

# Marvell Technology Group

Investor Relations

FQ2' 2014 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, gross margin, R&D expense, SG&A expense, other income/expense, tax expense and EPS for the third quarter of fiscal 2014; payment and timing of a quarterly dividend; and expectations in each of the end markets we serve (Mobile & Wireless; Storage; and Networking). 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 of risks 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; uncertainty in the worldwide economic conditions; 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; our ability to recruit and retain skilled personnel; our ability to generate cash flows; 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 Form 10-Q for the quarter ended May 4, 2013 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 third quarter of fiscal 2014 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, 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 August 21, 2013. Our financial outlook for the third quarter of fiscal 2014 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 stock-based compensation, amortization of acquired intangible assets, acquisition-related costs, restructuring costs, and certain one-time expenses or benefits. We believe that the presentation of non-GAAP financial measures provide 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](http://www.marvell.com).

# FQ2' 2014 Financial Results

# Key Highlights from FQ2' 2014 Results

## Revenue

- Revenue of \$807M an increase of +10% sequentially
- Better than expected demand in Storage and share gains
- Double-digit growth in both Mobile and Wireless
- Slight sequential decline in Networking

## Non-GAAP EPS & Profitability

- EPS: \$0.23
- Gross margin: 53%
- Operating margin: 13.4%
- FCF margin: 8%

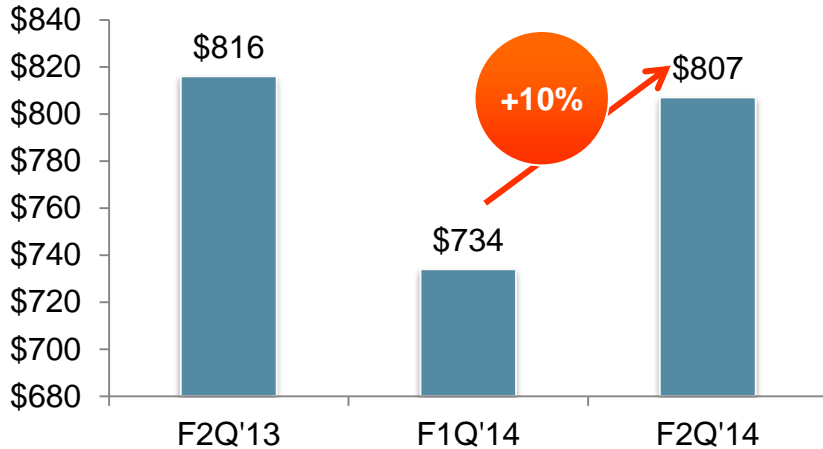
## Shareholder Capital Returns

- Share repurchases: 7.2 million shares
- Quarterly payment of \$30 million in dividends or 6 cents per share

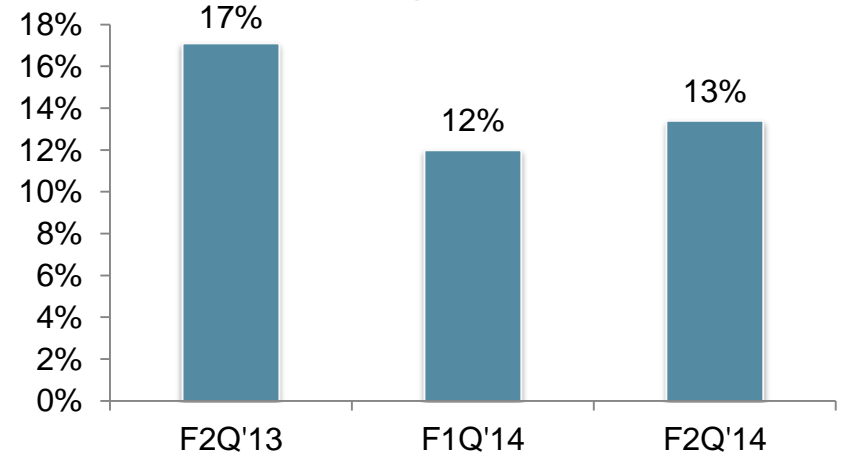
Source: Marvell

# FQ2' 2014 Financial Summary

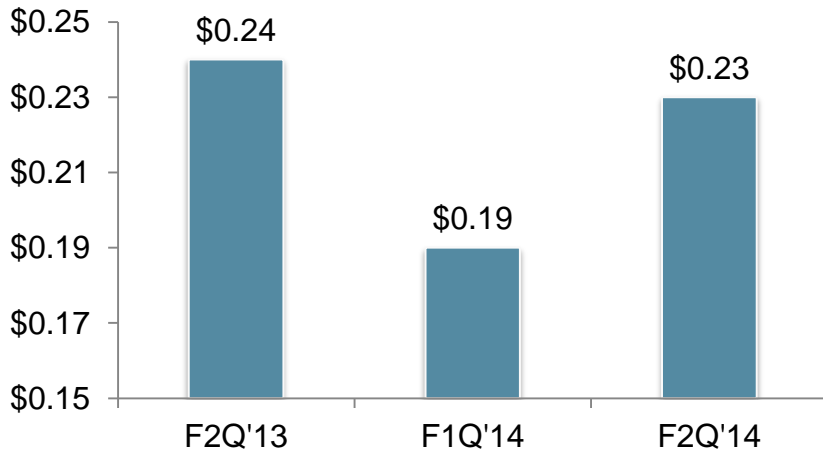
## Revenue (\$M)



