

ADVANCED ANALOGIC TECHNOLOGIES INCORPORATED

CORPORATE GOVERNANCE GUIDELINES

The corporate governance standards established by the Board of Directors (the “**Board**”) of Advanced Analogic Technologies Incorporated (the “**Company**”) provide a structure within which directors and management can effectively pursue the Company’s objectives for the benefit of its stockholders. To that end, the Board adopted the following Corporate Governance Guidelines.

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I. THE PRINCIPAL FUNCTIONS OF THE BOARD OF DIRECTORS

To Review and Approve the Company’s Strategic Direction and Annual Operating Plan and Monitor the Company’s Performance:

The fundamental role of the members of the Board is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. It is the duty of the Board to oversee the Chief Executive Officer and other senior management in the competent and ethical operation of the Company.

The Board is scheduled to meet not less than quarterly, and each quarterly meeting of the Board will generally include a strategy discussion.

Annually, the Board reviews and approves yearly goals and operating plans as required for the Company. On an ongoing basis during the year, the Board monitors the Company’s performance against its annual operating plan and against the performance of its peers.

The Board stays abreast of political, regulatory and economic trends and developments that may impact the Company’s strategic direction.

To Evaluate the Chief Executive Officer:

The Chief Executive Officer meets with the Compensation Committee to develop appropriate goals for the next year, which are then discussed with the entire Board. At year end, the Compensation Committee shall obtain information from the Board and management to evaluate the performance of the Chief Executive Officer in meeting those goals.

To Review Management Performance and Compensation:

The Compensation Committee evaluates the compensation plans, policies and programs for officers (as that term is defined in Rule 16a-1 promulgated under the Securities Exchange Act of 1934, as amended, the “**Executive Officers**”) and other employees to ensure they are appropriate, competitive and properly reflect the Company’s objectives and performance.

The Compensation Committee annually reviews and approves the compensation, including equity compensation, for the Chief Executive Officer and the Executive Officers.

To Review Management Succession Planning:

With the assistance of the Chief Executive Officer, the Board or the appropriate committee plans for succession to the position of Chief Executive Officer as well as certain other senior management positions.

To Advise and Counsel Management:

Advice and counsel to management occurs both in formal meetings of the Board and committees of the Board and through informal, individual director's contacts with the Chief Executive Officer and other members of management.

The Board should be composed of individuals whose knowledge, background, experience and judgment are valuable to the Company.

The information needed for the Board's decision-making generally will be found within the Company, and members of the Board have full access to management and other employees, as well as to the Company’s records and documents. The Board may also seek legal or other expert advice from a source independent of management.

To Monitor and Manage Potential Conflicts of Interests of Management, Board Members, and Stockholders:

All members of the Board must inform the Audit Committee of the Board or the full Board of all types of transactions between them (directly or indirectly) and the Company or any related parties, prior to their conclusion, even if such transactions are in the ordinary course of business. The Audit Committee of the Board shall review and approve all related party transactions for which audit committee approval is required by applicable law or the rules of the Nasdaq Stock Market.

The Board should ensure that there is no abuse of corporate assets or unlawful related party transactions.

To Ensure the Integrity of Financial Information:

The Audit Committee of the Board ensures the integrity of the Company's accounting and financial reporting systems, including the audit of the Company’s annual financial statements by the independent auditors, and that appropriate systems of control are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit

Committee, takes such actions as are necessary to ensure the integrity of the Company's accounting and financial reporting systems and that appropriate controls are in place.

To Monitor the Effectiveness of the Governance Practices under which the Board Operates and Make Changes as Needed:

The Corporate Governance and Nominating Committee of the Board shall periodically review and evaluate the effectiveness of the governance practices under which the Board operates and make changes to such practices as needed.

II. BOARD STRUCTURE AND COMPOSITION

Selection and Evaluation of Board Candidates:

The Board shall have a majority of directors who meet the criteria for independence established by applicable law, including the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission, and the Nasdaq Stock Market.

The Board anticipates that the Company's Chief Executive Officer ("CEO") will be nominated annually to serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

The Corporate Governance and Nominating Committee of the Board considers and recommends changes in the size of the Board. The Board would consider expanding its size to accommodate outstanding candidates.

The Board will be responsible for the selection of nominees for election or appointment to the Board. The Corporate Governance and Nominating Committee shall recommend candidates for election to the Board. The Corporate Governance and Nominating Committee considers nominees recommended by directors, officers, employees, shareholders and others using the same criteria to evaluate all candidates. The Corporate Governance and Nominating Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Corporate Governance and Nominating Committee would recommend the candidate for consideration by the full Board. The Corporate Governance and Nominating Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. To recommend a prospective nominee for the Corporate Governance and Nominating Committee's consideration, submit the candidate's name and qualifications to the Company's Secretary in writing to the following address: Advanced Analogic Technologies, Inc., Attn: Corporate Secretary, 3230 Scott Boulevard, Santa Clara, CA 95054, with a copy to the Company's General Counsel at the same address. When submitting candidates for nomination to the elected at the Company's annual meeting of shareholders, shareholders must follow the notice procedures and provide the information required by the Company's bylaws.

The Corporate Governance and Nominating Committee will annually oversee the review and evaluation of the Board's performance and effectiveness.

Orientation of New Directors:

Upon appointment, the Corporate Secretary shall provide new board members with director orientation materials, including presentations from senior executives and Company policies.

