

QUANTENNA COMMUNICATIONS, INC.

DIRECTOR NOMINATIONS POLICY AND PROCEDURES

(Adopted on September 28, 2016;
Effective upon the effectiveness of the registration statement
relating to the Company's initial public offering)

The Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of Quantenna Communications, Inc. (the “**Company**”), among other duties, is responsible for evaluating the composition of the Board, determining the recommended criteria to be a director, searching for and evaluating prospective candidates, and recommending candidates for selection by the Board. The Nominating Committee and Board have approved the following policies and procedures governing the process for identifying, evaluating and selecting candidates for the Board.

A. Identifying and Evaluating Nominees for Director

The Nominating Committee will use the following procedures to identify and evaluate any individual recommended or offered for nomination to the Board:

- The Nominating Committee may utilize internal and external resources at its discretion to identify potential candidates for the Board. The Nominating Committee will consider candidates recommended by stockholders in the same manner as candidates recommended to the Nominating Committee from other sources.
- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Nominating Committee will consider the following:
 - The current size and composition of the Board and the needs of the Board and the respective committees of the Board.
 - Such factors as character, integrity, judgment, diversity, independence, area of expertise, corporate, industry and eco-system experience, length of service, potential conflicts of interest, availability, other commitments and the like. The Nominating Committee evaluates these factors, among others, on a case-by-case basis.
 - Other factors that the Nominating Committee may consider appropriate.
- The Nominating 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 are required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.
- If the Nominating Committee determines that an additional or replacement director is required, the Nominating 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 Nominating Committee, the Board or management.
 - The Nominating Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

B. Stockholder Recommendations and Nominations

1. Candidate Recommendations

It is the policy of the Nominating Committee to consider recommendations for candidates to the Board from stockholders holding at least five percent (5%) of the fully diluted capitalization of the Company continuously for at least twelve (12) months prior to the date of the submission of the recommendation.

A stockholder that wants to recommend a candidate for election to the Board should direct the recommendation in writing by letter to the Company, attention of the General Counsel or the Legal Department, at Quantenna Communications, Inc. at the Company's then current address for its headquarters. The recommendation must include the candidate's name, home and business contact information, detailed biographical data and 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 stockholder's ownership of the Company's capital stock. Such recommendation must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board membership.

2. Candidate Nominations

A stockholder that desires to nominate a person directly for election to the Board at an annual meeting of the stockholders must meet the deadlines and other requirements set forth in Section 2.4(ii) of the Company's Amended and Restated Bylaws and the rules and regulations of the Securities and Exchange Commission. Section 2.4(ii) of the Company's Amended and Restated Bylaws requires that a stockholder that seeks to nominate a candidate for director must provide a written notice to the Secretary of the Company not later than the 45th day nor earlier

than the 75th day before the one-year anniversary of the date on which the corporation first mailed its proxy materials or a notice of availability of proxy materials (whichever is earlier) for the preceding year's annual meeting; provided, however, that in the event that no annual meeting was held in the previous year or if the date of the annual meeting is advanced by more than 30 days prior to or delayed by more than 60 days after the one-year anniversary of the date of the previous year's annual meeting, then, for notice to be timely, it must be so received by the secretary not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of (i) the 90th day prior to such annual meeting, or (ii) the tenth day following the day on which the date of such annual meeting is first publically announced. That notice must state the information required by Section 2.4(ii)(b) of the Company's Amended and Restated Bylaws and otherwise must comply with applicable federal and state law. The Secretary of the Company will provide a copy of the Company's Amended and Restated Bylaws upon request in writing from a stockholder.

C. Decision by the Board of Directors

After the Nominating 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.

D. Modification of Policies and Procedures

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