



Marvell Technology, Inc.

First Quarter of Fiscal Year 2027

May 27, 2026

Discussion of Non-GAAP Financial Measures

Non-GAAP financial measures exclude the effect of stock-based compensation expense, amortization of acquired intangible assets, acquisition and divestiture related costs, restructuring and other related charges (gains), (including, but not limited to, recognition of contractual obligations, employee severance costs, and facility exit related charges), change in fair value of contingent consideration liability and forward stock purchase contract, resolution of legal matters, and certain expenses and benefits that are driven primarily by discrete events that management does not consider to be directly related to Marvell's core business. Although Marvell excludes the amortization of all acquired intangible assets from these non-GAAP financial measures, management believes that it is important for investors to understand that such intangible assets were recorded as part of purchase price accounting arising from acquisitions, and that such amortization of intangible assets that relate to past acquisitions will recur in future periods until such intangible assets have been fully amortized. Investors should note that the use of intangible assets contributed to Marvell's revenues earned during the periods presented and are expected to contribute to Marvell's future period revenues as well.

Marvell uses a non-GAAP tax rate to compute the non-GAAP tax provision. This non-GAAP tax rate is based on Marvell's estimated annual GAAP income tax forecast, adjusted to account for items excluded from Marvell's non-GAAP income, as well as the effects of significant non-recurring and period specific tax items which vary in size and frequency, and excludes tax deductions and benefits from acquired tax loss and credit carryforwards and changes in valuation allowance on acquired deferred tax assets. Marvell's non-GAAP tax rate is determined on an annual basis and may be adjusted during the year to take into account events that may materially affect the non-GAAP tax rate such as tax law changes; acquisitions; significant changes in Marvell's geographic mix of revenue and expenses; or changes to Marvell's corporate structure. For the first quarter of fiscal 2027, a non-GAAP tax rate of 11.0% has been applied to the non-GAAP financial results.

Marvell believes that the presentation of non-GAAP financial measures provides important supplemental information to management and investors regarding financial and business trends relating to Marvell's financial condition and results of operations. While Marvell uses non-GAAP financial measures as a tool to enhance its understanding of certain aspects of its financial performance, Marvell does not consider these measures to be a substitute for, or superior to, financial measures calculated in accordance with GAAP. Consistent with this approach, Marvell believes that disclosing non-GAAP financial measures to the readers of its financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial measures, allows for greater transparency in the review of its financial and operational performance.

Discussion of Non-GAAP Financial Measures (continued)

Externally, management believes that investors may find Marvell's non-GAAP financial measures useful in their assessment of Marvell's operating performance and the valuation of Marvell. Internally, Marvell's non-GAAP financial measures are used in the following areas:

- Management's evaluation of Marvell's operating performance;
- Management's establishment of internal operating budgets;
- Management's performance comparisons with internal forecasts and targeted business models; and
- Management's determination of the achievement and measurement of certain types of compensation including Marvell's annual incentive plan and certain performance-based equity awards (adjustments may vary from award to award).

Non-GAAP financial measures have limitations in that they do not reflect all of the costs associated with the operations of Marvell's business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of Marvell's results as reported under GAAP. The exclusion of the above items from our GAAP financial metrics does not necessarily mean that these costs are unusual or infrequent.

Marvell Technology, Inc.
Unaudited Condensed Consolidated Balance Sheets
(In millions)

