



## **Shareholder Communications Policy**

### **POLICIES AND PROCEDURES FOR SHAREHOLDER COMMUNICATIONS TO INDEPENDENT DIRECTORS**

(Adopted June 6, 2011 and effective upon the Company's initial public offering)

The Board of Directors believes that management speaks for the Company. Individual Board members may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where shareholders wish to communicate directly with our non-management directors, messages can be sent to our General Counsel, at Ambarella, Inc., 3101 Jay Street, Santa Clara, CA 95054, Attn: General Counsel. Our General Counsel or Legal Department shall review all incoming shareholder communications (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material) and, if appropriate, route such communications to the appropriate member(s) of the Board or, if none is specified, to the Chairman of the Board.

Our General Counsel or Legal Department may decide in the exercise of its judgment whether a response to any shareholder communication is necessary and shall provide a report to the Corporate Governance and Nominating Committee on a quarterly basis of any shareholder communications received for which the General Counsel or Legal Department has determined no response is necessary.

This procedure for shareholder communications with the non-management directors is administered by the Company's Corporate Governance and Nominating Committee. This procedure does not apply to (a) communications to non-management directors from officers or directors of the Company who are shareholders, or (b) shareholder proposals submitted pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended.

**Please note: Requests for investor relations materials should be made to Ambarella, Inc., 3101 Jay Street, Santa Clara, California 95054, Attn: Investor Relations.**