

## COMPENSATION COMMITTEE CHARTER

As adopted on September 29, 2015

### I. PURPOSE

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Adesto Technologies Corporation (the “*Company*”) through delegation from the Board, has principal responsibility to evaluate, recommend, approve and review executive officer compensation arrangements, plans, policies and programs maintained by the Company, and to administer the Company’s cash-based and equity-based compensation plans. The Committee will also consider and make recommendations regarding director compensation. The Committee may also make recommendations to the Board regarding any other Board responsibilities relating to executive compensation.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee for evaluating, recommending and approving the Company’s executive officer compensation arrangements, plans, policies and programs maintained by the Company, and for administering the Company’s cash-based and equity-based compensation plans and arrangements for employees generally, whether adopted prior to or after the date of adoption of this Charter (including issuance of stock options and other equity-based awards granted other than pursuant to a plan).

### II. MEMBERSHIP

The Committee will consist of at least two members of the Board, each of whom will be “independent,” as defined in the rules and regulations of The NASDAQ Stock Market LLC applicable to directors and compensation committee members, as amended from time to time. Each member of the Committee shall be a “non-employee director,” as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and an “outside director” under Regulation Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

### III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may engage in such

other activities, and establish such policies and procedures, from time to time as it deems necessary or advisable in fulfilling its responsibilities and duties.

The Committee will:

1. Annually review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants.

2. Review and approve the goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer (the "**CEO**") and other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the Exchange Act (collectively with the CEO, the "**Executive Officers**"), and evaluate their performance in light of these goals and objectives. Based on this evaluation, the Committee will have the sole authority, subject to any approval by the Board which the Committee or legal counsel determines to be desirable or is required by applicable law or the applicable rules, regulations and listing requirements of The NASDAQ Stock Market LLC, as amended from time to time (the "**Exchange Rules**"), to make decisions respecting (i) the salary paid to the Executive Officers, (ii) the grant of all cash-based incentive compensation and equity-based compensation to the Executive Officers, (iii) the entering into or amendment or extension of any offer letter, employment contract or similar arrangement with the Executive Officers, (iv) the entering into or amendment or extension of any Executive Officer severance or change in control arrangements, and (v) any other Executive Officer compensation matters; provided that the Committee may take account of the recommendations of the Board (or any Board member) with respect to Executive Officer compensation. The Committee may take account of the recommendations of the CEO with respect to other Executive Officers. The CEO may not be present during voting or deliberations regarding the CEO's compensation.

3. Review and approve policies and procedures relating to perquisites of Executive Officers.

4. Periodically review, administer and interpret the Company's cash-based and equity-based compensation plans and agreements thereunder, including establishing parameters for delegated authority to issue equity awards.

In addition to the authority to delegate to a subcommittee as set forth below, the Committee may adopt an equity grant policy and delegate to the CEO (either alone or acting together with one or more other officers of the Company), including in conjunction with one or more officers, within the limits imposed by such policy and applicable law and the Exchange Rules, the authority to approve cash awards or make equity grants to employees of the Company or of any subsidiary of the Company who are not Executive Officers or directors of the Company, within the limits imposed by such policy and applicable law and the Exchange Rules, provided that in the case of grants of options or stock appreciation rights, the price per share of any grant by the CEO is no less than the fair market value of the Company's common stock on the date of grant.

5. Meet with the CEO periodically to discuss the incentive compensation programs to be in effect for the other Executive Officers and, where appropriate, for other employees of the Company or any Company subsidiary, and the corporate goals and objectives relevant to those

programs and performance targets applicable to the Executive Officers and, where appropriate, other employees of the Company or any subsidiary.

6. Oversee the administration of and, if deemed necessary, amend the Company's 401(k) plan, and, if desired, delegate the routine administration of the 401(k) plan to an administrative committee consisting of employees of the Company.

7. Recommend to the Board, for determination by the Board, the form and amount of cash-based and equity-based compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board.

8. Review with management risks arising from the Company's compensation policies and practices applicable to employees to determine whether such policies or practices are reasonably likely to have a material adverse effect on the Company.

9. Review and discuss with management the Company's "Compensation Discussion and Analysis" and related disclosures, when and to the extent the rules and regulations of the Securities and Exchange Commission (the "**Commission Rules**") require such disclosures be included in the Company's annual report on Form 10-K and proxy statement, and based on such review and discussion, recommend to the Board whether such disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document, as well as oversee the publication of any required reports of the Committee relating to the same.

10. Perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and Commission Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

#### **IV. STUDIES AND ADVISERS**

The Committee may conduct or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the Company's expense, to retain or obtain the advice of compensation and other consultants, legal counsel, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. In connection with the retention of such advisers (other than in-house legal counsel), the Committee shall consider all factors related to the independence of such advisers from management, including those specified in Rule 5605(d)(3)(D) of the Exchange Rules and those set for in the Commission Rules. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any advisers retained by the Committee, and have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any compensation and other consultants, legal counsel, accountants, experts or advisers retained by the Committee;

- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions; and
- the commission of any necessary studies or surveys concerning the levels of executive compensation payable in the industry in which the Company is engaged and in other related industries or obtaining recommendations from advisers appointed by the Committee in accordance with the guidelines set forth above concerning comparable compensation programs.

Irrespective of the retention of compensation and other consultants, legal counsel, accountants, experts and advisers to assist the Committee, the Committee will exercise its own judgment in fulfillment of its functions.

## **V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF**

The Committee will meet at least twice per year or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee will set the dates, times and places of such meetings. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via teleconference or video conference. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company will provide the Committee such staff support as it may require.

## **VI. MINUTES AND REPORTS**

The Committee will cause to be maintained written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will periodically report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

## **VII. DELEGATION OF AUTHORITY**

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

## **VIII. COMPENSATION**

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

## **IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER**

The Committee will evaluate the Committee's composition and performance on an annual basis and report to the Board. The Committee will also review and reassess the adequacy of this Charter periodically, and recommend to the Board any changes the Committee determines are appropriate.

## **X. PUBLICATION**

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.