

**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 subsection 5.4(a) of ARTICLE V of the Amended and Restated Certificate of the Corporation (the “**Restated Certificate**”) as set forth below to increase the number of authorized directors of the Corporation from eight to nine.

Subsection 5.4(a) of ARTICLE V of the Restated Certificate is hereby deleted and replaced in its entirety with the following paragraph:

“(a) Election of Directors. The number of authorized directors on the Board shall be nine (9), who shall be elected as follows: (i) the holders of the Common Stock, voting as a separate class, shall be entitled to elect two (2) directors of the Corporation; (ii) so long as at least 1,000,000 shares of Preferred Stock are outstanding (such number of shares being subject to proportional adjustments to reflect recapitalizations, combinations or subdivisions of such series of Preferred Stock), the holders of the Preferred Stock, voting as a separate class, shall be entitled to elect five (5) directors of the Corporation (the “**Preferred Directors**”); and (iii) the holders of the Preferred Stock and the Common Stock, voting together as a single class on an as-converted basis shall be entitled to elect the remaining director of the Corporation.”

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 the Restated Certificate to be signed by Faraj Aalaei, its Chief Executive Officer, this 22nd day of January, 2016.

AQUANTIA CORP.

By: /s/ Faraj Aalaei

Name: Faraj Aalaei

Title: Chief Executive Officer