

MARVELL®

Be **Active**

Marvell Code of Ethics

A Code of Conduct
To Empower Our Employees
And Build a Stronger, Smarter Company

Revised as of August 29, 2013

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Dear Fellow Marvell Stakeholders,

In the following pages you will find Marvell’s Code of Ethics. I encourage you to review these materials carefully as they cover important topics for Marvell, our customers and our shareholders. This Code, your compliance with it and your assistance in its enforcement form the foundation of a healthy, ethical company.

Each of us has a role in supporting a culture of transparency, integrity and honesty and in building and maintaining our partners’ trust in our business. Marvell’s reputation is one of its most valuable assets. While it is easy to hurt one’s reputation, it is hard to rebuild it. Through an understanding of this Code and a commitment to Marvell and our products, technologies and people, we all must continue to take an active role in inspiring confidence in Marvell by our business partners.

While the Code covers a variety of principles – from avoiding conflicts of interest to complying with rules regarding work with governmental officials – it cannot specifically address every situation that may arise. In today’s dynamic business environment, Marvell and our customers, suppliers and business partners need you to use good judgment in applying the principles of this Code to your daily business conduct and upholding Marvell’s reputation as a world-class semiconductor company. We will provide employees with educational programs and seminars to help you better understand the Code and its importance while developing a good commonsense approach to dealing with ethical issues at work and in your daily lives.

We are each responsible for our own actions and for applying the Code to our work. If you have questions, I encourage you to reach out to your manager or any of the other resources listed in the Code. If you need guidance, please seek it.

Every one of us is empowered to do the right thing for our company, customers, shareholders, employees, communities and environment. When we have the highest ethical standards and the best products, that’s when we can truly be proud of our company.

Sincerely,

A handwritten signature in black ink that reads "Sehat Sutardja". The signature is written in a cursive, flowing style.

Sehat Sutardja
CEO

INTRODUCTION

Marvell is committed to conducting business with uncompromising integrity toward employees, customers, shareholders, vendors and all other third parties and expects the highest ethical conduct from its employees, officers and directors. Marvell and its management are dedicated to fostering a culture of transparency, integrity and honesty and ask all employees worldwide to actively participate in creating and maintaining this culture. This Code of Ethics and Business Conduct for Employees, Officers and Directors (“Code of Ethics” or “Code”) covers what is expected and provides resources for reporting concerns. Regardless of the specifics of a given situation, maintaining an ethical culture means making an active choice to do the right and honorable thing for the good of the entire company and the extended Marvell family. It is the duty of every Marvell officer, director and employee to lead by example.

This Code of Ethics applies to all employees, officers and directors of Marvell Technology Group Ltd. and its subsidiaries, whether full-time or part-time, in any place in the world where Marvell does business. It provides rules and procedures to help individuals recognize and respond to ethical issues and to guide them in the course of conducting Marvell’s business. Many of the principles described in the Code are general in nature, and the Code does not specifically address every situation that might arise. Everyone will need to use common sense and good judgment in applying the Code to his or her daily business conduct. This Code of Ethics and its principles also apply to all contractors, consultants, vendors, customers and others who do business with, or on behalf of, Marvell.

Our Code of Ethics is designed to deter wrongdoing and to promote:

- ☑ Honest and ethical conduct, including just handling of actual or apparent conflicts of interest between personal and professional relationships.
- ☑ Compliance with the law.
- ☑ Fair, accurate, timely and understandable disclosure to the government and the public.
- ☑ Prompt internal reporting of violations of this Code.
- ☑ Accountability for adherence to this Code.

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow employees and Marvell’s business associates. You are therefore expected to alert management if you discover or reasonably suspect an illegal, dishonest or unethical act. You have several options in reporting violations, which are detailed in this Code.

We have designated a Compliance Executive to assist you with questions regarding this Code or to receive reports of violations of this Code or other misconduct. The name of the current Compliance Executive will be posted on our Corporate Intranet site.