	August 3, 2024	November 2, 2024	February 1, 2025	May 3, 2025	August 2, 2025	November 1, 2025	January 31, 2026	May 2, 2026
Assets								
Current assets:								
Cash and cash equivalents	\$ 808.7	\$ 868.1	\$ 948.3	\$ 885.9	\$ 1,224.4	\$ 2,714.5	\$ 2,638.8	\$ 3,843.6
Accounts receivable, net	1,060.1	997.9	1,028.4	1,144.0	1,451.7	1,546.3	2,186.6	1,871.7
Inventories	817.8	859.4	1,029.7	1,071.4	1,051.6	1,014.5	1,388.0	1,400.9
Prepaid expenses and other current assets	77.3	91.4	113.9	148.1	189.7	237.2	247.2	347.8
Assets held for sale	—	—	—	588.2	595.5	—	—	—
Total current assets	2,763.9	2,816.8	3,120.3	3,837.6	4,512.9	5,512.5	6,460.6	7,464.0
Property and equipment, net	781.5	781.9	790.5	774.7	794.5	854.8	935.0	972.5
Goodwill	11,586.9	11,586.9	11,586.9	11,062.2	11,062.2	11,062.2	11,062.2	13,883.5
Acquired intangible assets, net	3,463.4	2,957.7	2,710.6	2,450.9	2,207.2	1,978.3	1,754.7	2,561.5
Deferred tax assets	347.5	406.5	401.2	405.9	409.9	403.5	345.9	319.8
Other non-current assets	1,350.2	1,165.8	1,595.0	1,492.4	1,599.6	1,767.7	1,726.9	1,743.2
Total assets	<u>\$ 20,293.4</u>	<u>\$ 19,715.6</u>	<u>\$ 20,204.5</u>	<u>\$ 20,023.7</u>	<u>\$ 20,586.3</u>	<u>\$ 21,579.0</u>	<u>\$ 22,285.3</u>	<u>\$ 26,944.5</u>
Liabilities and Stockholders' Equity								
Current liabilities:								
Accounts payable	\$ 453.4	\$ 538.1	\$ 622.2	\$ 562.7	\$ 610.7	\$ 633.7	\$ 1,073.8	\$ 709.7
Accrued liabilities	763.8	825.2	972.6	939.8	1,078.5	1,351.1	1,337.1	1,335.6
Accrued employee compensation	200.0	270.9	302.5	183.7	210.8	252.4	309.8	231.5
Short-term debt	129.3	129.4	129.5	1,255.2	499.3	499.5	499.8	—
Total current liabilities	1,546.5	1,763.6	2,026.8	2,941.4	2,399.3	2,736.7	3,220.5	2,276.8
Long-term debt	3,996.5	3,965.5	3,934.3	2,977.4	3,967.9	3,969.4	3,970.8	4,961.3
Other non-current liabilities	545.5	613.6	816.4	792.2	797.4	816.3	785.6	1,490.6
Total liabilities	<u>6,088.5</u>	<u>6,342.7</u>	<u>6,777.5</u>	<u>6,711.0</u>	<u>7,164.6</u>	<u>7,522.4</u>	<u>7,976.9</u>	<u>8,728.7</u>
Stockholders' equity:								
Preferred stock	—	—	—	—	—	—	—	—
Common stock	1.7	1.7	1.7	1.7	1.7	1.7	1.7	1.8
Additional paid-in capital	14,732.9	14,629.0	14,534.1	14,294.2	14,259.4	13,044.0	12,950.9	16,877.5
Accumulated other comprehensive income (loss)	(0.4)	(0.3)	0.4	(0.1)	0.6	0.4	—	—
Retained earnings (Accumulated deficit)	(529.3)	(1,257.5)	(1,109.2)	(983.1)	(840.0)	1,010.5	1,355.8	1,336.5
Total stockholders' equity	14,204.9	13,372.9	13,427.0	13,312.7	13,421.7	14,056.6	14,308.4	18,215.8
Total liabilities and stockholders' equity	<u>\$ 20,293.4</u>	<u>\$ 19,715.6</u>	<u>\$ 20,204.5</u>	<u>\$ 20,023.7</u>	<u>\$ 20,586.3</u>	<u>\$ 21,579.0</u>	<u>\$ 22,285.3</u>	<u>\$ 26,944.5</u>
GAAP inventory turns	3.4	5.4	3.5	3.5	3.8	4.0	3.1	3.3
GAAP days in inventory	107	67	104	104	96	91	117	110

Marvell Technology, Inc.
Unaudited Condensed Consolidated Statements of Operations
(In millions, except per share amounts)

