SANMINA-SCI CORP
Form DEF 14A
December 10, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

Sanmina-SCI Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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SANMINA-SCI CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on January 20, 2011

The Annual Meeting of Stockholders of Sanmina-SCI Corporation will be held on January 20, 2011, at 11:00 a.m., Pacific Standard Time, at Sanmina-SCI Corporation's corporate offices, located at 30 E. Plumeria Drive, San Jose, California 95134, for the following purposes (as more fully described in the Proxy Statement accompanying this Notice):

1. To elect nine directors of Sanmina-SCI Corporation.

2. To ratify the appointment of KPMG LLP as Sanmina-SCI Corporation's independent registered public accountants for the fiscal year ending October 1, 2011.

3. To approve the reservation of 2,000,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation.

4. To transact such other business as may properly come before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting.

Pursuant to the Internet proxy rules promulgated by the Securities and Exchange Commission, Sanmina-SCI Corporation has elected to provide access to its proxy materials over the Internet. Accordingly, stockholders of record at the close of business on November 30, 2010 will receive a Notice of Internet Availability of Proxy Materials and may vote at the Annual Meeting and any adjournment or postponement of the meeting. Sanmina-SCI Corporation expects to mail the Notice of Internet Availability of Proxy Materials on or about December 10, 2010.

All stockholders are cordially invited to attend the Annual Meeting in person. You should bring a brokerage statement or other evidence of your Sanmina-SCI shareholdings for entrance to the Annual Meeting. Even if you plan to attend the Annual Meeting, please vote, as instructed in the Notice of Internet Availability of Proxy Materials, via the Internet or the telephone as promptly as possible to ensure that your vote is recorded. Alternatively, you may follow the procedures outlined in the Notice of Internet Availability of Proxy Materials to request a paper proxy card to submit your vote by mail. Any stockholder attending the Annual Meeting may vote in person even if he or she previously voted by another method.

FOR THE BOARD OF DIRECTORS

Michael Tyler,
Executive Vice President, General Counsel
and Corporate Secretary

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SANMINA-SCI CORPORATION

30 E. Plumeria Drive
San Jose, California 95134

PROXY STATEMENT
FOR THE 2011 ANNUAL MEETING OF STOCKHOLDERS

QUESTIONS AND ANSWERS ABOUT PROCEDURAL MATTERS

Q1:
Why am I receiving these proxy materials?

A:
The Board of Directors of Sanmina-SCI Corporation ("Sanmina-SCI," "we," "us" or "our") is providing these proxy materials to you in connection with the solicitation of proxies for use at the 2011 Annual Meeting of Stockholders to be held on Thursday, January 20, 2011 at 11:00 a.m., Pacific Standard Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters described in this document.

Q2:
What is the Notice of Internet Availability of Proxy Materials?

A:
In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to all stockholders entitled to vote at the Annual Meeting, we are furnishing the proxy materials to our stockholders over the Internet. If you received a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") by mail, you will not receive a printed copy of the proxy materials. Instead, the Notice of Internet Availability will instruct you as to how you may access and review the proxy materials and submit your vote via the Internet. If you received a Notice of Internet Availability by mail and would like to receive a printed copy of the proxy materials, please follow the instructions for requesting such materials included in the Notice of Internet Availability.

We expect to mail the Notice of Internet Availability on or about December 10, 2010, to all stockholders entitled to vote at the Annual Meeting. On the date of mailing of the Notice of Internet Availability, all stockholders and beneficial owners will have the ability to access all of our proxy materials on a website referred to in the Notice of Internet Availability. These proxy materials will be available free of charge.

Q3:
Where is the Annual Meeting?

A:
The Annual Meeting will be held at our corporate offices, located at 30 E. Plumeria Drive, San Jose, California 95134. The telephone number at the meeting location is (408) 964-3500.

Q4:
Can I attend the Annual Meeting?

A:
You are invited to attend the Annual Meeting if you were a stockholder of record or a beneficial owner as of November 30, 2010. You should bring a brokerage statement or other evidence of your Sanmina-SCI shareholdings for entrance to the Annual Meeting. The meeting will begin promptly at 11:00 a.m., Pacific Standard Time.

Stock Ownership

Q5:
What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A:

Stockholders of Record. If your shares are registered directly in your name with Sanmina-SCI's transfer agent, Wells Fargo Shareowner Services, you are considered, with respect to those shares, the stockholder of record, and the Notice of Internet Availability has been sent directly to you.

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Beneficial Owners. Many stockholders hold their shares through a broker, trustee or other nominee, rather than directly in their own name. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the "beneficial owner" of shares held in "street name." The Notice of Internet Availability should be forwarded to you by your broker, trustee or nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, trustee or other nominee on how to vote your shares. For directions on how to vote shares beneficially held in street name, please refer to the voting instruction card provided by your broker, trustee or nominee. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

Quorum and Voting

Q6:

Who is entitled to vote at the Annual Meeting?

A:

Holders of record of our common stock at the close of business on November 30, 2010 are entitled to receive notice of and to vote their shares at the Annual Meeting. Such stockholders are entitled to cast one vote for each share of common stock held as of November 30, 2010.

As of the close of business on November 30, 2010, there were 80,062,628 shares of common stock outstanding and entitled to vote at the Annual Meeting held by approximately 1,769 stockholders of record.

Q7:

How many shares must be present or represented to conduct business at the Annual Meeting?

A:

The presence of the holders of a majority of the shares of our common stock entitled to vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Such stockholders are counted as present at the meeting if they are present in person at the Annual Meeting or have properly submitted a proxy.

Under the General Corporation Law of the State of Delaware, abstentions and broker "non-votes" are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting.

Q8:

What is a broker "non-vote" and how are they counted at the Annual Meeting?

A:

A broker "non-vote" occurs if you are a beneficial owner of shares held in street name and you do not provide the organization that holds your shares with specific voting instructions. At the Annual Meeting, broker non-votes will be counted toward the presence of a quorum for the transaction of business at the meeting, but will not be counted as votes cast on any matter being voted upon at the Annual Meeting. As a result, broker non-votes will have no effect on the outcome of any proposal being voted upon at the Annual Meeting.

Q9:

Can I vote my shares in person at the Annual Meeting?

A:

Yes. Whether you hold shares directly as the stockholder of record or beneficially in street name, you may vote your shares at the Annual Meeting by following the procedures described below.

Stockholders of Record. Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting even if previously voted by another method.

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Beneficial Owners. Shares held beneficially in street name may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares.

Even if you plan to attend the Annual Meeting, we recommend that you submit your vote as described in the Notice of Internet Availability and below, so that your vote will be counted if you later decide not to attend the Annual Meeting.

Q10:
Can I vote my shares without attending the Annual Meeting?

A:
Yes. Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting, as summarized below.

