

ADESTO TECHNOLOGIES CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

As adopted on September 29, 2015

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Adesto Technologies Corporation (the “*Company*”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company, and to assist the Board with respect to corporate governance matters, including:

- identifying, considering and nominating candidates for membership on the Board;
- developing and recommending a set of corporate governance guidelines and policies applicable to the Company (the “*Corporate Governance Guidelines*”); and
- advising the Board on corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and Board committees.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. MEMBERSHIP

The Committee will consist of at least two members of the Board, each of whom will be an “independent director” as defined under the applicable rules, regulations and listing requirements of The NASDAQ Stock Market LLC, as amended from time to time (the “*Exchange Rules*”).

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 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 supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

1. Recommend to the Board for determination the desired qualifications, expertise and characteristics of Board members, with the goal of developing a diverse, experienced and highly qualified Board.

2. Identify and recruit qualified candidates for Board membership to fill new or vacant positions on the Board, consistent with criteria approved by the Board.

3. Recommend to the Board for selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and recommendation of all director nominees to be elected by the Board or stockholders to fill interim director vacancies. In this regard, the Committee will consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws or determined by the Committee from time to time.

4. Identify, evaluate and recommend a slate of directors to be appointed to committees of the Board annually and will recommend additional directors to fill committee vacancies as needed.

5. Develop and recommend to the Board the Corporate Governance Guidelines.

6. Consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required to be disclosed pursuant to applicable law, rules or regulations, including the rules and regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "**Commission Rules**"), and Exchange Rules, or otherwise considered to be desirable and appropriate in the discretion of the Committee.

7. Evaluate the adequacy of the Company's corporate governance structure, policies and procedures in light of (i) applicable legal and regulatory requirements, (ii) evolving corporate governance best practices, and (iii) the performance of management, the Board and each of its committees relating to corporate governance. In this regard, the Committee will review and reassess the adequacy of the Corporate Governance Guidelines and the Company's code of business conduct and ethics at least annually, and recommend to the Board any changes the Committee determines are appropriate.

8. Oversee the evaluation of and evaluate the performance of the Board and its committees (including the composition and organization thereof) on an annual basis, and make any recommendations to the Board that the Committee deems appropriate.

9. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules and Exchange 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, any matter that is 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 expense of the Company, to retain legal counsel and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. In order to carry out its nominating duties, the Committee will have the authority to retain and terminate any search firm to be used to assist it in identifying director candidates, including the authority to approve such firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firm, legal counsel and other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held from time to time, 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. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. The Committee will report to the Board from time to time with respect to the activities of the Committee. 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 on 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 review and reassess the adequacy of this Charter at least annually, 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.