

Marvell Technology Group

Investor Relations

FQ1' 2016 Earnings Update



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Safe Harbor: Forward-Looking Statements

All statements included in these slides, other than statements or characterizations of historical fact, are forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among others: guidance regarding our future financial outlook including revenue, non-GAAP gross margin, non-GAAP R&D expense, non-GAAP SG&A expense, other income/expense, tax expense and EPS (GAAP and non-GAAP) for the second quarter of fiscal 2016; and expectations in three of the end markets we serve (Mobile & Wireless, Storage and Networking). Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “can,” “will” and similar expressions identify such forward-looking statements. These forward-looking statements are not guarantees of results and should not be considered as an indication of future performance. Actual events or results may differ materially from those described in these slides due to a number risk and uncertainties including, among others: our reliance on a few customers for a significant portion of our revenue; costs and liabilities relating to current and future litigation; our ability to develop and introduce new and enhanced products in a timely and cost effective manner and the adoption of those products in the market; seasonality in sales of consumer devices in which our products are incorporated; our ability to compete in products and prices in an intensely competitive industry; uncertainty in the worldwide economic conditions; our ability to recruit and retain skilled personnel; and other risks detailed in our SEC filings from time to time. For other factors that could cause our results to vary from expectations, we refer you to our Annual Report on Form 10-K for the fiscal year ended January 31, 2015 and subsequent filings with the SEC, which discuss some of the important risk factors that could contribute to such differences or otherwise affect our business, results of operations and financial condition. We undertake no obligation to revise or update publicly any forward-looking statement to reflect future events or circumstances, including the financial outlook for the second quarter of fiscal 2016 contained herein.

The payment of future quarterly cash dividends on Marvell’s common shares is subject to, among other things, the best interests of our shareholders, our results of operations, cash balances and future cash requirements, financial condition, developments in ongoing litigation, statutory requirements of Bermuda law, and other factors that our board of directors may deem relevant.

The financial outlook contained herein does not include the potential impact of future share repurchases, pending litigation matters, business combinations, asset acquisitions or other investments that may be completed after May 20, 2015. Our financial outlook for the second quarter of fiscal 2016 is based on expectations, assumptions and estimates that we believe are reasonable, and is subject to a wide range of business risks and uncertainties, many of which are beyond our control. The financial outlook contained herein should not be regarded as representations by us that the estimated results will be achieved or are indicative of future results.

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Use of Non-GAAP Financial Measures

These slides provide financial measures on a U.S. GAAP as well as a non-GAAP basis. These non-GAAP results exclude the effect of share-based compensation, amortization and write-off of acquired intangible assets, acquisition-related costs, restructuring and other exit related costs, litigation settlement, and certain one-time expenses or benefits. We believe that the presentation of non-GAAP financial measures provides important supplemental information to management and investors regarding financial and business trends relating to our financial condition and results of operations. While we use non-GAAP financial measures as a tool to enhance our understanding of certain aspects of our financial performance, we do not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial measures. A reconciliation in accordance with SEC Regulation G for the non-GAAP financial measures used in these slides is available in the financial statements section to this presentation and/or in the Investor Relations section of our website at www.marvell.com.

FQ1' 2016 Financial Results

Key Highlights from FQ1' 2016 Results

Revenue

- Revenue of \$724M, down 16% q/q
- Weaker-than-expected revenues across all product areas due to near-term macroeconomic conditions

Non-GAAP EPS & Profitability

- EPS (diluted): \$0.13
- Gross margin: 52%
- Operating margin: 9%
- FCF margin: 6%

Shareholder Capital Returns

- Repurchased 1.4 million shares of stock for \$22 million
- Quarterly payment of \$31 million in dividends or 6 cents per share