RESPONSIBILITIES



Your Responsibilities

Each member of the Marvell organization is expected to actively participate in maintaining the ethical health of our organization. As part of our collective commitment to Marvell and our ethical responsibilities, you are expected to do the following:

- Read and understand this Code
- Uphold these standards in your day-to-day activities and comply with all applicable policies and procedures in the Code
- Proactively help enforce this Code by being alert to possible violations and promptly reporting violations or suspected violations of this Code
- Be truthful, forthcoming and cooperative with investigations into possible Code violations
- Do not participate in, or condone, any reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of this Code or is assisting in any investigation or process related to such a violation
- Keep these steps in mind in trying to determine whether any particular action is appropriate:
 - Obtain all relevant facts
 - Assess the responsibilities and roles of those involved
 - Use your judgment and common sense to evaluate whether the action seems unethical or improper
 - Seek guidance as necessary; if you are unsure about any situation or any provision of the Code, ask!

Marvell's Responsibilities

Marvell will work to maintain a workplace that fosters strong ethical practices and permits employees who reasonably and in good faith believe they are aware of any breach of the Code to raise concerns through a secure medium, free of any discrimination, retaliation or harassment. Marvell will:

- Establish policies and procedures necessary to facilitate companywide compliance with the Code of Ethics and investigation of any violations or potential violations
- Review and improve those policies on an ongoing basis
- Maintain an open door policy that provides employees with various resources for seeking advice and reporting concerns, including designating a resource – the Compliance Executive – to assist with questions regarding this Code or to receive reports of violations of this Code or other misconduct
- Treat all violations of the Code seriously; conduct prompt, fair investigations of potential violations; impose appropriate penalties; if necessary, report such violations to the appropriate regulatory agencies or other authorities; and take appropriate remedial actions
- Ensure that nobody who reports or participates in investigation of a violation or potential violation of the Code suffers reprisals, threats, retribution or retaliation as a result
- Provide training from time to time that will help individuals understand their obligations under this Code of Ethics and enable managers to assist their team members in complying with the Code.

If you are a manager, it is your responsibility not only to read and understand the Code, but also to assist any employee who seeks your assistance in understanding and carrying out their responsibilities under this Code. Part of your role as a manager is to make yourself available to provide guidance to employees who approach you with questions, whether they be about this Code, their ethical and legal business responsibilities or simply an issue they want to discuss with you.

KEY RESOURCES AT A GLANCE

Marvell maintains several policies and guidelines to assist you, and from time to time may adopt additional policies or revise these policies in light of regulatory or best practices changes. For additional information, we have provided links to specific important policies and guidelines. We also have additional information and policies on our corporate intranet site.

- **Insider Trading Prohibition Policy and Guidelines**
- **External Communications Policy**
- **Social Media Guidelines**
- **Employee Handbook (US Version)**

Additional Resources

If you have any questions about this Code, its contents or ethical conflicts, please consult:

- **Your manager or any other Marvell manager**
- **The Compliance Executive**
- **The Concern Line**
- **Human Resources Department**
- **Legal Department**
- **Finance Department**
- **Insider Trading Compliance Officer**
- **Ethics and Compliance Committee**
- **Audit Committee of the Board of Directors**
- **Board of Directors**



QUESTIONS ON HOW TO PROCEED WHEN FACED WITH A POTENTIAL ETHICAL ISSUE

In some situations, you may be uncertain how to proceed in compliance with this Code. Below are some steps that can help you:

1. **Gather all the facts.** If you suspect that an action may violate the Code, do not take that action until you have gathered all the facts that are required to make a well-informed decision.
2. **Ask whether the action is illegal or contrary to the Code.** If the action is illegal or contrary to a provision of this Code, you should not carry it out. If you reasonably believe that someone else has violated the Code, you must promptly report the violation.
3. **Discuss the problem with your supervisor.** It is your supervisor's duty to assist you in complying with this Code. Feel free to discuss the situation with your supervisor if you have any questions.
4. **If necessary, seek additional resources.** You can also discuss the situation with the Compliance Executive, the Ethics and Compliance Committee, the Audit Committee, the Human Resources Department or the Legal Department or any of the other resources identified at the end of this document.

