

**CHARTER FOR THE  
EXECUTIVE COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE  
OF  
SOLECTRON CORPORATION**

**PURPOSE:**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Solectron Corporation (the “Company”) shall be to discharge the Board’s responsibilities relating to compensation of the CEO and the other executive officers of the Company who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Officers”). The Committee has overall responsibility for evaluating and approving all Officer compensation plans, policies and programs of the Company.

The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

- The Committee shall consist of no fewer than three (3) members of the Board.
- The members of the Committee shall meet the
  - (i) independence requirements of the listing standards of the New York Stock Exchange,
  - (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and
  - (iii) outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- The members of the Committee will be appointed and replaced by the Board on the recommendation of the Nominating and Governance Committee and will serve at the discretion of the Board.

## COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Conduct the annual review of the CEO's performance.
- Annually review and approve all elements of the total compensation plans for the CEO and the other Officers of the Company who are direct reports to the CEO in light of relevant corporate goals and objectives approved by the Committee. The elements of such plans include:
  - a) the annual base salary,
  - b) the annual incentive bonus, including the specific goals and amount,
  - c) equity compensation,
  - d) employment agreements, severance arrangements, and change in control agreements/provisions, and
  - e) any other benefits, compensation or arrangements;

provided, however, all elements of the compensation for the CEO are further subject to approval and ratification by the independent members of the entire Board.

- Review and approve all grants of equity-based compensation to the CEO and other Officers of the Company who are direct reports to the CEO; provided, however, all grants to the CEO are further subject to approval and ratification by the independent members of the entire Board.
- Review and bring forward to the Board recommendations and changes with respect to the Company's incentive compensation plans and equity-based plans. The Committee shall have the full authority of the Board with respect to the administration of such plans and has the authority to delegate the administration of such plans, in accordance with guidelines approved by the Committee, to one or more of the Officers or their designees."
- The Committee shall be responsible for the management and proper funding of the Company's retirement plans and has authority to delegate such management responsibility to the Officers.
- Annually review and recommend to the Board the Directors' compensation plan for all Board-related activities.
- Make regular reports to the Board.
- Review and assess this Charter annually and recommend any proposed changes to the Board.

- Annually review and evaluate the Committee's performance.
- In performing its responsibilities, the Committee shall have the authority to retain and terminate any consultant to be used by the Company to assist in the evaluation of Officer compensation and shall have authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice, reports, opinions and assistance from internal or external counsel and expert advisors.
- The Committee shall have authority to form and delegate authority to subcommittees where appropriate.
- On an annual basis, evaluate and recommend policies and principles for Officer selection and performance review. Conduct an annual review of CEO succession planning (including emergency succession) and report findings and recommendations to the Board. Work with the Board in evaluating potential successors to Officer positions.
- The Committee shall meet periodically in executive session without members of Company management or management Directors present.