

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

(as amended and restated on September 12, 2016)

I. PURPOSE

The primary purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Sanmina Corporation (the “Company”) shall be to oversee and approve compensation for the Company’s executive officers, as required by applicable law. The Committee, on behalf of the Company’s Board of Directors, shall also oversee the corporate compensation and benefits policies that are intended to create a direct relationship between pay levels, corporate performance and return to shareholders.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION

- A. All members of the Committee will be appointed by the Board on the recommendation of the Nominating Committee and shall serve at the discretion of the Board.
- B. The Committee shall consist of no fewer than two (2) members. All of the members of the Committee shall meet (i) the independence requirements of the listing standards of the NASDAQ Global Select Stock Market, (ii) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- C. The Board shall choose a Chair of the Committee, who shall prepare the agenda for and preside at each meeting of the Committee.

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- A. The Committee shall review and approve all compensation payable to the executive officers of the Company, including the Chief Executive Officer, including without limitation: (i) annual base salaries, (ii) all bonuses, including formulas, annual bonus target amounts and performance criteria for earning bonuses and payouts, (iii) all equity compensation, including stock options, restricted stock awards and (iv) all other benefits, perquisites and compensatory payments. The Committee shall also review and approve all employment, severance, change-in-control, retirement and deferred compensation agreements and plans proposed to be entered into between the Company and any executive officer and, subject to applicable

law, amend, modify, interpret, ratify or terminate such agreements and plans and awards made thereunder. The Chief Executive Officer may be present during meetings at which the compensation of any executive officer is discussed, but shall not be present during any Committee deliberations or voting with respect to his or her compensation. Material decisions regarding compensation to be provided to the Chief Executive Officer shall be reported to the full Board.

- B. The Committee shall review and approve annual performance objectives and goals relevant to (i) the Chief Executive Officer and (ii), to the extent required for compliance with Section 162(m) where desirable, individuals who are “covered employees” under Section 162(m). In addition, the Committee shall (i) review and advise regarding the annual performance objectives and goals relevant to other senior management and/or the corporate performance goals applicable to Company-wide bonus programs, in each case, as appropriate, and (ii) evaluating and certifying the performance of the Chief Executive Officer and such other officers in light of these goals and objectives.
- C. In determining the amount, form and terms of executive officer compensation, the Committee shall consider each officer’s performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies and such other factors as it shall deem relevant.
- D. The Committee will oversee and advise management regarding the Company’s overall compensation philosophy and compensation practices with respect to employees other than executive officers and the extent to which the Company’s compensation plans, programs and arrangements may create risks for the Company, taken as a whole.
- E. The Committee shall administer, within the authority delegated by the Board of Directors, the Company's stock option plans, employee stock purchase plans and other equity incentive plans as may be approved by the Board from time to time (collectively, the “Plans”). In its administration of the Plans, the Committee may (i) grant stock options, restricted stock awards or other equity incentive awards to individuals eligible for such grants, (ii) approve vesting terms, which may be time-based or performance-based, and (iii) amend such stock options, restricted stock awards and other equity incentive awards consistent with the terms of the Plans. The Committee shall also make recommendations to the Board with respect to amendments to the Plans and increases in the number of shares reserved for issuance thereunder. The Committee may delegate its authority hereunder to a subcommittee or to one or more members of

management as it determines to be appropriate and as permitted by applicable law.

- F. The Committee shall review and make recommendations to the Board of Directors regarding the amendment of or adoption of new Plans, including amendments to increase the number of shares of Company common stock reserved for issuance under such Plans.
- G. The Committee shall oversee the Company's Deferred Compensation Plans Committee which administers the Company's United States qualified and non-qualified retirement and deferred compensation plans for employees, certain former employees and non-employee directors (the "Deferred Compensation Plans"), with the power to, among other things, to (1) appoint and remove members of such committee, (2) approve, and approve changes to, such committee's charter and (3) approve changes to the Deferred Compensation Plans for which the Deferred Compensation Plans Committee does not have authority to approve.
- H. The Committee shall annually present input concerning the Chief Executive Officer's performance to the full Board.
- I. The Committee shall review the Company's succession planning process and materials (including individual succession plans) for the Company's executive officers at least annually (subject to the Nominating and Governing Committee's overall oversight and administration of such program).
- J. The Committee shall review and discuss the Compensation Discussion and Analysis section of the Company's proxy statement for its annual meeting of stockholders with management and shall make a recommendation to the Board whether such CD&A should be included in the proxy statement.
- K. The Committee shall oversee the Company's compliance with Securities and Exchange Commission rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes.

- L. The Committee shall review and make recommendations to the Nominating and Governance Committee with respect to stockholder proposals related to compensation matters.
- M. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- N. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel and other advisors to assist the Committee in the performance of its duties hereunder and who shall be chosen only after taking into consideration factors relevant to adviser independence set forth in NASDAQ Listing Rule 5605(d)(3). Any such advisors shall be independent from the Company as reasonably determined by the Committee. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of compensation advisors. The Committee shall exercise its own judgment in fulfilling its duties hereunder with no obligation to implement or act consistently with the advice or recommendations of any compensation consultants, legal counsel or other advisors that it retains. The Committee shall be entitled to sufficient funding from the Company to pay the fees of the consultants, counsel and other advisors that it retains to assist it in performing its duties hereunder.
- O. The Committee shall establish stock ownership guidelines for the executive officers and such other officers as it determines.
- P. In consultation with the Nominating and Governance Committee, the Committee shall develop and recommend to the Board for approval compensation clawback policies covering such officers and employees and containing such terms as it determines to be advisable or required by applicable law.

IV. MEETINGS

The Committee will meet at such times, and with such frequency, as it shall determine necessary or appropriate for it to fulfill its responsibilities under this Charter, but in any case no fewer than four (4) times per calendar year.

V. MINUTES

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