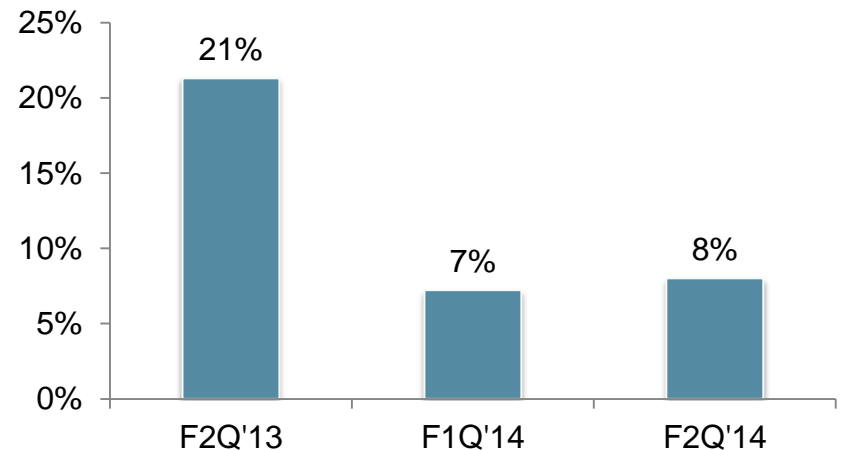
## Non-GAAP Operating Margin (%)



