

FLEX LTD.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(as Amended Through December 7, 2016)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Flex Ltd. (the “Company”) in fulfilling its responsibilities with respect to:

- assessing the composition and performance of the Board and the committees of the Board;
- recruiting, evaluating and recommending candidates to be presented for appointment or election to serve as members of the Board;
- shaping and overseeing the application of the Company’s corporate governance policies and procedures; and
- overseeing any Board communications with shareholders.

II. Membership and Meetings

The Committee shall consist of two or more members of the Board. Each member of the Committee shall be “independent” as defined by the Nasdaq Stock Market Listing Standards and by the Company’s *Guidelines with Regard to Certain Governance Matters (the “Governance Guidelines”)*. The Committee members will be appointed by the Board and may be removed by the Board in its discretion.

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities. A majority of the total number of members of the Committee will constitute a quorum for all Committee meetings. When appropriate, the Committee may form, and delegate authority to, subcommittees.

The Committee shall keep minutes of its proceedings, which minutes shall be retained with the minutes of the proceedings of the Board. The Committee shall report to the Board from time to time as requested by the Board.

III. Responsibilities and Duties

The following are the principal responsibilities and duties of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its purpose.

- Identify and evaluate candidates for service as members of the Board and as members of committees of the Board, including assessing a candidate’s independence.
- Recommend qualified candidates to the Board for appointment or for submission for shareholder approval.

- Review and make recommendations to the Board for the compensation of the Company’s non-employee directors for Board and Committee service including approval of grants of equity awards to non-employee directors.
- Review and consider shareholder-recommended candidates for nomination to the Board.
- Review and consider proxy statement proposals submitted for shareholder approval.
- Review and revise, as necessary, the corporate governance procedures and policies of the Company.
- Oversee any Board communications with shareholders.
- Annually evaluate the structure, composition and performance of the Board and of the other committees of the Board.
- Annually evaluate the independence of the Board members.
- Annually evaluate the composition and performance of the Committee and the adequacy of this charter.
- Review and approve all transactions between the Company and any related person. “Related-person transaction” shall have the meaning ascribed to such term under applicable law, the rules of the Nasdaq Stock Market and the Company’s Governance Guidelines.
- Review and approve the Company’s Code of Business Conduct and Ethics (“Code of Conduct”); approve any requested waivers of the Code of Conduct related to the executive officers or members of the Board of Directors.
- Review and recommend for approval any standing resolutions on delegation of authority to management.
- Perform any other activities required by applicable law, rules or regulations and perform other activities that are consistent with this charter, the Company’s Constitution and governing laws, as the Committee or the Board deems necessary or appropriate.

IV. Policies and Procedures.

Qualifications for Director Candidates. The Company seeks to achieve a balance of knowledge, experience and capability with respect to the directors serving on the Board. To this end, the Committee seeks candidates with the highest professional and personal ethics and values, an understanding of the Company’s business and industry, a high level of education, broad-based business acumen, the ability to think strategically, and diversity. Further, the Company is committed to actively seek highly-qualified diverse candidates (including experience, expertise, gender, race, and ethnicity) to include in the pool for each search the Board undertakes. Although the Committee uses these and other criteria to evaluate candidates, the Committee has no specified minimum criteria for candidates. All candidates are evaluated using the same criteria, whether identified by the Board or management, properly submitted by the Company’s shareholders, or identified by an outside search firm.

Attendance by Directors at Annual General Meeting of Shareholders. The Committee encourages all of the Company's directors and nominees to attend the annual general meeting, but attendance is not required.

Communications with the Board. Shareholders who wish to communicate with the Board shall do so by submitting an e-mail to the Board of Directors either directly or by using a link on the Company's website. The e-mail shall be sent to the Chairman of the Board of Directors and the Chief Financial Officer and/or General Counsel. The Chief Financial Officer and/or General Counsel shall review all such correspondence and provide regular summaries thereof to the Committee for review and communication to the Board. The Chief Financial Officer and/or General Counsel shall retain copies of all correspondence not forwarded to the Board for a reasonable period of time, which correspondence shall be available to any member of the Board upon request.

V. Authority to Retain Advisors

The Committee shall have the authority to obtain advice and assistance from legal or other advisors, including the retention of a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such advisors or search firm; including sole authority to approve the advisor's or firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.