

**MARVELL TECHNOLOGY GROUP LTD.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
**(as revised December 5, 2019)**

**Purpose**

The Nominating and 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 will be responsible for (i) monitoring and evaluating the Corporate Guidelines and other corporate policies to ensure that all governance standards are being met; (ii) screening and recommending individuals to become board members; (iii) recommending to the Board nominees for election at a general meeting of shareholders; and (iv) overseeing the annual review of board performance, including an annual evaluation of the Committee.

The Committee shall review the adequacy of this Charter on an annual basis.

**Membership and Appointment**

The Committee shall consist of not fewer than two (2) 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, and will serve at the discretion of the Board. Committee members shall serve until they are replaced, they resign or their successors are duly elected and qualified. The Board may remove any member from the Committee at any such time with or without cause.

**Chair**

The Board shall designate a chair of the Committee (the “Chair”). In the absence of such designation, the members of the Committee may designate the Chair by majority vote of the full Committee membership. The Chair shall determine the agenda, the frequency and the length of meetings and shall have access to management and information. The Chair 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 and regulations of The Nasdaq Stock Market (the “Nasdaq Rules”) and meet any other requirements imposed by any applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

## **Meetings**

The Chair of the Committee, or in his or her absence or incapacity, the Chair of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee shall meet at least one (1) time in each fiscal year and more frequently as the Committee in its discretion, deems it desirable to do so. Meetings may be held in conjunction with regularly scheduled meetings of the Board or otherwise. The Committee will maintain written minutes of its meetings. The Committee may also act by unanimous written resolutions in lieu of a meeting in accordance with the Company's Bye-laws.

## **Delegation**

The Committee may, by resolution passed by a majority of the Committee, or if by written resolution, by unanimous approval, 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 laws, regulations or Nasdaq Rules, 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.

In lieu of setting up a subcommittee, the Committee may delegate approval authority to one or more members of the Committee, provided that any approvals delegated to one or more members of the Committee are reported to the Committee at the next regularly scheduled Committee meeting. The Committee may not delegate to a Committee member any power or authority required by law, regulation, or Nasdaq Rule to be exercised by the Committee as a whole.

## **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 Nasdaq 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).
2. Annually 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.
3. Be responsible for overseeing the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
4. From time to time, conduct studies of the size and composition of the Board and its committees, and develop and assess, and periodically review with the Board, the criteria and requirements for Board and committee membership, and recommend to the Board the directors to be appointed to each committee of the Board.
5. Review and decide whether to adopt stock ownership or stock holding guidelines for executive officers and Board members and, if adopted, annually review compliance with such guidelines.
6. Assist in the recruiting of directors and recommend procedures for the nomination process, and help identify screen and recommend candidates for election to the Board and to serve as members of committees, which may include new directors for election by the shareholders and otherwise by appointment to fill vacancies and newly created directorships. As part of the Committee's goal of building a diverse board, the Committee is committed to actively seeking out highly qualified diverse candidates (including women and minority candidates) to include in the pool from which Board nominees are chosen.
7. Annually review and evaluate the nomination for re-election of current directors.
8. Periodically assess whether additional committees should be established and make recommendations to the Board with respect thereto.
9. Consider shareholder nominees for election to the Board.
10. In connection with the review and evaluation of potential directors, periodically review the Company's Policies and Procedures for Evaluation of Director Candidates.
11. Oversee orientation, education and training programs for Board members.
12. Periodically review with the Chair of the Board and the Chief Executive Officer Company leadership roles, leadership development programs, and succession plans relating to directors, committee chairs and positions held by executive officers, and make recommendations to the Board with respect to selection of individuals to occupy those positions.

13. Review existing and offered directorships at other organizations of the directors and executive officers of the Company.

14. Review a director's continuation on the Board in the event that: (i) a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, (ii) a director becomes involved in a current or potential conflict of interest, or (iii) a director becomes unable to spend the time required to carry out his or her responsibilities as a director or becomes disabled and recommend to the Board whether, under the circumstances, such director should continue to serve on the Board.

15. Periodically review the form and amount of director compensation for service on the Board and recommend any changes in director compensation to the Board.

16. In accordance with the Company's standards of director independence and the applicable independence requirements of the Securities and Exchange Commission and the Nasdaq Rules, and any other applicable law, assess and make recommendations to the full Board with respect to each continuing and prospective director's independence for purposes of service on the Board or on any committee of the Board.

17. Consider and make a recommendation to the Board in the event that an incumbent director is not reelected by a majority vote.

18. Periodically contact 5%-or-more shareholders to obtain input on director nominations and governance matters.

19. Annually review the voting results for the annual general meeting of shareholders.

20. Oversee disclosures regarding corporate social responsibility and sustainability matters.

21. Review the diversity of the Company's executive officers and other employees.

22. Perform an annual performance evaluation of the Committee.

23. Regularly report on Committee activities to the Board.

24. Perform such other activities and functions related to director nominations and corporate governance as assigned by law or the Company's Memorandum of Association or Bye-laws, or as may be assigned from time to time by the Board.

In performing its duties hereunder, the Committee will endeavor to comply with applicable legal requirements, including but not limited to the Sarbanes-Oxley Act of 2002, federal securities laws and the Nasdaq Rules.

### **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.

### **Authority to Invite Management**

The Committee shall have the authority to invite management to attend meetings of the Committee.

### **Amendment**

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