Source: Marvell

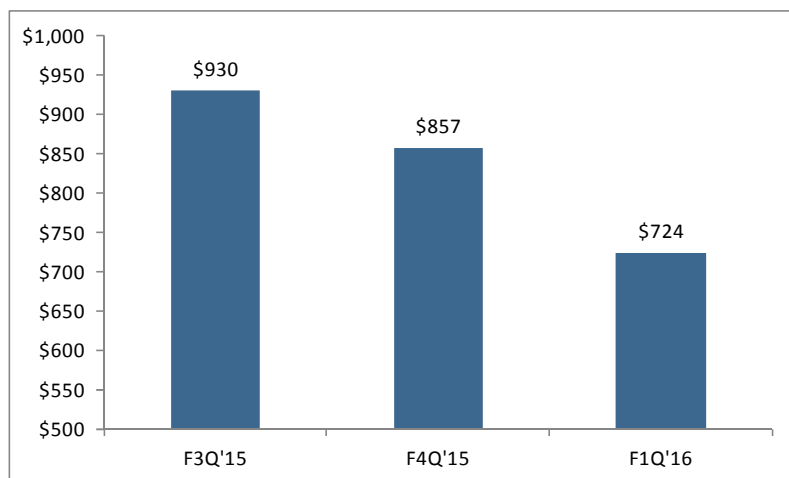
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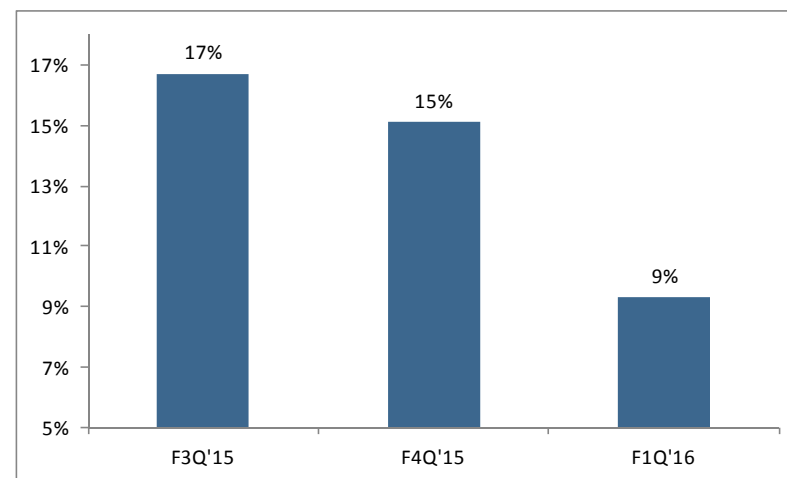
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FQ1' 2016 Financial Summary

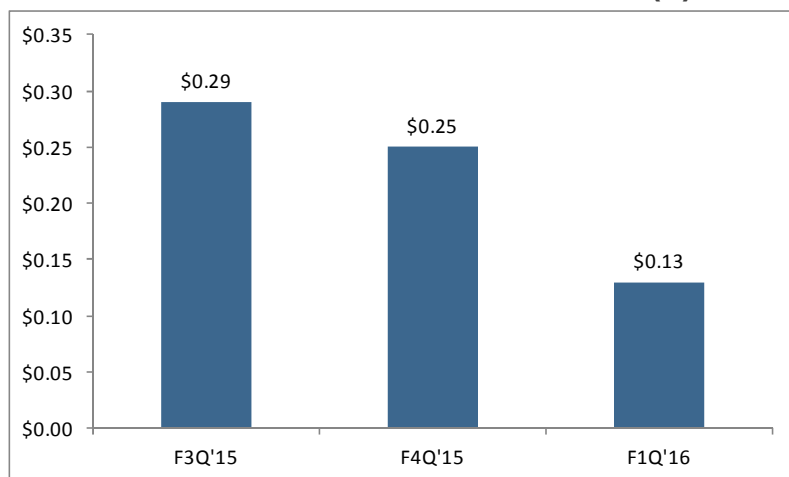
Revenue (\$M)



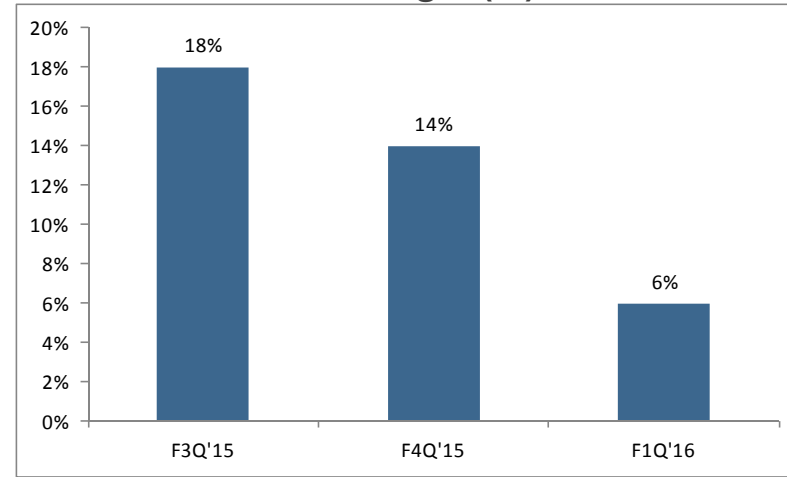
Non-GAAP Operating Margin (%)



Non-GAAP Diluted EPS (\$)



