

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of
Broadcom Inc.,
a corporation.

File No. 181-0205

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission") has initiated an investigation of certain acts and practices of Broadcom Inc., the "Proposed Respondent." The Commission's Bureau of Competition has prepared a draft administrative complaint ("Draft Complaint"). The Bureau of Competition and Proposed Respondent enter into this Agreement Containing Consent Order ("Consent Agreement") to cease and desist from certain acts and practices and to provide for other relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order, which is attached, to present to the Commission.

IT IS HEREBY AGREED by and between Proposed Respondent, by its duly authorized officer and attorneys, and counsel for the Commission that:


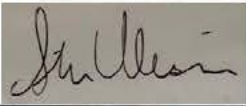
1. Proposed Respondent Broadcom Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the state of Delaware with its executive offices and principal place of business located at 1320 Ridder Park Drive, San Jose, California 95131.
2. Proposed Respondent admits all the jurisdictional facts set forth in the Draft Complaint.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
4. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as alleged in

the Draft Complaint, or that the facts as alleged in the Draft Complaint, other than jurisdictional facts, are true.

5. Proposed Respondent shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than 30 days after the date on which Proposed Respondent executes this Consent Agreement. The compliance report shall set forth in detail the manner in which Proposed Respondent has complied, has prepared to comply, is complying, and will comply with the Consent Agreement and the Decision and Order. Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondent is in compliance with the Consent Agreement and the Decision and Order.
6. The compliance report submitted pursuant to Paragraph 5 above shall be verified in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer or another officer or employee specifically authorized to perform this function. Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), requires that the Commission receive an original and one copy of each compliance report. Proposed Respondent shall electronically file an original of each compliance report with the Secretary of the Commission at ElectronicFilings@ftc.gov, and with the Compliance Division at bccompliance@ftc.gov.
7. This Consent Agreement, and any compliance report filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Commission accepts the Consent Agreement. If the Commission accepts this Consent Agreement, the Commission will place it, together with the Complaint, the proposed Decision and Order, an explanation of the provisions of the proposed Decision and Order, and any other information that may help interested persons understand the order on the public record for the receipt of comments for 30 days.
8. This Consent Agreement contemplates that, if the Commission accepts the Consent Agreement, the Commission thereafter may withdraw its acceptance of this Consent Agreement and notify Proposed Respondent, in which event the Commission will take such action as it may consider appropriate. If the Commission does not subsequently withdraw such acceptance pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondent, issue its Complaint and the attached Decision and Order containing an order to cease and desist and to provide for other relief in disposition of the proceeding.
9. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), or by delivery to United States counsel for Proposed Respondent identified in this Consent Agreement, shall constitute service to Proposed Respondent. Proposed Respondent waives any rights it may have to any other manner of service. Proposed Respondent also waives any rights it may otherwise have to service of any appendices attached to

or incorporated by reference into the Decision and Order, if Proposed Respondent is already in possession of such Appendices, and agree that it is bound to comply with and will comply with the Decision and Order to the same extent as if it had been served with copies of the Appendices.

10. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
11. By signing this Consent Agreement, Proposed Respondent represents and warrants that:
 - a. it can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order; and
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding, or are within the control of parties to this Consent Agreement and the Decision and Order.
12. Proposed Respondent has read the Draft Complaint and the proposed Decision and Order. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order from the date it signs this Consent Agreement. Proposed Respondent understands that once the Commission has issued the Decision and Order, it will be required to file one or more compliance reports setting forth in detail the manner in which it has complied, has prepared to comply, is complying, and will comply with the Decision and Order. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order.

<p>Broadcom Inc.  By: <u>Hock Tan</u> President and Chief Executive Officer Broadcom Inc.</p> <p>Dated: <u>April 6, 2021</u></p> <p> Stephen Weissman Gibson Dunn & Crutcher LLP Counsel for Broadcom Inc.</p> <p>Dated: <u>April 6, 2021</u></p> <p><u>Daniel M. Wall</u> Daniel M. Wall Latham & Watkins LLP Counsel for Broadcom Inc.</p> <p>Dated: <u>April 6, 2021</u></p>	<p>FEDERAL TRADE COMMISSION</p> <p>KATHLEEN CLAIR <small>Digitally signed by KATHLEEN CLAIR Date: 2021.04.06 21:47:37 -04'00'</small></p> <p>By: Kathleen Clair Attorney Bureau of Competition</p> <p>MARK WOODWARD <small>Digitally signed by MARK WOODWARD Date: 2021.04.07 10:27:58 -04'00'</small></p> <p>Mark Woodward Deputy Assistant Director Bureau of Competition</p> <p>GEOFFREY GREEN <small>Digitally signed by GEOFFREY GREEN Date: 2021.04.07 10:17:56 -04'00'</small></p> <p>Geoffrey Green Assistant Director Bureau of Competition</p> <p>MARIBETH PETRIZZI <small>Digitally signed by MARIBETH PETRIZZI Date: 2021.04.07 20:14:16 -04'00'</small></p> <p>Maribeth Petrizzi Acting Director Bureau of Competition</p> <p>Dated: _____</p>
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