

**Marvell Technology Group Ltd.
Governance Committee Charter
2006**

PURPOSE

The Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Marvell Technology Group Ltd. (the “Company”) is responsible for matters relating to the organization and membership of the Board, and for other issues relating to the Company’s sound and proper corporate governance, including the publication and administration of the Company’s Corporate Governance Guidelines and Practices (the “Corporate Guidelines”).

In providing direction for the management of the Company’s business, the Committee, in particular, will be responsible for:

- establishing the Corporate Guidelines and other policies essential to the sound and proper management of the Company’s business, such as the Company’s Code of Ethics and Business Conduct for Employees, Officers and Directors, and
- monitoring and evaluating the Corporate Guidelines and other corporate policies to ensure that all standards are being met.

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.

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 the subcommittee, except as the subcommittee Charter may be modified by the resolution of the Committee establishing the subcommittee.

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 any search firm or other advisor as the Committee may deem appropriate, including the sole authority to approve any such advisor’s fees and other retention terms.

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 report to the Board on a periodic basis with respect to matters of corporate governance (which is defined for this purpose as the relationships of the Board, the shareholders and management in determining the direction and performance of the Company), including the review of, and recommendations with respect to, shareholder proposals;
2. Periodically review and assess the effectiveness of the Board’s Corporate Guidelines and other policies essential to the sound and proper management of the Company’s

business, such as the Company's Code of Ethics and Business Conduct for Employees, Officers and Directors, and from time to time as the Committee deems necessary recommend to the Board proposed revisions thereto;

3. Make recommendations to the Board regarding the size and composition of the Board and its committees, establish procedures for the nomination process, and screen and recommend candidates for election to the Board; and
4. Review the continued appropriateness of Board membership of directors who retire or change from the positions they hold when they came on the Board and monitor compliance with Board and Board committee criteria.

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.