



Marvell Technology, Inc.

Code of Business Conduct and Ethics

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Our Code of Business Conduct and Ethics

The way we do business worldwide. Marvell's Code of Business Conduct and Ethics (the Code) is our guide for the way we do business, ethically and with integrity, every day and in every place where we do business, and in accordance with all applicable laws and regulations. The principles in the Code may be further expanded in other Marvell policies and standards of conduct that may be referenced throughout the Code. These other policies and standards are separate from the Code and may be more restrictive than the Code. You may access these other policies and standards at my.marvell.com or by requesting copies from your manager or the Compliance Team.

Marvell's Core Behaviors

Our core behaviors define who we are as a global company and how we conduct our relationships with each other and our stakeholders: customers, suppliers, competitors, shareholders and communities. Our core behaviors are:



ACT WITH INTEGRITY AND TREAT EVERYONE WITH RESPECT

- Say what you mean, do what you say
- Be inclusive and embrace our diversity of people and opinions
- Lying and arrogance are unacceptable



INNOVATE TO SOLVE CUSTOMER NEEDS

- Understand the customers' needs and focus innovation to make them successful
- Be creative—take calculated risks and learn from failures
- Build close and trusted customer relationships and be easy to do business with



EXECUTE WITH THOROUGHNESS AND RIGOR

- Make decisions objectively based on data
- Strive for excellence and minimize waste, delays and inconsistency
- Deliver superior quality on time



HELP OTHERS ACHIEVE THEIR OBJECTIVES

- One Marvell—put Marvell objectives ahead of individual or team objectives
- Act like an owner of the entire business
- Share information, resources, technology and opportunities across the organization

Applicability of the Code

The Code applies to all Marvell employees and members of the Board of Directors, who may be individually or collectively referred to in this Code as “you,” “Marvell employees,” “we” and/or “us.” We expect all Marvell independent contractors, consultants, suppliers and others who do business with Marvell to comply with this or a comparable code, as set forth in Marvell's Supplier Code of Conduct, which may be found at www.marvell.com.

Marvell Expects You to:

- **Demonstrate our core behaviors every day.** Act with the highest levels of professional ethics with zero tolerance for illegal or unethical conduct.
- **Understand and comply with the Code.** Comply with the Code and all applicable regulations. We may revise the Code from time to time, and you are expected to become familiar with any and all revisions.
- **Speak up.** You are encouraged to speak up if you have concerns regarding compliance with the Code or law. If you become aware of violations of the Code or other Marvell policy, the law, or any regulatory requirements, you are obligated to speak up. Marvell will not retaliate, and will not tolerate retaliation, against anyone for making a good-faith report of actual or potential wrong-doing, or for participating in the investigation of such report. For more information about how to report violations or about Marvell's no retaliation policy, or to get help with interpretation of the Code, see the section "How to Speak Up or Get Help" on [page 5](#), or the "Taking Action" section on [page 32](#).

Ask for help. The Code is not intended to address every situation or issue you may encounter as a Marvell employee, but is designed to reinforce our core behaviors and to help guide you in making good decisions and using good judgment when faced with a situation in which you are unsure of the right business, legal or ethical choice. When in doubt about the best course of action in a particular situation, first ask yourself:


- **Is my proposed action legal?**
- **Does it comply with Marvell policies?**
- **Is it consistent with our core behaviors?**
- **Is it in the best interests of our shareholders?**
- **Would I be comfortable if my decision were made public?**

If the answer to any of these questions is "no," don't take the proposed action.

If you are unsure, speak up or seek guidance from the [Compliance Team](#).

- **Read, certify and disclose.** You are required to read and certify your understanding of the Code, and to disclose all actual and potential conflicts of interest.
 - All onboarding employees are required, as part of their onboarding process, to read and certify their understanding of the Code, and disclose all actual or potential conflicts of interest.
 - All employees are required to certify their understanding of the Code on an annual basis, and disclose all actual or potential conflicts of interest.
 - You are expected to notify the [Compliance Team](#) promptly after you become aware of any actual or potential conflicts of interest.

Other training and certifications. From time to time, you may be required to participate in other legal, ethics and compliance-related training or provide other certifications as Marvell determines to be necessary or appropriate. These trainings and certifications are part of Marvell's commitment to ethical behavior and are designed to provide you with information to ensure your continued understanding of, and commitment to, Marvell's expectations. You are expected to complete any required training and/or certifications in a timely manner. Failure to do so may result in disciplinary proceedings, up to and including termination of employment.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com



How to Speak Up or Get Help




For questions about the applicability of the Code or the law, or if you are unsure whether a proposed action complies with the Code or the law, contact the [Compliance Team](#). If you would like to report compliance failures or express concerns regarding compliance matters, your manager may be in the best position to assist you (provided you do not believe your manager is involved in the violation); however, there are a number of other resources available to you that can offer guidance in addressing a difficult situation.

You are encouraged to speak up if you have concerns regarding compliance with the Code or law. If you become aware of a violation of the Code or law, you are obligated to report it. You should choose the resource you feel most comfortable with in speaking up or reporting, including:

- An executive or another manager you trust
- Human Resources
- The [Compliance Team](#)
- The [Conflict of Interest Review Committee](#)
- A member of the Legal Department
- The [Marvell Concern Line](#), which may be used anonymously and is available 24 hours per day, every day, at <http://concernline.marvell.com>. You may also call the local phone numbers listed on the Concern Line.

Visit “TAKING ACTION” on [page 32](#) for more information on reporting, investigations, Marvell’s no retaliation policy and other information.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com



A Note from Matt Murphy

As a leading technology company, Marvell has earned its reputation for extraordinary innovation. To continue building on this success, we want employees and partners to feel they can do their best work with total clarity, confidence and integrity—especially in a competitive industry. That’s why we have a Code of Business Conduct and Ethics.


Our Code of Business Conduct and Ethics applies to each of us as individuals, no matter what our job may be. So it is our responsibility to both understand and honor these policies and values in all Marvell-related matters, including our work with customers, investors, partners and each other.

While our Code of Business Conduct and Ethics covers many topics, it cannot anticipate every situation that might arise. So I’m asking that every Marvell employee consistently exercise good judgment, and always take the high road consistent with the highest standards of business ethics. If you are ever unsure about the most ethical course of action, ask your manager or the [Compliance Team](#) for guidance.

By acting with uncompromising integrity every day, we will continue to build the most valuable asset in any business—trust. Along the way, we’ll also demonstrate that Marvell is not just a company with great technology, but with great people, too.

Thank you.

Matt Murphy
President and CEO

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Report a Concern 24/7 at
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Our Business Practices




Avoiding Corrupt Activities

Marvell is committed to strict compliance with the letter and spirit of the United States Foreign Corrupt Practices Act (the FCPA) and other applicable anti-corruption laws around the world (collectively the Anti-Corruption Laws). The Anti-Corruption Laws generally prohibit making payments, promises or offers of anything of value to government officials or employees (at any level), political candidates, or political party officials to obtain or retain business or to secure an improper advantage. The Anti-Corruption Laws also generally prohibit bribery in the commercial setting; that is, providing anything of value to improperly influence anyone, whether they are a government official or a private business partner.

