



Cavium Networks Acquisition of MontaVista Software

Frequently Asked Questions (FAQ). November 10, 2009

1. *Why did Cavium acquire MontaVista?*

- a. Provide complete solutions for embedded device manufacturers
- b. Build a profitable software and services business
- c. Monetize design wins early in the design cycle before products go to mass production by selling operating system, productivity tools and professional services

2. *Details of the Deal*

- a. Purchase Price: \$50M
- b. Acquisition is expected to close in December 2009
- c. Expected to be gross margin and non-GAAP earnings accretive in 2010 and beyond

3. *Why is this acquisition good for MontaVista's customers?*

- a. Long term availability of MontaVista's products and support is guaranteed
- b. Continued investment in Carrier Grade, MVL6 and other products with strong support for multi-core architectures and virtualization
- c. Continued support for leading architectures such as x86, ARM, PowerPC, MIPS and other from leading semiconductor vendors
- d. For customers using Cavium's processors they will have a tightly integrated, highly optimized commercial grade embedded Linux option

4. *What are the business transition plans?*

After the acquisition, MontaVista will retain its name and brand. MontaVista will have its own President directly reporting to the CEO of Cavium Networks, and maintain its own dedicated and focused engineering, sales and product management staff, separate from Cavium's semiconductor processor business. MontaVista's customers and partners will see no change in customer facing field operations and the web-based support and product download sites will be maintained and enhanced over time. MontaVista will continue to provide products and support for leading architectures such as x86, ARM, PowerPC, MIPS and other from leading semiconductor vendors.

5. *What was the relationship between Cavium and MontaVista before this acquisition?*

Cavium and MontaVista have been partners since 2003 with joint design-wins at Tier-1 vendors. MontaVista Linux was the first commercial Linux to support the Cavium OCTEON processor family since 2005. Today, MontaVista's products support a wide range of Cavium processors. MontaVista has already announced their support for Cavium's new OCTEON II processor family.

MontaVista's latest Carrier Grade Edition (CGE), MVL6, and other products support Cavium's processors. In addition to its strong support for Cavium's OCTEON, MontaVista will also support Cavium's ECONA ARM-based processors and the PureVu video processors offering unparallel software expertise for connected home, consumer equipment and MID/IVI applications.

6. Does this change the product roadmap for either MontaVista or Cavium?

No. Existing product roadmaps and timelines and commitments remain unchanged.

7. Will this change the hardware platforms MontaVista supports?

No. MontaVista has the broadest hardware platform support in the industry. MontaVista Linux will continue to support Cavium and non-Cavium hardware platforms.

8. Who do I call for support?

There will be no change in the MontaVista customer experience. Customers will work with the same account teams, contact the same support team, and have access to the same MontaVista Zone support site.

9. How do I buy MontaVista software and products?

There is no change in the customer facing operations of MontaVista. Customers will continue to buy directly from MontaVista. All agreements and quotes will come from MontaVista and all invoices will be directed to MontaVista

10. How will this affect MontaVista's work with Moblin, Android, GENIVI, Carrier Grade Linux Work Group, and other industry consortiums?

There will be no change. MontaVista's commitment to the industry consortiums and the open source community remains unchanged.

11. How does this affect Cavium's relationship with other embedded OS and development partners?

Cavium will continue to work with other embedded Linux and RTOS vendors such as Wind River (Linux and VxWorks), ENEA, Green Hills, QNX and others for support of Cavium processor families.