

Marvell Technology Group Ltd.
Amended and Restated Audit Committee Charter
Revised April 6, 2006

Purpose

The primary purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Marvell Technology Group Ltd. (the “Company”) in fulfilling its responsibility to oversee management’s conduct of the Company’s accounting and financial reporting processes, including the review of financial reports and other financial information provided by the Company to its shareholders, the Company’s systems of internal accounting, financial and disclosure controls and the annual independent audit of the Company’s financial statements.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain, at the Company’s expense, outside counsel, auditors or other experts for this purpose. The Committee shall have the sole authority to approve related fees and retention terms. The Committee may request any officer or employee of the Company or the Company’s outside counsel or external auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

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

Membership and Meetings

The Committee shall be comprised of not less than three non-employee members of the Board. The Board shall designate a chairman of the Committee.

The Committee’s composition will meet the independence, experience and other requirements of, or as may be established by, the Nasdaq Stock Market (“Nasdaq”) and the Securities and Exchange Commission (the “SEC”).

Accordingly, all of the members will be directors who:

- Have no relationship to the Company that may interfere with the exercise of their independence from management and the Company; and,
- Are financially literate.

Additionally, the Committee must:

- Include at least one financial expert, in accordance with the requirements of all regulatory bodies, including the SEC;
- Be independent and may not accept compensatory fees, other than board of director fees, from the Company or its subsidiaries; and

- Be provided appropriate funding to fulfill its responsibilities and to have the authority to engage, terminate and compensate independent counsel and other advisers, as it deems necessary to fulfill its duties.

Duties and Responsibilities

- Appoint, compensate, retain and oversee the work of the external auditors for the purpose of preparing or issuing an audit report or related work, with the external auditors reporting directly to the Committee;
- Resolve any disputes between management and the external auditors regarding financial reporting;
- Pre-approve all external audit and non-audit services, including the fees and terms of engagement, provided by the external auditors, and, if desired, establish policies and procedures for review and pre-approval by the Committee of such services;
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by the Company's employees of concerns regarding accounting or auditing matters;
- Obtain from the external auditor written reports required by Section 10A of the Securities Exchange Act of 1934, concerning (i) all critical accounting policies and practices to be used, (ii) alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; and (iii) any other material written communications between the external auditors and the Company's management;
- Obtain, review and discuss an annual report by the external auditor describing the external auditor's internal quality control procedures and any material issues raised by the most recent internal quality control review or peer review of the external auditor's firm, or by any inquiry or investigation by the governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditor's firm and steps taken to address those issues and all relationships between the external auditor and the Company;
- Meet with the external auditors prior to the audit for each fiscal year to review the planning, staffing and scope of the audit;
- Establish guidelines for the hiring of employees and former employees of the external auditors;
- Discuss with the external auditors significant matters in the financial statements and the quality and acceptability of financial reporting decisions and judgments. Included in these discussions should be reports of disagreements with management, difficulties encountered

during the audit, significant deficiencies in internal control, fraud and illegal acts, and major issues discussed with management prior to retention;

- Oversee the responsibilities of and maintain a direct reporting relationship with the Company's Director of Internal Audit and such person's staff, including maintaining a regular meeting schedule with the IA Director independent of and apart from its meetings with Company management;
- Prepare the Committee report that the SEC rules require be included in the Company's annual proxy statement;
- Based on its review and discussion with management and the external auditors, recommend to the Board whether the financial statements should be included in the Company's annual report on Form 10-K;
- Perform an annual performance evaluation of the Committee and assessment of its Charter;
- Look to the internal auditors for assurance that applicable policies, rules, and regulations have been complied with, and that the corporate culture includes effectively operating and open communications provisions;
- Review major changes to the Company's auditing and accounting principles and practices as suggested by the external auditors or management;
- Review and discuss with management and the external auditors the adequacy and effectiveness of the Company's internal control over financial reporting (including any significant deficiencies, material weaknesses and significant changes in internal control over financial reporting reported to the Committee by management and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting) and the effectiveness of the Company's disclosure controls and procedures;
- Review with the external auditors any management letter provided by the external auditors and the Company's responses to that letter;
- Review and discuss with management and the external auditors (i) any material financial or non-financial arrangements that do not appear on the Company's financial statements, (ii) any transactions or courses of dealing with parties related to the Company that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and that are relevant to an understanding of the Company's financial statements, and (iii) material financial risks that are designated as such by management or the external auditors; and
- Periodically meet separately with management and with the external auditors.
- Perform such other duties enumerated in, and consistent with, this Charter and as otherwise required by Section 404 of the Sarbanes-Oxley Act.

The Committee shall meet at least four times annually or more frequently as the Committee may deem appropriate.

Key Responsibilities

The Committee's job is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements and that the independent auditors are responsible for auditing those financial statements. Additionally, the Committee recognizes that financial management including any internal audit staff, as well as the outside auditors, have more time, knowledge and more detailed information about the Company than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the outside auditor's work.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances:

- Review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the external auditors, including the Company's disclosures under the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's reports filed with the SEC and, with respect to the annual financial statements, the appropriateness and quality of accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Company's financial statements,
- Review and consider with the external auditors the matters required to be discussed by Statement of Auditing Standards ("SAS") No. 61 and No. 90 and all other applicable standards and rules, as all may be amended from time to time, relating to the conduct of the audit, other significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, and any other matters communicated to the Committee by the external auditors;
- Review disclosures made to the Committee by the Company's chief executive officer and chief financial officer during their certification process for Forms 10-K and 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls over financial reporting; and
- Review the independence and performance of the auditors. With respect to the independence of the independent auditors, the Committee shall:
 - Request from the outside auditors annually, a formal written statement delineating all relationships between the auditor and the Company consistent with Independence Standards Board Standard Number 1;
 - Discuss with the outside auditors any such disclosed relationships and their impact on the outside auditor's independence; and,

- Recommend that the Board take appropriate action to oversee the independence of the outside auditor.

Other Matters

The Committee shall prepare such reports as are required by the SEC for inclusion in the Company's annual proxy statement and maintain minutes of its meetings.