Anti-corruption laws also require that all of our financial information, business records and transactions be fully, fairly and accurately recorded in our books and records.

The jurisdictional reach of the Anti-Corruption Laws can be broad, and Marvell requires full compliance with all Anti-Corruption Laws and Marvell policies by all employees, consultants, officers and representatives of Marvell as well as all other stakeholders of Marvell acting on Marvell's behalf.

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Report a Concern 24/7 at
concernline.marvell.com

Business Partners

Marvell can be held accountable for and suffer significant harm based on the conduct of its business partners. Business partners should be selected based on objective criteria, such as value (quality for price), price, technical excellence, service reputation, compliance record and production/service capacity.

Giving and Receiving Business Gifts, Entertainment or Hospitality

Promoting Marvell and building business relationships of mutual trust and value are important elements for Marvell's business success. This can properly include giving or receiving gifts, meals, entertainment or hospitality. In some circumstances, however, gifts, entertainment or hospitality may be viewed as improper payments or a bribe, and may violate local laws, our policies or the policies of our business partners.


Marvell permits offering gifts to suppliers, customers or other business associates for legitimate business purposes, such as building goodwill and strengthening working relationships, provided the gift:

- is valued at or below US\$250 (even if promotional in nature), and
- does not exceed any specific limits established by local law or by contract between Marvell and the recipient.

If you intend to provide a gift valued above US\$250—an exceptional circumstance—you must seek prior written approval by Compliance. You may not provide a gift to the same recipient more than two times per calendar year regardless of the value, and therefore, the cumulative value of all gifts an employee may provide to any one recipient during a calendar year cannot exceed US\$500, unless pre-approved in writing by Compliance.


- Marvell employees may provide business Entertainment offered for legitimate business purposes, such as building goodwill and enhancing relationships with customers, suppliers or other business partners, provided that it:
- does not exceed the value of US\$500 per person, without prior approval from Compliance,
- complies with the Marvell Global Travel & Expense Policy.


If you intend to provide entertainment valued above US \$500—an exceptional circumstance—you must seek prior written approval by Compliance. You may not provide entertainment to the same recipient more than four times per calendar year regardless of the value, and therefore, the cumulative value of all meals, entertainment and hospitality an employee may provide to any one recipient during a calendar year cannot exceed US\$2,000, unless pre-approved in writing by Compliance.

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Employees may not give or receive gifts or entertainment to or from current or potential vendors, suppliers, customers or other business partners unless all of the conditions below are met. These conditions apply everywhere in the world, even where different practices may be considered the “normal way of doing business”:

- **Business purpose.** The gift or entertainment must have a legal, business-related purpose.
- **Nominal value.** The value of the gift or entertainment is reasonable and does not exceed the pre-approved values set forth in the [Global Anti-Corruption Compliance Policy](#). Exceptions must be submitted to and pre-approved by the [Compliance Team](#).
- **No favored treatment.** The purpose of the gift or entertainment is not to obtain special or favored treatment, or not to improperly influence acts or decisions.
- **Legal.** Giving or accepting the gift or entertainment is appropriate to the business relationship and local custom, and is legal in both your country and the country of the recipient.
- **Conduct and agreements.** Does not violate the standards of conduct of the recipient’s organization or any contractual agreement with a business partner.
- **Documented.** Gifts and entertainment must be properly documented, and, where necessary, proper approval must be obtained prior to giving any gift, entertainment or hospitality.
- **Compliance with policy.** Must be otherwise permitted under Marvell’s policies, including the [Anti-Corruption Policy](#) and the [Global Travel and Expense Policy](#). Your department may impose requirements that are more restrictive than those in the policy, with which you are required to comply. If you are giving the gift or entertainment, you must also comply with any applicable policies or standards of conduct imposed by the recipient’s organization.



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Report a Concern 24/7 at
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Gifts and Entertainment with Government Officials

Marvell has specific requirements that apply to interacting with government officials on behalf of Marvell, including obtaining pre-approval from Marvell's [Compliance Team](#) for certain types of gifts, meals or entertainment of government officials or their families. Government officials do not have to be high-ranking officials; they can be any employee of a government agency or state-owned or -controlled private company, or a firefighter or customs agent. Review the [Anti-Corruption Policy](#), or contact the [Compliance Team](#) for guidance.

Business Expenses

All costs and expenses relating to gifts, entertainment or hospitality must be completely and accurately recorded as required by Marvell accounting and reimbursement policies and procedures, the [Travel Policy](#), and our [Anti-Corruption Policy](#). When an expense reimbursement form is submitted, the form must accurately describe the expense and its business purpose and state the name, title, and company or other organization of the recipient(s), including whether the recipient is a government official. For more information about who may be considered a government official, please see our [Anti-Corruption Policy](#).


Q&A

Q. My co-worker and I took a customer to dinner. We ordered two very expensive bottles of wine and I knew my boss would never approve it. So I had the waiter split the bill and I paid for half and my coworker paid for half, and we submitted separate expense reports. Is this okay?

A. No. By submitting half the expense, both of you only told half the story. You also created a false and inaccurate record of the transaction and intentionally tried to avoid the approval process.

Q. I work in one of our locations in Asia, supporting a design team. Last week, a piece of equipment broke down and the replacement part is stalled in customs. My boss is telling me to do whatever it takes to get the part. The customs agent told me if I give him \$500, he can make the process go a lot faster. My colleague told me it's perfectly normal to pay the customs agent, or get one of our logistics providers to pay it for me, and no one would even know about it. Can I pay the \$500?

A. No. The payment being requested, whether given directly or through a third party, is a "facilitation payment," and is expressly prohibited by Marvell, whether or not it is legal in the country where the payment is being requested. Asking a vendor to make the payment for us is also expressly prohibited. Marvell can be liable for the acts of our agents, such as the logistics provider, and we cannot instruct a vendor to engage in corrupt practices on our behalf. Additionally, by attempting to disguise the payment by asking someone else to make it for you, you are intentionally circumventing Marvell's policies and creating inaccurate business records for Marvell.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Q&A

Q. A new security company start-up created by a public university in Brazil is evaluating using one of our products and wants to visit our offices in Santa Clara. Two of the team have never been to the United States, and want to bring their spouses and visit Disneyland on the way. Can Marvell pay for this trip?

A. Paying for spouses or non-business side trips is typically not permitted. Also, because the company appears to be owned by a public university, the employees are probably government officials. This would need to be reviewed by the [Compliance Team](#).

Key Resources

[Global Anti-Corruption Compliance Policy](#)
[Global Travel and Expense Policy](#)
[Gifts and Entertainment Pre-Approval Form](#)
[Employee Handbook](#)

Fair Competition

At Marvell we compete vigorously yet fairly for business. Marvell will not permit any activity that has the effect or intent of unlawfully reducing or diminishing competition. We must all abide by U.S. antitrust laws, as well as the competition laws of all countries in which we do business. Failure to comply with these laws can have serious consequences for the company and the individuals involved, including criminal liability.

