

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Lam Yat Tung</u><br>(Last) (First) (Middle)<br>110 RIO ROBLES<br>(Street)<br>SAN JOSE CA 95134<br>(City) (State) (Zip)   | 2. Issuer Name and Ticker or Trading Symbol<br><u>Credo Technology Group Holding Ltd</u> [ CRDO ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Operating Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/11/2024</u>                             |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |
| Rule 10b5-1(c) Transaction Indication<br><input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |   |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                    |   |  |   |
| Ordinary Shares                 | 07/11/2024                           |  | S <sup>(1)</sup>               |   | 9,500   | D          | \$30.5922 <sup>(2)</sup> | 3,118,277   | D  |   |
| Ordinary Shares                 | 07/11/2024                           |  | S <sup>(1)</sup>               |   | 500   | D          | \$31.18 <sup>(3)</sup>   | 3,117,777   | D  |   |
| Ordinary Shares                 | 07/15/2024                           |  | G <sup>(4)</sup>               |   | 300,000   | D          | \$0                      | 2,817,777   | D  |   |
| Ordinary Shares                 |                                      |  |                                |   |   |            |                          | 1,270,000   | I  | By Zhan BVI Co Ltd <sup>(5)</sup>                     |
| Ordinary Shares                 |                                      |  |                                |   |   |            |                          | 720,000   | I  | By Chung BVI Co Ltd <sup>(5)</sup>                    |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 13, 2023.
- This transaction was executed in multiple trades at prices ranging from \$30.08 to \$31.06. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$31.11 to \$31.26. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Represents a gift of 300,000 ordinary shares from the Reporting Person to the U.S. Legacy Income Trust, a charitable trust. The Reporting Person does not share voting and investment power over the securities owned by the trust.
- The Reporting Person disclaims beneficial ownership of these indirectly held shares except to the extent of any pecuniary interest therein.

**Remarks:**

/s/ Katherine E. Schuelke,  
attorney-in-fact      07/15/2024

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.