Directors Continued Education:

The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education and considers, from time to time, more formal director education programs.

Selection of Chairman:

The Board believes that the roles of the Chairman of the Board and Chief Executive Officer should be separate. However, the Board believes it should be free to determine what is best for the Company at a given point in time, and may waive this policy at its discretion. If the Chairman of the Board is an employee, the Board shall consider appointing an independent director as the Lead Independent Director.

Term:

The Company's Certificate of Incorporation, as amended, provides that the Company's directors shall be divided into three classes, with the classes of directors serving for staggered three-year terms.

The Board does not believe it should establish term limits because directors who have developed over time increasing insight into the Company and its operations provide an increasing contribution to the Board as a whole.

III. BOARD OPERATIONS AND MEETINGS

The Board usually meets at least four times per year, but meets more often if necessary. The Board may also take action by unanimous written consent.

The items on the agenda are typically determined by the CEO in consultation with the Chairman and other members of the Board and Company management. Any director may request that an item be included on the agenda.

Generally, members of the Board receive information in advance of meetings of the Board so they will have an opportunity to prepare for discussion of the items at the meeting. Information may include summaries, reports and other materials prepared by management and/or third parties. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting.

At meetings of the Board, ample time is scheduled to assure full discussion of important matters. Management presentations are scheduled to permit sufficient Board meeting time to be available for discussion and comments.

Members of the Board are expected to prepare for and participate in all meetings of the Board and applicable meetings of committees of the Board. Each member of the Board is expected to ensure that other commitments do not materially interfere with the member's service as director. To facilitate participation, directors may attend in person, via telephone conference or via video-conference.

It is the policy of the Board that the independent members of the Board meet separately without management directors at least twice per year to discuss such matters as the independent directors consider appropriate. The Company's independent auditors, finance staff and other employees may be invited to attend these meetings.

Without specific approval from the Board, no director may serve on more than six public company boards (including the Company's Board). Without specific approval from the Board, the Company's CEO may serve on no more than two public company boards (including the Company's Board).

The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director shall offer to tender his resignation to the Corporate Governance and Nominating Committee, so that there is an opportunity for the Board, through the committee, to review the continued appropriateness of Board membership under the new circumstances.

IV. BOARD INTERACTION WITH THIRD PARTIES

Board Access to Management:

Members of the Board shall have complete access to the Company's management and employees. Furthermore, the Board encourages the management to, from time to time, bring managers into meetings of the Board who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

Board Interaction with Other Parties:

The Board believes that management speaks for the Company. Individual members of the Board may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that members of the Board would do this only at the request of senior management.

Code of Business Conduct and Ethics:

Directors shall act at all times in accordance with the requirements of the Company's Code of Business Conduct and Ethics, which shall be applicable to each directors in connection with his or her activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law. Any waiver of the requirements of the Code of Business Conduct and Ethics shall be subject to the approval of the Board.

V. COMMITTEES

The Board has at least the following three standing committees: an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee.

All of the members of the Audit, Compensation and Corporate Governance and Nominating Committees will meet the criteria for independence established by applicable law, including the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. The members of these committees will also meet any other membership criteria specified in the respective charters of such committees.

Members and chairpersons of the Audit and Compensation Committees are appointed by the Board after being recommended by the Corporate Governance and Nominating Committee. Members of the Corporate Governance and Nominating Committee are appointed by the members of the Board who are independent as determined in accordance with the rules of the Nasdaq Stock Market.

Each of the Audit, Compensation and Corporate Governance and Nominating Committees has its own charter and are available on the Company's website at www.aati.com. Such charters set forth the policies and responsibilities of the respective committees in addition to the qualifications for membership on such committees.

The chairperson of each committee of the Board will, in consultation with appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda.

The Board and each committee of the Board shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and shall have the power to hire independent legal, financial and other advisers as they may deem necessary, without consulting with, or obtaining approval from, management of the Company in advance.

The Board may, from time to time, form new committees as it deems appropriate. The Board may, to the fullest extent permitted by law, delegate any of its functions and responsibilities to a committee of the Board.

VI. DIRECTOR COMPENSATION

It is the general policy of the Board that Board compensation should be a mix of cash and equity-based compensation. Employee directors will not be paid for Board membership in addition to their regular employee compensation. Independent directors may not receive consulting, advisory or other compensatory fees from the Company in addition to their Board compensation.

The Compensation Committee will annually review, with the assistance of management or outside consultants, if desired, the Company's Director Compensation Policy and, if the Compensation Committee determines any changes to the cash and equity compensation for members of the Board designated by such policy to be appropriate, will recommend such changes to the Board for its approval in accordance with the Compensation Committee's charter. This review may consider board compensation practices of other public companies, contributions to Board functions, service as committee chairs, and other appropriate factors. The Company's Director Compensation Policy shall be in writing and maintained with the minute book for the Compensation Committee.

VII. STOCK OWNERSHIP GUIDELINES

To further align the interests of non-employee directors and shareholders, each non-employee director is required to own shares of the Company's common stock. Non-employee directors shall have a year from the date of appointment to acquire shares.

To further align the interest of Executive Officers and shareholders, Executive officers are required to own shares of the Company's common stock. Executive Officers shall have a year from the date of appointment to acquire shares.

VIII. AMENDMENT AND WAIVERS

The Board may amend, waive, suspend or repeal any of these Guidelines at any time, with or without public notice, as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.

Adopted February 12, 2008