

MARVELL TECHNOLOGY GROUP LTD.

RELATED PERSON TRANSACTION POLICIES AND PROCEDURES

Policy

It is the policy of Marvell Technology Group Ltd. (the “**Company**”) that all Interested Transactions with Related Persons, as those terms are defined in this policy, shall be subject to approval or ratification in accordance with the procedures set forth below.

Procedures

The Governance Committee or any special committee thereof consisting exclusively of independent directors as defined by the applicable Nasdaq rules (the Governance Committee or any special committee thereof, the “**Committee**”) shall review the material facts of all Interested Transactions that require the Committee’s approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. If advance Committee approval of an Interested Transaction is not feasible or practicable, then the Interested Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee’s next regularly scheduled meeting. In determining whether to approve or ratify an Interested Transaction, the Committee will take into account, among other factors it deems appropriate, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person’s interest in the transaction.

No director shall participate in any discussion or approval of an Interested Transaction for which he or she is a Related Person, except that the director shall provide all material information concerning the Interested Transaction to the Committee.

If an Interested Transaction will be ongoing, the Committee may establish guidelines for the Company’s management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to see that they are in compliance with the Committee’s guidelines and that the Interested Transaction remains appropriate. The Committee will consider any finding of an Interested Transaction or Related Person or other relationship that may affect a director’s qualifications to serve on the Board of Directors, meet independence requirements, as established by the Securities and Exchange Commission, Nasdaq or other regulatory bodies, or which presents a potential conflict of interest.

Definitions

An “**Interested Transaction**” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved exceeds or may be expected to exceed

\$120,000, (2) the Company or a subsidiary is a participant, and (3) any Related Person has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

A “**Related Person**” is any (a) person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if they do not presently serve in that role) an executive officer, director or nominee for election as a director, (b) greater than 5% beneficial owner of the Company’s common stock, or (c) immediate family member of any of the foregoing. Immediate family member includes a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee).

Transactions that are not deemed to be Related Person Transactions

The transactions described below shall not be deemed Related Person Transactions requiring approval under this policy:

1. ***Employment of executive officers.*** Any employment by the Company of an executive officer of the Company if:

(a) the related compensation is required to be reported in the Company’s proxy statement under Item 402 of the Securities and Exchange Commission’s (“SEC’s”) compensation disclosure requirements (generally applicable to “named executive officers”); or

(b) the executive officer is not an immediate family member of another executive officer or director of the Company, and the related compensation would have been reported in the Company’s proxy statement under Item 402 of the SEC’s compensation disclosure requirements if the executive officer was a “named executive officer,” and the Company’s Executive Compensation Committee approved (or recommended that the Board of Directors approve) such compensation.

2. ***Director compensation.*** Any compensation paid to a director if the compensation is required to be reported in the Company’s proxy statement under Item 402 of the SEC’s compensation disclosure requirements.

3. ***Certain transactions with other companies.*** Any transaction with another company at which a Related Person’s only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company’s shares, if the aggregate amount involved does not exceed the greater of \$1,000,000, or 2% of that company’s total annual revenues.

4. ***Transactions where all shareholders receive proportional benefits.*** Any transaction where the Related Person’s interest arises solely from the ownership of a class of the Company’s equity securities and all holders of that class of the Company’s equity securities received the same benefit on a *pro rata* basis (e.g. dividends).

5. **Transactions involving competitive bids.** Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.

6. **Regulated transactions.** Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

7. **Certain banking-related services.** Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

8. **Other Transactions.** Any other transaction where disclosure of such transaction would not be required pursuant to Item 404 of Regulation S-K, as may be amended from time-to-time.