Internet. Stockholders of record with Internet access may submit proxies by following the "Vote by Internet" instructions on the Notice of Internet Availability until 11:59 p.m., Eastern Standard Time, on January 19, 2011 or by following the instructions at *www.proxyvote.com*. Most of our stockholders who hold shares beneficially in street name may vote by *accessing* the website specified in the voting instructions provided by their brokers, trustees or nominees. A large number of banks and brokerage firms are participating in the Broadridge Financial Solutions, Inc. ("Broadridge") online program. This program provides eligible stockholders the opportunity to vote over the Internet or by telephone. Voting forms will provide instructions for stockholders whose bank or brokerage firm is participating in the Broadridge program.

Telephone. Depending on how your shares are held, you may be able to vote by telephone. If this option is available to you, you will have received information with the Notice of Internet Availability explaining this procedure.

Mail. If you are a record holder (i.e. you own your shares directly and not through a broker), you may request a proxy card from Sanmina-SCI on which you can indicate your vote by completing, signing and dating the card where indicated and by returning it in the prepaid envelope that will be included with the proxy card. If you hold your shares in street name, the voting instructions provided by your broker, trustee or nominee will indicate how you may vote by mail.

Q11:
How will my shares be voted if I submit a proxy via the Internet, by telephone or by mail and do not make specific choices?

A:
If you submit a proxy via the Internet, by telephone or by mail and do not make voting selections, the shares represented by that proxy will be voted "FOR" Proposals One, Two and Three.

Q12:
What happens if additional matters are presented at the Annual Meeting?

A:
If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place or adjournment for the purpose of soliciting additional proxies, the proxy holders will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

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Q13:

Can I change or revoke my vote?

A:

Yes, by following the instructions below:

Stockholders of Record. If you are a stockholder of record, you may change your vote by:

Delivering to Sanmina-SCI's Corporate Secretary, prior to your shares being voted at the Annual Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy relating to the same shares, or

by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not, by itself, revoke a proxy).

Any written notice of revocation or subsequent proxy card must be received by Sanmina-SCI's Corporate Secretary prior to the taking of the vote at the Annual Meeting.

A stockholder of record who has voted via the Internet or by telephone may also change his or her vote by making a timely and valid Internet or telephone vote no later than 11:59 p.m., Eastern Standard Time, on January 19, 2011.

Beneficial Owners. If you are a beneficial owner of shares held in street name, you may change your vote by submitting new voting instructions to your broker, trustee or other nominee, or if you have obtained a legal proxy from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares, by attending the Annual Meeting and voting in person.

Q14:

What proposals will be voted on at the Annual Meeting?

A:

At the Annual Meeting, stockholders will be asked to vote on:

Proposal One. The election of nine directors to hold office until the 2012 Annual Meeting of Stockholders or until their respective successors have been duly elected and qualified;

Proposal Two. The ratification of the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending October 1, 2011; and

Proposal Three. The approval of the reservation of 2,000,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation.

Q15:

What is the voting requirement to approve each of the proposals and how does the Board of Directors recommend that I vote?

A:

Proposal One. A nominee for director shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election. Abstentions and broker non-votes do not count as "votes cast" with respect to this proposal and therefore will not affect the outcome of the election. Pursuant to our Corporate Governance Guidelines, should a nominee for director fail to receive the required number of votes for election, he or she is required to tender his or her resignation to the Board. In such a case, the Nominating and Governance Committee of the Board has the option of accepting or declining such resignation, considering any factors that the Committee deems relevant.

You may vote "FOR," "AGAINST" or "ABSTAIN" on each of the nine nominees for election as director. **The Board of Directors recommends that you vote your shares "FOR" each of the nine nominees listed in Proposal One**.

Proposal Two. The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of KPMG LLP as our independent registered public accounting firm. Abstentions

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have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. **The Board of Directors recommends that you vote your shares "FOR" Proposal Two**.

Proposal Three. The affirmative vote of a majority of the votes cast is required to approve the reservation of an additional 2,000,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation. Abstentions have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. **The Board of Directors recommends that you vote your shares "FOR" Proposal Three**.

Q16:
Who will bear the cost of soliciting votes for the Annual Meeting?

A:
Sanmina-SCI will bear all expenses of soliciting proxies. We must reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of common stock for their reasonable expenses in forwarding solicitation material to such beneficial owners. Directors, officers and employees of Sanmina-SCI may also solicit proxies in person or by other means of communication. Such directors, officers and employees will not be additionally compensated but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. We may engage the services of a professional proxy solicitation firm to aid in the solicitation of proxies from certain brokers, bank nominees and other institutional owners. Sanmina-SCI's costs for such services, if retained, will not be significant.

Q17:
Where can I find the voting results of the Annual Meeting?

A:
We intend to announce the voting results of the Annual Meeting in a Current Report on Form 8-K to be filed with the Securities and Exchange Commission within four business days of the meeting date.

Stockholder Proposals and Director Nominations

Q18:
What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?

A:
You may submit proposals, including director nominations, for consideration at future stockholder meetings. All notices of proposals by stockholders should be sent to Sanmina-SCI Corporation, Attention Corporate Secretary, 30 E. Plumeria Drive, San Jose, California 95134.

Requirements for stockholder proposals to be considered for inclusion in our proxy materials. Stockholders may present proper proposals to be considered for inclusion in Sanmina-SCI's proxy statement and for consideration at the next Annual Meeting of Stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. In order to be considered for inclusions in the proxy statement for the 2012 Annual Meeting of Stockholders, stockholder proposals must be received by Sanmina-SCI's Corporate Secretary no later than August 12, 2011 and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Requirements for stockholder proposals to be brought before an Annual Meeting of Stockholders. In addition, our bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an Annual Meeting of Stockholders, provided that the stockholders are stockholders of record when notice is given and on the record date for the determination of the

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stockholders entitled to vote at the Annual Meeting, even though these proposals are not included in the Annual Meeting proxy statement. To be timely for the 2012 Annual Meeting, a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at our principal executive offices between September 26, 2011 and October 26, 2011. For all matters that a stockholder proposes to bring before the Annual Meeting, the notice must set forth:

a brief description of the business intended to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting;

the name and address, as they appear on our books, of the stockholder proposing the business, and any beneficial owner on whose behalf the stockholder is proposing the business or proposing a director nomination and any person controlling, directly or indirectly, or acting in concert with, the stockholder or beneficial owner (a "Stockholder Associated Person");

the class and number of shares of Sanmina-SCI that are held of record or are beneficially owned by the stockholder or any Stockholder Associated Person and any derivative positions held or beneficially held by the stockholder or any Stockholder Associated Person;

whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of the stockholder or any Stockholder Associated Person with respect to any securities of Sanmina-SCI, or whether any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit from share price changes for, or to increase or decrease the voting power of, the stockholder or any Stockholder Associated Person with respect to any securities of Sanmina-SCI;

any material interest of the stockholder or any Stockholder Associated Person in the business intended to be brought before the Annual Meeting; and

a statement whether either the stockholder or any Stockholder Associated Person will deliver a proxy statement and form of proxy to holders of at least the percentage of Sanmina-SCI's voting shares required under applicable law to carry the proposal.