	August 3, 2024	November 2, 2024	February 1, 2025	May 3, 2025	August 2, 2025	November 1, 2025	January 31, 2026	May 2, 2026
Net revenue	\$ 1,272.9	\$ 1,516.1	\$ 1,817.4	\$ 1,895.3	\$ 2,006.1	\$ 2,074.5	\$ 2,218.7	\$ 2,417.8
Cost of goods sold	685.3	1,166.7	900.0	942.9	995.5	1,004.7	1,070.8	1,157.0
Gross profit	587.6	349.4	917.4	952.4	1,010.6	1,069.8	1,147.9	1,260.8
Operating expenses:								
Research and development	486.7	488.6	499.0	507.7	519.0	512.5	536.0	652.3
Selling, general and administrative	197.3	205.3	195.7	186.4	192.8	189.9	198.0	258.4
Restructuring related charges (gains), net	4.0	358.3	(12.5)	(12.3)	8.7	9.6	9.5	10.7
Total operating expenses	688.0	1,052.2	682.2	681.8	720.5	712.0	743.5	921.4
Operating income (loss)	(100.4)	(702.8)	235.2	270.6	290.1	357.8	404.4	339.4
Interest expense	(48.4)	(47.2)	(45.0)	(48.7)	(51.9)	(51.2)	(50.8)	(52.8)
Other income (expense), net	2.6	(0.5)	9.6	(6.0)	(4.5)	1,908.8	28.0	(203.3)
Interest and other income (loss), net	(45.8)	(47.7)	(35.4)	(54.7)	(56.4)	1,857.6	(22.8)	(256.1)
Income (loss) before income taxes	(146.2)	(750.5)	199.8	215.9	233.7	2,215.4	381.6	83.3
Provision (benefit) for income taxes	47.1	(74.2)	(0.4)	38.0	38.9	314.1	(14.5)	48.8
Net income (loss)	\$ (193.3)	\$ (676.3)	\$ 200.2	\$ 177.9	\$ 194.8	\$ 1,901.3	\$ 396.1	\$ 34.5
Net income (loss) per share - basic	\$ (0.22)	\$ (0.78)	\$ 0.23	\$ 0.21	\$ 0.23	\$ 2.22	\$ 0.47	\$ 0.04
Net income (loss) per share - diluted	\$ (0.22)	\$ (0.78)	\$ 0.23	\$ 0.20	\$ 0.22	\$ 2.20	\$ 0.46	\$ 0.04
Weighted-average shares outstanding - basic	865.7	865.7	865.7	864.8	862.6	855.8	848.0	882.0
Weighted-average shares outstanding - diluted	865.7	865.7	879.9	875.6	870.4	863.7	856.2	893.3
The following table presents details of total stock-based compensation expense included in each functional line item in the unaudited condensed consolidated statements of operations above:								
Cost of goods sold	11.2	16.3	10.1	11.2	13.4	14.1	10.5	14.2
Research and development	103.5	101.7	96.9	101.1	104.1	102.8	101.0	143.5
Selling, general and administrative	40.2	40.4	40.6	29.8	36.1	35.2	31.5	49.9
Total stock-based compensation	\$ 154.9	\$ 158.4	\$ 147.6	\$ 142.1	\$ 153.6	\$ 152.1	\$ 143.0	\$ 207.6

Marvell Technology, Inc.
Unaudited Condensed Consolidated Statements of Cash Flows
(In millions)

	August 3, 2024	November 2, 2024	February 1, 2025	May 3, 2025	August 2, 2025	November 1, 2025	January 31, 2026	May 2, 2026
Cash flows from operating activities:								
Net income (loss)	\$ (193.3)	\$ (676.3)	\$ 200.2	\$ 177.9	\$ 194.8	\$ 1,901.3	\$ 396.1	\$ 34.5
Adjustments to reconcile net income (loss) to net cash provided by operating activities:								
Depreciation and amortization	76.3	76.6	78.8	84.2	84.1	86.9	93.4	95.4
Stock-based compensation	154.9	158.4	147.6	142.1	153.6	152.1	143.0	207.6
Amortization of acquired intangible assets	275.7	264.9	247.1	245.7	243.7	229.0	223.6	225.2
Change in fair value of contingent consideration liability	—	—	—	—	—	—	—	331.8
Change in fair value of forward stock purchase contract	—	—	—	—	—	—	—	(81.1)
Restructuring related charges (gains), net	1.6	521.8	4.7	(14.0)	—	—	—	—
Deferred income taxes	(36.1)	(47.9)	(5.7)	(4.3)	(4.9)	7.0	44.4	13.8
Gain on sale of business	—	—	—	—	—	(1,830.4)	—	—
Other expense, net	11.3	9.0	23.8	44.1	36.7	4.3	24.4	23.2
Changes in assets and liabilities, net of acquisitions:								
Accounts receivable	(178.2)	62.2	(30.5)	(115.6)	(307.7)	(94.7)	(640.2)	314.9
Prepaid expenses and other assets	135.9	(45.5)	(172.8)	24.1	(117.5)	(190.1)	41.1	(28.5)
Inventories	9.2	(108.2)	(169.8)	(69.9)	15.4	35.2	(370.5)	(11.4)
Accounts payable	93.1	75.0	71.7	(37.4)	(30.7)	(11.0)	378.4	(355.9)
Accrued employee compensation	33.0	71.1	31.6	(117.6)	26.8	22.8	57.5	(84.4)
Accrued liabilities and other non-current liabilities	(77.0)	175.2	87.3	(26.4)	167.3	269.9	(17.5)	(46.3)
Net cash provided by operating activities	<u>306.4</u>	<u>536.3</u>	<u>514.0</u>	<u>332.9</u>	<u>461.6</u>	<u>582.3</u>	<u>373.7</u>	<u>638.8</u>
Cash flows from investing activities:								
Purchases of technology licenses	(5.2)	(0.5)	(0.8)	(1.1)	(1.1)	(1.2)	(1.1)	(0.5)
Purchases of property and equipment	(48.2)	(75.0)	(69.9)	(118.8)	(47.5)	(73.5)	(114.3)	(155.7)
Proceeds from sales of property and equipment	0.3	0.1	—	25.9	1.4	0.1	—	—
Acquisitions, net of cash acquired	(0.6)	—	—	—	—	—	—	(1,270.9)
Net proceeds from sale of business	—	—	—	—	—	2,478.6	—	—
Other, net	0.7	(0.1)	0.4	(0.1)	(30.0)	(12.8)	(6.7)	5.7
Net cash provided by (used in) investing activities	<u>(53.0)</u>	<u>(75.5)</u>	<u>(70.3)</u>	<u>(94.1)</u>	<u>(77.2)</u>	<u>2,391.2</u>	<u>(122.1)</u>	<u>(1,421.4)</u>

