

CORPORATE GOVERNANCE POLICY

Adopted: May 6, 2021

The Board of Directors (the “Board”) of Alpha & Omega Semiconductor Limited, an exempted company organized under the laws of Bermuda, (the “Company”) has adopted the following principles and policies to further its continuing efforts to enhance corporate governance and management of the Company. The Board will review and amend these guidelines from time to time as it deems necessary and appropriate.

A. Role and Composition of the Board of Directors

1. The Company’s shareholders elect members of the Board to oversee their interest in the long-term success of the business. The Board is the ultimate decision-making body of the Company, except with respect to those matters reserved for shareholder by applicable laws or by our organizational documents, including our Bye-laws. The Board appoints Chief Executive Officer and works with Chief Executive Officer to select and appoint other executive officers of the Company, who are charged with the conduct of the Company’s business operations. Having selected the executive officers, the Board acts as an advisor and counselor to senior management and ultimately monitors and evaluates its performance.

2. The core responsibility of the Board is to exercise their business judgment to act in what they reasonably believe is the best interests of the Company and the shareholders. Directors must fulfill their responsibilities consistent with their fiduciary duty to the shareholders, in compliance with all applicable laws and regulations.

3. The Company's Bye-laws state that the directors shall be elected at a general meeting of shareholders and that each director shall hold office until his successor has been elected or until his earlier death, resignation or removal.

B. Composition of Board of Directors

1. It is the policy of the Company that the Board consists of a majority of independent directors as defined under applicable corporate governance rules of NASDAQ Stock Market LLC (“NASDAQ”), and as further determined by the Nominating and Corporate Governance Committee of the Board.

2. It is the policy of the Board that the number of directors does not exceed a number that can function efficiently as a body, and the Board has the authority to set the number of seats on the Board pursuant to the Bye-laws. The Nominating and Corporate Governance Committee (the “Nominating Committee”) recommends candidates to the full Board to fill new positions created by expansion and vacancies that occur by resignation, by retirement or for any other reason.

3. The Board from time to time will determine the leadership structure that serves it best. Although the roles of the offices of Chairman of the Board and Chief Executive Officer are currently held by the same person, the Board may in the future consider a separation of the offices. In addition, the Board believes that the role of an independent lead director is critical to the oversight function of the Board due to the absence of independence of the Chairman of the Board.

4. Directors are nominated by the Board or by shareholders in accordance with the Bye-laws and applicable laws and regulations, including any federal, state and securities exchange rules and regulations. The Nominating Committee, in consultation with Chief Executive Officer, leads the review of all nominees for the Board in accordance with its charter with the objectives that the Board be

composed of experienced and dedicated individuals with relevant backgrounds, diverse perspectives and skills to enhance the performance and value of the Company. The assessment will include a review of the nominee's judgment, experience, independence, understanding of the Company's or other related industries, and the specific criteria, characteristics and attributes for this role as developed by the Nominating Committee by consulting with the Chairman of the Board. The Nominating Committee shall provide all board members the opportunity to review and assess all nominees. After completing the review and assessment process, the Nominating Committee will recommend qualified nominees to the full Board to vote. Final approval of a candidate is determined by the full Board.

5. It is the general policy of the Company that the Board as a whole makes all major decisions. As a consequence, the standing committees of the Board are limited to those committees essential to, or mandated for, the operation of a publicly owned company of our size. Currently these standing committees of the Board are the Audit Committee, the Compensation Committee, and the Nominating Committee. It is the policy of the Board to maintain at least three members on each standing committee, subject to unexpected vacancy due to resignation, death or other circumstances.

6. Pursuant to its charter, the Compensation Committee annually reviews the compensation of directors and makes recommendation to the Board as to the appropriate level of compensation of directors.

7. To further its policy of having major decisions made by the Board as a whole, the Board may establish and provide orientation and continuing education process for members of the Board, which may include training materials, meetings with key management and advisors and visits to Company facilities, and the Company agrees to pay reasonable costs incurred in connection with such board training and continuing education programs.

C. Functioning of the Board

1. The Chairman of the Board sets the agenda for Board meetings, with the understanding that certain items pertinent to the advisory and monitoring functions of the Board will be brought to it periodically by senior management for review or decision.

2. Board materials related to agenda items are provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting.

3. At the invitation of the Board, members of senior management recommended by the Chairman and Chief Executive Officer attend all or part of a Board meeting for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations. In addition, Board members have free access to all other members of management and employees of the Company.

4. As necessary and appropriate, Board members may consult with independent legal, financial and accounting advisors to assist in their duties to the Company and its shareholders.

5. Executive sessions or meetings of independent directors without management present are held regularly. The lead independent director sets the agenda for executive sessions at regular and special Board meetings.

6. Each director is expected to attend the annual meeting of the shareholders.

7. Each director is expected to attend every Board meeting, but, at a minimum, shall attend at least 75% of the meetings of the Board and every meeting of each Committee on which such director serves during each fiscal year.

8. Ordinarily, directors should not serve on more than three (3) other boards of public companies in addition to the Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Board.

9. Any director (including management directors) whose principal occupation or business association changes substantially during his or her tenure as a director will be expected to promptly inform the Board of such change. The Nominating Committee will review such notice and recommend to the Board the action, if any, to be taken with respect to such change.