Additional Information

Q19:

What should I do if I receive more than one Notice of Internet Availability or set of proxy materials?

A:

If you received more than one Notice of Internet Availability or set of proxy materials, your shares are registered in more than one name or brokerage account. Please follow the voting instructions on each Notice of Internet Availability or voting instruction card that you receive to ensure that all of your shares are voted.

Q20:

How may I obtain a separate copy of the Notice of Internet Availability?

A:

If you share an address with another stockholder, each stockholder may not receive a separate copy of the Notice of Internet Availability because some brokers and other nominee record holders may be participating in the practice of "householding," which reduces duplicate mailings and saves printing and postage costs. If your Notice of Internet Availability is being householded and you would like to receive separate copies, or if you are receiving multiple copies and would like to receive a single copy, please contact our Investor Relations Department at (408) 964-3610 or write to us at 30 E. Plumeria Drive, San Jose, California 95134, attention: Investor Relations.

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Q21:

Can I access Sanmina-SCI's proxy materials and Annual Report on Form 10-K over the Internet?

A:

Yes. All stockholders and beneficial owners will have the ability to access our proxy materials, free of charge, at *www.proxyvote.com* with their control number referred to in the Notice of Internet Availability. Sanmina-SCI's Annual Report on Form 10-K for the fiscal year ended October 2, 2010 is also available on the Internet as indicated in the Notice of Internet Availability.

Q22:

What is the mailing address for Sanmina-SCI's principal executive offices?

A:

Our principal executive offices are located at 30. E. Plumeria Drive, San Jose, California 95134.

Any written requests for additional information, copies of the proxy materials and the 2010 Annual Report on Form 10-K, notices of stockholder proposals, recommendations for candidates to the Board of Directors, communications to the Board of Directors or any other communications should be sent to 30 E. Plumeria Drive, San Jose, California 95134, Attention Investor Relations.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROXY STATEMENT, AND, IF GIVEN OR MADE, SUCH INFORMATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED AND THE DELIVERY OF THIS PROXY STATEMENT SHALL, UNDER NO CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF SANMINA-SCI SINCE THE DATE OF THIS PROXY STATEMENT.

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PROPOSAL ONE:
ELECTION OF DIRECTORS

Identification of Nominees

Our Board of Directors (the "Board") currently consists of the ten members. The Nominating and Governance Committee of the Board has nominated the nine incumbent members of the Board listed below for reelection at this meeting. Current director Alain Couder is not standing for reelection at the Annual Meeting. Unless otherwise instructed, the proxy holders will vote the proxies received by them for Jure Sola, Neil R. Bonke, John P. Goldsberry, Joseph G. Licata, Jr., Jean Manas, Mario M. Rosati, A. Eugene Sapp, Jr., Wayne Shortridge and Jackie M. Ward. If any such nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by the Nominating and Governance Committee to fill the vacancy. If stockholders nominate additional persons for election as directors, the proxy holders will vote all proxies received by them to assure the election of as many of the nominees listed below as possible, with the proxy holder making any required selection of specific nominees to be voted for. The term of office of each person elected as a director will continue until that person's successor has been elected by the holders of the outstanding shares of Common Stock and qualified, or until his or her earlier death, resignation or removal in the manner provided in our bylaws.

Name of Nominee	Age	Principal Occupation	Director Since
Jure Sola	59	Chairman of the Board and Chief Executive Officer of Sanmina-SCI Corporation	1989
Neil R. Bonke	69	Private Investor	1995
John P. Goldsberry	56	Chief Financial Officer of American Traffic Solutions, Inc.	2008
Joseph G. Licata, Jr.	50	Consultant	2007
Jean Manas	45	Chief Executive Officer of Foros	2009
Mario M. Rosati	64	Member, Wilson Sonsini Goodrich & Rosati, Professional Corporation	1997
A. Eugene Sapp, Jr.	74	Former Co-Chairman of Sanmina-SCI Corporation	2001
Wayne Shortridge	72	Office Managing Shareholder, Carlton Fields, PA	2001
Jackie M. Ward	72	Consultant	2001

Jure Sola has served as our Chief Executive Officer since April 1991, as Chairman of our Board from April 1991 to December 2001 and from December 2002 to present, and Co-Chairman of our Board from December 2001 to December 2002. In 1980, Mr. Sola co-founded Sanmina Corporation and initially held the position of Vice President of Sales. In October 1987, he became Vice President and General Manager of Sanmina Corporation, responsible for manufacturing operations and sales and marketing. In July 1989, Mr. Sola was elected as a director and in October 1989 was appointed as President of Sanmina Corporation.

Neil R. Bonke has served as a director of Sanmina-SCI since 1995. Mr. Bonke is a private investor and is the retired Chairman of the Board and Chief Executive Officer of Electroglas, Inc., a semiconductor equipment manufacturer. He also serves on the Board of Directors of Novellus Systems, Inc., a semiconductor equipment company. He is a past director of San Jose State University Foundation.

John P. Goldsberry has served as a director of Sanmina-SCI since January 2008. Mr. Goldsberry has served as Chief Financial Officer of American Traffic Solutions, Inc., a leading provider of traffic safety systems and services, since August 2010. Prior to that time, Mr. Goldsberry was Chief Financial Officer of TPI Composites, Inc, a manufacturer of composites products for the wind energy, military and transportation markets, from July 2008 until August 2010. Mr. Goldsberry previously served as Senior Vice President and Chief Financial Officer of Gateway, Inc., a computer manufacturer, from

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August 2005 to April 2008. He also served as Senior Vice President, Operations, Customer Care and Information Technology from April 2005 to August 2005, as Senior Vice President, Strategy and Business Development from March 2004 to April 2005 and as Chief Financial Officer of eMachines, Inc., a PC manufacturer acquired by Gateway, from January 2004 until March 2004. Previously, Mr. Goldsberry held Chief Financial Officer positions at TrueSpectra, Inc., an imaging solutions company, Calibre, Inc., a wireless technology company, Quality Semiconductor, Inc., a semiconductor company, DSP Group, Inc., a semiconductor company and The Good Guys, Inc., an electronics retailer, and worked for Salomon Brothers and Morgan Stanley in a number of corporate finance positions.

Joseph G. Licata, Jr. has served as a director of Sanmina-SCI since August 2007. He served as Chief Executive Officer of Peopleclick Authoria, Inc., a vendor of human resources process management software and services, from April 2010 through November 2010. He also served as President and Chief Executive Officer of SER Solutions, Inc., a global call management and speech analytics solutions company, from July 2007 through October 2008 and was a consultant from October 2008 through April 2010. Mr. Licata also served as President of Siemens Enterprise Networks, LLC, a vendor of open communications solutions for enterprises, from 2001 to 2006.