You should never enter into agreements, take actions or have discussions with competitors that have the effect of reducing competition or harming consumers, including but not limited to:


- exchanging information (or agreeing to exchange information) with competitors on pricing, policies, contract terms, cost, inventory, market share, capacity planning or other competitive terms;
- dividing or allocating markets or territories or boycotting suppliers or customers.

Competitive Information

Business intelligence about our competitors and the market must be obtained legally and ethically. You must not steal or unlawfully use the information, material, products, intellectual property or proprietary or confidential information of anyone, including competitors, business partners and customers.

Key Resources

[Anti-Trust Guidelines](#)
[Employee Handbook](#)

 **Marvell Concern Line**
 Report a Concern 24/7 at
concernline.marvell.com

Complying with Global Trade Regulations

Marvell engages in trade activities around the globe every day, and the applicable regulations are complex. Trade activities subject to export regulations include the export and import of products, sending product schematics across borders, hiring an employee from one country to work in another country, and hand-carrying prototypes or samples of our products across international borders. We are prohibited from doing business with customers in certain countries. In some cases we must obtain a license before transferring certain information or products to certain people or customers. We also must screen our business partners to ensure we are not conducting business with a person with whom or in a country where we are legally prohibited from doing so. Marvell is committed to complying with applicable trade regulations, and expects its employees that are involved in any aspect of trade activity to understand and comply with all applicable regulations. For more information, contact Marvell's [Trade Compliance Team](#), and review Marvell's detailed [Global Trade Compliance Policy](#).

Key Resources

[Global Trade Compliance Policy](#)

[Global Trade Compliance Intranet Site](#)


Avoiding Money-laundering Situations

Money laundering is the process of making illegally gained proceeds, often referred to as “dirty money,” appear legal or “clean.” People involved in illegal drugs, terrorism or fraud often try to engage in money-laundering activities. It is vital that we work to prevent money laundering by conducting appropriate due diligence on our business partners, monitoring their activities and reporting any suspicious activities. Examples of suspicious activity include a request to pay in cash, a single payment being split into multiple transactions, the use of offshore bank accounts or other unusual methods of payment. Money laundering and anti-terrorism issues can be complicated. If you encounter any transaction that doesn't seem right, promptly bring it to the attention of your manager, or contact the Legal Department.

Q. We're selling to a customer located in China. They want to pay their bill through an unrelated company in Cyprus because they said it will simplify their currency restrictions. Is this okay?

A. The involvement of an unrelated company is suspicious and is a red flag requiring closer examination. There are strict laws governing the movement of money into and out of the United States and many other countries. Anytime someone other than the party to the contract tries to pay us or seeks payment from us, it is a red flag that needs to be looked into, because although the party may not have any intent to break the law, complying with his request may put you—and us—at risk of violating several financial laws including those that prohibit money laundering. It is not sufficient to just take the word of the vendor—you need to raise the issue to the Legal Department immediately to make sure that we perform adequate due diligence.

Q&A

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com




Our Workplace



Avoiding Conflicts of Interest

A conflict of interest is any activity or relationship that is inconsistent with or contradictory to Marvell's best interests, gives the appearance of impropriety or divided loyalty, or interferes with your job performance or independent judgment when carrying out your duties on behalf of Marvell. All of our business decisions and actions should be based on the best interests of Marvell and not on personal relationships or personal gain. Potential conflicts of interest are not uncommon, and may be acceptable if properly disclosed and managed. Even if you do not intend for your actions to create a conflict of interest, the perception of a conflict by others can be just as damaging to you or Marvell. Therefore, it's important to recognize and disclose actual or potential conflicts of interest so that precautions can be taken to protect both you and Marvell.

All new hire employees and employees who join Marvell through an acquisition or other transaction will certify to the Code as part of their onboarding, at which time they must disclose any actual or potential conflicts of interest. Every year, all employees will be required to recertify their compliance with the Code, including the conflicts of interest provisions.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Disclosing Actual or Potential Conflicts of Interest

As part of the annual certification to the Code, you will be asked to disclose in writing any actual or potential conflicts of interest. In addition, you may be required to make additional disclosures throughout the year as conflicts arise, or the facts of a previous disclosure regarding conflicts of interest change. Your disclosure should include potential conflicts of interest involving your family members or individuals with whom you have a significant relationship.

Executives and members of the Board of Directors make disclosures under a process that is managed by Marvell's Legal Department and reviewed by the Board of Directors or a committee thereof.

Disclosures made by all others will be reviewed by the Conflict of Interest Review Committee (the COI Committee), a subcommittee of Marvell's internal Ethics and Compliance Committee. The COI Committee may consult with other personnel within the company, which may include your supervisor or others in your reporting chain. A recommendation regarding whether your reported activities constitute a conflict of interest will be provided to you, with a copy to your supervisor.

Family and Personal Relationships in the Workplace

Positive, professional relationships are key to building trust and collaboration, and given the amount of time that colleagues spend together, employees may form close personal relationships. Marvell respects the privacy of its employees and is generally not concerned with any employee's family or other close personal relationship. However, when a family or close personal relationship between co-workers affects or may affect an employee's responsibility to make decisions in the best interest of the company, it is of concern to the company because the relationship may create a real or perceived conflict of interest. For example, personal financial business relationships between co-workers like partnering in an outside business endeavor, renting property, or loaning money to one another, are discouraged because a disagreement or even failure or inability to repay the loan can create tension between employees in the workplace.

Family members include your spouse, domestic partner, significant other, parent, step-parent, child, step-child, siblings, in-laws, or anyone residing in your home or the home of a family member (other than a tenant or employee). Close personal relationships may include dating, romantic, sexual, boyfriend/girlfriend, spouse, significant other, domestic partner or similar types of relationship.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Family members and individuals in close personal relationships are never permitted to engage with each other in the following ways within Marvell:

- **Manager/subordinate relationships:** Family members or individuals with close personal relationships may not report to each other. Reporting relationships can be direct or indirect (dotted-line), and include an engagement manager managing a contractor or contingent worker.
- **Ability to make employment-related decisions:** Family members or individuals with close personal relationships may not directly or indirectly be involved in each other's employment-related decisions such as hiring, work assignments, compensation, performance reviews, disciplinary actions, or recommendations for promotions.

If you have a family member employed or to be employed by Marvell; or are in a close personal relationship with another Marvell employee or contractor, you must consult the Employee Handbook for additional guidance, including when you should disclose such relationships to Marvell. Depending on the nature of the relationship and your role within the Company, disclosure and / or changes to work arrangements may be required.

Family and Personal Relationships with Third Party Business Partners


Marvell interests can be compromised when you have a family member, or someone with whom you have a close personal relationship who owns or is employed by a third party involved in Marvell's business, such as a Marvell supplier, customer or competitor. Such situations are not prohibited, but they call for increased sensitivity to confidentiality and conflicts of interest. Such relationships must be disclosed to compliance@marvell.com as soon as possible, and you may not conduct Marvell business with these family members or persons with whom you have a close personal relationship without prior approval from the COI Committee.

