

**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 ARTICLE IV 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 244,000,000 to 247,100,000 shares, (ii) increase the number of authorized shares of the Corporation’s Preferred Stock from 174,322,982 to 177,394,107 shares and (iii) designate the increased authorized shares of the Corporation’s Preferred Stock as Series F Preferred Stock, (b) amends and restates Subparagraph 5.4(a) of ARTICLE V of the Restated Certificate of the Corporation, (c) amends and restates Subparagraph 6.8(d)(i)(C) of ARTICLE V of the Restated Certificate of the Corporation and (d) inserts a new Subparagraph 6.8(d)(i)(N) of ARTICLE V of the Restated Certificate of the Corporation.

The first paragraph of ARTICLE IV of the Restated Certificate of the Corporation shall now 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 247,100,000 shares, \$0.00001 par value per share. The total number of shares of Preferred Stock authorized to be issued is 177,394,107 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,” 38,241,493 of which are designated “Series E Preferred Stock” and 46,174,565 of which are designated “Series F 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 5.4(a) of ARTICLE V of the Restated Certificate of the Corporation shall now read in its entirety as follows:

“(a) Election of Directors. The number of authorized directors on the Board shall be eight (8), 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.”

Subparagraph 6.8(d)(i)(C) of ARTICLE V of the Restated Certificate of the Corporation shall now read in its entirety as follows:

“(C) any shares of the Corporation’s Common Stock or Preferred Stock (and/or options or warrants therefor) issued to parties that are not a holder of Preferred Stock (as determined immediately prior to such issuance or deemed issuance), officer, or director of the Corporation (or an affiliate of any such holder of Preferred Stock, officer or director) and are (i) strategic partners in connection with a commercial relationship with the Corporation primarily for other than equity financing purposes, (ii) suppliers of goods or services to the Corporation or (iii) providing the Corporation with equipment leases, real property leases, loans, credit lines, guaranties of indebtedness, cash price reductions or similar transactions, under arrangements, in each case, approved by the Board (with the concurrence of at least a majority of the Preferred Directors); provided, however, that notwithstanding that Pinnacle Ventures L.L.C. or its affiliates (collectively, the “**Pinnacle Parties**”) may be a holder of Preferred Stock, the following issuances to the Pinnacle Parties shall, to the extent otherwise meeting the

requirements of this Section 6.8(d)(i)(C), also be excluded from the definition of "Additional Shares of Common Stock": any shares of Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock (the "***Pinnacle Warrant Shares***") underlying warrants to purchase shares of Series D Preferred Stock, Series E Preferred Stock or Series F Preferred Stock (and Common Stock issued or issuable upon conversion thereof) that are issued to any of the Pinnacle Parties in connection with a loan that have an exercise price per share equal to at least the Conversion Price for the Series D Preferred Stock, the Conversion Price for the Series E Preferred Stock or the Conversion Price for the Series F Preferred Stock, respectively; provided, further, that such exclusion shall be limited to a number of Pinnacle Warrant Shares that, in the aggregate, does not exceed one percent (1%) of the Common Stock Equivalents Outstanding immediately prior to each particular issuance);"

A new subparagraph 6.8(d)(i)(N) of ARTICLE V of the Certificate of Incorporation is hereby inserted immediately following subparagraph 6.8(d)(i)(M) of ARTICLE V of the Certificate of Incorporation:

"(N) shares of Preferred Stock issued or issuable upon conversion of any secured promissory notes issued by the Corporation to Pinnacle Ventures, L.L.C. pursuant to that certain Loan and Security Agreement dated as of April 5, 2013, and any of the secured promissory notes described in this Subsection 6.1(d)(i)(N) as amended after the date hereof, provided that such amendment is approved by the Board of Directors, including the unanimous approval of the directors elected solely by holders of Preferred Stock."

**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 5th day of April, 2013.

**AQUANTIA CORP.**

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