Jean Manas has served as a director of Sanmina-SCI since October 2009. He has been serving as Chief Executive Officer of Foros, a financial services firm which he founded, since June 2009. From February 2006 until June 2009, Mr. Manas served in various executive positions at Deutsche Bank, most recently as Americas Head of Mergers & Acquisitions and member of the Global Banking Executive Committee. From May 1998 through January 2006, Mr. Manas served in various senior roles at Goldman Sachs & Co., most recently as Managing Director and Co-Head of Mergers & Acquisitions in the Technology, Media and Telecommunications Investment Banking Group.

Mario M. Rosati has served as a director of Sanmina-SCI since 1997. He has been an attorney with the law firm of Wilson Sonsini Goodrich & Rosati, Professional Corporation, since 1971. Mr. Rosati serves as a member of the Board of Directors of Aehr Test, Inc., a manufacturer of electronics device testing equipment. Mr. Rosati also serves as a director of several privately held companies. During the past five years, Mr. Rosati also served as a director of Symyx Technologies, a scientific research and development integration company, and Vivus, Inc., a biopharmaceutical company.

A. Eugene Sapp, Jr. has served as a director of Sanmina-SCI since December 2001 and served as Co-Chairman of the Sanmina-SCI Board of Directors from December 2001 to December 2002. In 1962, Mr. Sapp joined SCI Systems, Inc. and, after holding several positions, was promoted to President and Chief Operating Officer and named a member of the Board of Directors in 1981. In July 1999, Mr. Sapp was appointed Chief Executive Officer of SCI Systems, Inc. and served as Chairman of the Board and Chief Executive Officer from July 2000 until our merger with SCI Systems, Inc.

Wayne Shortridge has served as a director of Sanmina-SCI since December 2001 and has served as our lead independent director since December 2006. From 1992 until we merged with SCI Systems, Inc. in December 2001, he served as director of SCI Systems, Inc. Mr. Shortridge is an attorney. From 1994 to 2004, he was a partner in the law firm of Paul, Hastings, Janofsky & Walker, LLP, in Atlanta, Georgia. Mr. Shortridge is currently a shareholder of the law firm of Carlton Fields, PA, and practices in that firm's Atlanta office where he has been since 2004.

Jackie M. Ward has served as a director of Sanmina-SCI since December 2001. From 1992 until December 2001 when we merged with SCI Systems, Inc., she served as a director of SCI Systems, Inc. Ms. Ward also serves as a director of Wellpoint, Inc., Flowers Foods, Inc. and SYSCO Corporation, all publicly held companies. During the past five years, Ms. Ward also served as a director of Equifax, Inc., a credit reporting firm, and Bank of America Corporation. From December 2000 to October 2006, Ms. Ward was the Outside Managing Director of Intec Telecom Systems, USA, a provider of turnkey telecommunication systems and products. From 1968 to 2000, she served as President, Chief Executive

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Officer and Chairman of the Board of Computer Generation Incorporated, which company she also co-founded.

Qualifications of Nominees

The Nominating and Governance Committee believes its slate of nominees possess the strategic development, financial, operational and industry-specific skills necessary to effectively guide and oversee our business. In evaluating the qualifications of the nominees listed above, the Nominating and Governance Committee considered a number of factors, including the nominees' experience in the following areas:

- Electronics manufacturing services and similar manufacturing companies;
- Other technology/information technology;
- Public company Board membership;
- Senior management for public and large companies and private and entrepreneurial companies;
- International business;
- Strategic planning;
- Business development and marketing;
- Executive compensation issues;
- Accounting, audit and corporate finance;
- Board governance, including board nominations;
- Risk management and crisis communication; and
- Senior leadership in business, professional services and education/government.

The Nominating and Governance Committee does not require that each nominee have experience in each of these areas, instead evaluating nominees as a group to ensure that the Board as a whole possesses the appropriate mix of experience and knowledge. The Nominating and Governance Committee does not explicitly consider diversity in indentifying nominees for director. Below are listed the primary factors considered by the Nominating and Governance Committee with respect to each nominee in determining to nominate him or her for election to the Board and, if applicable, to serve as a member of one of our Board committees.

Name of Nominee	**Board Nominating Factors**	**Committee Nomination Factors**
Jure Sola	Mr. Sola's role as the co-founder of Sanmina-SCI as well as his 35 years of experience in the EMS industry and deep knowledge of the company and its	N/A

	operations	
Neil R. Bonke	Mr. Bonke's broad experience with a range of technology companies through his role as a private investor and board member for over 20 years	Mr. Bonke's experience as a chief executive officer with direct experience in management compensation programs (Compensation)

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Name of Nominee	Board Nominating Factors	Committee Nomination Factors
John P. Goldsberry	Mr. Goldsberry's understanding of the hardware and manufacturing businesses (computers, renewable energy and electronic equipment), providing knowledge to help the Company refine and improve its strategy and execution	Mr. Goldsberry's experience as chief financial officer of a number of public technology, manufacturing and original device manufacturer companies (Audit)
Joseph G. Licata	Mr. Licata's more than 10 years of experience as chief executive of technology companies, giving him excellent visibility into operational and financial issues	Mr. Licata's role in several companies as chief executive officer in charge of designing compensation programs to motivate management (Compensation)
Jean Manas	Mr. Manas' extensive financial industry experience, making him uniquely qualified to help the Board evaluate future strategic and financial transactions and initiatives	N/A
Mario M. Rosati	Mr. Rosati's senior and significant role in a major Silicon Valley law firm serving technology companies and service on multiple company boards, giving him unique viewpoints on the technology industry and strategies for growth	N/A
A. Eugene Sapp	Mr. Sapp's 40 years of experience in technology and manufacturing as well as his 19 years of service as an executive officer and board member of SCI Systems, Inc., Sanmina-SCI's predecessor	Mr. Sapp's service as former Chief Executive Officer of SCI Systems, Inc., Sanmina-SCI's predecessor, giving him a firm understanding of the Company's particular financial challenges and issues (Audit)
Wayne Shortridge	Mr. Shortridge's 40 years of experience as a business attorney representing a broad range of enterprises on a variety of matters and knowledge of the industry from his nine years of service as a board member of SCI Technology, Inc., Sanmina-SCI's predecessor, giving him insights and knowledge into the particular issues faced by EMS companies	Mr. Shortridge's involvement and participation in a variety of compensation and governance forums and bodies, including being recently appointed to the National Association of Corporate Directors Advisory Counsel for Nominating and Governance Chairs, giving him a keen understanding of current compensation and governance trends and best practices (Compensation and Governance)

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Name of Nominee	Board Nominating Factors	Committee Nomination Factors
Jackie M. Ward	Ms. Ward's wealth of experience as a current or former board member of a number of leading Fortune 500 companies and her long-term service as a technology company chief executive officer	Ms. Ward's prior experience as a governance committee member on a number of leading Fortune 500 companies (Governance)

Vote Required; Recommendation of the Board of Directors

A nominee for director shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election. Abstentions and broker non-votes do not count as "votes cast" with respect to this proposal and therefore will not affect the outcome of the election. Pursuant to our Corporate Governance Guidelines, should a nominee for director fail to receive the required number of votes for election, he or she is required to tender his or her resignation to the Board. In such a case, the Nominating and Governance Committee of the Board has the option of accepting or declining such resignation, considering any factors that the Committee deems relevant.