CONFLICTS OF INTEREST

A conflict of interest arises when a person makes a decision, takes action or enters into a business or financial relationship that conflicts with Marvell's interests or interferes with the person's job performance or independent judgment when carrying out his or her business duties. All of our business decisions and actions should be based on the best interests of Marvell and not on personal relationships or personal gain.

Personal Activities

Individuals should seek to avoid situations where their personal activities and relationships conflict or appear to conflict with Marvell's interests. These include situations where an employee might have – or appear to have – an indirect conflict through, for example, a spouse, significant other, relative or other person or entity with which he or she has a business, social, family or personal relationship.

Furthermore, individuals must take every reasonable step to disclose promptly any business or financial interest or relationship they or another employee has that might interfere with the best interests of Marvell to their managers, the Compliance Executive or the Human Resources or Legal Departments.

A conflict of interest can arise in a variety of different situations. While it would be impossible to list all possible situations, the examples provided opposite are intended to give you an idea of the kinds of situations where a conflict of interest could arise. Evaluating whether a conflict of interest exists or appears to exist might be complicated.

What is a conflict of interest?

Here are some examples for you to consider:

- Causing Marvell to engage in business transactions in which you, your relatives or your friends have an interest without appropriate disclosures. If you have a financial interest in a transaction involving Marvell, it must be disclosed and approved by Marvell in accordance with all applicable policies and procedures. This includes an indirect financial interest you might have through, for example, your spouse, significant other, relative, friend or other business entity.
- Using nonpublic information on Marvell, its customers or vendors for your personal gain or to benefit relatives or friends. This includes engaging in securities transactions based on nonpublic information.
- Having a financial interest in any organization that gives, or appears to give, you a conflict of interest with Marvell. This includes an indirect interest through, for example, your spouse, significant other, relative, friend or other business entity. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors and strategic partners.
- Receiving a loan, or guarantee of any obligation, from a third party (other than from third parties customarily in the business of providing loans) as a result of your position or, in the case of officers and non-employee directors, from Marvell.
- Competing, or preparing to compete, with Marvell while still employed by Marvell. You may not perform services as a director, employee, agent or contractor for any competitor of Marvell. Unless you are a non-employee director, you may not perform services as a director, employee, agent or contractor for a customer, supplier or any other entity that has a business relationship with Marvell without approval from Marvell. Non-employee directors must promptly inform Marvell and its Governance Committee in advance of any such service.

Have a question on whether an activity represents a conflict of interest? Please consult or contact your manager, the Compliance Executive or the Human Resources or Legal Departments. Please provide any updates to your Outside Activities at Information@marvell.com.

Gifts, Bribes and Kickbacks

- Other than modest gifts given or received in the normal course of business (including travel or entertainment), neither you nor your relatives may give gifts to, or receive gifts from, current or potential customers, vendors or other business associates. Other gifts may be given or accepted only with prior approval of Marvell (please contact the Human Resources Department or the Legal Department to assist you in obtaining all necessary approvals). In no event should you give or accept a gift that would put Marvell or you in an embarrassing position if the gift were made public. Many companies have rules or value limitations on gifts given or received by their employees, officers and directors. You should be aware of any such guidelines so that you do not put yourself or someone else in an awkward position if you offer a gift. It is never appropriate or permissible to accept or give cash or a cash equivalent from or to a vendor, supplier, customer or other third party who does business with Marvell outside our normal business payment policies. Cash equivalents include, among other things, checks, money orders, vouchers and gift cards.
- You should never offer, give, solicit or accept a bribe or kickback. Any item given to obtain special or favorable treatment, whether or not such a gift is intended to improperly obtain favorable treatment, may constitute a bribe or kickback. Any employee, officer or director who gives or receives bribes or kickbacks may be immediately terminated and reported to the appropriate authorities as warranted.

For special considerations related to gifts to government officials, please see [Dealing with Government or Public Officials](#) on page 9.