Marvell Technology, Inc.
Unaudited Condensed Consolidated Statements of Cash Flows
(In millions)

	August 3, 2024	November 2, 2024	February 1, 2025	May 3, 2025	August 2, 2025	November 1, 2025	January 31, 2026	May 2, 2026
Cash flows from financing activities:								
Repurchases of common stock	(175.0)	(200.0)	(200.0)	(340.0)	(200.0)	(1,300.0)	(200.1)	(200.0)
Proceeds from employee stock plans	49.3	0.8	35.2	0.6	50.5	0.4	27.2	3.3
Proceeds from issuance of preferred stock	—	—	—	—	—	—	—	2,000.0
Tax withholding paid on behalf of employees for net share settlement	(57.6)	(58.6)	(84.6)	(50.2)	(50.7)	(62.5)	(77.3)	(227.2)
Dividend payments to stockholders	(51.9)	(51.9)	(51.9)	(51.8)	(51.7)	(50.8)	(50.8)	(53.8)
Payments on technology license obligations	(35.3)	(58.9)	(29.2)	(26.8)	(27.5)	(47.7)	(26.3)	(27.2)
Proceeds from borrowings	—	—	—	200.0	998.6	—	—	998.9
Principal payments of debt	(21.9)	(32.8)	(32.8)	(32.8)	(757.8)	—	—	(500.0)
Other, net	—	—	(0.2)	(0.2)	(7.3)	(22.8)	—	(6.6)
Net cash provided by (used in) financing activities	(292.4)	(401.4)	(363.5)	(301.2)	(45.9)	(1,483.4)	(327.3)	1,987.4
Net increase (decrease) in cash and cash equivalents	(39.0)	59.4	80.2	(62.4)	338.5	1,490.1	(75.7)	1,204.8
Cash and cash equivalents at beginning of period	847.7	808.7	868.1	948.3	885.9	1,224.4	2,714.5	2,638.8
Cash and cash equivalents at end of period	\$ 808.7	\$ 868.1	\$ 948.3	\$ 885.9	\$ 1,224.4	\$ 2,714.5	\$ 2,638.8	\$ 3,843.6

Marvell Technology, Inc.
Unaudited Reconciliations from GAAP to Non-GAAP
(In millions)