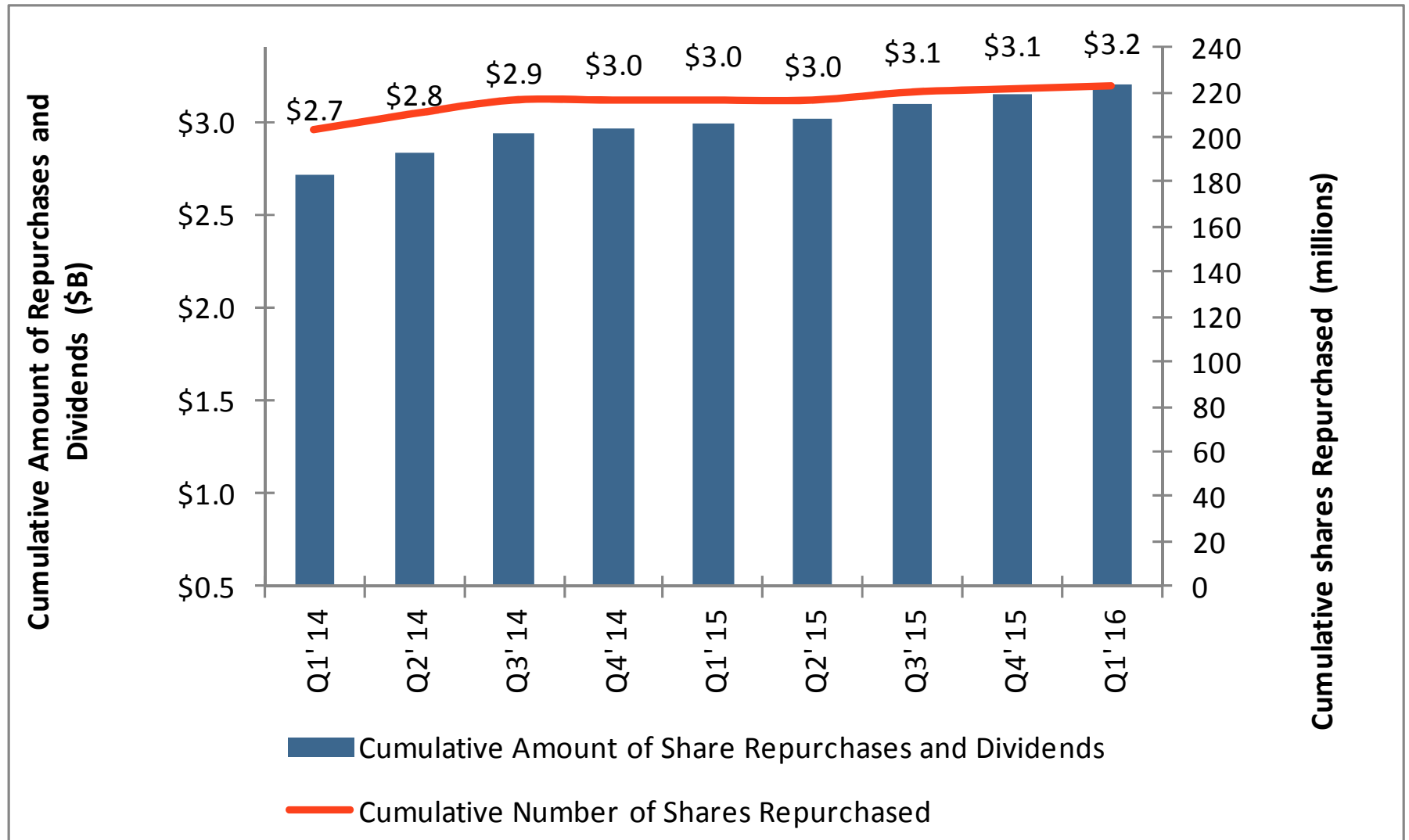
FCF Margin (%)



