

Compensation Committee Charter

Amended as of November 9, 2016

ROLE

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Alpha and Omega Semiconductor Limited (the "Company") is appointed by the Board to assist in fulfilling certain of the Board's oversight responsibilities. The Committee's role includes (a) to establish compensation arrangements and incentive goals for executive officers and to administer compensation plans and equity-based plans; and (b) to evaluate the performance of executive officers and award incentive compensation and adjust compensation arrangements as appropriate based upon performance.

MEMBERSHIP

The Committee shall be composed of at least two directors. All members of the Committee shall meet the independence requirements of Rule 10C under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the NASDAQ Stock Market, Inc. ("NASDAQ") and must qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Exchange Act, and as "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as amended. The members of the Committee shall be appointed by the Board for one-year terms. 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. Any member of the Committee may be removed by the Board at any time with or without cause.

MEETINGS AND PROCEDURES

The Committee shall meet on a regular basis and shall hold special meetings as circumstances require. 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. The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Compensation Philosophy, Plans, and Programs

1. Periodically review, consider, and approve the philosophy for compensation of the Company's executive officers and other employees.
2. Establish compensation plans and programs for executive officers and other employees, including incentive and equity-based plans and programs, and authorize appropriate employment contracts, special retirement benefits, and severance or change in control arrangements.
3. Periodically review the adequacy of such plans, programs and arrangements for the executive officers and other employees.
4. Administer the Company's incentive and equity-based plans and programs and otherwise exercise the authority of the Board with respect to such plans.

Specific Compensation and Incentives

1. Establish annual base salary amounts for executive officers, including the Chief Executive Officer (or any Principle Executive Officer of the company, the "CEO"), and their annual incentive opportunity levels and the financial and any other goals to be met to earn annual and long-term incentive awards.

2. Review and evaluate, at least annually and taking into account the views of the other members of the Board, the performance and leadership of the CEO and determine the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.
3. Review and evaluate with the CEO the performance of the other executive officers of the Company and determine, or recommend to the Board for approval of, the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.
4. The CEO shall not be present during the voting or the deliberation by the Committee on his or her compensation.
5. To review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

Compensation Advisers

1. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultant, outside legal counsel or other advisers ("Compensation Advisers") as necessary to assist with the execution of its duties and responsibilities. The Committee shall set the compensation, and oversee the work, of the Compensation Advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its Compensation Advisers. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisers, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.
2. Prior to retaining or seeking advice from any Compensation Adviser (other than the Company's in-house counsel), the Committee must assess the independence of such Compensation Adviser as required by applicable Exchange Act and NASDAQ rules, including the consideration of the factors specified in such Exchange Act and NASDAQ rules.

Other Responsibilities

1. Review and approve disclosure regarding compensation and benefit matters included in the periodic filings required by the rules and regulations of the Securities and Exchange Commission (the "SEC"), including any Compensation Discussion and Analysis (CD&A) included in the proxy statement, and if applicable, prepare the report on executive compensation for inclusion in the Company's annual proxy statement or information statement filed with the SEC.
2. Review director compensation for service on the Board and Board committees at least once a year and recommend any changes to the Board.
2. Review and reassess on an annual basis the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
3. 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.
4. Report periodically to the Board on its meetings and other activities.