

**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 (a) amends and restates the first paragraph of ARTICLE IV of the Amended and Restated Certificate of the Corporation (the "**Restated Certificate**") as set forth below to (i) decrease the number of authorized shares of the Corporation's Preferred Stock from 179,334,966 to 177,550,525, (ii) decrease the number of authorized shares of the Corporation's Series F Preferred Stock from 46,174,565 to 43,749,995 shares and (iii) increase the number of authorized shares of the Corporation's Series G Preferred Stock from 13,972,043 to 14,612,172 and designate such shares as and (b) deletes in its entirety Subparagraph 6.8(d)(i)(N) of ARTICLE V of the Restated Certificate.

The first paragraph of ARTICLE IV of the Restated Certificate is hereby deleted and replaced in its entirety with the following paragraph:

"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 256,100,000 shares, \$0.00001 par value per share. The total number of shares of Preferred Stock authorized to be issued is 177,550,525 shares, \$0.00001 par value per share, 18,664,515 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," 26,438,715 of which are designated "Series E Preferred Stock" 43,749,995 of which are designated "Series F Preferred Stock" and 14,612,172 of which are designated "Series G 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.”

Subparagraph 6.8(d)(i)(N) of ARTICLE V of the Restated Certificate is hereby deleted in its entirety.

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 15th day of December, 2014.

AQUANTIA CORP.

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