Source: Marvell

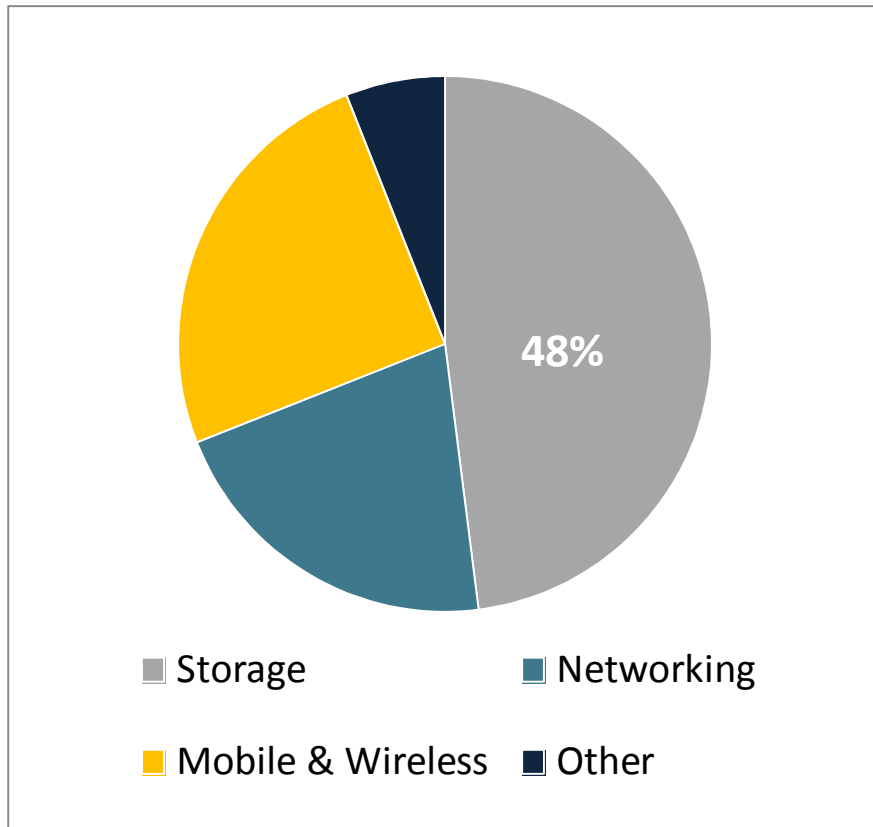
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Return of Capital



Source: Marvell

End Markets: Storage



FQ1 Highlights

- 48% of overall revenue
- Overall Storage revenue declined 20% q/q and decreased 16% y/y
- HDD declined on weaker HDD/PC market
- SSD declined as expected

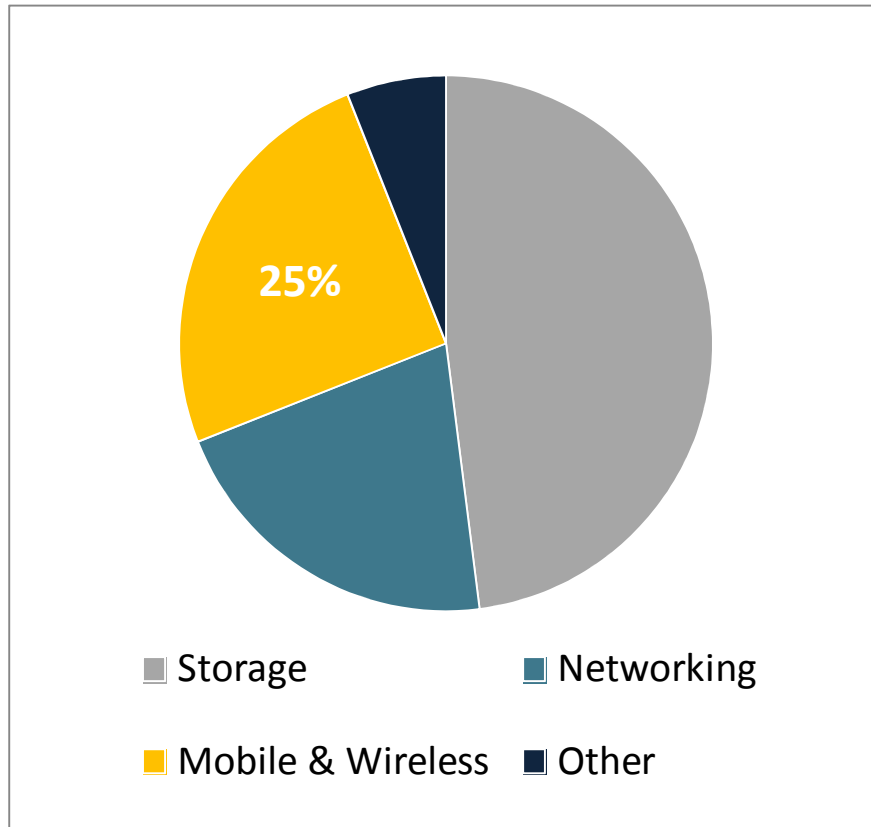
FQ2 Expectations

- Sequential decline on continued storage market weakness

Source: Marvell

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End Markets: Mobile & Wireless



FQ1 Highlights

- 25% of overall revenue
- Mobile & Wireless declined 13% q/q and decreased 44% y/y
- Mobile revenue weaker-than-expected due to soft China LTE environment
- Wireless connectivity performed slightly below expectations on soft mobile demand and gaming seasonality

