

ALPHA AND OMEGA SEMICONDUCTOR LIMITED
Nominating and Corporate Governance Committee Charter

Amended as of February 8, 2018

ROLE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (“Board”) of Alpha and Omega Semiconductor Limited (the “Company”) is appointed by of the Board to assist in fulfilling certain of the Board’s oversight responsibilities. The Committee’s purposes shall be: (a) to recommend to the Board the composition and operations of the Board; (b) to identify individuals qualified to serve as members of the Board, and to identify and recommend that the Board select the director nominees for the next annual meeting of shareholders and to fill vacancies; and (c) to recommend to the Board the responsibilities of each Board committee, the composition and operation of each Board committee, and the director nominees for assignment to each Board committee.

MEMBERSHIP

The Committee shall be composed of at least three (3) directors, each of whom must be independent, as determined pursuant to applicable rules of the NASDAQ Stock Market, Inc. The members of the Committee shall be designated and approved by a majority of the whole Board and shall serve for one-year terms. The Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

MEETINGS AND PROCEDURES

- A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment. A majority of the members of the Committee shall constitute a quorum.
- B. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- C. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole.
- D. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.
- E. The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.

- F. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

A. **Board Size and Composition**

1. Consider and recommend to the Board the appropriate size and the needs of the Board, with the objective that the Board be composed of experienced and dedicated individuals with diverse backgrounds, perspectives and skills. The Committee shall take into account all factors it considers appropriate or necessary to help strengthen and balance the Board. Periodically, the Committee shall determine the criteria for director nominees, which may include certain expertise, independence, character, judgment, diversity, business acumen, the ability of the candidate to devote sufficient time and attention to the affairs of the Company, and the extent to which a particular candidate would fill a present or anticipated need on the Board. Candidates for membership on the Board will be reviewed in the context of the existing membership of the Board (including the qualities and skills of the existing directors), the operating requirements of the Company, and the long-term interests of the stockholders.
2. Have the sole authority, and necessary funding, to retain, set compensation and retention terms for, and terminate any search firm to be used to identify director candidates.
3. Evaluate and recommend to the Board the slate of nominees for directors to be elected by the shareholders at the Company's next annual meeting of shareholders and, where applicable, to be appointed to fill vacancies. The Committee shall give the same consideration to candidates for director nominees recommended by Company shareholders as those candidates recommended by others.
4. Oversee the establishment of the Board's policies and procedures for shareholder communications with the Board.
5. Determine, evaluate and recommend to the Board any policy or procedures for nomination of directors by shareholders and implement such policy and procedure as approved by the Board.

B. **Board Committees**

1. Recommend to the Board the responsibilities of the Board committees, including each committee's composition, operations, and authority to delegate to subcommittees.

2. Evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the persons recommended to serve as chairperson of each committee.

C. Management Development and Succession

1. Review and monitor management development plans and activities.
2. Review with the Board the Company's succession plan for the Chief Executive Officer and other executive officers, including plans for emergency succession in case of unexpected disability.

D. General Corporate Governance Matters

1. Recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of boards on which a director may serve; (v) director orientation and training; and (vi) the roles of the Company's executive officers and the outside directorships of such executives.
2. Consult with the Chief Executive Officer, as appropriate, and other Board members to ensure that its decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors, and management.
3. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
4. Perform any other activities consistent with this Charter, the Company's charter, if any, the Company's bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.