

AEROHIVE NETWORKS, INC.

**POLICIES AND PROCEDURES FOR
STOCKHOLDER COMMUNICATIONS TO INDEPENDENT DIRECTORS**

Effective as of January 1, 2015
(adopted as of March 11, 2015)

The Board of Directors (the “**Board**”) believes that management speaks for Aerohive Networks, Inc. (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 stockholders wish to communicate directly with our non-management directors, messages can be sent to our General Counsel at Aerohive Networks, Inc., 330 Gibraltar Drive, Sunnyvale, CA 94089, Attn: General Counsel. Our General Counsel shall review all incoming stockholder 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 may decide in the exercise of his or her judgment whether a response to any stockholder communication is necessary and shall provide a report to the Nominating and Corporate Governance Committee of the Board on a quarterly basis of any stockholder communications received for which the General Counsel has determined no response is necessary.

This procedure for stockholder communications with the non-management directors is administered by the Company’s Nominating and Corporate Governance Committee of the Board. This procedure does not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders, or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended, or (c) communications otherwise made pursuant to the Company’s “whistleblower” policy and process.

Any stockholder may communicate with the Company pursuant to the following “whistleblower” communications process:

- Via electronic mail to Generalcounsel@aerohive.com;
- Via electronic mail to a third party service provider at aerohivenetworks@answernet.com, or by logging on to www.thecompliancepartners.com/aerohivenetworks
- Via the Company’s telephone hotline at **888-670-3675**; or
- Via regular mail to Aerohive Networks, Inc., Attn: General Counsel, 330 Gibraltar Drive, Sunnyvale, CA 94089.

Please note: Requests for investor relations materials should be made to Aerohive Networks, Inc., 330 Gibraltar Drive, Sunnyvale, CA 94089, Attn: Investor Relations.