



Corporate Governance and Nominating Committee Charter

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

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

PURPOSE

The purpose of the Corporate Governance and Nominating Committee of the board of directors (the "Board") of Ambarella, Inc. (the "Company") is to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Corporate Governance and Nominating Committee shall:

- Review and make recommendations to the Board on matters concerning composition of the Board and its committees;
- Assist the Board in identifying individuals who are qualified to become members of the Board, and select, or recommend to the Board to select, specified individuals as the director nominees for each annual meeting of shareholders;
- Oversee the evaluation of the Board; and
- Develop and recommend to the Board the corporate governance principles applicable to the Company.

MEMBERSHIP

The committee members shall be appointed by, and shall serve at the discretion of, the Board. The committee shall consist of no fewer than two (2) members of the Board. The Board may designate one member of the committee as its chair. Members of the committee shall not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed "Independent Directors" as defined by the listing standards of the Nasdaq Stock Market, Inc.; provided, however, that the Company may avail itself of any phase-in rules applicable to newly listed companies in connection with an initial public offering.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the committee shall include:

Board Composition, Evaluation and Nominating Activities

- Review and make recommendations to the Board regarding the composition and size of the Board and determine the relevant criteria (including any minimum qualifications) for Board membership.
- Establish procedures for identifying and evaluating nominees for election to the Board, including procedures for the submission of candidates for election to the Board by shareholders of the Company.
- Identify, consider and recommend candidates to fill new positions or vacancies on the Board. In performing these duties, the committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify candidates for the Board and shall have authority to approve the search firm's fees and other retention terms.
- Review and recommend candidates for election to the Board at the annual meeting of shareholders in compliance with the Company's policies and procedures for consideration of director candidates.
- Determine the manner in which shareholders may send communications to the Board, as well as the process by which shareholder communications will be relayed to the Board and what the response of the Board, if any, should be.
- Review governance-related shareholder proposals and recommend responses of the Board.
- Oversee the Board's self-evaluation process, including, if deemed appropriate, approving director questionnaire forms and conducting surveys of director observations, suggestions and preferences.
- Evaluate the performance of and, if appropriate, recommend removal of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Evaluate the "independence" of directors and director nominees against the independence requirements of the Nasdaq Stock Market, Inc., rules and regulations promulgated by the Securities and Exchange Commission and other applicable

laws.

- Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process.

Board Committees

- Periodically review the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees of the Board.
- Recommend to the Board persons to be members of the various committees of the Board.

Corporate Governance Generally

- Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- Review annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with, and recommend changes to the Board as necessary.
- Review proposed changes to the Company's Articles of Association and make recommendations to the Board.
- Periodically review the succession planning for the Chief Executive Officer, report the committee's findings and recommendations to the Board, and work with the Board in evaluating potential successors to the Chief Executive Officer position.
- Make recommendations for the continuing education of Board members.
- Review annually the committee's performance.
- Periodically review this Charter and recommend any proposed changes to the Board.

The committee shall perform such other duties and functions as prescribed by law, the Company's Articles of Association or the Board. The committee may form and delegate authority to subcommittees when appropriate. In performing its duties, the committee shall have the authority, at the Company's expense, to retain, hire, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

MEETINGS

The committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The committee may meet either in person or telephonically, and at such times and places as the committee determines. The committee may establish its own meeting schedule, which it will provide to the Board. The committee may invite to its meetings other members of the Board, Company management and such other persons as the committee deems appropriate in order to carry out its responsibilities.

MINUTES

The committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

REPORTS

The chair of the committee shall make regular reports to the Board on the actions and recommendations of the committee.