

# MARVELL TECHNOLOGY, INC.

## NOMINATING AND GOVERNANCE COMMITTEE

### POLICIES AND PROCEDURES FOR EVALUATION OF DIRECTOR CANDIDATES

(revised as of December 5, 2019)

#### I. SHAREHOLDER ENGAGEMENT

##### A. Candidate Recommendations

It is the policy of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Marvell Technology, Inc. (the “**Company**”) to consider recommendations for candidates to the Board from shareholders.

A shareholder that wants to recommend a candidate for election to the Board should direct the recommendation in writing by letter sent by registered mail to the Company, attention of Mitch Gaynor, Corporate Secretary, at 5488 Marvell Lane, Santa Clara, CA, 95054. The recommendation must include the candidate’s name and qualifications that contain sufficient background information concerning the nominee to enable proper judgment to be made as to his or her qualifications.

##### B. Candidate Nominations

A shareholder that instead desires to nominate a person directly for election to the Board at an annual meeting of the shareholders (the “**Annual Meeting**”) must meet the deadlines and other requirements set forth in Bye-Law 13 (Proxy Access for Director Nominations) or Bye-Law 35(1)(Advanced notice- Annual General Meeting) of the Company’s Fourth Amended and Restated Bye-Laws (the “**Amended Bye-Laws**”). The notice must contain the information specified in Bye-Law 13. The Secretary of the Company will provide a copy of the Amended Bye-Laws upon request in writing from a shareholder. In addition, the Company’s Bye-Laws can be found on the Securities and Exchange Commission’s EDGAR filing site in the exhibit list to our most recently filed Annual Report on Form 10-K.

##### C. Shareholder Outreach

The Committee (or a representative thereof) shall reach out from time to time to the Company’s shareholders who hold 5% or more of the Company’s outstanding common shares as of December 31 of the prior year, as set forth in statements filed by such shareholders with the Securities and Exchange Commission pursuant to Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, subject to such shareholders’ reasonable availability and interest, to discuss the Company’s corporate governance practices and desirable skills and attributes for members of the Board.

#### II. IDENTIFYING AND EVALUATING NOMINEES FOR DIRECTOR

The Committee will use the following procedures to identify and evaluate any individual recommended or offered for nomination to the Board:

- The Committee will consider and may propose to the Board candidates recommended by shareholders in the same manner as candidates recommended to the Committee from other sources.
- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Committee will consider the following:
  - relationships that may affect the independence of the proposed director or conflicts of interest that may affect the proposed director's ability to discharge his or her duties;
  - diversity of perspective, opinion, experience and background of the proposed director, including the need for financial, business, academic, public sector or other expertise on the Board or its committees as well as gender and ethnic diversity;
  - the fit of the proposed director's skills and experience with those of the other directors and potential directors in comparison to the needs of the Company; and
  - other factors that the Committee may consider appropriate.
- The Committee requires the following minimum qualifications to be satisfied by any nominee for a position on the Board:
  - the highest personal and professional ethics and integrity;
  - the ability to work with other directors, with full and open discussion and debate as an effective, collegial group;
  - current knowledge and experience in the Company's business or operations, or contacts in the community in which the Company does business and in the industries relevant to its business, or substantial business, financial or industry-related experience; and
  - the willingness and ability to devote adequate time to the Company's business.
- The Company is committed to inclusion and diversity within the Board and confirms that its policy of non-discrimination based on race, color, religion, sex, national origin, ethnicity, age, disability, veteran status, pregnancy, marital status, sexual orientation or any other reason prohibited by law applies in the assessment and selection of all candidates.
- If the Committee determines that an additional or replacement director is required, the Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement

of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Committee, the Board or management.

### **III. DECISION BY BOARD OF DIRECTORS**

After the Committee makes its recommendations to the Board, the Board will have final authority on determining the selection of those director candidates for nomination to the Board.

### **IV. VOTING FOR DIRECTORS**

If a new nominee for election as director fails to obtain the necessary shareholder majority vote to be elected as a director at the Annual Meeting, he or she shall not be elected to the Board. If a current director fails to obtain the necessary shareholder majority vote to be re-elected as a director at the Annual Meeting, he or she shall cease to be a director immediately following the Annual Meeting. The Committee shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such failed election or re-election. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why shareholders who did not vote for the director did not do so, the qualifications of the director, the impact the director's resignation would have on the Company's compliance with the requirements of the Securities and Exchange Commission, the Nasdaq Stock Market and the Company's Corporate Governance Guidelines, and whether the director or director nominee's service to the Company would be in the best interests of the Company and its shareholders. Pursuant to the Bye-Laws of the Company, the Board may appoint one or more persons willing to act to be a director to fill a vacancy or vacancies created at the Annual Meeting including appointing a director or nominee who failed to receive the required shareholder majority vote at the Annual Meeting. A director so appointed shall hold office only until the next following Annual Meeting and shall then be eligible for re-election.

### **V. MODIFICATION OF POLICIES AND PROCEDURES**

The policies and procedures set forth herein may be modified at any time as may be determined by the Committee.