

**MARVELL TECHNOLOGY GROUP LTD.  
EXECUTIVE COMPENSATION COMMITTEE CHARTER  
(As revised December 8, 2017)**

**Purpose**

The purpose of the Executive Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Marvell Technology Group Ltd. (the “Company”) is to:

1. determine or recommend to the Board to determine the compensation of the chief executive officer and all other “executive officers,” as designated from time to time by the Company for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
2. assist the Board in establishing the appropriate incentive compensation and equity-based plans for the Company’s executive officers and to administer such plans;
3. produce an annual report on executive officer compensation for inclusion in the Company’s annual proxy statement or annual report on Form 10-K; and
4. perform such other duties and responsibilities enumerated in and consistent with this Charter.

The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s shareholders.

The Committee shall review the adequacy of this Charter on an annual basis.

**Membership and Appointment**

The Committee shall consist of not fewer than two (2) members of the Board, with the exact number being determined by the Board. Members of the Committee shall be appointed from time to time by the Board. Committee members shall serve until they are replaced, they resign or their successors are duly elected and qualified. The Board may remove any member from the Committee at any time with or without cause.

**Chairperson**

The Board shall designate a chair of the Committee (the “Chairperson”). In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings and shall have unlimited access to management and

information. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

### **Independence**

Each member of the Committee shall have no relationship that, in the opinion of the Board, would interfere with such member's exercise of independent judgment in carrying out his or her responsibilities as a director, and meet (i) the independence requirements of the rules and regulations of The NASDAQ Stock Market (the "Nasdaq Rules"), (ii) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act, (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iv) any other requirements imposed by the applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

### **Meetings**

The Chairperson of the Committee, or in his or her absence or incapacity, the Chairman of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee shall meet at least two (2) times in each fiscal year and more frequently as the Committee in its discretion, deems it desirable to do so. Meetings may be held in conjunction with regularly scheduled meetings of the Board or otherwise. The Committee will maintain written minutes of its meetings. The Committee may also act by unanimous written resolutions in lieu of a meeting in accordance with the Company's Bye-laws.

### **Delegation**

The Committee may, by resolution passed by a majority of the Committee, or if by written resolution, by unanimous approval, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or the Nasdaq Rules, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required. For any subcommittee of the Committee, this Charter of the Committee shall also serve as the Charter for such subcommittee, except as such subcommittee Charter may be modified by the resolution of the Committee.

### **Authority to Retain Advisors**

In the course of its duties, the Committee shall have the authority, in its sole discretion, to retain, or obtain the advice of, a compensation consultant, independent legal counsel or other adviser (each, a "Committee Adviser") to be used in the evaluation of executive officer compensation, as it deems necessary or appropriate to fulfill its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Adviser retained by it, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) reasonable compensation to any Committee Adviser and (b) ordinary administrative expenses of the Committee that are necessary or

appropriate in carrying out its duties. The Committee may select a Committee Adviser and receive advice from a Committee Adviser, only after taking into consideration all factors relevant to that person's independence from the Company's management, specifically including the following:

1. The provision of other services to the Company by the Committee Adviser's employer;
2. The amount of fees received from the Company by the Committee Adviser's employer, as a percentage of the total revenue of the Committee Adviser's employer;
3. The policies and procedures of the Committee Adviser's employer that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the Committee Adviser with a member of the Committee;
5. Any stock of the Company owned by the Committee Adviser; and
6. Any business or personal relationship of the Committee Adviser or the Committee Adviser's employer with an executive officer of the Company.

The Committee shall also have power and authority to utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The forgoing consideration of independence shall not be required with respect to in-house counsel of the Company.

### **Duties and Responsibilities**

The following shall be the common recurring duties of the Committee in carrying out its oversight functions. The duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or Nasdaq Rule.

The Committee shall:

1. Oversee the Company's overall compensation philosophy, policies and programs, and assess whether the Company's compensation establishes appropriate incentives for management and employees.
2. Review and approve corporate goals and objectives relevant to the compensation of the executive officers.
3. Evaluate the performance of the executive officers in light of such goals and objectives at least annually and communicate the results to such officers and the Board.

4. Based on the evaluation in 3. above, establish and approve annually for the Chief Executive Officer and such other executive officers, the compensation levels for those persons including, as applicable, (a) base salary, (b) bonus, (c) long-term incentive and equity compensation, and (d) any other compensation, perquisites, and special or supplemental benefits. In evaluating and determining compensation for the Chief Executive Officer and such other executive officers, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

5. In determining the long-term incentive component of such executive officers' compensation, consider, among other items, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies, and the compensation provided to each such executive officer in the past.

6. Establish and modify the terms and conditions of employment of the executive officers, by contract or otherwise.

7. Determine the provisions of any contracts for the executive officers that will govern the situation in which severance payments will be due upon change in control situations.

8. Administer executive officer compensation in accordance with the terms of any applicable Company compensation plans expressly drawn or adopted for such positions.

9. On a regular basis, but not less than annually, the Committee shall report to the Board on the Chief Executive Officer's performance and compensation and the compensation of the other executive officers. The Chief Executive Officer may not be present during deliberations and voting with respect to the Chief Executive Officer's compensation.

10. Review and approve the compensation arrangements of any employees with a title of Associate Vice President or higher reporting directly to the Chief Executive Officer who are not otherwise deemed to be executive officers.

11. Review the Company's incentive compensation and other equity-based plans and practices and recommend changes in such plans and practices to the Board.

12. Review the Company's benefit plans (including but not limited to 401(k), employee stock purchase plan and bonus plans).

13. Administer the Company's equity incentive plans. In its administration of the plans, the Committee may, pursuant to authority delegated by the Board, (i) grant share options or share purchase rights to individuals eligible for such grants and in accordance with procedures and guidelines as may be established by the Board, and (ii) amend such share options or share purchase rights. The Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.

14. Oversee the preparation of the annual report on executive officer compensation that complies with applicable law, including the Exchange Act, for inclusion in the Company's annual proxy statement. Annually review and discuss the Compensation Discussion and

Analysis (the “CD&A”) and related executive compensation information, and any disclosure required by applicable Securities and Exchange Commission rules and regulations regarding compensation consultants with management, and, if appropriate, recommend to the Board that such disclosures be included in the annual proxy statement or annual report.

15. Perform an annual performance evaluation of the Committee.

16. To review and recommend to the Board for approval the frequency with which the Company will conduct shareholder advisory votes on executive compensation (“Say on Pay Vote”), assess the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.

17. Review with management of the Company’s major compensation-related risk exposures and the steps management has taken to monitor or mitigate such exposures.

18. Perform such other activities and functions related to executive officer compensation as assigned by law or the Company’s Memorandum of Association or Bye-Laws, or as may be assigned from time to time by the Board.

### **Reliance on Information Provided**

In adopting this Charter, the Board acknowledges that the Committee members are not necessarily legal experts and are not providing any expert or special assurance as to the Company’s legal compliance. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee and the accuracy and completeness of the information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.

### **Authority to Invite Management**

The Committee shall have the authority to invite management to attend meetings of the Committee, but management may not be present for discussions regarding their own compensation.

### **Amendment**

This Charter and any provision contained herein may be amended or repealed by a majority of the Board.