

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
AQUANTIA CORP.**

Aquantia Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

**FIRST:** The name of the corporation is Aquantia Corp. (hereinafter referred to as the “**Corporation**”).

**SECOND:** The date of filing its original Certificate of Incorporation with the Secretary of State was January 27, 2004.

**THIRD:** Pursuant to Section 242 of the DGCL, this Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Corporation (the “**Certificate of Amendment**”) hereby amends and restates ARTICLE V of the Amended and Restated Certificate of the Corporation (the “**Restated Certificate**”) as set forth below to (i) increase the number of authorized shares of the Corporation’s Common Stock from 186,000,000 to 187,500,000 shares, (ii) increase the number of authorized shares of the Corporation’s Preferred Stock from 129,672,163 to 131,219,542 shares and (iii) designate the increased authorized shares of the Corporation’s Preferred Stock as Series E Preferred Stock.

The first paragraph of ARTICLE V of the Restated Certificate of the Corporation shall now read in its entirety as follows:

**“ARTICLE V**

“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 187,500,000 shares, \$0.00001 par value per share. The total number of shares of Preferred Stock authorized to be issued is 131,219,542 shares, \$0.00001 par value per share, 18,892,921 of which are designated as “Series A Preferred Stock,” 12,081,401 of which are designated as “Series B Preferred Stock,” 4,006,088 of which are designated as “Series C-1 Preferred Stock,” 57,997,639 of which are designated “Series D Preferred Stock” and 38,241,493 of which are designated “Series E 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 full conversion or exercise of all then outstanding shares of Preferred Stock or other securities convertible or exercisable for shares of Common Stock) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Amended and Restated Certificate of Incorporation)

the affirmative vote of the holders of at least a majority of the shares of capital stock of the Corporation entitled to vote (voting together as a single class on an as-converted basis and without a separate class vote by the holders of Common Stock), irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.”

**FOURTH:** The foregoing Certificate of Amendment has been duly approved and adopted by the Board of Directors and stockholders of the Corporation in accordance with Sections 141, 228 and 242 of the DGCL.

**FIFTH:** Other than as set forth in this Certificate of Amendment, the Restated Certificate shall remain in full force and effect, without modification, amendment or change.

**IN WITNESS WHEREOF,** the Corporation has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation to be signed by Faraj Aalaei, its Chief Executive Officer, this 11th day of May, 2011.

**AQUANTIA CORP.**

By: /s/ Faraj Aalaei  
Name: Faraj Aalaei  
Title: Chief Executive Officer