OUR BOARD UNANIMOUSLY RECOMMENDS VOTING "FOR" THE NOMINEES LISTED ABOVE FOR ELECTION TO THE BOARD.

PROPOSAL TWO:
RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee has approved the engagement of KPMG LLP ("KPMG") as our independent registered public accountants for the fiscal year ending October 1, 2011. In the event stockholders do not ratify the Audit Committee's selection of KPMG as our independent registered public accountants, the Audit Committee may reconsider its selection. Representatives of KPMG are expected to be present at the Annual Meeting, with the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

The following is a summary of fees paid to KPMG for the fiscal years ended October 3, 2009 ("fiscal 2009") and October 2, 2010 ("fiscal 2010").

Audit Fees

The aggregate fees billed for professional services rendered by KPMG for the audit of our annual consolidated financial statements, the audit of our internal control over financial reporting, evaluation of management's assessment of its internal control over financial reporting, various statutory audits, and the reviews of the condensed consolidated financial statements included in our Quarterly Reports on Form 10-Q for fiscal 2009 and fiscal 2010 were as follows:

Fiscal 2009	Fiscal 2010
$ 4,207,960	$ 4,205,273

Audit-Related Fees

The aggregate fees billed for audit-related services, exclusive of the fees disclosed above relating to audit fees, rendered by KPMG during fiscal 2009 and fiscal 2010 were as follows:

Fiscal 2009	Fiscal 2010
$ 75,392	$ 39,333

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Tax Fees

The aggregate fees billed for tax services rendered by KPMG during fiscal 2009 and fiscal 2010 are set forth below. These services consisted primarily of tax compliance and tax consultation services.

Fiscal 2009	Fiscal 2010
$ 128,500	$ 1,071,465

All Other Fees

There were no other fees billed for any other services, exclusive of the fees disclosed above relating to audit and non-audit fees and tax services, rendered by KPMG during fiscal 2009 and fiscal 2010.

The Audit Committee has concluded that the non-audit services provided by KPMG are compatible with maintaining the independence of KPMG.

Audit Committee Pre-Approval Policy with Respect to Audit Services and Permissible Non-Audit Services

All audit and non-audit services provided by our independent registered public accounting firm require prior approval of the Audit Committee, with limited exceptions as permitted by the SEC's Rule 2-01 of Regulation S-X. Our management periodically reports to the Audit Committee services for which the independent registered public accountants have been engaged and the aggregate fees incurred and to be incurred. During fiscal 2010, all services provided by independent registered public accounting firm were pre-approved in accordance with this policy.

Vote Required; Recommendation of the Board of Directors

The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of KPMG LLP as our independent registered public accounting firm. Abstentions have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

THE BOARD UNANIMOUSLY RECOMMENDS VOTING "FOR" THE RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING OCTOBER 1, 2011.

PROPOSAL THREE:
APPROVAL OF THE RESERVATION OF 2,000,000 SHARES OF COMMON STOCK
FOR ISSUANCE UNDER THE 2009 INCENTIVE PLAN

The stockholders are being asked to approve an amendment to our 2009 Incentive Plan (the "Incentive Plan") to reserve 2,000,000 shares for issuance thereunder.

The Board believes that long-term incentive compensation programs align the interests of management, employees and the stockholders to create long-term stockholder value. The Board believes that plans such as the Incentive Plan increase Sanmina-SCI's ability to achieve this objective, and, by allowing for several different forms of long-term incentive awards, helps Sanmina-SCI to recruit, reward, motivate and retain talented personnel. In particular, the Board believes that Sanmina-SCI's employees are its most valuable assets and that the awards permitted under the Incentive Plan are vital to Sanmina-SCI's ability to attract and retain outstanding and highly skilled individuals in the extremely competitive labor markets in which Sanmina-SCI competes. Such awards also are crucial to Sanmina-SCI's ability to motivate employees to achieve its goals.

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Sanmina-SCI is requesting stockholder approval of an amendment to the Incentive Plan to reserve 2,000,000 shares for issuance thereunder in order to ensure that sufficient shares are available for issuance to attract and retain key employees for at least the next one year. Sanmina-SCI believes approval of the reservation of these shares is necessary for a number of reasons, including:

1. Allowing Sanmina-SCI to make increased equity grants in fiscal 2011 and 2012 should the economy in general, and Sanmina-SCI's operating results in particular, continue to improve, necessitating additional hiring and retention incentives. In particular, the Compensation Committee believes that hardware companies, such as Sanmina-SCI may need to grant higher levels of equity relative to faster growing software and other technology companies in order to attract and retain key talent, especially at Sanmina-SCI's Silicon Valley headquarters.

2. The fact that approximately 51% of the outstanding options will not be returned to the Incentive Plan for future issuance if canceled as a result of terminations of employment due to the fact that they were issued under the now expired 1999 Stock Plan. As a result, our Incentive Plan reserve will not be replenished by cancelation of any of these options.

3. Ensuring that our equity pool remains adequate since only approximately 1.9 million shares remain available for future grant under the Incentive Plan, representing less than one year's supply of employee equity at our three-year average burn rate.

For these reasons, Sanmina-SCI requests stockholders approve the reservation of 2,000,000 shares for issuance under the Incentive Plan. We anticipate such number of shares, when added to our remaining Incentive Plan reserve, will be sufficient for future growth and attraction and retention of key employees through at least the date of our 2012 stockholder meeting.

The Incentive Plan is also designed to allow Sanmina-SCI to deduct in full for federal income tax purposes the compensation recognized by its executive officers in connection with certain awards granted under the Incentive Plan. Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), generally denies a corporate tax deduction for annual compensation exceeding $1 million paid to the chief executive officer and other "covered employees" as determined under Section 162(m) of the Code and applicable guidance. However, certain types of compensation, including performance-based compensation, are generally excluded from this deductibility limit. To enable compensation in connection with stock options, stock appreciation rights and certain restricted stock grants, restricted stock units, performance shares, performance units and performance bonuses awarded under the Incentive Plan to qualify as "performance-based" within the meaning of Code Section 162(m), the Incentive Plan limits the sizes of such awards as further described below. By approving the Incentive Plan, the stockholders will be approving, among other things, eligibility requirements for participation in the Incentive Plan, performance measures upon which specific performance goals applicable to certain awards would be based, limits on the numbers of shares or compensation that could be made to participants, and the other material terms of the awards described below.

Vote Required; Recommendation of the Board of Directors

The affirmative vote of a majority of the votes duly cast is required to approve the reservation of 2,000,000 shares for issuance under the Incentive Plan. Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

THE BOARD UNANIMOUSLY RECOMMENDS VOTING "FOR" APPROVAL OF THE RESERVATION OF 2,000,000 SHARES FOR ISSUANCE UNDER THE INCENTIVE PLAN.

