

**MARVELL TECHNOLOGY GROUP LTD.
EXECUTIVE COMPENSATION COMMITTEE CHARTER
(As amended March 10, 2006)**

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. carry out the Board’s overall responsibility relating to compensation of the Company’s President and CEO, Executive Vice President, Vice President of Finance and Chief Financial Officer and the Company’s Chief Technology Officer, collectively, the executive officers;
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; and
4. perform such other duties and responsibilities enumerated in and consistent with this Charter.

MEMBERSHIP

Membership and Appointment

The Committee shall consist of not fewer than two 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.

Removal of Members

The entire Committee or any individual Committee member may be removed from such Committee with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign from the Committee effective upon giving oral or written notice to the Chairman of the Board, the Secretary, or the entire Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may appoint a successor to take office when such resignation becomes effective.

Chairperson

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. 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 be an “independent director” as defined by the applicable rules of The Nasdaq Stock Market (the “NASD Rules”).

Meetings

The Committee shall meet at the call of the Chairperson. Meetings may be held in conjunction with regularly scheduled meetings of the Board or otherwise. Notice of meetings shall be given in accordance with the provisions of the Company’s Bye-laws.

Delegation

The Committee may, by resolution passed by a majority of the Committee, 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 NASD Rule, 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 establishing such subcommittee.

In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who also are (i) “non-employee directors” as such term is defined in Section 16 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, or any successor provisions thereto and/or (ii) “outside directors” as such term is defined in section 162(m) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, or any successor provisions thereto.

Authority to Retain Advisors

In the course of its duties, the Committee shall have the sole authority, at the Company’s expense, to retain and terminate compensation consultants and other advisors as the Committee may deem appropriate, including the sole authority to approve any such advisors’ fees and other retention terms.

Annual Performance and Evaluation

The Committee shall undertake an annual evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this Charter, which evaluation shall be reported to the Board. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

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 NASD Rule.

The Committee shall:

1. Review and approve corporate goals and objectives relevant to the compensation of the executive officers.
2. Evaluate the executive officers' performance in light of such goals and objectives at least annually and communicate the results to such officers and the Board;
3. Based on the evaluation in 2. above, establish and approve annually for the Chief Executive Officer and such 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;
4. 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;
5. Establish and modify the terms and conditions of employment of the executive officers, by contract or otherwise.
6. 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.
7. Assist the Board in developing and evaluating potential candidates for any executive officer position, including any executive officer position subsequently created or designated by the Board, and oversee the development of executive officer succession plans.
8. Administer executive officer compensation in accordance with the terms of any applicable Company compensation plans expressly drawn or adopted for such positions.
9. Review the Company's incentive compensation and other equity-based plans and practices and recommend changes in such plans and practices to the Board.
10. Prepare the annual report on executive officer compensation for inclusion in the Company's annual proxy statement.
11. Perform such other activities and functions related to executive officer compensation 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.

AMENDMENT

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