Improper Use or Theft of Marvell Property

- Every employee, officer and director is responsible for proper use of Marvell assets. You must safeguard Marvell's property from loss or theft and may not take such property for personal use.
- Marvell property includes your work time, work and work product; cash and accounts; physical assets such as inventory, equipment, vehicles, computers, systems, facilities and supplies; intellectual property, such as patents, copyrights, trademarks, inventions, technology, hardware, software and trade secrets; and other proprietary or nonpublic information. You must appropriately secure all Marvell property within your control to prevent its unauthorized use.
- You may make limited non-business use of Marvell's electronic communications systems as long as such use is occasional; does not interfere with your responsibilities; does not diminish your productivity; is of minimal cost; and does not violate this Code, the Employee Handbook or other policies.



If you are uncertain whether an action or gift may raise compliance issues, please consult or contact your manager, the Compliance Executive or the Human Resources or Legal Departments. See also [Conflicts of Interest](#) above.

RESPONSIBILITIES TO OUR CUSTOMERS AND VENDORS

Protection of Marvell, Customer and Vendor Information

In the course of your employment at Marvell, you may come into possession of information that has not been disclosed or made available to the general public. This may be nonpublic information concerning Marvell or a third party such as a customer or vendor, including financial data and projections; proprietary and technical information; information regarding corporate developments, such as business strategies; plans for acquisitions or other business combinations; or notes, reports, conclusions and other materials prepared by a Marvell employee based on nonpublic information. If you have any questions as to what constitutes nonpublic information, please consult **Insider Trading Prohibition Policy and Guidelines**.

Nonpublic information may be used solely for Marvell's business purposes. You may not steal, misappropriate, misuse or wrongfully obtain or reveal Marvell, customer, vendor or other third-party confidential or proprietary information. Additionally, it is your responsibility to protect and maintain the confidentiality of this information. Failure to do so can damage Marvell's relationship with customers, suppliers, shareholders and the public and may result in legal liability. Therefore you must take appropriate steps – including securing documents, limiting access to computers and electronic media, and using proper disposal methods – to prevent unauthorized access to any nonpublic information. You may not disclose nonpublic information to anyone outside of Marvell, except when disclosure is required by law or for authorized business purposes and the appropriate steps have been taken to prevent misuse of the information. This responsibility includes not disclosing nonpublic information in Internet discussion groups, chat rooms, bulletin boards, emails or other electronic media.



Fair Dealing

An exhaustive list of ethical and unethical practices cannot be provided. Instead, Marvell relies on the good judgment of each individual to avoid unethical practices and deal fairly with everyone with whom Marvell does business. No Marvell employee, officer or director should take unfair advantage of anyone, including customers, suppliers, competitors or employees, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

You must not violate Marvell's or any other party's rights to its confidential information. Particular care must be taken when dealing with competitors' customers, ex-customers and ex-employees. You may not steal, misappropriate, misuse or wrongfully obtain the confidential information of our competitors. Never ask for confidential or proprietary information, as doing so would constitute a violation of this Code, and never ask anyone to violate a non-compete or non-disclosure agreement. If you are uncertain as to your compliance responsibilities, the Human Resources or Legal Departments can assist you.



COMPLIANCE WITH LAWS

Each individual is responsible for complying with all laws, rules, regulations and regulatory orders applicable to the conduct of Marvell business. Those located or engaging in business outside of the United States must comply with the laws, rules, regulations and regulatory orders of the United States in addition to the applicable laws of local jurisdictions.

Fair Competition and Antitrust Laws

All Marvell employees, officers and directors must comply with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. Competition laws govern relationships between Marvell and its competitors. Collusion among competitors is illegal and the consequences of a violation are severe.

Securities Trading

It is illegal to buy or sell stocks or other securities of Marvell or any other public company using material information that is not available to the public. This includes the indirect purchase or sale through, for example, your spouse, significant other, relatives, friends or entities in which you have an interest. Nor may you “tip” others by providing them nonpublic information under circumstances that suggest that you were trying to help them make an investment decision. Anyone who provides such undisclosed “inside” information to others might be as liable as the person who trades securities while possessing such information. Violations of U.S. securities laws can result in civil and criminal penalties, including disgorgement of profits, civil judgments, fines and jail sentences. You must comply with Marvell’s **Insider Trading Prohibition Policy and Guidelines**.