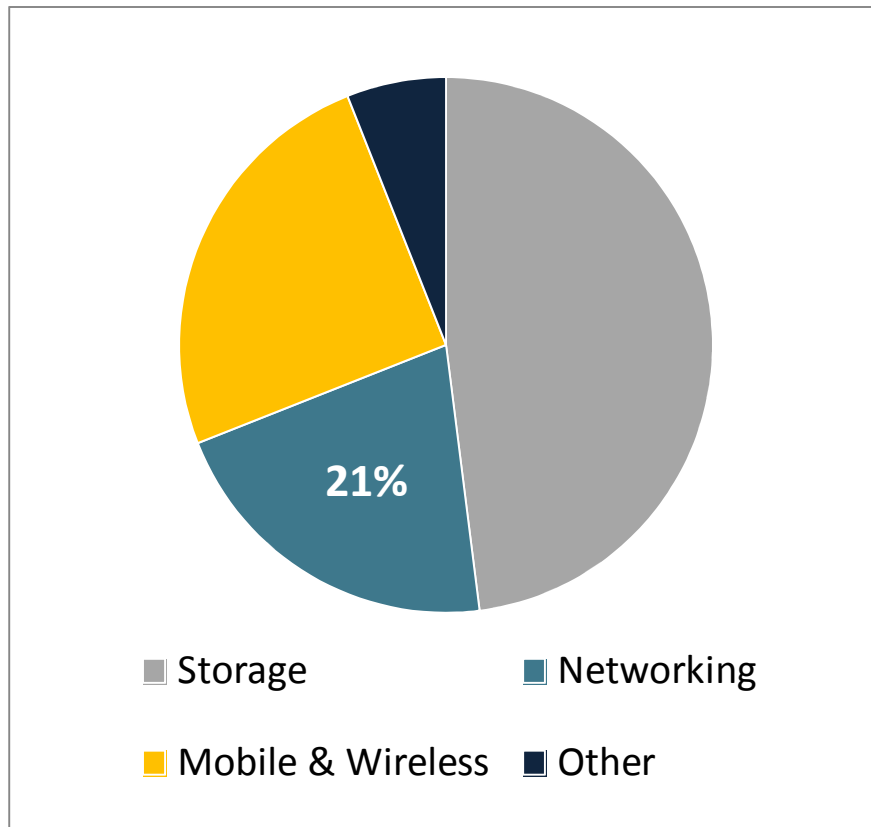
FQ2 Expectations

- Flat to up slightly from FQ1

Source: Marvell

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End Markets: Networking



FQ1 Highlights

- 21% of overall revenue
- Overall Networking declined 7% q/q and decreased 11% y/y
- Revenue decline on muted enterprise spending

FQ2 Expectations

- Flat with FQ1 on continued enterprise softness

Source: Marvell

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FQ2' 2016 Financial Outlook

FQ2' 2016 Outlook

	FQ1' 2016 Outlook
Revenue	\$710 to \$740 million
Non-GAAP Gross Margin	50.0% +/- 100 bps
Non-GAAP Operating Expense	\$305 million +/- \$10 million
Non-GAAP R&D Expense	\$253 million
Non-GAAP SG&A Expense	\$52 million
Other Income / (Expense)	\$2 million
Tax Expense	\$2 million
Non-GAAP EPS (diluted)	\$0.11 +/- \$0.01
GAAP EPS (diluted)	\$0.02 +/- \$0.01

Source: Marvell

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Financial Statements

Unaudited Statement of Operations

(In thousands, except per share amounts)