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Description of the Incentive Plan

The following is a summary of the principal features of the Incentive Plan, as proposed to be amended. The summary is qualified in its entirety by reference to the Incentive Plan itself set forth in *Appendix A*.

General

The Incentive Plan provides for the grant of the following types of incentive awards:

- stock options;
- restricted stock;
- restricted stock units;
- stock appreciation rights;
- performance units (including performance units payable in cash);
- performance shares; and
- other stock or cash awards.

Each of these is referred to individually as an "Award." Those who will be eligible for Awards under the Incentive Plan include employees, directors and consultants who provide services to Sanmina-SCI and its affiliates. As of October 2, 2010, we had approximately 37,387 full-time employees who would be eligible to participate in the Incentive Plan.

Number of Shares of Common Stock Available Under the Incentive Plan

An aggregate of 10,200,000 shares was previously reserved by the Board and approved by the stockholders for issuance under the Incentive Plan. We are requesting stockholders approve an increase of 2,000,000 in the number of shares reserved for issuance under the Incentive Plan. All of such shares may be authorized, but unissued, or reacquired common stock.

All awards other than options and stock appreciation rights count against the share reserve as 1.36 shares for every share of common stock subject to such an Award. To the extent that a share that was subject to an Award that counted as 1.36 shares of common stock against the Incentive Plan reserve pursuant to the preceding sentence is returned to the Incentive Plan, the Incentive Plan reserve will be credited with 1.36 shares of common stock that will thereafter be available for issuance under the Incentive Plan.

If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to restricted stock, restricted stock units, performance shares or performance units which are to be settled in shares of common stock, is forfeited to or repurchased by Sanmina-SCI, the unpurchased shares of common stock (or for Awards other than options and stock appreciation rights, the forfeited or repurchased shares) will become available for future grant or sale under the Incentive Plan (unless the Incentive Plan has terminated). The following shares of common stock may not again be made available for issuance as Awards under the Incentive Plan: (i) upon exercise of a stock appreciation right settled in shares, the gross number of shares covered by the portion of the Award so exercised and (ii) shares used to pay the exercise price or withholding taxes related to an outstanding Award. Awards paid out in cash rather than shares will not reduce the number of shares available for issuance under the Incentive Plan.

If Sanmina-SCI declares a dividend or other distribution or engages in a recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of shares of common stock or other securities of Sanmina-SCI, or other

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change in the corporate structure of Sanmina-SCI affecting Sanmina-SCI's common stock, the Administrator will adjust the number and class of shares that may be delivered under the Incentive Plan, the number, class, and price of shares covered by each outstanding Award, and the numerical per-person limits on Awards.

Administration of the Incentive Plan

The Board, or a committee of directors or of other individuals satisfying applicable laws and appointed by the Board (referred to herein as the "Administrator"), will administer the Incentive Plan. To make grants to certain of Sanmina-SCI's officers and key employees, the members of the committee must qualify as "non-employee directors" under Rule 16b-3 of the Securities Exchange Act of 1934, and as "outside directors" under Code Section 162(m) so that Sanmina-SCI can receive a federal tax deduction for certain compensation paid under the Incentive Plan. The Board may delegate to one or more officers of Sanmina-SCI the authority to grant Awards of options, restricted stock and restricted stock units and the terms thereof, including the number of shares of common stock subject to such Awards, to certain non-officer employees or consultants. However, the Board's resolutions regarding such delegation will specify the total number of shares of common stock that may be subject to Awards granted by such officer. Subject to the terms of the Incentive Plan, the Administrator has the sole discretion to select the employees, consultants, and directors who will receive Awards, determine the terms and conditions of Awards, and to interpret the provisions of the Incentive Plan and outstanding Awards. In addition, the Administrator may not modify or amend an option or stock appreciation right to reduce the exercise price of that Award after it has been granted and neither may the Administrator cancel any outstanding option or stock appreciation right in exchange for cash, other awards or new options or stock appreciation rights with a lower exercise price, unless such action is approved by stockholders in advance.

Options

The Administrator is able to grant nonstatutory stock options and incentive stock options under the Incentive Plan. The Administrator determines the number of shares of common stock subject to each option, although the Incentive Plan provides that a participant may not receive options for more than 833,333 shares of common stock in any fiscal year, except in connection with his or her initial service as an employee with Sanmina-SCI, in which case he or she may be granted options to purchase up to an additional 833,333 shares of common stock.

The Administrator determines the exercise price of options granted under the Incentive Plan, provided the exercise price must be at least equal to 100% of the fair market value of Sanmina-SCI's common stock on the date of grant. In addition, the exercise price of an incentive stock option granted to any participant who owns more than 10% of the total voting power of all classes of Sanmina-SCI's outstanding stock must be at least 110% of the fair market value of the common stock on the grant date.

The term of an option may not exceed ten years, except that, with respect to any participant who owns 10% of the voting power of all classes of Sanmina-SCI's outstanding capital stock, the term of an incentive stock option may not exceed five years.

After a termination of service with Sanmina-SCI for any reason other than death, a participant will be able to exercise the vested portion of his or her option for the period of time stated in the Award agreement. If no such period of time is stated in the participant's Award agreement, the participant will generally be able to exercise his or her option for (i) ninety days following his or her termination for reasons other than death or disability, and (ii) five years following his or her termination due to death or disability. In the case of termination of service as a result of death, the participant's beneficiary may

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exercise the option for shares that were unvested on the date of death. In no event may an option be exercised later than the expiration of its term.

No adjustment will be made for a dividend or other right for which the record date is prior to the date shares are issued upon exercise of an option.

Stock Appreciation Rights

The Administrator will be able to grant stock appreciation rights, which are the rights to receive the appreciation in fair market value of common stock between the grant date and the exercise date. Sanmina-SCI can pay the appreciation in either cash or shares of common stock or a combination of both. Stock appreciation rights will become exercisable at the times and on the terms established by the Administrator, subject to the terms of the Incentive Plan. The Administrator, subject to the terms of the Incentive Plan, will have complete discretion to determine the terms and conditions of stock appreciation rights granted under the Incentive Plan; provided, however, that the exercise price will not be less than 100% of the fair market value of a share on the date of grant. The term of a stock appreciation right may not exceed ten years. No participant will be granted stock appreciation rights covering more than 833,333 shares of common stock during any fiscal year, except that a participant may be granted stock appreciation rights covering up to an additional 833,333 shares of common stock in connection with his or her initial service as an employee with Sanmina-SCI.

After termination of service with Sanmina-SCI for any reason other than death, a participant will be able to exercise the vested portion of his or her stock appreciation right for the period of time stated in the Award agreement. If no such period of time is stated in a participant's Award agreement, a participant will generally be able to exercise his or her stock appreciation right for (i) ninety days following his or her termination for reasons other than death or disability, and (ii) five years following his or her termination due to death or disability. In the case of termination of service as a result of death, the participant's beneficiary may exercise the unvested portion of the stock appreciation right. In no event will a stock appreciation right be exercised later than the expiration of its term.