Employees should never allow their personal relationships to disrupt the workplace, or interfere with their work or independent judgment.

Q: My brother owns a business that is a Marvell vendor. Marvell frequently buys supplies from my brother's business. Is this a conflict of interest for me?

A. Not necessarily. If your brother's company is selected as a Marvell vendor solely based on the quality of the products it provides, and the business between his company and Marvell is conducted in a fair, arms-length manner, it's probably not a conflict. However, you are required to remove yourself from the decision-making process and to disclose the relationship to both companies so that the nature of the relationship can be properly assessed. At Marvell, the COI Committee will look at the facts and circumstances of the relationship between your brother's company and Marvell, including how your role or team interacts with your brother's company, and will determine if any potential conflict can be successfully mitigated.

Q&A

 **Marvell Concern Line**
Report a Concern 24/7 at
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Outside Employment, Business or Inventions

Employment or business. Before accepting a simultaneous job outside of Marvell or participating in work that competes with or relates to Marvell's present or reasonably anticipated business, products or services, you must receive approval from the COI Committee. If you have approval to engage in outside employment or an outside business, you must ensure that those activities do not conflict or interfere with your Marvell responsibilities or your ability to perform your duties for Marvell.

Inventions. To the extent permissible by law, Marvell owns the rights to anything you develop as a result of your employment with or services to Marvell. Developing an invention outside of Marvell may create a conflict of interest. It is your responsibility to promptly and fully disclose to Marvell any inventions you are developing, alone or with others, including any inventions that you believe are potentially not owned by Marvell. Disclosures may be made to the Compliance Team. Any determination about ownership will be evaluated pursuant to the disclosures and the related facts and circumstances and Marvell's Procedures for Assigning Ownership of Employee Inventions. Please see the section on Marvell intellectual property, below, for more information about reporting inventions.

In addition, you may not:

- Use any Marvell work time or assets for your outside job or work outside of Marvell, or your work on an invention that Marvell has determined to be personal to you. This includes using Marvell facilities, phones, computers, internet access, copy machines, or any other Marvell assets or services, including consulting with any other Marvell employees.
- Use your position at Marvell to solicit work or obtain favored treatment for, or ask other Marvell employees to help you with, your outside job or work outside of Marvell, or your work on an invention that Marvell has determined to be personal to you.
- Use or otherwise disclose Marvell confidential or proprietary information to benefit your other employer or your outside job or work outside of Marvell, or your work on an invention that Marvell has determined to be personal to you.

Key Resources

[Employee Handbook](#)

[Conflict of Interest Disclosure Form](#)

[Procedures for Assigning Ownership of Employee Inventions](#)

Corporate Opportunities

You have a duty to Marvell to advance Marvell's business interests and pursue opportunities solely on behalf of Marvell. You must never compete with Marvell or use Marvell's assets or your position with Marvell for personal gain. Therefore, you must never take for yourself or your family members any business or investment opportunities presented to Marvell, or discovered by you during the course of your employment, without first presenting it to Marvell.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Personal Investments

Marvell respects your right to manage your personal investments. However, having investments in organizations that do business with or compete with Marvell may give rise to a conflict of interest if you are involved in or attempt to influence transactions between Marvell and the organization in which you are invested. If you or your family members have financial interests or investments in Marvell customers, suppliers, competitors or other business partners, you must disclose that information to the COI Committee, which will determine whether there is a conflict of interest and, if appropriate, the best approach to manage or eliminate the conflict. When evaluating your ownership in other entities for conflicts of interest, the COI Committee will look at the size and nature of the investment, the relationship between the entity and Marvell, your ability to influence transactions with the entity, and other information as required.

Q. I hold shares in a mutual fund that buys stock in high-tech companies, including semiconductor companies. Do I need to disclose this type of ownership?

A. If you are not involved in the investment decisions made by the mutual fund, it is not a conflict of interest to own shares in a diversified mutual fund operated by fund managers. However, you may not make investment decisions to buy or sell a specific fund based on material nonpublic information relating to Marvell, its customers, suppliers, competitors or other business partners.

Q&A


Protecting Marvell's Assets

You are responsible for protecting Marvell's assets, including physical assets, and safeguarding the assets from loss, waste, theft or unauthorized use. You must appropriately secure all assets within your control to prevent loss, waste, theft or unauthorized use. If you notice or become aware of any situation or incident that could lead to the loss, waste, misuse or theft of company assets, you must immediately report it to Marvell Security, your manager or HR Business Partner, or the [Compliance Team](#).

What are Assets? Physical assets include things like equipment, furniture, supplies, computers, facilities, company-provided cellphones and corporate credit cards. Other Marvell assets include things like your work product; cash and accounts; intellectual property such as patents, copyrights, trademarks, inventions, technology, hardware, software and trade secrets; and other confidential, proprietary or nonpublic information.

Technology Use

Marvell provides various technology for use in performing our jobs, such as telephones, networked computers, laptops and internet access, and these things are Marvell property, and should be used primarily for conducting Marvell business. Marvell permits limited, reasonable personal use, provided that use does not negatively affect the performance of your job, and is lawful and appropriate. Unless otherwise protected by applicable law, you should not expect privacy when using Marvell-provided technology. You may not use any

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Marvell systems or other assets in violation of Marvell policies; to commit any unlawful or illegal act, including but not limited to harassment, fraud, trafficking in contraband, or viewing or distributing pornography; or to operate a side business.

Q. I run some systems at home to mine bitcoin. I want to bring my computer systems in to work, so I can more closely monitor them. Is this okay?

A. No, this isn't okay. First, Marvell does not permit personal, non-Marvell computers to be connected to the corporate network. In addition, mining cryptocurrency is an improper use of Marvell assets, including Marvell workspace, power and the time you should be devoting to your responsibilities for Marvell.

Q. I'm volunteering my time to organize and promote a fundraiser for my church. I need to print a few hundred copies of the flyer for the event, and want to print them at work and donate them to the church. It's for a good cause, so it should be okay, right?

A. While Marvell supports its employees providing volunteer hours to organizations of their choice, using Marvell assets for non-Marvell related projects is not acceptable. Making several hundred copies of a flyer using Marvell's assets violates our policy on the proper use of the company's assets, and bringing in your outside work to do on Marvell time, even if it is volunteer work, is a conflict of interest.


Q&A

Marvell Confidential Information

We are all responsible for protecting Marvell confidential information at all times.

"Confidential information" is company information not generally known to the public or the industry, and includes Marvell proprietary information, technical data, trade secrets or know-how, including, but not limited to, research, product plans, products, services, customer lists and customers, markets, software, developments, inventions, processes, formulas, technology, designs, drawings, engineering, hardware configuration information, marketing, finances or other business information. Unauthorized disclosure of confidential information could harm Marvell's business and our ability to compete. Improper disclosure could subject the individuals involved to liability, including criminal liability.