	<u>Q2'14</u>	<u>Q3'14</u>	<u>Q4'14</u>	<u>Q1'15</u>	<u>Q2'15</u>	<u>Q3'15</u>	<u>Q4'15</u>	<u>Q1'16</u>
Net revenue	\$ 807,056	\$ 931,226	\$ 931,749	\$ 957,830	\$ 961,545	\$ 930,136	\$ 857,452	\$ 724,288
Cost of goods sold	386,059	464,981	477,252	493,860	477,741	454,974	417,131	351,153
Gross profit	420,997	466,245	454,497	463,970	483,804	475,162	440,321	373,135
Operating expenses:								
Research and development	292,642	296,291	288,900	295,363	294,764	288,435	285,497	280,114
Selling and marketing	38,548	37,496	36,665	38,358	33,949	34,410	37,235	36,174
General and administrative	27,192	26,589	26,367	30,573	31,333	33,473	34,651	41,027
Amortization and write-off of acquired intangible assets	10,638	10,645	11,956	6,689	3,304	3,304	3,100	2,568
Total operating expenses	369,020	371,021	363,888	370,983	363,350	359,622	360,483	359,883
Operating income	51,977	95,224	90,609	92,987	120,454	115,540	79,838	13,252
Interest and other income, net	8,253	1,536	12,617	1,925	12,263	4,764	4,382	5,167
Income before income taxes	60,230	96,760	103,226	94,912	132,717	120,304	84,220	18,419
Provision (benefit) for income taxes	(1,596)	(6,396)	6,097	(4,567)	(6,153)	5,000	2,527	4,329
Net income	<u>\$ 61,826</u>	<u>\$ 103,156</u>	<u>\$ 97,129</u>	<u>\$ 99,479</u>	<u>\$ 138,870</u>	<u>\$ 115,304</u>	<u>\$ 81,693</u>	<u>\$ 14,090</u>
Net income per share - basic	<u>0.13</u>	<u>0.21</u>	<u>0.20</u>	<u>0.20</u>	<u>0.27</u>	<u>0.22</u>	<u>0.16</u>	<u>0.03</u>
Net income per share - diluted	<u>0.12</u>	<u>0.21</u>	<u>0.19</u>	<u>0.19</u>	<u>0.27</u>	<u>0.22</u>	<u>0.16</u>	<u>0.03</u>
Weighted average shares — basic	<u>494,293</u>	<u>491,979</u>	<u>497,620</u>	<u>505,105</u>	<u>511,821</u>	<u>513,859</u>	<u>513,574</u>	<u>516,228</u>
Weighted average shares — diluted	<u>500,625</u>	<u>501,189</u>	<u>510,449</u>	<u>520,751</u>	<u>520,269</u>	<u>519,907</u>	<u>522,112</u>	<u>527,167</u>

The following table presents details of total share-based compensation expense included in each functional line item in the unaudited condensed consolidated statements of income above:

Cost of goods sold	1,868	2,531	2,597	2,299	1,733	1,934	2,006	1,547
Research and development	28,982	30,084	27,087	20,368	24,276	24,198	25,590	24,781
Selling and marketing	3,648	3,738	3,162	2,928	2,617	2,855	3,069	2,577
General and administrative	6,593	6,848	5,222	4,374	6,394	5,307	7,298	4,316

Source: Marvell

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Unaudited Statement of Cash Flows

(In thousands)