Export Control Laws

All Marvell employees must comply with the rules and regulations regarding the importation and exportation of products and technologies to foreign countries.

Violation of legal rules and regulations, such as the FCPA or U.S. Securities Laws, can result in severe fines and criminal penalties, as well as disciplinary actions, up to and including termination of employment.

Dealing with Government or Public Officials

Dealing with government employees is often different from dealing with private people or companies. What may be permissible in dealings with commercial businesses may be deemed illegal and possibly criminal in dealings with the government. For example, many governmental bodies strictly prohibit their employees from receiving any gratuities, including meals and entertainment. You must be aware of and strictly follow these prohibitions. If you conduct business in countries other than the United States, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. Whether you are located in the United States or abroad, you are responsible for fully complying with the Foreign Corrupt Practices Act (the “FCPA”). The FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. Payments to sales representatives or other agents of Marvell also are prohibited if there is reason to believe that the payments will be used indirectly for a prohibited payment to a foreign official. See also “Gifts, Kickbacks and Bribes” above.

COMPANY RECORDS AND FINANCIAL REPORTING

Retention of Business Records

Business records must be maintained for the periods specified in Marvell's Records Retention Policy or the more specific policies of your business unit. Records may be destroyed only at the expiration of the pertinent period. Records include paper documents, email, compact discs, computer hard drives, floppy disks, microfiche, microfilm and all other recorded information, regardless of medium or characteristics. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees and Marvell. You should check with your manager to determine the appropriate retention period for documents for your business unit.

In no instance may records involved in pending or threatened litigation or a government inquiry, subpoena or other information request be discarded or destroyed, regardless of the periods specified in the record retention policy. In addition, you may never destroy, alter or conceal with an improper purpose a company record or otherwise impede any official proceeding, either directly or indirectly.

Books and Records, Accurate Periodic Reports and Financial Statements

Marvell is committed to providing fair and accurate financial information upon which our Board of Directors, our shareholders and the financial markets can rely. It is important that all transactions are properly recorded, classified and summarized in our books, records and financial statements in accordance with Marvell policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting. Marvell requires that all its books and records be maintained accurately and with honesty. This requires that all assets, liabilities,

revenues and expenses be recorded accurately and completely and all entries be supported by documentation adequate to permit Marvell's books and records to be verified by audit. Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and Marvell and can lead to a loss of public faith in Marvell.



If you have knowledge of any unreported or improperly reported financial activity, you must report the information to your manager, the Compliance Executive, the Concern Line or one of the other resources identified at the end of the Code.

Accuracy of Records and Reports

It is important that those who rely on records and reports – managers and other decision makers, creditors, customers and auditors – have complete, accurate and timely information. False, misleading or incomplete information undermines Marvell's ability to make good decisions about resources, employees and programs and may, in some cases, result in violations of law. Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate and timely. Never misstate facts, omit critical information or modify records or reports in any way to mislead others or assist others in doing so.

Regulation Fair Disclosure

Marvell is committed to complying with Regulation Fair Disclosure (“Reg FD”) governing public companies’ disclosure of material financial information. Material financial information means information that could influence someone’s decision to buy or sell Marvell stock. Reg FD states that companies may not “selectively disclose” material financial information. Rather, they must disclose material financial information publicly via a press release, an appropriately convened conference call or a securities filing. The responsibility to communicate with investors or other public sources about Marvell is the responsibility of the CEO, CFO, Investor Relations Department and Public Relations Department. All communications with the public should have the approval of one of the above parties. For additional information, please see **External Communications Policy**.

