

AEROHIVE NETWORKS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES

Effective as of January 1, 2015
Amended as of February 1, 2019

I. Stockholder Recommendations and Nominations

A. Candidate Recommendations

It is the policy of the Nominating and Corporate Governance Committee of the Board of Directors (the “**Committee**”) of Aerohive Networks, Inc. (the “**Company**”) to consider timely and properly submitted recommendations for candidates to the Board of Directors (the “**Board**”) from stockholders holding at least one percent (1%) 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, at 1011 McCarthy Blvd., Milpitas, CA 95035. 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 stockholder’s ownership of Company stock. Such recommendations must also include a statement from the recommending stockholder 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.

B. Candidate Nominations

A stockholder that instead 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 and otherwise of the Company’s Amended and Restated Bylaws and the rules and regulations of the Securities and Exchange Commission. That notice must state the information required by Section 2.4 of the Company’s Amended and Restated Bylaws, and otherwise must comply with applicable federal and state law. The Secretary of the Company will make available a copy of the Amended and Restated Bylaws upon request in writing from a stockholder.

II. Identifying and Evaluating Nominees for Director

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

- The Committee will consider candidates recommended by stockholders 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 eligible for re-election, the Committee will consider the following:
 - The current size and composition of the Board, the needs of the Board and the respective committees of the Board.
 - Such factors as character, integrity, judgment, diversity (including, but not limited to, gender, ethnicity, race and international background), experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, and other commitments. 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:
 - Personal and professional ethics and integrity.
 - Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment.
 - Skills which are complementary to those of the existing Board.
 - Skills which are complimentary to the business objectives and operating initiatives of the Company.
 - 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.

III. Decision by Board

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.

IV. Modification of Policies and Procedures

The Committee may modify at any time the policies and procedures set forth herein.