To the extent you need access to confidential information in order to perform your job, you are responsible for ensuring that the information in your possession is protected from theft, damage, unauthorized disclosure and/or inappropriate use. Always store confidential information in a secure place, and follow Marvell's security procedures for the systems you use and the confidential information you have in your possession. Never discuss confidential information in places where it can be overheard, such as at a trade show or in the airport. Never disclose confidential information to any non-Marvell person without verifying with your manager that the disclosure is appropriate, and ensuring that, before any disclosure is made, a nondisclosure agreement is in place.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Marvell Intellectual Property


Our intellectual property is one of our company's greatest assets, and we are each responsible for protecting and preserving it. "Intellectual property" is anything we create on Marvell time, at Marvell expense or within the scope of Marvell business. Examples include ideas, inventions, designs, plans and other work product. To the extent permissible under the law, Marvell owns the rights to anything we develop as a result of our employment with or services to Marvell, whether or not this property is patentable, protected by copyright, trade secret or trademark. Subject to local law, this applies no matter where or when we create such intellectual property. We must each report the intellectual property we develop to Marvell, and we must protect it like any other Marvell confidential information. Even if the intellectual property developed does not relate directly to Marvell's current or anticipated business, and was not the result of or suggested by a Marvell work assignment, it still may be owned by Marvell and must be disclosed to Marvell's Chief Technology Officer (or the head of central engineering) or the head of the intellectual property function in Marvell's Legal Department. Any determination about ownership will be evaluated pursuant to the disclosures and the related facts and circumstances and Marvell's [Procedures for Assigning Ownership of Employee Inventions](#).

Confidential Information and Intellectual Property of Others

Just as you need to protect Marvell confidential information and intellectual property, you must take special care to responsibly handle and protect the confidential information and intellectual property of third parties. A nondisclosure agreement with a third party must be in place before receiving any of that third party's confidential information and/or intellectual property. Once that information is in our care, we must comply with the terms of the nondisclosure agreement, and limit our use of the information or intellectual property to the specific purpose for which it was provided to us. If you have a question as to whether third-party materials should be considered confidential or if a nondisclosure agreement is appropriate, please ask your manager and the Legal Department for assistance.

If you have confidential information or intellectual property from a prior employer or from a prior professional relationship, you may not bring it to Marvell in any form, disclose it to Marvell employees or use it for any Marvell-related purpose without express permission from the owner of the information or intellectual property.

If you obtain the confidential information or intellectual property of a third party accidentally or from an unknown source, it may be unethical or illegal to use it. You must contact the Legal Department to determine how to proceed.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Use of Third-party Software and Open-source Software

We license third-party software and technology, including open-source software, for use in our products. Such use must be done in accordance with the applicable license and the rights granted under such license. Downloading or using open-source software, or releasing our software under an open-source license, is subject to Marvell's policy on open-source software, including the approvals required by the policy. If you are unsure about the license rights for the use of any third-party or open-source software, or about the requirements for releasing our software under an open-source license, contact a member of the Legal team before proceeding.

Q&A

Q. I was visiting a distributor, and while waiting for my meeting to start, I saw some documents from one of our competitors on the table. I noticed that one of the documents appeared to be our competitor's three-year product roadmap. The documents were labeled "Confidential." What should I have done?

A. First of all, although it might be tempting, don't read through the documents, and don't take them with you. Using another business's confidential, proprietary or competitive information could damage Marvell's reputation, and could subject you and Marvell to legal liability. The best approach would be to point out the documents to your business contact when he or she joins you.

Q. A friend of mine works for a high-tech company and always wants to "talk shop" when we get together. He's not in management or anything, so what's the harm of comparing notes about our jobs?


A. It's fun to compare notes about new techniques, ideas and solutions with a friend who can appreciate innovation—but it may be harmful. You must always be careful to avoid revealing Marvell confidential or nonpublic information. Even though your friend may have a genuine and innocent interest in your job, you have no way of preventing him from disclosing the information you gave him.

Key Resources

[Employee Handbook](#)

[Information Systems Acceptable Use Policy](#)

[Open Source Policy](#)

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Technical Standards Groups

Marvell participates in industry organizations that develop or promote technical standards for wider adoption and interoperability. Participation in technical standards groups may conflict with your responsibilities to protect Marvell's confidential or proprietary information or our intellectual property, and it may also raise legal issues. It is important to get approval before you begin engaging in activities related to technical standards, including joining a standards organization or working group, or contributing technology to a standard. Work with your manager and the [Standards Committee](#) to determine whether Marvell already participates with the organization. If we don't, the Legal Department must review and approve the organization's by-laws, membership agreement or intellectual property policy, as applicable, prior to your participation. Once the approvals and the agreement are in place and you begin working with the organization, take care not to disclose any confidential or proprietary Marvell information, and take appropriate steps to ensure that you are protecting Marvell's intellectual property and other confidential or proprietary information.

Key Resources

[Worldwide Contract Management Policy](#)

[Contracts Intranet Site](#)

[Standards Committee Intranet Site](#)

Contracts and Commitments


Marvell has policies and procedures regarding the negotiation and execution of contracts, including which contracts need to be reviewed by the Legal Department. It is critical that our contracting policies and procedures are followed in all cases to ensure that all agreements between Marvell and third parties are properly recorded, and all commitments have been approved in accordance with Marvell policies and procedures.

IMPORTANT

Written or verbal business communications saying “we promise,” “Marvell commits” or “I agree” are likely agreements that require review and approval.

Side Letters

Side letters or side agreements are agreements that are created outside of the formal contract, that modify or attempt to circumvent the terms of an existing contract without being documented and approved in accordance with Marvell's policies. Examples of possible side letters include verbal or written commitments or promises about extended payment terms, free or discounted products, return rights, rebates, or other commitments or incentives to buy product. Unless documented and approved in accordance with Marvell's policies, side letters increase the risk of accounting and financial reporting irregularities, and are prohibited by Marvell.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Q&A

Q. I could grow our market in my sales region with a small marketing budget.

However, marketing has other priorities and will not give me the budget. If I give our distributor a larger standard discount, the distributor has agreed to set aside the incremental amount for a marketing program that I and the distributor will manage. Is this creative idea okay because its purpose is to help Marvell?

A. No, this proposal has many problems. Setting up “slush funds” or off-the-books accounts with third parties is never permitted. The arrangement you propose hides the true nature of the transactions by misrepresenting what should be treated and recorded on our books as expenses and as revenue. It is also likely an improper side letter. All marketing arrangements must be fully documented in a contract approved in accordance with our policies.

Q. Marvell has a written sales contract to sell a large amount of product to Big Customer. Big Customer is concerned that its demand for the units may fall in the future, and asks my manager, Big Customer’s sales representative, if they can return any unused product sometime in the future. My manager emailed Big Customer (copying me) and wrote: “We’ll make sure you don’t have any problems if that happens.” Is this a side letter?

A. The manager’s email is a commitment, and if it hasn’t been properly approved in accordance with Marvell’s policies, it would be an undisclosed side letter. You must immediately contact the Legal Department or the [Marvell Concern Line](#).

