

**CHARTER FOR THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
SANMINA CORPORATION**

(As amended and restated on September 10, 2018)

**I. PURPOSE**

A. The purpose of the Audit Committee of the Board of Directors of Sanmina Corporation (the “**Company**”) shall be to:

(i) Provide oversight of the accounting and financial reporting processes of the Company and oversee the annual audits of the Company’s consolidated financial statements by the Company’s independent auditors;

(ii) Assist the Board in its oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditor’s qualifications, independence and performance, (iv) the Company’s internal accounting and control over financial reporting, (v) Company’s internal audit function and (vi) certain of the Company’s enterprise-level risks as specified herein and as requested by the Board;

(iii) Prepare or cause to be prepared the report required to be included in the Company’s annual proxy statement by the rules of the Securities and Exchange Commission (the “**SEC**”);

(iv) Exercise oversight of the Company’s ethics, conflicts of interest and related programs and policies;

(v) Report its activities and actions to the Company’s Board on a regular basis;

(vi) Provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the Board’s attention; and

(vii) Undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

B. The function of the Audit Committee is one of oversight. While the Audit Committee has the responsibilities and powers set forth in this Charter, the duties of the Audit Committee do not include planning or conducting audits or the presentation, preparation or integrity of the Company’s financial statements or confirming that the disclosures contained therein are complete and accurate and in accordance with generally

accepted accounting principles and applicable rules and regulations, which are the responsibilities of management.

## **II. MEMBERSHIP**

A. The members of the Audit Committee will be appointed by the Board of Directors on the recommendation of the Nominating and Governance Committee. The Audit Committee will consist of at least three (3) members of the Board of Directors, all of whom must satisfy the criteria for independence under the rules of the SEC, the Nasdaq Global Select Market or such other stock exchange or quotation system on which the Company's common stock may become listed or quoted in the future and Rule 10A-3 promulgated under the Securities Exchange Act of 1934. Without limiting the foregoing:

(i) Each member will be an independent director, as defined in the rules of the Nasdaq Global Select Market and the SEC;

(ii) Each member will be able to read and understand fundamental financial statements, as required by the rules of the Nasdaq Global Select Market; and

(iii) At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities as required by the rules of the Nasdaq Global Select Market, as determined by the Board.

B. The Board of Directors will also appoint a Chair, who shall preside at, and be responsible for the agenda for, each meeting of the Audit Committee.

## **III. RESPONSIBILITIES**

The responsibilities of the Audit Committee shall consist of:

A. Reviewing on a quarterly basis (i) the adequacy of the Company's system of internal control over financial reporting, including meeting periodically with the Company's management, the head of the Company's internal audit function and independent auditors to review the adequacy and effectiveness of such controls (including any significant deficiencies or material weaknesses) and (ii) the adequacy and effectiveness of the Company's disclosure controls and procedures.

B. Reviewing with the Chief Executive Officer and Chief Financial Officer any report on significant deficiencies in the design or operation of internal controls which

could adversely affect the Company's ability to record, process, summarize and report financial data, any material weakness in internal controls, and any fraud, whether or not material that involves management or other employees who have a significant role in the Company's internal controls.

C. Overseeing the internal audit function, including reviewing with management and the head of the internal audit function (i) the scope of the Company's internal audit program and (ii) internal audit work plan results and findings. The Audit Committee shall also review annually the performance, responsibilities and staffing of the internal audit department. The appointment and replacement of the head of the internal audit function at the Company and the annual internal and external operating budget of the internal audit group shall be reviewed and approved by the Audit Committee. The head of the internal audit function shall have unrestricted access to the Audit Committee.

D. Exercising sole authority for the appointment, retention, replacement, compensation and oversight of work performed by the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Audit Committee.

E. Subject to Article VIII hereof, pre-approving all audit and permissible non-audit services proposed to be provided to the Company by the independent auditors (or subsequently approving non-audit services in those circumstances in which a subsequent approval is necessary and permissible), including approval of the annual engagement letter with the independent auditors and the fees payable thereunder.