10. In the event the Chief Executive Officer resigns, retires or otherwise departs as an officer of the Company and if he or she is a director of the Board at the time of such resignation, retirement or departure, the Nominating Committee shall review and assess the composition of the Board and his or her qualifications and determine whether he or she shall be recommended for nomination for election as a director at the end of his or her current term of directorship.

11. The Board is required to conduct a self-evaluation of its performance at least annually to determine whether it is functioning effectively. The Nominating Committee will conduct this evaluation and review the results with the Board.

12. The Nominating Committee is charged with the responsibility of reviewing and implementing any CEO succession plan depending on the circumstances of the Company, and such plan will be reviewed and approved by the full Board. The Board may delegate such authority of the Nominating Committee to a succession committee to review, assess and recommend to the Board of any succession plans, and that members of the Nominating Committee shall be appointed to such succession committee.

13. The Audit Committee, Compensation Committee and Governance and Nominating Committee consist only of independent directors, and all such committees shall operate pursuant to written charters, which are available for investors to view on the Company website.

D. Independent Directors

1. In keeping with the rules of Nasdaq, a majority of the Board is composed of independent directors. From time to time, the independent directors meet separately or hold executive sessions to discuss and make decisions regarding matters reserved for determination by independent directors under the rules of NASDAQ and Securities and Exchange Commission ("SEC").

2. A meeting or executive session of the independent directors is presided over by the lead independent director having principal authority over the subject matter of the meeting or session. In the event that the Board does not have a lead independent director, the majority of independent directors shall appoint an independent director to preside over any executive sessions.

E. Diversity and Inclusion

1. The Company is committed to a diverse, inclusive, and equitable environment where all Board members, staff, volunteers, and members feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, or any other bias. The Board believes

in the benefits of having a Board composed of individuals with diverse skills, experience, backgrounds and perspectives as well as support for the mission of the Company. For purposes of Board composition, diversity includes, but is not limited to, business and industry skills and experience, gender, and ethnicity. All Board appointments should collectively reflect the diverse nature of the business environment in which the Company operates and be made on merit, in the context of the skills, experience, qualification and knowledge which the Board requires to be effective. The Board is committed to comply with all federal, state and local laws and regulations regarding diversity of composition of the Board, including any diversity legislation enacted by state laws to the extent the Company is subject to such legislation.

F. Stock Ownership Policy and Stock Holding Policy

1. The Board may adopt stock ownership guidelines for our executive officers and non-employee members of our Board of Directors. Under these guidelines, each executive officer is required to own shares with a value equal to a specified multiple of his or her annual base salary and each non-employee member of our Board of Directors is required to own shares with a value equal to a specified multiple of his or her annual cash retainer as determined by the Board.

2. If any director was determined to own less than the minimum number of common shares, such director shall have the two open periods after the two subsequent "Blackout Periods" (as defined in the Company's insider trading policy) to obtain the minimum number of common shares.

3. A director subject to this stock ownership policy is not required to acquire common shares in accordance with this policy if acquisition at such time would result in a violation of the Company's insider trading policy, in which event the director is required to comply with this stock ownership policy as soon as reasonably feasible thereafter.

G. Conflicts of Interest

1. The Company will not make any personal loans or extensions of credit to directors or executive officers.

2. The Audit Committee conducts an appropriate review of all related party transactions for potential conflict of interest situations on an ongoing basis, all in accordance with such procedures as the Audit Committee may adopt from time to time.

3. To help maintain the independence of the Board, all directors are required to deal at arm's length with the Company and its subsidiaries and to disclose any transaction or circumstance affecting the director that might be perceived as creating an interest that conflicts with, or is different from, the interest of the Company and its shareholders.

H. Policies on Business Ethics and Conduct

1. The Board adopts a Code of Ethics and Business Conduct applicable to all directors, officers and employees and makes it available to the public. The Code of Conduct also complies with the provision of Item 406 of Regulation S-K that requires a code of ethics applicable to the principal executive, financial and accounting officers which includes such standards as are reasonably necessary to promote the ethical handling of conflicts of interest, full and fair disclosure, and compliance with laws, rules and regulations.

2. The Chief Executive Officer, Chief Financial Officer and all senior financial personnel, are required to abide by our Code of Ethics to ensure that a climate of ethical, law-abiding, fair and honest conduct exists throughout our organization.

3. Employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of our Code of Conduct. The Sarbanes-Oxley Act of 2002, as amended, requires companies to have procedures to receive, retain and treat complaints received regarding accounting, internal accounting controls or auditing matters and to allow for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters. We currently have these procedures in place, and we will monitor any rules adopted by the SEC to determine whether we need to modify our process. The Company also encourages customers, vendors and interested parties to report any conduct that they believe in good faith to be an actual or apparent violation of our Code of Conduct.

I. Communication with Shareholders

1. The Chairman and Chief Executive Officer are responsible for establishing effective communications with the Company's stakeholder groups, i.e., shareholders, customers, company associates, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company.

2. The Board believes that the shareholders should have the ability to send written communications to the chair of any Committee, or to our independent directors as a group. Communications relating to any topic should be addressed as follows:

Chairman of the Board:

Mike F. Chang, Ph.D.
c/o Alpha and Omega Semiconductor Incorporated
475 Oakmead Parkway, Sunnyvale, CA 94085

The Chairman of the Board will review all relevant communications with the Board.