

**AEROHIVE NETWORKS, INC.**  
**POLICY REGARDING REPORTING OF**  
**ACCOUNTING AND AUDITING MATTERS**

*(“Whistleblower Communications”)*

Approved as of February 12, 2014 and effective as of the  
closing of the Company’s initial public offering

Aerohive Networks, Inc. (the “**Company**”) is committed to maintaining high standards of financial integrity, and the Audit Committee of the Board of Directors of the Company takes very seriously all complaints and concerns regarding accounting, internal accounting controls and auditing matters. The Company’s financial information guides the decisions of the Board of Directors and management and is relied upon by the Company’s stockholders, employees and business partners. The Company’s policies and practices have been developed to maintain the highest business, legal and ethical standards.

For these reasons, the Company must maintain a workplace environment where employees who reasonably believe that they are aware of questionable accounting, internal accounting controls or auditing matters, or of the reporting of fraudulent financial information, can raise these concerns free of any harassment, discrimination or retaliation. It is the Company’s policy to encourage its employees to report those concerns as soon as possible after discovery. The Company strives to encourage open communication so that such concerns may be raised without fear of retaliation in any manner..

Accordingly, the Audit Committee has established the following procedures for:

- The receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters; and
- The confidential, anonymous submission by the Company’s employees of concerns regarding accounting or auditing matters they believe to be questionable.

The Audit Committee is committed to continuously reviewing and updating its policies and procedures. Therefore, these procedures are subject to modification.

**I. Receipt of Complaints**

A. Non-employees may submit complaints regarding accounting, internal accounting controls, or auditing matters by mail to:

Aerohive Networks, Inc.  
1011 McCarthy Blvd.  
Milpitas, CA 95035

Attn: General Counsel

B. Employees may submit concerns regarding accounting, internal accounting controls, or auditing matters they believe to be questionable (confidentially and anonymously, if they wish) in one of the following ways:

- Via electronic mail to the General Counsel at [Generalcounsel@aerohive.com](mailto:Generalcounsel@aerohive.com);
- Via electronic mail to a third party service provider at [aerohivenetworks@answernet.com](mailto:aerohivenetworks@answernet.com), or by logging on to [www.thecompliancepartners.com/aerohivenetworks](http://www.thecompliancepartners.com/aerohivenetworks)
- Via the Company's telephone hotline at **888-670-3675**; or
- Via regular mail as set forth above.

C. The methods of submitting complaints shall be published on the Company's external and internal websites in such manner as the General Counsel, in consultation with the Audit Committee, deems appropriate. It shall be emphasized to employees that each of the methods of submitting complaints listed above may be used anonymously and that such complaints shall be treated confidentially.

D. Except for complaints sent directly to the Audit Committee, all complaints will be forwarded to the General Counsel's office for coordination of their treatment as set forth below.

## **II. Treatment of Complaints**

A. All accounting and auditing complaints received shall be entered on an accounting and auditing matters log, which shall include, among other things, information regarding the date the complaint was received, a description of the complaint, the submitter (if provided), and the status and disposition of an investigation of the complaint. Receipt of the complaint will be acknowledged to the sender, within a reasonable period following receipt, if appropriate information for response is supplied.

B. Non-accounting or non-auditing complaints shall be logged separately and will be forwarded to the appropriate person or department for investigation (e.g., Human Resources or Legal), unless the General Counsel deems other treatment is necessary (e.g., such complaint involves a finance employee or executive officer).

C. With respect to complaints not initially directed to the Audit Committee regarding accounting or auditing matters, the General Counsel and/or internal audit or compliance function will report immediately to the Audit Committee matters they deem significant (e.g., allegations of fraud or allegations of accounting or auditing matters it believes to be questionable involving executive officers). The Audit Committee shall direct and oversee an investigation of such complaints, as well as any complaints initially directed to the Audit Committee, as it determines to be appropriate.

D. All other complaints regarding accounting or auditing matters shall be reviewed under the direction and oversight of the General Counsel, who will involve such other parties (e.g., members of the Finance Department or outside advisors) as deemed appropriate. The General Counsel shall provide the Audit Committee with a quarterly report of all accounting or auditing complaints received and an update of pending investigations. The Audit Committee may request special treatment for any complaint and may assume the direction and oversight of an investigation of any such complaint.

E. Confidentiality will be maintained to the extent possible, consistent with the need to conduct an adequate review.

F. In all cases, prompt and appropriate corrective action shall be taken as determined by the Audit Committee. An employee may be subject to disciplinary action, which may include the termination of his or her employment, if the employee fails to cooperate in an investigation or deliberately provides false or misleading information during an investigation. The specific action that will be taken in response to a report will depend on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. Where questionable accounting, internal accounting controls or auditing matters or the reporting of fraudulent financial information is verified, corrective action will be taken and, if appropriate, the persons responsible will be disciplined.

G. Reprisal, threats, retribution or retaliation in any way against any person who has in good faith made a complaint or reported a concern, or against any person who assists in any investigation or process with respect to such a complaint or concern, is prohibited. Employees who believe that they have been subjected to any discrimination, retaliation or harassment for having submitted a complaint regarding questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information under this policy or participating in an investigation relating to such a complaint, should immediately report the concern to the General Counsel or to any of his supervisors. Any complaint that such discrimination, retaliation or harassment has occurred will be promptly and thoroughly investigated. If such a complaint is substantiated, appropriate disciplinary action will be taken, up to and including termination.

### **III. Retention of Complaints**

The General Counsel shall retain written complaints, the accounting and auditing matters log and all related documentation as required under applicable law.