | 501 |  | 742 |  | 2,896 |  | 2,568 |
| (3) Selling, general and administrative |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Share-based compensation |  | 19,522 |  | 20,378 |  | 15,901 |  | 18,334 |  | 18,826 |  | 18,496 |  | 18,696 |  | 61,413 |  | 40,754 |
| Amortization of acquired intangible assets |  | 19,835 |  | 20,614 |  | 28,232 |  | 26,355 |  | 26,354 |  | 26,355 |  | 26,355 |  | 34,827 |  | 109,419 |
| Other operating expenses |  | 15,634 |  | 18,827 |  | 15,418 |  | 16,985 |  | 7,301 |  | 8,989 |  | 11,738 |  | 43,788 |  | 36,380 |
| (4) Restructuring and other exit related costs in Operating Expense |  | 16,586 |  | 14,802 |  | 18,258 |  | 21,287 |  | 120,590 |  | 19,312 |  | 9,570 |  | 12,886 |  | 12,294 |
| (5) Legal settlement and related charges in Operating Expense |  | - |  | - |  | - |  | - |  | - |  | - |  | 36,000 |  | - |  | - |
| (6) Interest and other (income) loss, net |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Gain on sale of business |  | - |  | - |  | $(1,122,988)$ |  | - |  | - |  | - |  | - |  | - |  | - |
| Debt issuance related costs and other |  | 75 |  | (946) |  | 1,621 |  | 434 |  | - |  | (549) |  | 6,017 |  | 16,901 |  | 3,022 |
| Deal costs |  | 1,009 |  | 496 |  | - |  | - |  | - |  | - |  | - |  | - |  | - |
| (7) Provision for income taxes: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Tax-related adjustments |  | $(15,728)$ |  | $(3,773)$ |  | $(789,761)$ |  | $(1,229)$ |  | $(16,226)$ |  | $(10,502)$ |  | $(49,936)$ |  | $(38,385)$ |  | $(40,503)$ |
| Non-GAAP Net income | \$ | 109,930 | \$ | 112,456 | \$ | 116,719 | \$ | 118,033 | \$ | 140,391 | \$ | 168,359 | \$ | 200,624 | \$ | 201,799 | \$ | 283,950 |
| Non-GAAP Operating income | \$ | 135,677 | \$ | 137,671 | \$ | 140,679 | \$ | 135,865 | \$ | 163,243 | \$ | 192,928 | \$ | 226,271 | \$ | 229,214 | \$ | 331,191 |

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 its financial condition and results of operations. 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, the information provided by GAAP financial measures. 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. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how Marvell analyzes its operating results internally. Management also believes that these non-GAAP financial measures may be used to facilitate comparisons of Marvell's results with that of other companies in its industry.

## Quarterly Revenue Trend By End Market

(In thousands)

|  | $\begin{gathered} \text { Q3 } 2020 \\ \text { Nov 02, } 2019 \\ \hline \end{gathered}$ |  | $\begin{gathered} \hline \text { Q4 } 2020 \\ \text { Feb 01, } 2020 \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { Q1 } 2021 \\ \text { May 02, } 2020 \\ \hline \end{gathered}$ |  | $\begin{gathered} \hline \text { Q2 2021 } \\ \text { Aug 01, } 2020 \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { Q3 } 2021 \\ \text { Oct } 31,2020 \\ \hline \end{gathered}$ |  | $\begin{gathered} \hline \text { Q4 } 2021 \\ \text { Jan 30, } 2021 \\ \hline \end{gathered}$ |  | $\begin{gathered} \text { Q1 } 2022 \\ \text { May 01, } 2021 \\ \hline \end{gathered}$ |  | $\begin{gathered} \hline \text { Q2 } 2022 \\ \text { Jul 31, } 2021 \\ \hline \end{gathered}$ |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Data Center | \$ | 212,062 | \$ | 258,970 | \$ | 265,467 | \$ | 266,920 | \$ | 239,159 | \$ | 269,180 | \$ | 277,066 | \$ | 433,722 |
| Carrier Infrastructure |  | 83,889 |  | 112,661 |  | 122,247 |  | 142,438 |  | 168,584 |  | 166,258 |  | 167,566 |  | 196,656 |
| Enterprise Networking |  | 129,914 |  | 153,679 |  | 158,300 |  | 158,080 |  | 158,933 |  | 160,719 |  | 174,844 |  | 222,732 |
| Consumer |  | 214,676 |  | 168,043 |  | 120,291 |  | 134,370 |  | 152,269 |  | 167,697 |  | 166,666 |  | 165,380 |
| Auto/Industrial |  | 21,929 |  | 24,318 |  | 27,336 |  | 25,489 |  | 31,198 |  | 33,965 |  | 46,137 |  | 57,391 |
| Total Net Revenue | \$ | 662,470 | \$ | 717,671 | \$ | 693,641 | \$ | 727,297 | \$ | 750,143 | \$ | 797,819 | \$ | 832,279 | \$ | 1,075,881 |


