

CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
AQUANTIA CORP.

Aquantia Corp., a Delaware corporation (the "*Corporation*"), does hereby certify that the following amendment to the Corporation's Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, with the approval of such amendment by the Corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228 and 242 of the Delaware General Corporation Law:

1. Article IV of the Restated Certificate of Incorporation is amended and restated to read in its entirety as follows:

"ARTICLE IV

1. **Authorization of Shares.** This corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is Sixty Five Million (65,000,000) shares, \$0.00001 par value per share. The total number of shares of Preferred Stock authorized to be issued is Thirty Six Million, Seven Hundred Ninety Nine Thousand, Eight Hundred Eighty Seven (36,799,887) shares, \$0.00001 par value per share, Eighteen Million, Eight Hundred Ninety Two Thousand, Nine Hundred Twenty One (18,892,921) of which are designated as "Series A Preferred Stock," Twelve Million, Two Hundred and Six Thousand, Nine Hundred and Sixty Six (12,206,966) of which are designated as "Series B Preferred Stock," One Million, Six Hundred Fifty Thousand (1,650,000) of which are designated as "Series C Preferred Stock" and Four Million, Fifty Thousand (4,050,000) of which are designated as "Series C-1 Preferred Stock." The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding or then necessary to allow for conversion of then outstanding shares of Preferred Stock into Common Stock) by the affirmative vote of the holders of at least a majority of the capital stock of the Corporation (voting together on an as-converted basis)."

2. Article V, Section 1.6 of the Restated Certificate of Incorporation is amended and restated to read in its entirety as follows:

"1.6 ***"Original Issue Date"*** shall mean June 19, 2009."

3. Article V, Section 6.3 of the Restated Certificate of Incorporation is amended and restated to read in its entirety as follows:

"6.3 **Conversion Price.** Each share of Preferred Stock shall be convertible in accordance with Section 6.1 or Section 6.2 above into the number of shares of Common Stock which results from dividing the Original Issue Price by the conversion price for such series of Preferred Stock that is in effect at the time of conversion (the "***Conversion Price***"). As of the Original Issue Date, (a) the Conversion Price for the Series A Preferred Stock is \$0.8209, (b) the

Conversion Price for the Series B Preferred Stock is \$2.1502753, (c) the Conversion Price for the Series C Preferred Stock is \$1.8464636 and (d) the Conversion Price for the Series C-1 Preferred Stock is \$1.8464636. The Conversion Price of each such series of Preferred Stock shall be subject to adjustment from time to time as provided below. Following each adjustment of the Conversion Price, such adjusted Conversion Price shall remain in effect until a further adjustment of such Conversion Price hereunder.”

4. Article V, Section 6.8(a) of the Restated Certificate of Incorporation is amended and restated to read in its entirety as follows:

“(a) Adjustment of Series C Preferred Stock Conversion Price Upon Issuance of Additional Shares of Common Stock. If at any time or from time to time after the Original Issue Date the Corporation issues or sells, or is deemed by the provisions of this subsection 6.8 to have issued or sold, Additional Shares of Common Stock (as hereinafter defined), otherwise than in connection with a Common Stock Event as provided in subsection 6.4, a dividend or distribution as provided in subsection 6.5, a recapitalization, reclassification or other change as provided in subsection 6.6, for an Effective Price (as hereinafter defined) that is less than the Conversion Price for the Series C Preferred Stock in effect immediately prior to such issue or sale (or deemed issue or sale), then, and in each such case, the Conversion Price for the Series C Preferred Stock shall be reduced, as of the close of business on the date of such issue or sale, to the Effective Price received by the Corporation for such issue or deemed issue of the Additional Shares of Common Stock; provided that, notwithstanding the foregoing, any such issuance or deemed issuance of Additional Shares of Common Stock at less than the Conversion Price for the Series C Preferred Stock in effect immediately prior to such issue or sale (or deemed issue or sale) and granted or issued to employees, officers, directors, contractors, consultants or advisers to, the Corporation or any Subsidiary pursuant to incentive agreements, stock purchase or stock option plans, stock bonuses or awards, warrants, contracts or other arrangements that are approved by the Board and that are in excess of the 16,356,050 shares of Common Stock (or options, warrants or rights therefore) excluded from the definition of Additional Shares of Common Stock as set forth in Section 6.8(c)(i)(B) below (a “Dilutive Service Provider Issuance”) shall not result in a reduction in the Conversion Price for the Series C Preferred Stock in accordance with this Section 6.8(a), but shall rather result in a reduction in the Conversion Price for the Series C Preferred Stock in accordance with Section 6.8(b) below; provided further that if such issuance or deemed issuance was without consideration, then the “Aggregate Consideration Received” by the Corporation for such issuance or deemed issuance shall be deemed to be \$.001.”

4. The lead-in paragraph of Article V, Section 6.8(b) of the Restated Certificate of Incorporation is amended and restated to read in its entirety as follows:

“(b) Adjustment Formula for Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series C-1 Preferred Stock. If at any time or from time to time after the Original Issue Date the Corporation issues or sells, or is deemed by the provisions of this subsection 6.8 to have issued or sold, Additional Shares of Common Stock (as hereinafter defined), otherwise than in connection with a Common Stock Event as provided in subsection 6.4, a dividend or distribution as provided in subsection 6.5, a recapitalization, reclassification or other change as provided in subsection 6.6, for an Effective Price (as hereinafter defined) that is less than the Conversion Price for any series of Preferred Stock (other than the Series C Preferred

Stock, except that such exclusion shall not apply with respect to a Dilutive Service Provider Issuance) in effect immediately prior to such issue or sale (or deemed issue or sale), then, and in each such case, the Conversion Price for such series of Preferred Stock (other than the Series C Preferred Stock, except that such exclusion shall not apply with respect to a Dilutive Service Provider Issuance) shall be reduced, as of the close of business on the date of such issue or sale, to the price obtained by multiplying such Conversion Price by a fraction:"

5. Article V, Section 6.8(c)(i)(B) of the Restated Certificate of Incorporation is amended and restated to read in its entirety as follows:

"(B) up to 16,356,050 shares of Common Stock (or options, warrants or rights therefor) (such number of shares to be calculated net of any repurchases of such shares by the Corporation and net of any such unexercised and expired or terminated options, warrants or rights and to be adjusted for any stock splits, stock dividends, recapitalizations or the like) granted or issued, whether before or after the filing hereof, to employees, officers, directors, contractors, consultants or advisers to, the Corporation or any Subsidiary pursuant to incentive agreements, stock purchase or stock option plans, stock bonuses or awards, warrants, contracts or other arrangements that are approved by the Board;"

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this June 19, 2009 and the foregoing facts stated herein are true and correct.

AQUANTIA CORP.

/s/ Faraj Aalaei

By: _____

Name: Faraj Aalaei

Title: Chief Executive Officer