	Q2'14	Q3'14	Q4'14	Q1'15	Q2'15	Q3'15	Q4'15	Q1'16
Cash flows from operating activities:								
Net income	\$ 61,826	\$ 103,156	\$ 97,129	\$ 99,479	\$ 138,870	\$ 115,304	\$ 81,693	\$ 14,090
Adjustments to reconcile net income to net cash provided by operating activities:								
Depreciation and amortization	25,697	25,913	26,176	27,006	26,263	26,515	26,464	26,620
Share-based compensation	41,091	43,201	38,068	29,969	35,020	34,294	37,963	33,221
Amortization and write-off of acquired intangible assets	10,638	10,645	12,037	7,174	3,789	3,789	3,585	3,053
Other expense (income), net	1,816	1,655	2,184	1,470	(7,596)	(6,034)	1,531	916
Gain from sale of a product line	-	-	(6,975)	-	-	-	-	-
Excess tax benefits from share-based compensation	(25)	(10)	22	(44)	(32)	(2)	(67)	(18)
Changes in assets and liabilities:								
Accounts receivable	(60,524)	(35,855)	13,233	(63,578)	33,419	53,434	10,890	27,141
Inventories	(64,170)	(45,157)	32,262	(3,105)	(43,194)	37,506	48,247	(31,318)
Prepaid expenses and other assets	12,503	(4,293)	8,365	(2,161)	(24,996)	18,536	1,496	1,065
Accounts payable	54,933	44,442	(88,520)	85,128	2,558	(70,749)	(60,808)	17,125
Accrued liabilities and other non-current liabilities	(13,013)	12,584	10,883	(7,134)	10,096	(24,997)	(7,989)	(11,576)
Accrued employee compensation	(471)	10,013	(19,752)	30,001	(7,451)	19,101	1,910	(14,424)
Deferred income	16,195	10,905	(24,623)	30,932	(9,792)	(12,053)	(2,714)	(7,027)
Net cash provided by operating activities	86,496	177,199	100,489	235,137	156,954	194,644	142,201	58,868
Cash flows from investing activities:								
Purchases of available-for-sale securities	(164,631)	(220,280)	(146,143)	(181,889)	(153,881)	(448,526)	(344,023)	(392,900)
Sales and maturities of available-for-sale securities	162,909	346,826	149,533	182,311	190,099	205,685	248,215	247,495
Net proceeds from sale of a product line	-	-	6,306	-	-	-	-	-
Investments in privately-held-companies	(750)	(1,119)	-	(441)	-	(260)	-	-
Proceeds from sales of equity investments	-	-	-	-	-	-	13,220	-
Purchases of technology licenses	(1,750)	(6,383)	(3,654)	(8,111)	(1,298)	(5,105)	(1,910)	(3,606)
Purchases of property and equipment	(18,981)	(14,222)	(13,310)	(16,131)	(15,823)	(16,661)	(14,415)	(7,334)
Purchase of equipment previously leased	-	-	-	-	-	-	-	(10,240)
Net cash provided by (used in) investing activities	(23,203)	104,822	(7,268)	(24,261)	19,097	(264,867)	(98,913)	(166,585)
Cash flows from financing activities:								
Repurchase of common stock	(88,114)	(71,477)	-	-	-	(43,774)	(21,188)	(20,273)
Proceeds from employee stock plans	53,316	24,155	107,686	19,092	49,282	2,934	41,049	13,013
Minimum tax withholding paid on behalf of employees for net share settlement	(510)	(518)	(466)	(24,286)	(637)	(663)	(908)	(22,310)
Dividend payment to shareholders	(29,791)	(29,516)	(29,889)	(30,172)	(30,820)	(30,867)	(30,942)	(30,910)
Payments on technology license obligations	(984)	-	(1,110)	-	(2,677)	(5,951)	(4,382)	(4,067)
Excess tax benefits from share-based compensation	25	10	(22)	44	32	2	67	18
Net cash provided by (used in) financing activities	(66,058)	(77,346)	76,199	(35,322)	15,180	(78,319)	(16,304)	(64,529)
Net increase (decrease) in cash and cash equivalents	(2,765)	204,675	169,420	175,554	191,231	(148,542)	26,984	(172,246)
Cash and cash equivalents at beginning of period	594,420	591,655	796,330	965,750	1,141,304	1,332,535	1,183,993	1,210,977
Cash and cash equivalents at end of period	\$ 591,655	\$ 796,330	\$ 965,750	\$ 1,141,304	\$ 1,332,535	\$ 1,183,993	\$ 1,210,977	\$ 1,038,731
Unaudited Supplemental Financial Information								
GAAP net cash provided by operating activities	\$ 86,496	\$ 177,199	\$ 100,489	\$ 235,137	\$ 156,954	\$ 194,644	\$ 142,201	\$ 58,868
Purchases of technology licenses	(1,750)	(6,383)	(3,654)	(8,111)	(1,298)	(5,105)	(1,910)	(3,606)
Purchases of property and equipment	(18,981)	(14,222)	(13,310)	(16,131)	(15,823)	(16,661)	(14,415)	(7,334)
Payment on technology license obligations	(984)	-	(1,110)	-	(2,677)	(5,951)	(4,382)	(4,067)
Free cash flow	\$ 64,781	\$ 156,594	\$ 82,415	\$ 210,895	\$ 137,156	\$ 166,927	\$ 121,494	\$ 43,861

Unaudited Balance Sheet

(In thousands)