Key Resources

[Worldwide Contracts Management Policy](#)

Harassment and Discrimination


Marvell is committed to a work environment in which all individuals are treated with respect. Marvell expects that all relationships among Marvell employees will be business-like and free of bias, prejudice and harassment. Marvell will not tolerate discrimination or harassment of employees or non-employees with whom we have a business, service or professional relationship, including interactions with employees, customers, suppliers, and applicants for employment, or in any other interactions in which you represent Marvell.

Examples of unacceptable conduct are: insults; threats; intimidation; ridicule; vulgarity; discrimination; harassment; physical or verbal abuse; sexually explicit humor, conversation or behavior; gossip; slurs or stereotyping; unwelcome sexual advances; unwelcome touching or invasion of personal space; ignoring the rights of others; and insensitivity to the beliefs and customs of others.

If you feel you have been harassed or discriminated against, or if you have witnessed such behavior, report the incident to any member of Human Resources or any supervisor or manager, up to and including the Chief Executive Officer.

IMPORTANT

Marvell has zero tolerance for harassment and discrimination, both of which are inconsistent with Marvell’s core behaviors.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Key Resources

[HR Intranet Site](#)

[Employee Handbook](#)

Confidential Employee Information

In your role at Marvell, you may have access to personal information about other Marvell employees, or applicants, including their employment history, name, address, national identification number (such as a Social Security number), background check information, compensation, health information, or performance and disciplinary matters. This information is confidential, and Marvell will protect all personal and confidential employee information it collects for legal and operating purposes. If you have access to confidential employee information, you must comply with all applicable data privacy and data protection policies and laws regarding the collection, use and disclosure of that information. Before sharing employee confidential information, you must check with Legal to ensure you have appropriate approvals first.

When signing up a new service provider that requires or stores Marvell employee data, such as payroll information, employees' personal information or employment records, you are responsible for working with the Legal team to determine whether or not a Data Processing Agreement (DPA) is in place.

Workplace Privacy


While Marvell respects your privacy, it reserves the right to inspect Marvell facilities and property, including computers, phone records, lockers, emails, files, business documents, offices and workstations. In addition and without prior notice, Marvell may disclose to law enforcement information discovered during any searches that indicate possible unlawful behavior. Unless otherwise protected by applicable law, you should not expect privacy when using Marvell-provided services or equipment.

Key Resources

[Employee Handbook](#)

Using Social Media Appropriately

Electronic messages (like email and text messages) and posts on blogs, chat rooms, social media and networking sites (like Facebook, Twitter and LinkedIn) are permanent, transferable records, and can impact Marvell's reputation and business interests. Take precautions when drafting these types of communications and consider how they reflect on Marvell. Posting to social media and networking sites may only be done in your personal capacity, and not on behalf of Marvell, unless you are specifically authorized to do so by Marvell. However, you may never post any Marvell confidential information on any social media or networking sites.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Endorsements

As a representative of Marvell, you may not endorse another company's products or services without approval from your vice president and the Corporate Marketing team.

Q&A

Q. I work with a vendor that supplies a cloud-based tracking tool for Marvell. I talk with this vendor all the time for tech support, reports, etc. Recently he asked me if I'd sign a letter saying how great his services are. The services are really good. Can I sign the letter?

A. Not without approval from your vice president and the Corporate Marketing team. Even if the services are great, Marvell's policy does not permit you to sign the letter without the appropriate approvals, because by doing so, you are representing that Marvell is endorsing the vendor's product.

Q. I have a friend that just opened a bagel shop, and is looking for customer endorsements for her website. Is this kind of endorsement okay?


A. Yes, as long as you provide the endorsement in your personal capacity, and not with your Marvell job title or affiliation.

Key Resources

[External Communications Policy](#)

[Social Media Policy](#)

[Employee Handbook—section: Publication Policy](#)

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com




Our Shareholders



Avoiding Insider Trading and Tipping

You must comply with applicable securities laws. Marvell has adopted an [Insider Trading Prohibition Policy and Guidelines](#), which applies to our directors and all employees worldwide. The policy sets forth your obligations regarding trading in the securities of Marvell and other companies, including the prohibition against trading when aware of information that has not been publicly announced and could have a material effect on the stock price. This applies not only to buying and selling Marvell stock, but also to third-party stock, such as the stock of a Marvell supplier or customer. It is also against Marvell policy, and is illegal, for you to give others tips on when to buy or sell stock when you are aware of material, nonpublic information concerning that company's stock.

Marvell employees, executive officers and members of the Board of Directors are subject to blackout periods during which they are prohibited from trading in Marvell stock, as described in the Insider Trading Prohibition Policy and Guidelines. Even if Marvell is not in a blackout period, you may never buy or sell stock when aware of material, nonpublic information.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Q&A

Q. How do I know if information could have a material effect on the value of a company's stock?

A. Information is material if it would be important to an investor making a decision about buying or selling a company's stock. In particular, information is material if you or any reasonable investor would expect it to affect the price of the company's stock. Both positive and negative information can be material. Remember that your decision to buy or sell a company's stock may be evaluated after the fact with the benefit of hindsight; accordingly, questions concerning the materiality of particular information should be resolved in favor of materiality, and trading should be avoided if you are uncertain about whether information is material.


Q. When does information become "public"?

A. Information is not considered available to the public until it has been released to the public through appropriate channels, such as a press release, a filing with the Securities and Exchange Commission (SEC) or a public statement from one of Marvell's senior officers, and enough time has elapsed to permit the investment market to absorb and evaluate the information. At Marvell, information is considered nonpublic for one full trading day after the public disclosure of that information.

Q. What exactly is "material, nonpublic information?"

A. Common examples of material, nonpublic information include a company's financial results, earnings estimates, significant business acquisitions or sales, gain or loss of a major customer or supplier, changes in management or the board of directors, stock splits, major litigation, and some communications or rulings from government agencies.



 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Q&A

Q. I have some vested RSU and ESPP shares, and I would like to write a covered call contract, also known as selling an option contract, using Marvell shares as collateral. Is this allowed?

A. No, it isn't. Marvell employees, directors, contractors and consultants are prohibited from trading in "derivatives securities," including swap funds, call options and put options tied to Marvell securities, as well as engaging in "short sales" of Marvell securities. Please review the section in the Insider [Trading Prohibition Policy and Guidelines](#) titled "Policy on Short Selling, Hedging, Pledging and Trading in Derivative Securities."

Q. I'm an engineer at Marvell and am not involved with any M&A activity at the company. My boyfriend told me that his company is in talks with Marvell about getting acquired, and that I should buy stock in his company now, since it will probably skyrocket once the acquisition is announced. Since we're not married, and we have separate bank accounts, and I'm not involved in the M&A discussions, is it okay for me to buy stock in his company?


A. No, using material nonpublic information for personal purposes or disclosing it to others is illegal, and it violates Marvell's [Insider Trading Prohibition Policy and Guidelines](#). Under these circumstances, both you and your boyfriend are potentially in trouble. If your boyfriend gave you material nonpublic information, a court might find that he was trying to help you profit or gain something by tipping you to the information about his company's pending acquisition, and that you used material nonpublic information for personal gain.