## Non-GAAP EPS (\$)

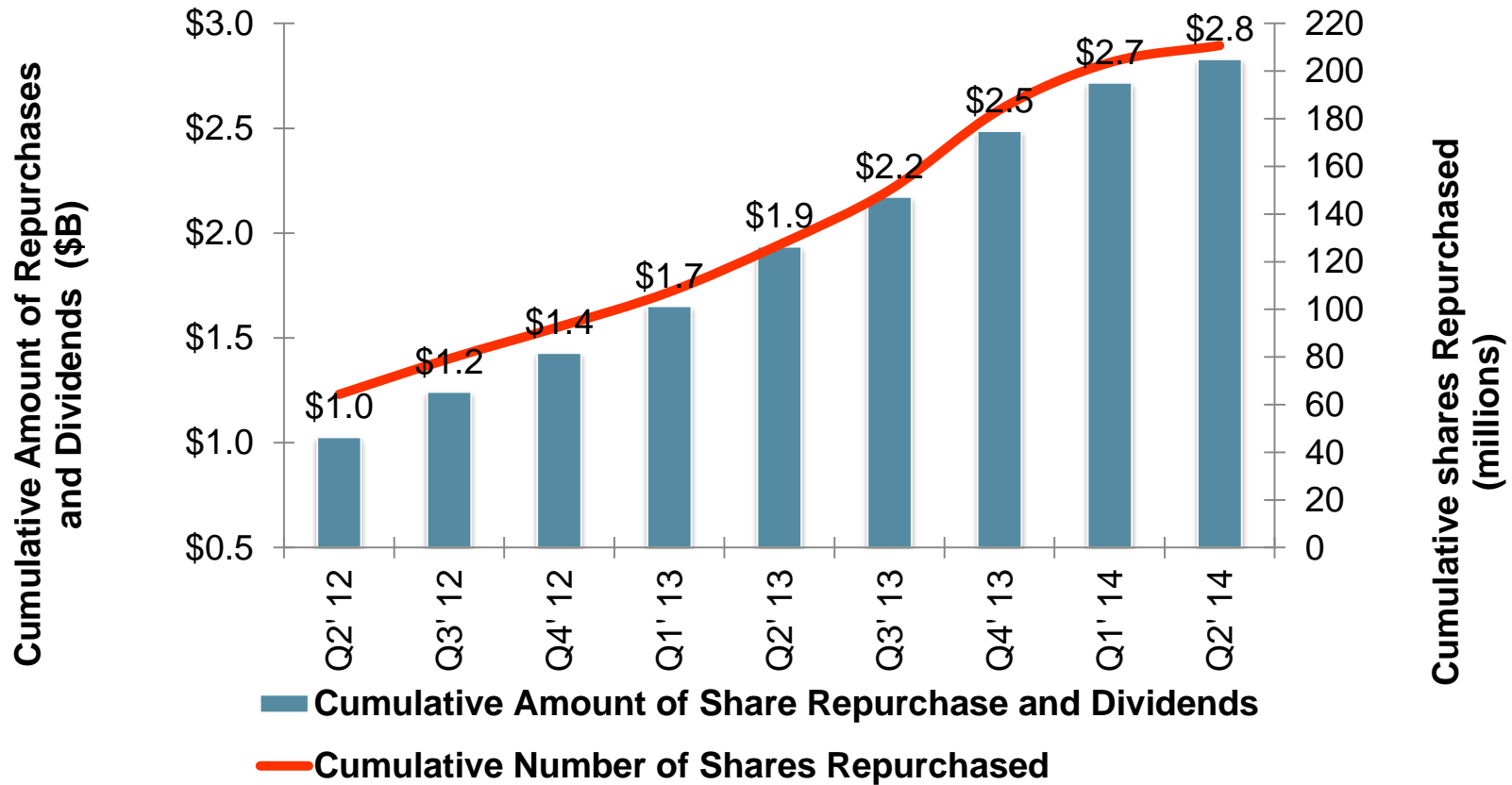


## FCF Margin (%)



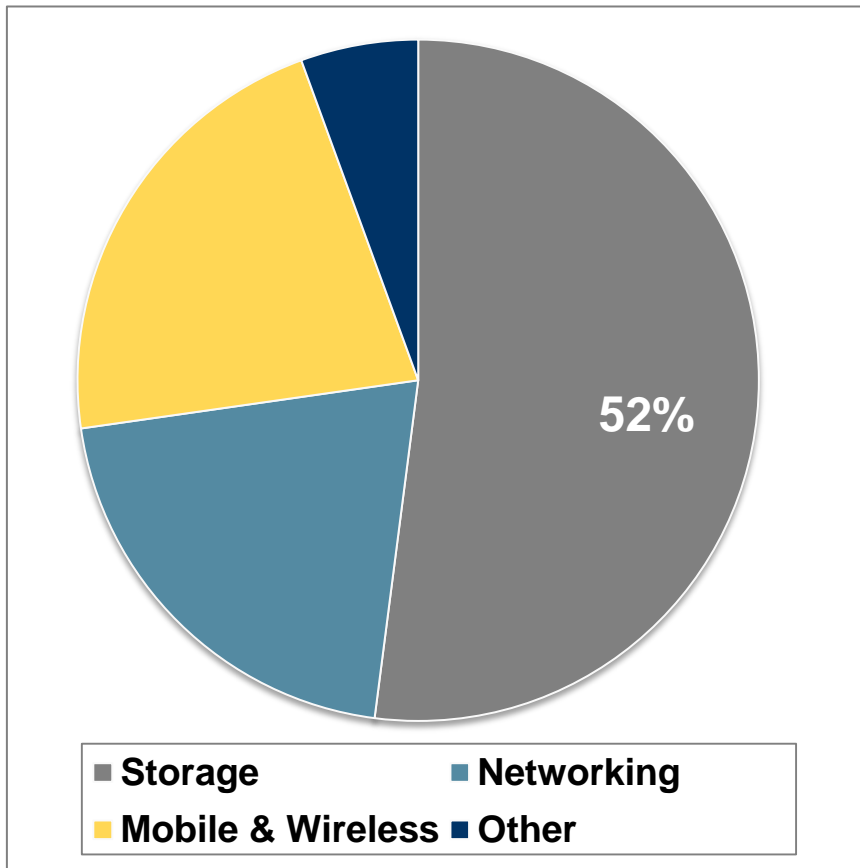
Source: Marvell

# Return of Capital



Source: Marvell

# End Markets: Storage



Source: Marvell

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## FQ2 Highlights

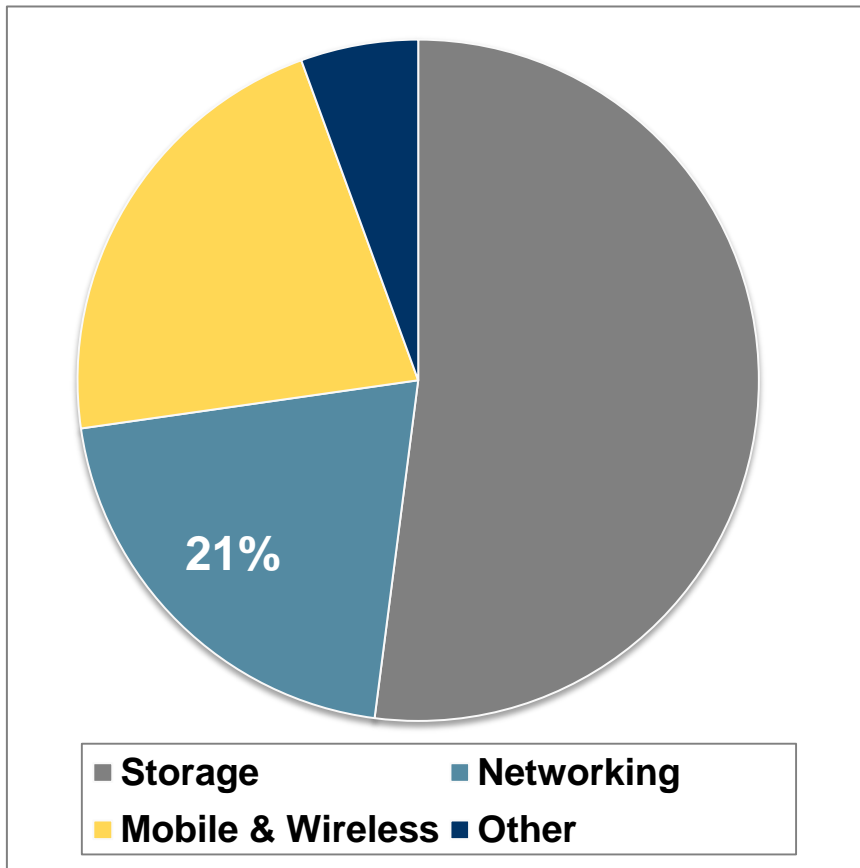
- 52% of overall revenue
- Overall Storage growth of +8% q/q and +10% y/y
- Continued stable HDD TAM and increasing demand from non-PC applications
- Continued share gains in HDDs within enterprise and near-line
- Strong double-digit growth for SSDs from multiple Tier 1 OEMs

## FQ3 Expectations

- Overall Storage revenue to be flat sequentially
- Growth in SSDs offset by slight decline in HDDs



# End Markets: Networking



Source: Marvell

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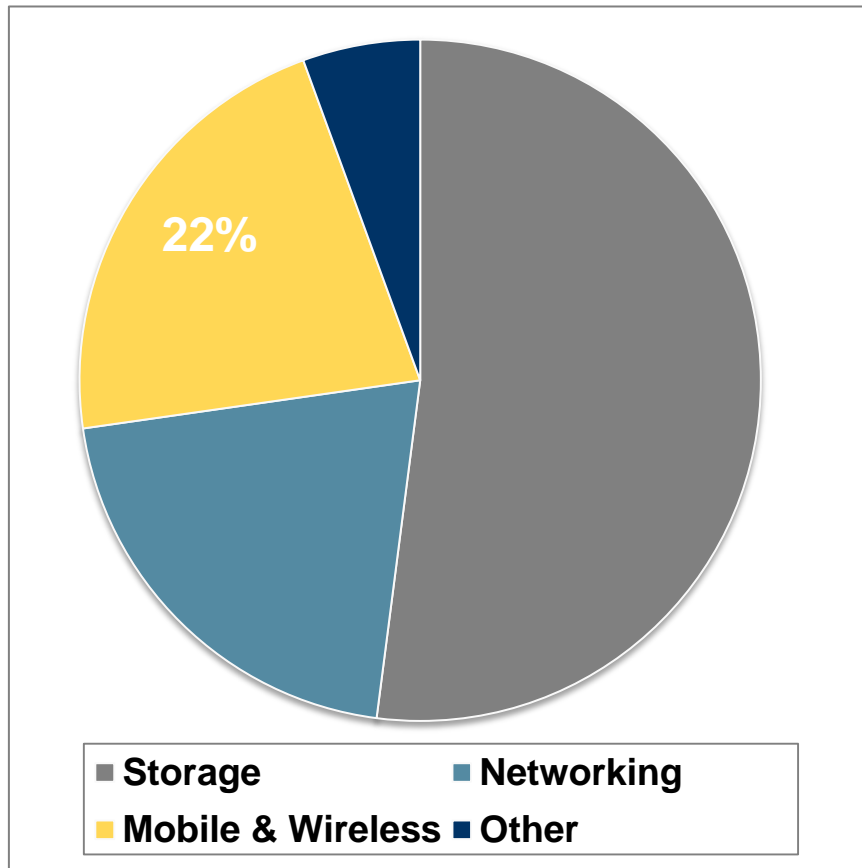
## FQ2 Highlights

- 21% of overall revenue and a -4% sequential decrease
- Sequential growth in core enterprise networking offset by softness in PON
- Continued traction in NPU's with over +20% sequential revenue growth
- Introduced 28nm Pretera DX packet processor family targeting SDN and Mobile Infrastructure

## FQ3 Expectations

- Revenue increase of low-single digit percentage sequentially
- Growth driven by NPUs and core Enterprise Networking products

# End Markets: Mobile & Wireless



Source: Marvell

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## FQ2 Highlights

- 22% of overall revenue and strong growth of +30% sequentially
- Dual-core 3G platform in mass production at multiple Tier 1 OEMs
- On track to complete 4G LTE certification by end of 2013
- Continued traction for 2x2 and 4x4 combo connectivity solutions