	<u>Q2'14</u>	<u>Q3'14</u>	<u>Q4'14</u>	<u>Q1'15</u>	<u>Q2'15</u>	<u>Q3'15</u>	<u>Q4'15</u>	<u>Q1'16</u>
Assets								
Current assets:								
Cash, cash equivalents, and short-term investments	\$ 1,726,198	\$ 1,804,068	\$ 1,969,405	\$ 2,146,445	\$ 2,300,004	\$ 2,402,778	\$ 2,529,555	\$ 2,500,915
Accounts receivable, net	430,874	466,729	453,496	517,074	498,484	445,050	420,955	393,814
Inventories	335,320	380,412	347,861	350,649	393,957	356,417	308,162	339,859
Prepaid expenses and other current assets	66,238	66,450	68,458	72,815	96,561	82,117	85,368	91,151
Total current assets	2,558,630	2,717,659	2,839,220	3,086,983	3,289,006	3,286,362	3,344,040	3,325,739
Property and equipment, net	363,486	358,150	356,165	349,321	344,836	343,101	340,639	325,754
Long-term investments	16,299	16,158	16,279	13,456	13,422	10,077	10,226	10,111
Goodwill and acquired intangible assets, net	2,104,255	2,093,610	2,078,980	2,071,806	2,068,017	2,064,228	2,060,643	2,057,590
Other non-current assets	161,574	162,379	160,366	161,406	150,413	145,039	128,839	122,855
Total assets	<u>\$ 5,204,244</u>	<u>\$ 5,347,956</u>	<u>\$ 5,451,010</u>	<u>\$ 5,682,972</u>	<u>\$ 5,865,694</u>	<u>\$ 5,848,807</u>	<u>\$ 5,884,387</u>	<u>\$ 5,842,049</u>
Liabilities and Shareholders' Equity								
Current liabilities:								
Accounts payable	\$ 355,164	\$ 400,403	\$ 316,389	\$ 409,005	\$ 415,718	\$ 341,431	\$ 282,899	\$ 297,050
Accrued liabilities	242,953	270,199	273,170	288,076	293,378	293,143	286,357	258,345
Deferred income	75,465	86,370	61,747	92,679	82,887	70,834	68,120	61,093
Total current liabilities	673,582	756,972	651,306	789,760	791,983	705,408	637,376	616,488
Other non-current liabilities	138,152	127,765	123,794	123,725	112,177	109,489	100,922	94,289
Total liabilities	811,734	884,737	775,100	913,485	904,160	814,897	738,298	710,777
Shareholders' equity:								
Common stock	2,802,304	2,797,744	2,942,655	2,967,113	3,050,892	3,042,422	3,100,578	3,102,809
Accumulated other comprehensive income (loss)	(1,572)	57	597	409	627	(2,964)	308	80
Retained earnings	1,591,778	1,665,418	1,732,658	1,801,965	1,910,015	1,994,452	2,045,203	2,028,383
Total shareholders' equity	4,392,510	4,463,219	4,675,910	4,769,487	4,961,534	5,033,910	5,146,089	5,131,272
Total liabilities and shareholders' equity	<u>\$ 5,204,244</u>	<u>\$ 5,347,956</u>	<u>\$ 5,451,010</u>	<u>\$ 5,682,972</u>	<u>\$ 5,865,694</u>	<u>\$ 5,848,807</u>	<u>\$ 5,884,387</u>	<u>\$ 5,842,049</u>

Source: Marvell

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Unaudited GAAP to Non-GAAP Reconciliations (In thousands, except per share amounts)

	Q2'14	Q3'14	Q4'14	Q1'15	Q2'15	Q3'15	Q4'15	Q1'16
GAAP Net income	\$ 61,826	\$ 103,156	\$ 97,129	\$ 99,479	\$ 138,870	\$ 115,304	\$ 81,693	\$ 14,090
(1) Cost of goods sold								
Share-based compensation	1,868	2,531	2,597	2,299	1,733	1,934	2,006	1,547
Amortization of acquired intangible assets	-	-	228	925	925	925	925	925
Litigation settlement	4,728	-	9,500	-	-	(3,998)	-	(1,700)
Other	-	-	-	-	-	-	1,000	-
(2) Research and development:								
Share-based compensation	28,982	30,084	27,087	20,368	24,276	24,198	25,590	24,781
Acquisition related costs	(1,135)	414	116	-	-	-	-	-
Restructuring and other exit related	-	4,613	829	4,682	412	88	67	-
(3) Selling and marketing:								
Share-based compensation	3,648	3,738	3,162	2,928	2,617	2,855	3,069	2,577
Acquisition related costs	34	-	-	-	-	-	-	-
Restructuring and other exit related	-	795	-	48	(48)	-	-	-
Litigation settlement	-	-	-	-	-	1,600	-	-
(4) General and administrative:								
Share-based compensation	6,593	6,848	5,222	4,374	6,394	5,307	7,298	4,316
Acquisition related costs	20	19	5	-	-	-	-	-
Restructuring and other exit related	178	527	118	358	371	1,115	3,345	592
Litigation settlement	500	-	-	2,000	475	-	-	-
Other	-	-	-	-	2,155	2,318	2,764	18,302
(5) Other operating costs and expenses:								
Amortization and write-off of acquired intangible assets	10,638	10,645	11,956	6,689	3,304	3,304	3,100	2,568
(6) Gain from sale of a product line:	-	-	(6,975)	-	-	-	-	-
(7) Provision for income taxes:								
Other	-	-	-	-	-	-	-	3,080
Non-GAAP Net income	\$ 117,880	\$ 163,370	\$ 150,974	\$ 144,150	\$ 181,484	\$ 154,950	\$ 130,857	\$ 71,078
Non-GAAP Operating income	\$ 108,031	\$ 155,438	\$ 151,429	\$ 137,658	\$ 163,068	\$ 155,186	\$ 129,002	\$ 67,160
GAAP Weighted average shares — diluted	500,625	501,189	510,449	520,751	520,269	519,907	522,112	527,167
Non-GAAP adjustment	15,021	13,014	12,932	9,625	13,201	12,905	10,688	7,993
Non-GAAP Weighted average shares — diluted	515,646	514,203	523,381	530,376	533,470	532,812	532,800	535,160

Source: Marvell

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