F. Overseeing the activities conducted by the independent auditors (including the annual audit of the Company's financial statements and internal control over financial reporting) and the Company's relationship with its independent auditors, including:

- (i) reviewing the independent auditors' proposed audit scope and approach;
- (ii) overseeing the independent auditors' independence, and reviewing any disclosed relationship that may impact the objectivity or independence of the independent auditors;
- (iii) evaluating the performance of the independent auditors;
- (iv) discussing with the Company's independent auditors their judgments as to the quality, not just acceptability of the Company's accounting principles, audit findings, critical accounting policies and estimates, significant adjustments, management judgments and any other matters required to be communicated by the independent auditors;

- (v) resolving disagreements with management regarding financial reporting; and
- (vi) conducting a review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditors.

G. Monitoring the rotation of the lead audit and other partners as required by applicable law.

H. Considering, with management, the appropriateness of employing audit firms other than the principal independent auditors.

I. Overseeing any policies for the hiring of employees and former employees of the independent auditors.

J. Reviewing management's presentations on the Company's financial results for each fiscal quarter and, prior to public disclosure, all quarterly earnings releases, earnings pre-announcements and earnings guidance, and the use of non-GAAP financial information.

K. Reviewing and discussing with management and the independent auditors prior to filing with the SEC the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, including the financial statements and disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained therein and the process followed by management in preparing such documents.

L. Recommending to the Board of Directors whether the annual audited financial statements of the Company should be included in the Company's Annual Report on Form 10-K.

M. Reviewing with management and the independent auditors any material changes to the Company's accounting principles and practices used in preparing financial statements to be filed with the SEC, including management's proposed manner, timing and method of adoption of new accounting pronouncements and rules.

N. Reviewing on at least an annual basis management reports on Company tax matters.

O. Exercising oversight of the Company's ethics, conflicts of interest and related programs and policies, including receiving regular updates from the Company's General Counsel and head of the internal audit function regarding pending and completed ethics investigations and actions taken by the Company in response thereto.

P. Reviewing and discussing with management the Company's procedures and policies designed to ensure that the Company's books, records, accounts and internal accounting controls are established and maintained in compliance with the Foreign Corrupt Practices Act of 1977.

Q. Overseeing the Company's whistleblower reporting program under which alleged or potential violations of law and complaints relating to accounting, internal controls and auditing matters may be anonymously reported by employees or others, including conducting periodic reviews of the treatment of such complaints.

R. Reviewing with the Company's General Counsel any legal matters that could have a significant impact on the Company's financial statements.

S. Providing oversight of and reviewing at least annually the Company's major financial risk exposures and management's actions with respect thereto, the Company's policies relating to cash management, foreign exchange, investments, derivatives and the Company's director and officer liability, general liability and other commercial insurance policies.

U. Reviewing all "related person transactions" required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC and applicable Nasdaq Global Select Market requirements.

V. If it or the Board determines necessary, instituting special investigations with full access to all books, records, facilities and personnel of the Company.

W. Obtaining advice and assistance from outside legal, accounting or other advisors, including approving and incurring fees of such advisors to be paid by the Company as it determines necessary to carry out its duties. In addition, the Audit Committee is empowered, without further action by the Board, to cause the Company to provide appropriate funding for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out the Audit Committee's duties.

X. Causing to be included in the Company's proxy statements relating to its annual meetings of stockholders the report of the Audit Committee as required by the rules and regulations of the SEC. In addition, the Audit Committee shall review before filing the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure.

Y. Reviewing this charter on an annual basis and recommending to the Board for approval any proposed changes which the Audit Committee believes are necessary or appropriate.

#### **IV. MEETINGS**

A. The Audit Committee will hold at least four regular meetings each year. The Audit Committee may establish its own schedule, which it will provide to the Board of Directors in advance.

B. The Audit Committee will meet with the Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, General Counsel, head of the internal audit function and such other members of management to the extent and at such times as it deems appropriate to review the financial, internal audit and legal affairs of the Company. The Audit Committee will meet separately with the independent auditors of the Company, at such times as it deems appropriate, but not less than quarterly.

#### **V. MINUTES**

The Audit Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

#### **VI. REPORTS TO THE BOARD OF DIRECTORS**

The Chair of the Audit Committee shall report to the Board the matters reviewed and actions taken by the Audit Committee at each regular Board meeting.

#### **VII. COMPENSATION**

Members of the Audit Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board of Directors or the Nominating and Governance Committee.

#### **VIII. DELEGATION OF AUTHORITY**

The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings.