

**CHARTER FOR THE
AUDIT COMMITTEE
OF
SOLECTRON CORPORATION**

PURPOSE

The purpose of the Audit Committee of the Board of Directors (the “Board”) of Solectron Corporation (the “Company”) is to assist Board oversight of (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent auditors’ qualifications and independence, and (4) the performance of the Company’s internal audit department and independent auditor. The Audit Committee also assists the Board in overseeing the Company’s systems of disclosure controls and procedures and internal controls over financial reporting. In addition, the Audit Committee must prepare an audit committee report as required by the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement.

ORGANIZATION

The Audit Committee shall be comprised of at least three directors of the Board. Each member of the Audit Committee shall be “independent” and “financially literate,” as defined in the applicable New York Stock Exchange (“NYSE”) and SEC rules. At least one member of the Audit Committee must be an “audit committee financial expert,” as defined in the SEC rules. Audit Committee members shall be appointed by the Board on the recommendation of the Nominating and Governance Committee and may be removed by the Board in its discretion. If an Audit Committee Chair is not designated or present, the members of the Audit Committee may designate a Chair by majority vote of the Audit Committee membership. No Audit Committee member shall simultaneously serve on the audit committees of more than three public companies, subject to the Board’s determination that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee. The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it shall have direct access to anyone in the organization. The Audit Committee shall meet at least four times annually.

DUTIES AND RESPONSIBILITIES

The Audit Committee shall have the following duties and responsibilities:

Document and Accounting Information Review

1. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval and have the document published at least every three years in accordance with the SEC proxy rules.
2. Discuss with management and the independent auditor the Company's annual audited financial statements and quarterly financial statements, including the Company’s disclosures

under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” prior to filing with the SEC.

3. Recommend to the Board that the financial statements be included in the Company’s annual report on Form 10-K.
4. Review the type and presentation of information to be included in the Company’s earnings press releases, as well as review financial information and earnings guidance provided to analysts and rating agencies.

Independent Auditor

5. The Audit Committee shall have the sole authority and responsibility to appoint, retain, compensate, evaluate and terminate the independent auditor of the Company, and to oversee the work of the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company. The Audit Committee shall have sole authority to approve all audit engagement fees and terms, and all non-audit engagements (as permitted under the applicable NYSE and SEC rules) with the independent auditor. The independent auditor shall report directly to the Audit Committee. The Audit Committee may delegate to one or more designated Audit Committee members the authority to pre-approve audit and permissible non-audit services provided to the Company and all of its consolidated subsidiaries by the independent auditor, provided such pre-approval decisions are presented to the full Audit Committee at a later scheduled meeting.
6. Regularly review with the independent auditor any audit problems or difficulties and management’s response.
7. Review the independent auditor’s attestation and report on management’s internal control report.
8. At least on an annual basis, obtain and review a report by the independent auditors describing: the audit firm’s internal quality control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the audit firm, and any steps taken to deal with any such issues; and (to assess the independent auditors’ independence) all relationships between the independent auditors and the Company.
9. Review the independent auditors’ engagement letter and audit plan – discuss scope, staffing, locations, reliance upon management and the internal audit department, and the general audit approach.
10. Assess on an annual basis the independence and performance of the independent auditor.
11. Discuss with the independent auditors the matters required to be discussed by SAS 61 (Codification of Statements on Auditing Standards, AU §380), as may be modified or supplemented.
12. Set clear hiring policies for employees or former employees of the independent auditors.

Financial Reporting Processes, Accounting Policies and Internal Control Structure

13. In consultation with the independent auditor and the internal auditor, review the integrity of the Company's external financial reporting processes and the internal control structure (including disclosure controls and procedures and internal control over financial reporting).
14. Receive and review any disclosures from the Company's CEO or CFO made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of: (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial data and have identified for the issuer's auditors any material weaknesses in internal controls, and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal controls.
15. Review with management and the independent auditors: any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues, estimates, practices and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
16. Establish the procedures for receiving, retaining, and treating complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Internal Audit

17. Periodically review with the head of the internal audit department any significant difficulties, disagreements with management or scope restrictions encountered in the course of the function's work.
18. Review, including discussion with the independent auditor, the budget, staffing and audit plan of the internal audit department.
19. Review the appointment and performance of the head of the internal audit department.
20. Review significant reports (or summaries thereof) prepared by the internal audit department together with management's response and follow-up to these reports.

Legal Compliance and Risk Management

21. Engage, at the Company's expense, independent counsel and other advisers it determines necessary to carry out its duties.

22. Discuss policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps management has taken to identify, assess, monitor, manage, mitigate, report, and control such exposures.
23. On at least an annual basis, review with the Company's counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

Other Responsibilities

24. Report regularly to the full Board on the Audit Committee's activities, especially any significant issues and their resolution with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the Company's internal audit department.
25. At least annually, conduct an evaluation of its performance and report the results of that assessment to the Board.
26. Prepare an audit committee report as required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement.
27. Meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors.
28. Annually review a summary of Director and Officer T & E expenses, and any director and officer related party transactions or conflicts of interest.
29. Review, approve and monitor the content of and adherence to the Company's Code of Business Conduct.

Approved: October 14, 2004