Key Resources

[Insider Trading Prohibition Policy and Guidelines](#)
[Employee Handbook](#)

Communications with the Media and the Financial Community

As a public company, Marvell must disclose full, fair, accurate, timely and understandable information regarding our financial results, operations and other significant developments. Further, facts may not be misstated, critical information may not be omitted, and records or reports may not be modified to mislead others. To ensure that Marvell's disclosures are communicated appropriately and comply with Marvell's policies and the law, Marvell has authorized certain employees to communicate with the press and the financial community. Marvell will not tolerate unauthorized leaks or disclosures of corporate information to the press or financial community. Any inquiries from the press or financial community must immediately be directed to Marvell's Investor Relations Department. No employee is permitted to speak to the media on Marvell's behalf unless he or she is pre-approved to do so in accordance with our [External Communications Policy](#).

 **Marvell Concern Line**
 Report a Concern 24/7 at
concernline.marvell.com

Industry Consultants or Industry Experts

On occasion, other organizations may offer you the opportunity to consult with them or provide your opinion about the technology industry, the semiconductor industry or about Marvell. Sometimes these offers come with a financial incentive. This kind of “consulting,” however, poses serious risk to you and to Marvell, including the potential exposure of material nonpublic or other confidential or inside information about Marvell. Therefore, you are prohibited from engaging as an “industry consultant” or “industry expert,” whether or not you are being paid.

Q. I got a message through my LinkedIn email from a research analyst. He wrote that he works for an expert network firm that connects clients with industry professionals, and he’s hoping to get a high-level overview on the semiconductor industry. He offered to pay me to talk about industry-related questions. This sounds like easy money to me. Can I take the consulting opportunity?

Q&A


A. No, Marvell does not permit its employees to serve as industry “consultants” or “experts” without appropriate authorization. If you are not a designated spokesperson for Marvell, you are not authorized to speak on behalf of Marvell. In addition, you may not use for personal gain any nonpublic, confidential or proprietary information about Marvell or its suppliers, customers or competitors obtained in the course of your employment with or service to Marvell. You should not accept the consulting opportunity without first notifying and getting approval from the COI Committee.

Public Speaking and Publications

Public speaking engagements that relate to Marvell or its products must be pre-approved pursuant to the [External Communications Policy](#). If you are requested to speak, in person or virtually, where you will share information that relates to the Marvell products, operations, business, and plans, you must obtain pre-approval from the Technical Review Board by completing a [Publication and Speaking Authorization Form](#).

If you are requested to speak, in person or virtually, at a business conference or meeting that is not of a technical nature (for example participation in a panel about diversity), you must obtain pre-approval from the COI Review Committee by completing a [Conflicts of Interest Disclosure Form](#). Any form of personal compensation or honorarium, or reimbursement for expenses (e.g., travel and lodging expenses) must also be pre-approved by the COI Review Committee.

If you are requested or plan to write an article, white paper or other document related to Marvell or its products or business, you must ensure that you comply with the Publication Policy section in the Marvell Employee Handbook prior to publication. You also must obtain pre-approval by completing a Publication and Speaking Authorization form. Examples of printed publications include, articles, papers, presentations or blogs, and public speaking engagements typically involve conference presentations or contribution to standard bodies.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Financial Matters and Business Practices

All transactions and business records must be fully, fairly and accurately recorded in our books and records in compliance with our policies and the applicable laws.

Key Resources

[Conflicts of Interest Disclosure Form](#)

[Publication and Speaking Authorization Form](#)

Business records

Business records are any documents or communications in paper or electronic form (including email) exchanged and retained in the course of business. Business records may include point-of-sale reports, invoices, purchase orders, inventory reports, quality control tests, travel and expense reports, timecards, contracts and legal agreements, and other documentation and communications. Maintaining accurate and complete business records is critical to meeting Marvell's legal, financial and management obligations, and all business records and reports must be full, fair, accurate, timely and understandable. You must never misstate facts, omit critical information, falsify a record, or attempt to hide or disguise the true nature of a transaction, and never assist others in doing so.


Q&A

Q. I recently learned that some accounts payables were incorrectly recorded as advertising when they were actually for entertainment. The total amount spent was the same, and no payments were made in error. Is it a big deal if we misclassify the expense in our books?

A. Yes. Marvell's books should always be kept up to date and fully reflect the accurate details of all of our transactions. If you become aware of an error, you should take appropriate steps to correct it. False transactions or misrepresentations about finances violate Marvell's policies and may also violate the law.

Q. I have been asked by my manager to sign a financial record that I do not believe is accurate, but my manager insists is correct. What should I do?

A. Never sign a business record if you believe it is not complete, accurate and truthful. Neither your manager nor anyone else should apply pressure to influence, coerce or manipulate you to produce or sign off on an inaccurate record. If you feel you are being pressured, you should share your concerns with your manager or the Legal Department and/or make a report on Marvell's confidential [Concern Line](#).

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com


Records retention and legal holds

Business records must be managed and disposed of consistent with Marvell's Data Retention Policy and Schedule. From time to time, Marvell may become involved in disputes or inquiries that require us to implement a "legal hold" and indefinitely preserve certain documents and records relevant to the matter. If you receive notice that information in your possession is subject to a legal hold, you must not destroy, delete, alter or modify records or supporting documents under any circumstances.

Key Resources

[Data Retention Policy and Schedule](#)

[Global Anti-Corruption Compliance Policy](#)

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Our Communities



Political Contributions

Any proposed political contributions or engagements with lobbyists, in any form, made or undertaken on Marvell's behalf or in its name, must be pre-approved by the Company's Chief Administration and Legal Officer.

Public Service and Volunteering


Marvell works with and contributes to charitable organizations to benefit and enrich the communities in which we live and serve. Marvell encourages its employees to be active in their communities; however, you must avoid any conflicts of interest between Marvell and your public service or volunteering, and you must make it clear to the organization for which you are volunteering that you are not acting for or on behalf of Marvell.

Human Rights

Marvell doesn't engage in child labor, human trafficking, forced, bonded or indentured labor, or physical punishment. We are committed to preventing these practices in our operations and supply chain. We respect internationally recognized human rights where we operate, and support the rights of employees in our suppliers' operations.

Key Resources

[Global Human Rights Policy](#)

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com




Taking Action



Resources

Marvell provides several resources, which you may contact at any time, for you to ask questions or raise concerns. For questions about the applicability of the Code or the law, or if you are unsure whether a proposed action complies with the Code or the law, contact the [Compliance Team](#). If you would like to report compliance failures or express concerns regarding compliance matters, your manager may be in the best position to assist you (provided you do not believe your manager is involved in the violation); however, there are a number of other resources available to you that can offer guidance in addressing a difficult situation. **You are encouraged to speak up if you have concerns regarding compliance with the Code or law. If you become aware of a violation of the Code or law, you are obligated to report it. You should choose the resource you feel most comfortable with in speaking up or reporting, including:**

- an executive or another manager you trust;
- Human Resources;
- the [Compliance Team](#);
- the [COI Review Committee](#);
- the Legal Department; and
- the [Marvell Concern Line](#), which may be used anonymously and is available 24 hours per day every day at <http://concernline.marvell.com>. You may also call the local phone numbers listed on the Concern Line.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Compliance with the Code

Violations of the Code will subject employees to disciplinary action, up to and including termination. Violations of the Code by independent contractors, consultants and others who do business with Marvell may subject that individual's company to contract termination, or require Marvell to refer such violation for criminal prosecution or civil action.