## FQ3 Expectations

- Revenue increase of double-digits percentage sequentially for both Mobile and Wireless Connectivity
- Production ramp of quad-core 3G platform solution
- Production ramp of connectivity for new game consoles and new 3G handsets and tablets

# FQ3' 2014 Financial Outlook

# FQ3' 2014 Outlook

|                            | FQ3' 2014 Outlook              |
|----------------------------|--------------------------------|
| Revenue                    | \$850 to \$890 million         |
| Non-GAAP Gross Margin      | 51% +/- 100 bps                |
| Non-GAAP Operating Expense | \$315 million +/- \$10 million |
| Non-GAAP R&D Expense       | \$260 million                  |
| Non-GAAP SG&A Expense      | \$55 million                   |
| Other Income / (Expense)   | \$2 million                    |
| Tax Expense                | \$2 million                    |
| Non-GAAP EPS               | \$0.25 +/- \$0.02              |
| GAAP EPS                   | \$0.15 +/- \$0.02              |

Source: Marvell

# Financial Statements

# Unaudited Statement of Operations

## (In thousands, except per share amounts)

|  | Q3'12      | Q4'12      | Q1'13      | Q2'13      | Q3'13      | Q4'13      | Q1'14      | Q2'14      |
|--|------------|------------|------------|------------|------------|------------|------------|------------|
| Net revenue  | \$ 950,417 | \$ 742,701 | \$ 796,351 | \$ 816,104 | \$ 780,881 | \$ 775,294 | \$ 734,369 | \$ 807,056 |
| Cost of goods sold                                       | 412,100    | 341,113    | 366,322    | 381,839    | 374,503    | 370,833    | 335,438    | 386,059    |
| Gross profit   | 538,317    | 401,588    | 430,029    | 434,265    | 406,378    | 404,461    | 398,931    | 420,997    |
| Operating expenses:                                      |            |            |            |            |            |            |            |            |
| Research and development                                 | 266,255    | 255,282    | 255,970    | 264,175    | 263,615    | 273,685    | 279,052    | 292,642    |
| Selling and marketing                                    | 40,500     | 40,392     | 40,066     | 41,034     | 38,398     | 42,319     | 39,989     | 38,548     |
| General and administrative                               | 29,021     | 23,184     | 25,705     | 25,718     | 24,514     | 32,577     | 26,323     | 27,192     |
| Amortization and write-off of acquired intangible assets | 11,155     | 12,723     | 14,355     | 13,023     | 13,054     | 12,268     | 10,686     | 10,638     |
| Total operating expenses                                 | 346,931    | 331,581    | 336,096    | 343,950    | 339,581    | 360,849    | 356,050    | 369,020    |
| Operating income   | 191,386    | 70,007     | 93,933     | 90,315     | 66,797     | 43,612     | 42,881     | 51,977     |
| Interest and other income, net                           | 7,729      | 5,338      | 1,057      | 5,864      | 2,387      | 6,225      | 3,160      | 8,253      |
| Income before income taxes                               | 199,115    | 75,345     | 94,990     | 96,179     | 69,184     | 49,837     | 46,041     | 60,230     |
| Provision (benefit) for income taxes                     | 3,994      | (5,372)    | 447        | 3,105      | 368        | (315)      | (7,168)    | (1,596)    |
| Net income   | \$ 195,121 | \$ 80,717  | \$ 94,543  | \$ 93,074  | \$ 68,816  | \$ 50,152  | \$ 53,209  | \$ 61,826  |
| Net income per share - basic                             | 0.32       | 0.14       | 0.16       | 0.17       | 0.12       | 0.10       | 0.11       | 0.13       |
| Net income per share - diluted                           | 0.32       | 0.13       | 0.16       | 0.16       | 0.12       | 0.09       | 0.11       | 0.12       |
| Weighted average shares — basic                          | 600,504    | 583,466    | 580,024    | 562,362    | 553,049    | 525,804    | 502,180    | 494,293    |
| Weighted average shares — diluted                        | 613,499    | 599,300    | 594,739    | 570,325    | 559,348    | 528,082    | 505,387    | 500,625    |

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

|                            |        |        |        |        |        |        |        |        |
|----------------------------|--------|--------|--------|--------|--------|--------|--------|--------|
| Cost of goods sold         | 1,940  | 1,444  | 2,123  | 1,775  | 1,944  | 2,300  | 1,867  | 1,868  |
| Research and development   | 21,905 | 22,298 | 17,174 | 22,413 | 22,565 | 24,997 | 23,279 | 28,982 |
| Selling and marketing      | 3,402  | 3,657  | 3,036  | 3,458  | 3,101  | 3,683  | 3,392  | 3,648  |
| General and administrative | 3,364  | 4,018  | 4,859  | 5,582  | 2,764  | 5,506  | 4,975  | 6,593  |

