

**CHARTER FOR THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF  
SOLECTRON CORPORATION**

**PURPOSE:**

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Solectron Corporation (the “Company”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Committee shall: (1) assist the Board by identifying prospective director nominees and recommend to the Board the director nominees for the next annual meeting of shareholders; (2) develop and recommend to the Board the governance principles applicable to the Company; (3) oversee the evaluation of the Board; and (4) recommend to the Board the director nominees for each committee.

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

- The Committee shall be comprised of no fewer than three (3) directors.
- The members of the Committee shall meet the (i) independence requirements of the listing standards of the New York Stock Exchange (NYSE), and (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended.
- The members of the Committee shall be appointed and replaced by the Board and will serve at the discretion of the Board.

**COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Annually review and recommend to the Board any desired Board candidate qualifications, expertise and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluate and propose nominees for election to the Board consistent with criteria approved by the Board. Formally evaluate and make recommendations to the Board regarding the determination of each Director’s independence in accordance with applicable NYSE and Securities and Exchange Commission independence standards.

- The Committee may retain (and terminate) professional search firms to assist the Committee in identifying director candidates for consideration.
- Oversee the annual Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election. Consider shareholder nominees for election to the Board.
- Evaluate the status and recommend changes, including termination, of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Coordinate and approve Board and committee meeting schedules.
- Make regular reports to the Board.
- Review and re-examine this Charter annually and make recommendations to the Board for any proposed changes.
- Annually review and evaluate its own performance.
- In performing its responsibilities, the Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.