Reporting Procedures and Other Inquiries


If you ever have questions or concerns about anything in the Code, other Marvell policies or the law, you should raise them as soon as possible. If you have any doubt about the best course of action in a particular situation, ask for assistance. If you suspect any unethical conduct or violation of the Code, other Marvell policies or the law, or if you see something that doesn't seem right, you should report it immediately.

Marvell takes seriously all good-faith conversations, calls and reports made pursuant to the Code, and your prompt action to report any suspected misconduct can help prevent or limit any damage to Marvell and its reputation.

Please consult the resources listed below. Supervisors are expected to promptly report any violations or concerns brought to their attention in their supervisory capacity. If you prefer to make an anonymous report, you may contact [Marvell Concern Line](#). When submitting concerns, please provide as much detailed information as possible to ensure an effective investigation of your concern. This is especially important when you submit a complaint on an anonymous basis, since we may be unable to contact you with requests for additional information or clarification.

You may also report concerns regarding the following to Marvell's Board of Directors or the Audit Committee:

- accounting, internal accounting controls and auditing matters, or concerns about the accuracy of financial statements or auditing matters;
- corporate fraud;
- conduct that may result in a violation of applicable laws, rules or regulations by Marvell, or in a substantial mismanagement of Marvell resources;
- unethical or illegal business conduct, or a violation of the Code and other Marvell policies, including the [Insider Trading Prohibition Policy and Guidelines](#).
- a violation of the rules or regulations of the principal market on which Marvell's securities are traded, currently the NASDAQ Global Select Market.

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Concern Line

Marvell's confidential Concern Line is administered by a third-party service provider, and is available 24 hours per day, 7 days per week. The [Marvell Concern Line](http://concernline.marvell.com) may be accessed at <http://concernline.marvell.com> or by phone using the numbers listed on the Concern Line website. Reports to the Concern Line may be made anonymously, local law permitting. Whether you identify yourself or not, your contact will be kept strictly confidential to the extent reasonably possible within the objectives of the Code, Marvell's policies and any applicable laws. Reports received through the Concern Line are assessed by the [Compliance Team](#), are assigned to the appropriate investigator and are elevated to the Board or a committee of the Board to the extent necessary or appropriate.

Investigations

Marvell will promptly respond to reports of employee misconduct, and to any government investigations or inquiries from government agencies concerning Marvell. As a Marvell employee, you may be called upon to assist with investigations, both internal and external. You must cooperate with, and provide complete and accurate information related to, any Marvell-related inquiry or investigation, and you may not destroy any related records, books of account or other documents relating to the investigation unless otherwise advised by Legal. You must never attempt to cause any employee's noncompliance with these investigations. You may not conduct any investigation on your own without the proper authorization from the Compliance Team or from the Chief Legal Officer. As needed, Marvell investigators may consult with Human Resources, Internal Audit, and/or the Board of Directors or the Audit Committee of the Board.

Confidentiality of Reporters and Individuals Assisting in Investigations


Your written or verbal reports, questions and information will be treated confidentially to the extent possible and permitted by law. Concern Line reports may be made anonymously, local law permitting. Investigation results will not be disclosed to or discussed with anyone other than those who have a legitimate need to know in order to conduct the investigation or take corrective action, to the extent permitted by the law.

False Allegations

Any allegations that are knowingly false or without a reasonable belief in the truth and accuracy of such information will be viewed as a serious disciplinary offense.

Key Resources

[Marvell Investigations Policy](#)

 **Marvell Concern Line**
Report a Concern 24/7 at
concernline.marvell.com

Marvell will Not Tolerate Retaliation

Marvell prohibits retaliation against anyone who makes a good-faith report of actual or possible wrongdoing, whether such report is made internally or to an applicable regulatory agency, including the SEC. Marvell also prohibits retaliation against anyone who participates in the investigation of such a report.

Provisions Applicable to Financial Professionals

The following provisions specifically apply to the CEO, CFO, Controller and Chief Accounting Officer, and all employees in the accounting and financial reporting functions (the Financial Professionals). The Financial Professionals will:

- engage in and promote honest and ethical conduct, acting with integrity and exercising their best independent judgment at all times;
- avoid actual or apparent conflicts of interest (COIs) between personal and professional relationships, and disclose such COIs in accordance with the Code;
- produce full, fair, accurate, timely and understandable disclosure in reports and documents that Marvell files with, or submits to, the SEC and in other public communications made by Marvell;
- comply with applicable laws, rules and regulations, as well as the rules and regulations of self-regulatory organizations of which Marvell is a member; and
- promptly report any possible violation of the provisions set forth above.

All Financial Professionals are prohibited from directly or indirectly taking any action to coerce, manipulate, mislead or fraudulently influence Marvell's independent public accountant engaged in the performance of an audit or review of the financial statements of the company for the purpose of rendering the financial statements of Marvell misleading.

Waivers of the provisions relating to directors and executive officers shall be approved by the Board of Directors, and any such waiver shall be disclosed promptly as required by law or SEC regulations.

Amendments to the Code

Any substantive amendments to the Code shall be approved by the Board of Directors of Marvell and shall be disclosed promptly as required by law or SEC regulations.

Effective date: March 2022

This document is not an employment contract between Marvell and its employees, and does not modify your employment relationship with Marvell. This Code is intended to clarify your existing obligations for proper conduct. The standards set forth in the Code and the supporting policies, guidelines or procedures may change from time to time at Marvell's sole discretion. You are responsible for knowing and complying with the current laws, regulations, standards, policies and procedures that apply to Marvell's business. The most current version of this document can be found on the intranet at my.marvell.com, or externally at <http://investor.marvell.com/phoenix.zhtml?c=120802&p=irol-govhighlights>. All directors, officers and employees of Marvell will be held accountable for their adherence to the Code. Failure to observe the terms of the Code may result in disciplinary action, up to and including termination. Violations of this Code may also constitute violations of law, and may result in civil and criminal penalties for the individual, his or her supervisor, and/or Marvell.



Key Resources

[Anti-Trust Guidelines](#)

[Concern Line](#)

[Conflict of Interest Disclosure Form](#)

[Contracts Intranet Site](#)

[Data Retention Policy and Schedule](#)

[Employee Handbook](#)

[External Communications Policy](#)

[Global Anti-Corruption Compliance Policy](#)

[Global Gifts and Entertainment Pre-Approval Form](#)

[Global Human Rights Policy](#)

[Global Trade Compliance Policy](#)

[Global Trade Compliance Intranet Site](#)

[Global Travel and Expense Policy](#)

[Human Resources Intranet Site](#)

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