



## PLEXUS CORP.

# NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER (restated as of November 15, 2017)

The Board of Directors (the "Board") of Plexus Corp. (the "Company") hereby adopts this charter for the Nominating and Corporate Governance Committee (the "Committee") of the Board. The Committee shall have the authority, responsibilities and specific duties as described below.

### Composition

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The Committee shall be comprised of three or more Directors, each of whom shall be independent directors under the rules of the NASDAQ Global Select Market (or such successor market in which the Company's common stock trades), and would exclude any individual having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. One of the members shall be appointed Committee Chair by the Chairman of the Board.

### Nominating Duties

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1. The Committee shall review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board. The composition of the Board shall include a majority of independent, outside directors.
2. The Committee shall develop and maintain criteria and procedures for the identification and recruitment of candidates for election to serve as Directors of the Company, including consideration of the performance of incumbent Directors in determining whether to nominate them for re-election. Additionally, the Committee shall periodically review the tenure policy and retirement age policy of the Board with regard to Directors and make appropriate related recommendations to the Board.
3. The Committee shall develop a process to identify potential Director candidates for consideration in the event of a vacancy on the Board of Directors, which may, at the Committee's discretion, include the retention and use of a third-party search firm.
4. The Committee shall screen candidates to fill vacancies on the Board and shall recommend to the Board candidates to fill vacancies on the Board. The Committee shall review potential conflicts of interest of prospective Board members.
5. The Committee shall recommend, for the Board's selection, nominees for election as Directors at the Annual Meeting of Shareholders.
6. Annually, the Committee shall review and recommend to the full Board the desired number of Board members and the membership and size of the committees of the Board. The overall size of the Board may depend, in part, on the number and size of the committees of the Board.

### Governance Duties

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***On an annual basis:***

1. The Committee shall review the adequacy of the number of regularly scheduled meetings of the Board and make recommendations to the Board thereon.
2. The Committee shall review the effectiveness of Board and Board committee meeting schedules and make recommendations to the Board thereon.
3. The Committee shall study, and review with management, the overall effectiveness of the organization of the Board and the conduct of its business, and make appropriate recommendations to the Board with regard thereto.
4. The Committee shall review the appropriateness and adequacy of information supplied to Directors prior to and during Board meetings.
5. The Committee shall review the compensation of the members of the Board for service as a Director, Chairman of the Board, Lead Director, or member or chair of any committee of the Board and make recommendations to the Board concerning the fixing of such compensation.
6. The Committee shall review stock ownership guidelines applicable to Board members, each Board member's compliance with such guidelines, and make recommendations to the Board with respect thereto.
7. The Committee shall review the independence of Directors and report to the Board thereon.
8. The Committee shall review and consider the adequacy of the Corporate Governance Guidelines.
9. The Committee shall conduct, or designate the Chairman of the Board, the Lead Director, if applicable, or another designee to conduct, an assessment of the Board's performance.
10. The Committee shall review the ethics and compliance risk assessments conducted by management and how the ethics and compliance program addresses the risks identified. The Committee shall receive/review summaries of ethics and compliance program audits.
11. The Committee shall review/evaluate the adequacy of resources (people and financial) devoted to the ethics and compliance program.
12. The Committee shall review the Company's directors' and officers' liability insurance coverage.

***Not less frequent than biennially:***

1. The Committee shall recommend, with input from the Chairman of the Board, the appropriate committees of the Board, as well as the membership of such committees.
2. The Committee shall review and make recommendations to the Board regarding the nature and duties of Board committees, including, without limitation, evaluating the charter, duties and powers of Board committees according to existing and planned Company objectives and recommending changes with respect thereto; recommending the term of office for Committee members; and considering whether there should be a policy of periodic rotation of Directors among the Committees, and any limitations on the number of consecutive years a Director should serve as a member of any one Board committee.
3. The Committee shall review the Company's Code of Conduct and Business Ethics to ensure its adequacy, and review and approve any revisions to the Code.
4. The Committee shall review the Company's policies and practices relating to significant issues of corporate social responsibility and public issues of concern that affect investors and other key stakeholders.
5. The Committee shall oversee the ethics and compliance program's applicability to third parties (e.g., business partners, agents, suppliers, consultants).
6. The Committee shall participate in Board training on ethics and compliance issues, including the principal laws/regulations applicable to the Company's business and to directors, insider trading, conflicts of interest and other key risk areas addressed by the ethics and compliance program.
7. The Committee shall review the effectiveness of management's enterprise risk management process that identifies, prioritizes, monitors and manages key risks facing the Company.

***Other Governance Duties:***

1. The Committee will review outside directorships in other publicly held companies to be held by elected officers of the Company. No such outside directorships shall be accepted without the prior approval of the Committee.
2. The Committee shall maintain oversight of Board operations and effectiveness (and recommend a Lead Director when appropriate).
3. Unless attended to by the Audit Committee of the Board, the Committee shall receive reports regarding reported concerns and violations of the Company's Code of Conduct and Business Ethics and how they were addressed, including disciplinary measures taken and steps being taken to prevent a future occurrence.
4. The Committee shall review the adequacy of the plan for addressing compliance risks resulting from a merger or acquisition and confirm the plan has been/will be implemented with respect to such prospective or actual material transactions.
5. The Committee shall ensure the appointment of a Corporate Compliance Officer and assess the resources necessary to adequately run the ethics and compliance program.
6. The Committee shall receive from the Corporate Compliance Officer reports on compliance risks and the measures management is taking to monitor and control such risks.
7. The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee, when and as appropriate.
8. The Committee may, in its sole discretion, retain or obtain the advice of consultants, legal counsel or other advisers, including persons and entities independent of Plexus and its management, as it deems appropriate in connection with the discharge of its duties. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such advisor. The Company shall appropriately fund, as determined by the Committee, the payment of compensation to any of the advisors employed by the Committee and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
9. The Committee shall perform such other functions that from time to time may be assigned by the Board.
10. The Committee shall review its performance and effectiveness as a Committee annually.

## **Meetings**

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The Committee shall hold at least three regular meetings per year, and such other special meetings as may be necessary to fulfill its duties. At least one meeting shall include the Committee's nomination of the slate of Directors to stand for election at the next Annual Meeting of Shareholders.

At least a majority of the members of the Committee must be present in person or by telephone at all meetings. As necessary or desirable, the Committee Chair may request that other members of the Board or management and/or representatives of outside advisors be present at meetings.

Minutes shall be kept of each meeting of the Committee. The Company's Corporate Secretary, or his designee, shall take the minutes of these meetings. Following each meeting, the Committee Chair will report on the proceedings of the Committee to the full Board of Directors.