

## SANMINA CORPORATION

### Corporate Governance: Charter of the Lead Independent Director

(As proposed to be amended on March 9, 2020)

The Board of Directors of Sanmina concluded that the duties and responsibilities of its Lead Independent Director should be formalized. In general, the Lead Independent Director, who shall meet the independence requirements of the Nasdaq Stock Market and who shall be appointed by the independent directors, will coordinate matters among the independent directors, including the Chairs of the standing committees, will serve as the principal contact with the Executive Chairman on behalf of the Board and will have such other duties and responsibilities as the Board of Directors may determine. The specific responsibilities of the Lead Independent Director are as follows:

#### **Function as Liaison with the Executive Chairman**

- Serve as principal contact between the independent directors, and the Executive Chairman.
- Meet/talk regularly with the Executive Chairman.
- If requested by stockholders, coordinate with Executive Chairman in regard to meetings with stockholders and, if requested by major stockholders, ensure that he or she is available for consultation and direct communication.
- Assist the Executive Chairman in setting the agendas for the Board and stockholders' meetings, including by coordinating proposals from independent directors for Board meeting agenda items.

#### **Assistance to Committee Chairs**

- Provide assistance to the Committee Chairs to ensure that management complies with the matters covered by a Committee Charter which management implements.
- Provide assistance to Committees in otherwise performing their duties. Examples would be interviewing Board candidates in conjunction with the Nominating and Governance Committee and providing thought leadership articles to the Committee Chairs and Chairs and the Executive Chairman.

#### **Assistance to Individual Directors**

- Provide assistance and counseling to individual directors regarding the performance of their duties as directors.

#### **Preside at Executive Sessions**

- Preside at all meetings of the Board at which the Executive Chairman is not present, including executive sessions of the independent directors.
- Develop the agenda for such meetings with independent director input.

#### **Call Meetings of Independent Directors**

- Has the authority to call meetings of the independent directors.

**Monitor the flow of information to the Board, such as board meeting agendas and schedules.**

- Approve the quality, quantity and timeliness of information sent to the Board as well as approving Board meeting agenda items.
- Approve meeting schedules to assure that there is sufficient time for discussion of all agenda items.
- Identify meetings to be attended in person.

**Recommend Outside Advisors and Consultants.**

- Recommend to the Executive Chairman the retention of, and to hire, outside advisors and consultants who report directly to the Board on Board-wide issues, the cost of which shall be borne by the Company.

**Term and Evaluation of Lead Independent Director**

- Initially a two-year term; annual term thereafter.
- The independent directors will evaluate performance of the Lead Independent Director annually.