Source: Marvell

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# Unaudited Statement of Cash Flows

## (In thousands)

|   | Q3'12      | Q4'12      | Q1'13      | Q2'13      | Q3'13      | Q4'13      | Q1'14      | Q2'14      |
|---|------------|------------|------------|------------|------------|------------|------------|------------|
| <b>Cash flows from operating activities:</b>                                      |            |            |            |            |            |            |            |            |
| Net income  | \$ 195,121 | \$ 80,717  | \$ 94,543  | \$ 93,074  | \$ 68,816  | \$ 50,152  | \$ 53,209  | \$ 61,826  |
| Adjustments to reconcile net income to net cash provided by operating activities: |            |            |            |            |            |            |            |            |
| Depreciation and amortization   | 20,179     | 21,801     | 21,199     | 21,285     | 22,317     | 26,227     | 24,966     | 25,697     |
| Stock-based compensation  | 30,611     | 31,416     | 27,192     | 33,228     | 30,374     | 36,486     | 33,513     | 41,091     |
| Amortization of acquired intangible assets and write-off                          | 11,155     | 12,723     | 14,355     | 13,023     | 13,054     | 12,268     | 10,686     | 10,638     |
| Other expense, net  | 4,266      | 3,779      | 2,903      | 2,272      | 1,260      | 957        | 2,523      | 1,816      |
| Excess tax benefits from stock-based compensation                                 | (85)       | (65)       | (41)       | (3)        | (5)        | (9)        | (7)        | (25)       |
| Changes in assets and liabilities:  |            |            |            |            |            |            |            |            |
| Accounts receivable   | (45,351)   | 46,252     | (10,119)   | 26,610     | 16,002     | 44,532     | (40,112)   | (60,524)   |
| Inventories   | 12,037     | (37,142)   | 201        | 7,832      | 21,601     | 73,468     | (20,123)   | (64,170)   |
| Prepaid expenses and other assets   | 16,791     | (6,738)    | 4,242      | 11,393     | 358        | (15,861)   | 6,802      | 12,503     |
| Accounts payable  | (2,806)    | (51,288)   | 21,249     | 6,288      | (54,674)   | 2,833      | 28,936     | 54,933     |
| Accrued liabilities and other non-current liabilities                             | (17,939)   | (3,583)    | 18,143     | (4,204)    | (3,653)    | (2,272)    | (20,081)   | (13,013)   |
| Accrued employee compensation   | 36,191     | (19,489)   | (648)      | (24,033)   | 29,509     | (24,878)   | 4,423      | (471)      |
| Deferred income   | 1,417      | (9,285)    | 5,454      | 2,427      | (8,382)    | 692        | (880)      | 16,195     |
| Net cash provided by operating activities   | 261,587    | 69,098     | 198,673    | 189,192    | 136,577    | 204,595    | 83,855     | 86,496     |
| <b>Cash flows from investing activities:</b>                                      |            |            |            |            |            |            |            |            |
| Purchases of available-for-sale securities  | (443,008)  | (268,804)  | (421,652)  | (225,255)  | (558,457)  | (338,538)  | (306,838)  | (164,631)  |
| Sales and maturities of available-for-sale securities                             | 402,145    | 378,950    | 558,777    | 322,532    | 436,435    | 517,911    | 335,771    | 162,909    |
| Investments in privately-held-companies   | (1,250)    | (500)      | (5,000)    | (750)      | -          | (3,000)    | -          | (750)      |
| Cash paid for acquisitions, net   | (2,000)    | (75,156)   | -          | -          | (1,000)    | -          | (2,551)    | -          |
| Purchases of technology licenses  | (2,978)    | (4,230)    | (2,045)    | (4,407)    | (4,235)    | (24,315)   | (5,860)    | (1,750)    |
| Purchases of property and equipment   | (20,085)   | (26,449)   | (18,904)   | (10,830)   | (19,356)   | (19,096)   | (20,080)   | (18,981)   |
| Net cash (used in) provided by investing activities                               | (67,176)   | 3,811      | 111,176    | 81,290     | (146,613)  | 132,962    | 442        | (23,203)   |
| <b>Cash flows from financing activities:</b>                                      |            |            |            |            |            |            |            |            |
| Repurchase of common stock  | (215,155)  | (186,480)  | (223,157)  | (250,327)  | (202,987)  | (260,464)  | (216,694)  | (88,114)   |
| Proceeds from employee stock plans  | 8,942      | 50,474     | 17,803     | 39,526     | 8,915      | 38,692     | 19,805     | 53,316     |
| Minimum tax withholding paid on behalf of employees for net share settlement      | (304)      | (3,010)    | (8,879)    | (598)      | (345)      | (277)      | (9,378)    | (510)      |
| Dividend payment to shareholders  | -          | -          | -          | (33,537)   | (33,476)   | (31,748)   | (30,253)   | (29,791)   |
| Payment on technology license obligations   | -          | -          | -          | -          | -          | -          | (5,317)    | (984)      |
| Excess tax benefits from stock-based compensation                                 | 85         | 65         | 41         | 3          | 5          | 9          | 7          | 25         |
| Net cash used in financing activities   | (206,432)  | (138,951)  | (214,192)  | (244,933)  | (227,888)  | (253,788)  | (241,830)  | (66,058)   |
| Net increase (decrease) in cash and cash equivalents                              | (12,021)   | (66,042)   | 95,657     | 25,549     | (237,924)  | 83,769     | (157,533)  | (2,765)    |
| Cash and cash equivalents at beginning of period                                  | 862,965    | 850,944    | 784,902    | 880,559    | 906,108    | 668,184    | 751,953    | 594,420    |
| Cash and cash equivalents at end of period  | \$ 850,944 | \$ 784,902 | \$ 880,559 | \$ 906,108 | \$ 668,184 | \$ 751,953 | \$ 594,420 | \$ 591,655 |

Source: Marvell

# Unaudited Balance Sheet

## (In thousands)

|  | Q3'12        | Q4'12        | Q1'13        | Q2'13        | Q3'13        | Q4'13        | Q1'14        | Q2'14        |
|--|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| <b>Assets</b>                                      |              |              |              |              |              |              |              |              |
| Current assets:                                    |              |              |              |              |              |              |              |              |
| Cash, cash equivalents, and short-term investments | \$ 2,424,698 | \$ 2,246,498 | \$ 2,202,681 | \$ 2,134,193 | \$ 2,016,799 | \$ 1,918,990 | \$ 1,732,643 | \$ 1,726,198 |
| Accounts receivable, net                           | 451,108      | 407,263      | 417,382      | 390,772      | 374,770      | 330,238      | 370,350      | 430,874      |
| Inventories  | 309,968      | 354,119      | 353,387      | 345,712      | 323,997      | 250,420      | 270,652      | 335,320      |
| Prepaid expenses and other current assets          | 61,741       | 71,081       | 68,176       | 58,904       | 62,264       | 85,698       | 79,269       | 66,238       |
| Total current assets                               | 3,247,515    | 3,078,961    | 3,041,626    | 2,929,581    | 2,777,830    | 2,585,346    | 2,452,914    | 2,558,630    |
| Property and equipment, net                        | 359,175      | 369,426      | 368,077      | 366,935      | 362,297      | 372,971      | 370,634      | 363,486      |
| Long-term investments                              | 23,218       | 23,215       | 23,215       | 18,103       | 18,103       | 16,769       | 16,550       | 16,299       |
| Goodwill and acquired intangible assets, net       | 2,112,094    | 2,173,496    | 2,159,141    | 2,146,118    | 2,134,061    | 2,121,793    | 2,114,893    | 2,104,255    |
| Other non-current assets                           | 125,373      | 122,521      | 126,466      | 123,815      | 133,663      | 164,885      | 166,176      | 161,574      |
| Total assets                                       | \$ 5,867,375 | \$ 5,767,619 | \$ 5,718,525 | \$ 5,584,552 | \$ 5,425,954 | \$ 5,261,764 | \$ 5,121,167 | \$ 5,204,244 |
| <b>Liabilities and Shareholders' Equity</b>        |              |              |              |              |              |              |              |              |
| Current liabilities:                               |              |              |              |              |              |              |              |              |
| Accounts payable                                   | \$ 355,404   | \$ 304,695   | \$ 323,392   | \$ 335,100   | \$ 291,366   | \$ 286,552   | \$ 307,393   | \$ 355,164   |
| Accrued liabilities                                | 237,119      | 224,900      | 244,739      | 223,508      | 249,645      | 261,186      | 246,432      | 242,953      |
| Deferred income                                    | 69,244       | 59,959       | 65,413       | 67,840       | 59,458       | 60,150       | 59,270       | 75,465       |
| Total current liabilities                          | 661,767      | 589,554      | 633,544      | 626,448      | 600,469      | 607,888      | 613,095      | 673,582      |
| Other non-current liabilities                      | 166,309      | 164,047      | 162,451      | 154,990      | 149,191      | 169,281      | 155,631      | 138,152      |
| Total liabilities                                  | 828,076      | 753,601      | 795,995      | 781,438      | 749,660      | 777,169      | 768,726      | 811,734      |
| Shareholders' equity:                              |              |              |              |              |              |              |              |              |
| Common stock                                       | 3,791,348    | 3,684,279    | 3,496,707    | 3,318,693    | 3,154,536    | 2,946,660    | 2,790,522    | 2,802,304    |
| Accumulated other comprehensive income (loss)      | (295)        | 776          | 2,317        | 1,378        | 3,375        | 1,148        | 2,176        | (1,572)      |
| Retained earnings                                  | 1,248,246    | 1,328,963    | 1,423,506    | 1,483,043    | 1,518,383    | 1,536,787    | 1,559,743    | 1,591,778    |
| Total shareholders' equity                         | 5,039,299    | 5,014,018    | 4,922,530    | 4,803,114    | 4,676,294    | 4,484,595    | 4,352,441    | 4,392,510    |
| Total liabilities and shareholders' equity         | \$ 5,867,375 | \$ 5,767,619 | \$ 5,718,525 | \$ 5,584,552 | \$ 5,425,954 | \$ 5,261,764 | \$ 5,121,167 | \$ 5,204,244 |

Source: Marvell



# Unaudited GAAP to Non-GAAP Reconciliations

## (In thousands, except per share amounts)

|  | Q3'12             | Q4'12             | Q1'13             | Q2'13             | Q3'13             | Q4'13             | Q1'14            | Q2'14             |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|------------------|-------------------|
| GAAP Net income                                  | \$ 195,121        | \$ 80,717         | \$ 94,543         | \$ 93,074         | \$ 68,816         | \$ 50,152         | \$ 53,209        | \$ 61,826         |
| (1) Cost of goods sold                           |                   |                   |                   |                   |                   |                   |                  |                   |
| Stock-based compensation                         | 1,940             | 1,444             | 2,123             | 1,775             | 1,944             | 2,300             | 1,867            | 1,868             |
| Acquisition related costs                        | -                 | 1,457             | 1,929             | 1,054             | -                 | -                 | -                | -                 |
| Legal/Tax related matters                        | -                 | -                 | -                 | -                 | -                 | 5,698             | -                | 4,728             |
| (2) Research and development:                    |                   |                   |                   |                   |                   |                   |                  |                   |
| Stock-based compensation                         | 21,905            | 22,298            | 17,174            | 22,413            | 22,565            | 24,997            | 23,279           | 28,982            |
| Acquisition related costs                        | -                 | 279               | 442               | 466               | 458               | 262               | 400              | (1,135)           |
| Restructuring                                    | 1                 | 420               | 2                 | 42                | 2                 | 1                 | -                | -                 |
| Legal/Tax related matters                        | 3,137             | -                 | -                 | -                 | -                 | (690)             | -                | -                 |
| (3) Selling and marketing:                       |                   |                   |                   |                   |                   |                   |                  |                   |
| Stock-based compensation                         | 3,402             | 3,657             | 3,036             | 3,458             | 3,101             | 3,683             | 3,392            | 3,648             |
| Acquisition related costs                        | -                 | 40                | 46                | 50                | 57                | 14                | 45               | 34                |
| Restructuring                                    | -                 | 8                 | (7)               | 7                 | (3)               | -                 | -                | -                 |
| (4) General and administrative:                  |                   |                   |                   |                   |                   |                   |                  |                   |
| Stock-based compensation                         | 3,364             | 4,018             | 4,859             | 5,582             | 2,764             | 5,506             | 4,975            | 6,593             |
| Acquisition related costs                        | -                 | 185               | 39                | 7                 | 8                 | 19                | 20               | 20                |
| Restructuring                                    | 104               | 137               | 120               | 810               | 130               | 153               | 228              | 178               |
| Legal/Tax related matters                        | 4,322             | (750)             | -                 | 250               | -                 | -                 | -                | 500               |
| (5) Other operating costs and expenses:          |                   |                   |                   |                   |                   |                   |                  |                   |
| Amortization of acquired intangible assets       | 11,155            | 12,723            | 14,355            | 13,023            | 13,054            | 12,268            | 10,686           | 10,638            |
| <b>Non-GAAP Net income</b>                       | <b>\$ 244,451</b> | <b>\$ 126,633</b> | <b>\$ 138,661</b> | <b>\$ 142,011</b> | <b>\$ 112,896</b> | <b>\$ 104,363</b> | <b>\$ 98,101</b> | <b>\$ 117,880</b> |
| <b>Non-GAAP Operating Income</b>                 | <b>\$ 240,716</b> | <b>\$ 115,923</b> | <b>\$ 138,051</b> | <b>\$ 139,252</b> | <b>\$ 110,877</b> | <b>\$ 97,823</b>  | <b>\$ 87,773</b> | <b>\$ 108,031</b> |
| GAAP Wighted average shares — diluted            | 613,499           | 599,300           | 594,739           | 570,325           | 559,348           | 528,082           | 505,387          | 500,625           |
| Non-GAAP adjustment                              | 1,558             | 6,397             | 10,814            | 16,302            | 18,452            | 16,196            | 17,094           | 15,021            |
| <b>Non-GAAP Wighted average shares — diluted</b> | <b>615,057</b>    | <b>605,697</b>    | <b>605,553</b>    | <b>586,627</b>    | <b>577,800</b>    | <b>544,278</b>    | <b>522,481</b>   | <b>515,646</b>    |

Source: Marvell

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