| \% of Total | $\begin{gathered} \hline \text { Q3 } 2020 \\ \text { Nov 02, } 2019 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q4 } 2020 \\ \text { Feb 01, } 2020 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q1 } 2021 \\ \text { May 02, } 2020 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q2 2021 } \\ \text { Aug 01, } 2020 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q3 } 2021 \\ \text { Oct 31, } 2020 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q4 } 2021 \\ \text { Jan 30, } 2021 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q1 } 2022 \\ \text { May 01, } 2021 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q2 } 2022 \\ \text { Jul 31, } 2021 \\ \hline \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Data Center | 32\% | 36\% | 38\% | 37\% | 32\% | 34\% | 33\% | 40\% |
| Carrier Infrastructure | 13\% | 16\% | 18\% | 20\% | 23\% | 21\% | 20\% | 18\% |
| Enterprise Networking | 20\% | 21\% | 23\% | 22\% | 21\% | 20\% | 21\% | 21\% |
| Consumer | 32\% | 24\% | 17\% | 18\% | 20\% | 21\% | 20\% | 16\% |
| Auto/Industrial | 3\% | 3\% | 4\% | 3\% | 4\% | 4\% | 6\% | 5\% |
| Total Net Revenue | 100\% | 100\% | 100\% | 100\% | 100\% | 100\% | 100\% | 100\% |

## Quarterly Revenue Trend By Product Group

(In thousands)


| \% of Total | $\begin{gathered} \text { Q3 } 2020 \\ \text { Nov 02, } 2019 \\ \hline \end{gathered}$ | $\begin{gathered} \text { Q4 2020 } \\ \text { Feb 01, } 2020 \\ \hline \end{gathered}$ | $\begin{gathered} \text { Q1 } 2021 \\ \text { May 02, } 2020 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q2 } 2021 \\ \text { Aug 01, } 2020 \\ \hline \end{gathered}$ | $\begin{gathered} \text { Q3 2021 } \\ \text { Oct 31, } 2020 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q4 } 2021 \\ \text { Jan 30, } 2021 \\ \hline \end{gathered}$ | $\begin{gathered} \text { Q1 } 2022 \\ \text { May 01, } 2021 \\ \hline \end{gathered}$ | $\begin{gathered} \hline \text { Q2 2022 } \\ \text { Jul 31, } 2021 \\ \hline \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Networking ${ }^{1}$ | 50\% | 52\% | 57\% | 56\% | 59\% | 55\% | 60\% | 65\% |
| Storage ${ }^{2}$ | 43\% | 41\% | 37\% | 40\% | 37\% | 41\% | 36\% | 32\% |
| Total Core | 93\% | 93\% | 94\% | 96\% | 96\% | 96\% | 96\% | 97\% |
| Other ${ }^{3}$ | 7\% | 7\% | 6\% | 4\% | 4\% | 4\% | 4\% | 3\% |
| Total Net Revenue | 100\% | 100\% | 100\% | 100\% | 100\% | 100\% | 100\% | 100\% |

(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.


Essential technology, done right ${ }^{\text {m }}$