Participants holding unvested stock appreciation rights shall not be entitled to receive dividends or other distributions in respect of such Awards until the time specified for payout of the stock appreciation rights in the Award Agreement.

Restricted Stock

Awards of restricted stock are rights to acquire or purchase shares of Sanmina- SCI's common stock, which vest in accordance with the terms and conditions established by the Administrator in its sole discretion. Grants of restricted stock are typically made without receipt of consideration (other than the recipient's continued service). The Administrator may set restrictions based on the achievement of specific performance goals. Vesting can also be time-based. Until the Administrator determines otherwise, shares of restricted stock will be held by Sanmina-SCI as escrow agent until the restrictions lapse. After the grant of restricted stock, the Administrator, in its discretion, may accelerate the time at which any restrictions will lapse or be removed.

The Award agreement will generally grant Sanmina-SCI a right to repurchase or reacquire the shares upon the termination of the participant's service with Sanmina-SCI for any reason (including death or disability) at the cost, if any, paid by the recipient. With respect to restricted stock intended to qualify as "performance-based compensation" under Section 162(m) of the Code, no participant will be granted a right to purchase or acquire more than 333,333 shares of restricted stock during any fiscal year, except that a participant may be granted up to an additional 333,333 shares of restricted stock in connection with his or her initial employment with Sanmina-SCI.

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Restricted Stock Units

Awards of restricted stock units result in a payment to a participant only if the vesting criteria the Administrator establishes is satisfied. Upon satisfying the applicable vesting criteria, the participant will be entitled to the payout specified in the Award agreement. After the grant of restricted stock units, the Administrator, in its sole discretion, may reduce or waive any vesting criteria that must be met to receive a payout.

The Administrator, in its sole discretion, may pay earned restricted stock units in cash, shares of common stock, or a combination thereof. Restricted stock units that are fully paid in cash will not reduce the number of shares of common stock available for grant under the Incentive Plan. On the date set forth in the Award agreement, all unearned restricted stock units will be forfeited to Sanmina-SCI. With respect to restricted stock units intended to qualify as "performance-based compensation" under Section 162(m) of the Code, no participant may be granted more than 333,333 restricted stock units during any fiscal year, except that the participant may be granted up to an additional 333,333 restricted stock units in connection with his or her initial employment with Sanmina-SCI.

Performance Units and Performance Shares

The Administrator will be able to grant performance units and performance shares, which are Awards that will result in a payment to a participant only if the performance goals or other vesting criteria the Administrator may establish are achieved or the Awards otherwise vest. The Administrator will establish performance goals or other vesting criteria (including, without limitation, continued service to Sanmina-SCI) in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance units and performance shares to be paid out to participants. After the grant of performance units or performance shares, the Administrator, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such Award.

The Administrator determines the number of performance units and performance shares granted to any participant. With respect to performance units and performance shares intended to qualify as "performance-based compensation" under Section 162(m) of the Code, during any fiscal year, no participant will receive more than 333,333 performance shares and no participant will receive performance units having an initial value greater than $5,000,000 except that a participant may be granted performance shares covering up to an additional 333,333 shares of common stock and performance units having an initial value up to an additional $5,000,000 in connection with his or her initial employment with Sanmina-SCI. Performance units will have an initial dollar value established by the Administrator on or before the date of grant. Performance shares are deemed to have an initial value equal to the fair market value of the number of shares of Sanmina-SCI's common stock subject to the Award on the grant date.

Performance Bonus Awards

The Board's compensation committee ("Compensation Committee") may grant awards intended to qualify as "performance-based compensation" under Section 162(m) of the Code in the form of a cash bonus payable upon the attainment of performance goals established by the Compensation Committee for a given performance period prior to a determination date. Performance-based awards in the form of cash bonuses granted under the Incentive Plan may not exceed more than $5,000,000 in any fiscal year.

Performance Goals

The granting and/or the vesting of Awards of options, restricted stock, restricted stock units, performance shares, performance units (including performance units payable in cash), cash bonuses and other incentives under the Incentive Plan may be made subject to the attainment of performance goals relating to one or more business criteria within the meaning of Section 162(m) of the Code and may provide for a targeted level or levels of achievement of goals relating to: (a) accounts payable days; (b) accounts payable turns; (c) annual revenue; (d) cash collections; (e) cash cycle days; (f) customer satisfaction MBOs; (g) days sales outstanding; (h) earnings per share; (i) free cash flow; (j) gross margin; (k) gross profit; (l) inventory turns; (m) net income; (n) new orders; (o) operating income; (p) pro forma net income; (q) return on designated assets; (r) return on equity; (s) return on sales; and (t) product shipments.

Any performance goals may be used to measure the performance of Sanmina-SCI as a whole or a business unit of Sanmina-SCI, and may be measured relative to a peer group or index. The performance goals may differ from participant to participant and from Award to Award. The Compensation Committee may provide that partial achievement of performance goals may result in the payment or vesting corresponding to a partial (but not necessarily proportional) portion of an Award. The determination date is the latest possible date that the Compensation Committee can make adjustments to the method of calculating the attainment of performance goals for a performance period without jeopardizing the tax treatment of the award as performance-based. Prior to the determination date, the Compensation Committee is authorized to make adjustments in the method of calculating the attainment of performance goals for a performance period as follows: (i) to exclude restructuring and integration charges (including employee severance and benefits costs and charges related to excess facilities and assets); (ii) to exclude impairment charges for goodwill and intangible assets and amortization expense; (iii) to exclude exchange rate effects, as applicable, for non-U.S. dollar denominated net sales and operating earnings; (iv) to exclude the effects of changes to generally accepted accounting principles required by the Financial Accounting Standards Board; (v) to exclude the effects of any statutory adjustments to corporate tax rates; (vi) to exclude stock-based compensation expense determined under generally accepted accounting principles; (vii) to exclude any other unusual, non-recurring gain or loss or extraordinary item; (viii) to respond to, or in anticipation of, any unusual or extraordinary corporate item, transaction, event or development; (ix) to respond to, or in anticipation of, changes in applicable laws, regulations, accounting principles, or business conditions; (x) to exclude the dilutive effects of acquisitions or joint ventures; (xi) to assume that any business divested by Sanmina-SCI achieved performance objectives at targeted levels during the balance of a performance period following such divestiture; (xii) to reflect a corporate transaction, such as a merger, consolidation, separation (including a spin-off or other distribution of stock or property by a corporation), or reorganization (whether or not such reorganization comes within the definition of such term in Code Section 368); and (xiii) to reflect any partial or complete corporate liquidation. The Compensation Committee also retains the discretion to reduce or eliminate the compensation or economic benefit due upon attainment of performance goals.

Terms and Conditions of Awards Intended to Qualify as "Performance-Based Compensation" under Section 162(m)

The Incentive Plan permits the Compensation Committee to grant "performance-based" Awards to "covered employees," as such terms are defined under Code Section 162(m). Performance-based awards are generally not subject to the cap on the deducibility of compensation paid to covered employees contained in Code Section 162(m). Covered employees are defined as the Chief Executive Officer and the next three most highly compensated executive officers of Sanmina-SCI other than the Chief Financial Officer.