Special Note Regarding Reporting Improper Financial Activity

Marvell is taking a proactive approach to the detection and prevention of fraud, misappropriations and other irregularities concerning accounting, internal controls and auditing matters (“Fraudulent Activity”). As part of this effort, Marvell’s Concern Line is available for submission of reports regarding potential Fraudulent Activity 24 hours a day, 7 days a week, both online and through dedicated call-in numbers for each country in which Marvell has employees, in English or the applicable local language. If you have knowledge of potential Fraudulent Activity, you are responsible for reporting the information to the Concern Line or to your manager, the Compliance Executive or one of the resources identified at the end of this Code. If you would be more comfortable doing so, you may contact the Concern Line anonymously (to the extent permitted by local law).



COMPLIANCE AND REPORTING

Distribution and Acknowledgment

All employees, officers and directors receive a copy of this Code of Ethics upon commencing employment at Marvell, and are required to sign an acknowledgment confirming they have read the Code and understand and agree to comply with its provisions.

Approvals and Waivers

Marvell expects every employee, officer and director to comply with the provisions of this Code. Waiver of any provision of the Code may be made only by the Board of Directors or its properly designated Committee.

Reporting Violations

All employees, officers and directors are expected to comply with both the letter and spirit of all applicable governmental laws, rules and regulations and to report any activity they reasonably and in good faith believe constitutes a violation of any law, rule, regulation or this Code. This requirement applies to any violation or potential violation involving Marvell employees, officers, directors, consultants, vendors, contractors, customers and/or any other party that has a business relationship with Marvell. All employees, officers and directors are responsible for the detection, prevention and reporting of such activity. Misconduct cannot be excused because it was directed or requested by another person. In this regard, you are expected to alert management if you discover or reasonably suspect that an illegal, dishonest or unethical act has taken place.

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow employees. You are therefore expected to alert management if you discover or reasonably suspect an illegal, dishonest or unethical act.



Reporting in Good Faith

Marvell expects reports of potential ethical violations to be made in good faith, based on a reasonable belief that a violation of this Code may have occurred. It is important that you provide all information that you are aware of that is relevant to any report that you may make. Anyone who files a report or provides evidence that he or she knows to be false or without a reasonable belief in the truth and accuracy of the information, or who uses the opportunity presented by this Code to spread false information or rumors, threaten others or damage another's reputation, will not be protected by this Code and may be subject to disciplinary action, up to and including termination.

You have **several options in reporting violations:**

- **Check with your Supervisor or Manager.** Each supervisor will be trained and is instructed to assist you in complying with this Code. You should feel free to discuss any questionable conduct with your supervisor or with any other manager.
- **Report to the Compliance Executive.** Marvell has also designated a Compliance Executive to assist you with questions regarding this Code or to receive reports of violations of this Code or other misconduct.
- **Additional Resources.** The Ethics and Compliance Committee, the Human Resources Department, the Legal Department or the Audit Committee of the Board of Directors. Contact information for each will be posted on our corporate intranet site.
- **Marvell's Concern Line.** The telephone number for each country and a link to the website are posted on our corporate intranet site.

Your reports, questions and information (whether provided in writing or verbally, in person or through calls, letters, notes and/or emails) will be dealt with confidentially, although there may be a point where your identity may become known or have to be revealed in the course of an investigation, during disciplinary or legal proceedings or in order to take corrective action. For reports to the Concern Line that relate to accounting, internal controls or auditing matters, if you chose to remain anonymous, your anonymity will be maintained to the extent permitted by local law. Investigation results will not be disclosed to or discussed with anyone other than those who have a legitimate need to know in order to conduct the investigation or take corrective action. You have the commitment of Marvell's management, Board of Directors and the Audit Committee of the Board, which is composed of independent directors, that you will be protected from retaliation for your good faith actions.

No Discrimination, Retaliation or Harassment

Marvell strictly prohibits any discrimination, retaliation or harassment against anyone who reports a potential violation of this Code based on the person's reasonable belief that misconduct has in fact occurred. Marvell also strictly prohibits any discrimination, retaliation or harassment against anyone who participates in an investigation of such complaints. Any employee who believes he or she has been subject to discrimination, retaliation or harassment for making a report or cooperating in an investigation under this policy is required to report those facts immediately to the Compliance Executive or the Human Resources Department.

