



## **Director Nomination Policy**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES**

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

#### **Shareholder Recommendations and Nominations**

##### ***Candidate Recommendations***

It is the policy of the Corporate Governance and Nominating Committee of the Board of Directors (the "Committee") of Ambarella, Inc. (the "Company") to consider recommendations for candidates to the Board of Directors from shareholders holding at least three percent (3%) of the Company's common stock continuously for at least twelve (12) months prior to the date of the submission of the recommendation.

A shareholder that wants to recommend a candidate for election to the Board of Directors should direct the recommendation in writing by letter to Ambarella, Inc., 3101 Jay Street, Santa Clara, CA 95054, Attn: Corporate Secretary. The recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Company and evidence of the recommending shareholder's ownership of Company stock. Such recommendations must also include a statement from the recommending shareholder in support of the candidate, particularly within the context of the criteria for Board membership, including issues of character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and personal references.

##### ***Candidate Nominations***

A shareholder that instead desires to nominate a person directly for election to the Board of Directors at an annual meeting of the shareholders must meet the deadlines and other requirements set forth in the Company's Articles of Association and the rules and regulations of the Securities and Exchange Commission. The Secretary of the Company will provide a copy of the Articles of Association upon request in writing from a shareholder.

#### **Identifying and Evaluating Nominees for Director**

The Committee will use the following guidelines to identify and evaluate any individual recommended for nomination to the Board of Directors:

- The Committee will consider candidates recommended by shareholders in the same manner as candidates recommended to the Committee from other sources.
- In its evaluation of director candidates, including the members of the Board of Directors eligible for re-election, the Committee will consider the following:
  - The current size and composition of the Board of Directors and the needs of the Board of Directors and the respective committees of the Board.
  - Such factors as character, integrity, judgment, diversity of experience (including age, gender, international background, race and professional experience), independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like. The Committee evaluates these factors, among others, and does not assign any particular weighting or priority to any of these factors.
  - Other factors that the Committee may consider appropriate.
- The Committee requires the following minimum qualifications to be satisfied by any nominee for a position on the Board:
  - The highest personal and professional ethics and integrity.
  - Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment.
  - Skills that are complementary to those of the existing Board.

- The ability to assist and support management and make significant contributions to the Company's success.
- An understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.
- If the Committee determines that an additional or replacement director is required, the Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Committee, the Board or management.
- The Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder as a nominee for election to the Board.

### **Decision by Board of Directors**

After the Committee makes its recommendations to the Board, the Board will have final authority on determining the selection of those director candidates for nomination to the Board.

### **Modification of Policies and Procedures**

The policies and procedures set forth herein may be modified at any time as may be determined by the Committee.