	August 3, 2024	November 2, 2024	February 1, 2025	May 3, 2025	August 2, 2025	November 1, 2025	January 31, 2026	May 2, 2026
GAAP Operating income (loss)	\$ (100.4)	\$ (702.8)	\$ 235.2	\$ 270.6	\$ 290.1	\$ 357.8	\$ 404.4	\$ 339.4
(1) Cost of goods sold								
Stock-based compensation	11.2	16.3	10.1	11.2	13.4	14.1	10.5	14.2
Amortization of acquired intangible assets	191.3	180.4	169.5	169.4	167.4	153.4	148.8	150.8
Restructuring related charges	—	356.8	1.1	—	—	0.5	—	(2.0)
Other costs of goods sold	(2.6)	14.2	(6.1)	0.5	—	0.3	1.6	—
(2) Research and development								
Stock-based compensation	103.5	101.7	96.9	101.1	104.1	102.8	101.0	143.5
Other	0.3	0.2	0.1	0.1	0.1	0.3	0.1	22.4
(3) Selling, general and administrative								
Stock-based compensation	40.2	40.4	40.6	29.8	36.1	35.2	31.5	49.9
Amortization of acquired intangible assets	84.4	84.5	77.6	76.3	76.3	75.6	74.8	74.4
Other	(0.2)	0.2	0.1	0.6	2.6	3.5	9.6	43.6
(4) Restructuring related charges (gains), net in operating expenses								
	4.0	358.3	(12.5)	(12.3)	8.7	9.6	9.5	10.7
Non-GAAP Operating income	\$ 331.7	\$ 450.2	\$ 612.6	\$ 647.3	\$ 698.8	\$ 753.1	\$ 791.8	\$ 846.9

Marvell believes that the presentation of non-GAAP financial measures provides important supplemental information to management and investors regarding financial and business trends relating to Marvell's financial condition and results of operations. While Marvell uses non-GAAP financial measures as a tool to enhance its understanding of certain aspects of its financial performance, Marvell does not consider these measures to be a substitute for, or superior to, financial measures calculated in accordance with GAAP. Consistent with this approach, Marvell believes that disclosing non-GAAP financial measures to the readers of its financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial measures, allows for greater transparency in the review of its financial and operational performance. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how Marvell analyzes its operating results internally. Management also believes that these non-GAAP financial measures may be used to facilitate comparisons of Marvell's results with that of other companies in its industry.

Marvell Technology, Inc.
Unaudited Reconciliations from GAAP to Non-GAAP - (Continued)
(In millions)

	August 3, 2024	November 2, 2024	February 1, 2025	May 3, 2025	August 2, 2025	November 1, 2025	January 31, 2026	May 2, 2026
GAAP Net income (loss)	\$ (193.3)	\$ (676.3)	\$ 200.2	\$ 177.9	\$ 194.8	\$ 1,901.3	\$ 396.1	\$ 34.5
(1) Cost of goods sold								
Stock-based compensation	11.2	16.3	10.1	11.2	13.4	14.1	10.5	14.2
Amortization of acquired intangible assets	191.3	180.4	169.5	169.4	167.4	153.4	148.8	150.8
Restructuring related charges	—	356.8	1.1	—	—	0.5	—	(2.0)
Other costs of goods sold	(2.6)	14.2	(6.1)	0.5	—	0.3	1.6	—
(2) Research and development								
Stock-based compensation	103.5	101.7	96.9	101.1	104.1	102.8	101.0	143.5
Other	0.3	0.2	0.1	0.1	0.1	0.3	0.1	22.4
(3) Selling, general and administrative								
Stock-based compensation	40.2	40.4	40.6	29.8	36.1	35.2	31.5	49.9
Amortization of acquired intangible assets	84.4	84.5	77.6	76.3	76.3	75.6	74.8	74.4
Other	(0.2)	0.2	0.1	0.6	2.6	3.5	9.6	43.6
(4) Restructuring related charges (gains), net in operating expenses	4.0	358.3	(12.5)	(12.3)	8.7	9.6	9.5	10.7
(5) Interest and other income (loss), net								
Gain on sale of business	—	—	—	—	—	(1,830.4)	—	—
Change in fair value of contingent consideration, net of forward stock purchase contract	—	—	—	—	—	—	—	250.7
Other	0.3	(1.4)	(5.8)	7.4	8.2	(52.5)	(7.8)	(34.7)
(6) Provision (benefit) for income taxes								
Tax-related adjustments	27.1	(102.3)	(40.4)	(22.0)	(26.2)	241.3	(90.6)	(40.0)
Non-GAAP Net income	\$ 266.2	\$ 373.0	\$ 531.4	\$ 540.0	\$ 585.5	\$ 655.0	\$ 685.1	\$ 718.0

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Essential technology, done right™