Investigations

Any suspected or reported violations of this Code will be treated seriously by Marvell and will result in prompt investigation and imposition of penalties, where appropriate (and in accordance with applicable law and collective bargaining agreements), up to and including termination of

employment. Marvell will follow local grievance procedures in jurisdictions where such procedures apply. All employees, officers and directors have a duty to cooperate in any such investigation. Anyone who fails or refuses to cooperate in an investigation may be subject to disciplinary action, including the termination of employment.

Post-Investigation Actions

In compliance with applicable laws, Marvell will take appropriate action against any employee, officer or director whose actions are found to violate the Code of Ethics. The following may be executed to ensure that prompt and consistent actions are taken in response to violations of this Code:

1. *Disciplinary Process.* Where there is credible evidence of a violation, Marvell will determine the appropriate sanction, in accordance with applicable laws and collective bargaining agreements. The disciplinary action to be taken for a particular violation will be decided on a case-by-case basis.
2. *Range of Penalties.* All violations of this Code will be treated seriously and will result in the prompt imposition of appropriate penalties, which may include, at Marvell's sole discretion, an oral or written warning, a reprimand, suspension, termination, restitution and/or any other disciplinary action or combination of disciplinary actions as deemed appropriate under the circumstances. These penalties may also be imposed if a person fails to report a violation due to indifference, deliberate ignorance or reckless conduct; fails to cooperate with an ethics-related investigation; or makes a report of a potential violation without a reasonable and good faith belief that a violation may have occurred.
3. *Reporting to Authorities.* Certain violations of this Code may also be subject to civil or criminal prosecution by governmental authorities and others. Where required, Marvell will report violators to the appropriate regulatory agencies or other authorities.
4. *Consistent Enforcement.* All employees, officers and directors will be treated equally with respect to investigation of potential violations of the Code and the imposition of disciplinary measures.
5. *Prevention of Further Violations.* Marvell will take reasonable and necessary steps to prevent any further violations of policy.

CONCLUSION—FINAL ADVICE

We are all guardians of Marvell's ethics, and it is our responsibility, as members of the Marvell family to actively participate in monitoring and promoting the ethical health of our organization. While there are no universal rules, when in doubt ask yourself:

- Will this action be ethical in every respect and fully comply with the law and with Marvell's policies (including this Code)?
- Will this action have the appearance of impropriety?
- Will this action be questioned by my supervisors, fellow employees, customers, family and/or the general public?
- Am I trying to fool anyone, including myself, as to the propriety of this action?
- If this is my company, what would I expect my employees to do or not do when faced with this situation?

If you are uncomfortable with your answer to any of the above, discuss the action you are contemplating with your manager or one of the other resources identified at the end of this document. If you are still uncomfortable, please follow the steps outlined above in the Section titled "*Reporting Violations.*"

Any person who ignores or violates any of Marvell's ethical standards, and any manager who penalizes a subordinate for trying to follow these ethical standards, may be subject to corrective action, up to and including immediate dismissal. But you should not make decisions based on the threat of disciplinary action, however, but rather on your commitment to doing the right thing, both for yourself and for the good of the company. Marvell's management believes firmly that requiring and supporting a dedicated commitment to ethical behavior among all of its employees, officers and directors everywhere



in the world is the right thing to do, is a good business practice and is the surest way for Marvell to remain a world-class organization. We expect and trust that our employees, officers and directors share this belief and this commitment.

Additional Resources

Below please find additional resources for you to consult with regarding this Code and its requirements. For additional information and contact information as well as updates to these resources, please visit our corporate intranet site.

- Your manager
- Any other Marvell manager
- The Compliance Executive
- The Marvell Employee Handbook and other written policies
- The Concern Line
- Human Resources Department
- Legal Department
- Finance Department
- Insider Trading Compliance Officer
- Internal Audit Department
- Ethics and Compliance Committee
- Audit Committee of the Board of Directors
- Board of Directors