If the Compensation Committee grants an Award to a covered employee intended to qualify as "performance-based compensation," certain rules of the Incentive Plan control over any other provisions of the Incentive Plan. To the extent necessary to comply with the requirements of Code Section 162(m), with respect to any Award granted subject to performance goals, within the determination date, the Compensation Committee will, in writing, (a) designate the participants who

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are covered employees, (b) select the performance goals applicable to the performance period, (c) establish the performance goals, and amounts or methods of computation of such Awards, as applicable which may be earned for such performance period, and (d) specify the relationship between the performance goals and the amounts or methods of computation of such Awards, as applicable, to be earned by each covered employee for such performance period. For purposes of the Incentive Plan, a performance period is the fiscal year of Sanmina-SCI or such other period determined by the Administrator.

Following the completion of a performance period, the Compensation Committee must certify whether the applicable performance goals have been achieved for such performance period. In determining amounts earned by a "covered employee," the Compensation Committee will have the right to reduce or eliminate (but not increase) the amount payment at a given level of performance to take into account additional factors that the Compensation Committee may deem relevant to the assessment of individual or corporate performance for the performance period.

Unless otherwise provided in an Award agreement, a "covered employee" must be employed by Sanmina-SCI or any affiliate on the day an Award intended to qualify as "performance-based compensation" is paid. Further, a "covered employee" will be eligible to receive a payment intended to qualify as "performance-based compensation" only if the performance goals for such period are achieved.

Transferability of Awards

Awards granted under the Incentive Plan are generally not transferable, and all rights with respect to an Award granted to a participant generally will be available during a participant's lifetime only to the participant. The Administrator may approve certain transfers as specified in the Incentive Plan.

Change in Control

In the event of a change in control of Sanmina-SCI, each outstanding Award will be assumed or an equivalent option or right substituted by the successor corporation or a parent or subsidiary of the successor corporation. In the event that the successor corporation, or the parent or subsidiary of the successor corporation, does not assume or substitute for the Award, the participant will fully vest in and have the right to exercise all of his or her outstanding options or stock appreciation rights, including shares of common stock as to which such Awards would not otherwise be vested or exercisable, all restrictions on restricted stock will lapse, and, with respect to restricted stock units, performance shares and performance units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met. In addition, if an option or stock appreciation right becomes fully vested and exercisable in lieu of assumption or substitution in the event of a change of control, the Administrator will notify the participant in writing or electronically that the option or stock appreciation right will be fully vested and exercisable for a period of time determined by the Administrator in its sole discretion, and the option or stock appreciation right will terminate upon the expiration of such period.

Amendment and Termination of the Incentive Plan

The Administrator will have the authority to amend, alter, suspend or terminate the Incentive Plan, except that stockholder approval will be required for any amendment to the Incentive Plan to the extent required by any applicable laws. No amendment, alteration, suspension or termination of the Incentive Plan will impair the rights of any participant, unless mutually agreed otherwise between the participant and the Administrator and which agreement must be in writing and signed by the participant and Sanmina-SCI. The Incentive Plan will terminate ten years after the date approved by stockholders, unless the Board terminates it earlier.

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Number of Awards Granted to Employees, Consultants, and Directors

The number of Awards that an employee, director or consultant may receive under the Incentive Plan is in the discretion of the Administrator and therefore cannot be determined in advance. Therefore, the following table sets forth:

the aggregate number of shares of common stock subject to options granted under the Incentive Plan during fiscal 2010;

the average per share exercise price of such options;

the aggregate number of shares of common stock issued pursuant to awards of restricted stock and restricted stock units granted under the Incentive Plan during fiscal 2010; and

the dollar value of such shares based on $12.01 per share on October 2, 2010, the last business day of the fiscal year.

Name of Individual of Group	Number of Options Granted	Average Per Share Exercise Price ($)	Number of shares of Restricted Stock and Restricted Stock Units	Dollar Value of Restricted Stock and Restricted Stock Units ($)
All executive officers, as a group	1,075,000	$ 8.81	225,000	$ 2,702,250
All directors who are not executive officers, as a group	23,892	8.92	76,616	920,158
All employees who are not executive officers, as a group	315,100	14.06	694,000	8,334,940

Other Equity Compensation Plan Information

The following table summarizes the number of shares issuable upon exercise of outstanding options and deliverable upon vesting of restricted stock units and restricted stock granted to our service providers and directors, as well as the number of shares of common stock remaining available for future issuance, under Sanmina-SCI's equity compensation plans as of November 30, 2010. Sanmina-SCI has no stock appreciation rights or other awards outstanding that are convertible into or exchangeable for common stock.

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options and Rights	Weighted-Average Exercise Price of Outstanding Options	Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by stockholders	13,196,996(1)	$ 13.63	2,922,793(2)
Equity compensation plans not approved by stockholders	18,206(3)	71.13	0
Total	13,215,202	14.01(4)	2,922,793

(1) Includes 1,713,932 shares deliverable upon vesting restricted stock units.

(2) Includes 1,022,205 shares reserved for future issuance under the 2003 Employee Stock Purchase Plan, which has been suspended by the Board. The remainder of the available shares are reserved for issuance solely under the 2009 Incentive Plan.

(3) Includes 8,027 options outstanding under certain option plans which were assumed by us in connection with business combinations with companies with which we merged or acquired (the "Assumed Plans"). The number of shares covered by each such option as well as its exercise price

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have been adjusted to reflect the appropriate conversion ratio as specified by the applicable acquisition agreement. Options assumed under the Assumed Plans generally vest over four years and expire 10 years from the date of grant.

(4) Weighted average remaining term of options is 7.43 years.

Federal Tax Aspects

The following paragraphs are a summary of the general federal income tax consequences to U.S. taxpayers and Sanmina-SCI of Awards granted under the Incentive Plan. Tax consequences for any particular individual may be different.

Nonstatutory Stock Options. No taxable income is reportable when a nonstatutory stock option with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the shares of common stock purchased over the exercise price of the option. Any taxable income recognized in connection with an option exercise by an employee of Sanmina-SCI is subject to tax withholding by Sanmina-SCI. Any additional gain or loss recognized upon any later disposition of the shares of common stock would be capital gain or loss.

Incentive Stock Options. No taxable income is reportable when an incentive stock option is granted or exercised (except for purposes of the alternative minimum tax, in which case taxation is the same as for nonstatutory stock options). If the participant exercises the option and then later sells or otherwise disposes of the shares of common stock more than two years after the grant date and more than one year after the exercise date, the difference between the sale price and the exercise price will be taxed as capital gain or loss. If the participant exercises the option and then later sells or otherwise disposes of the shares of common stock before the end of the two- or one-year holding periods described above, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the shares of common stock on the exercise date (or the sale price, if less) minus the exercise price of the option and short-term capital gains equal to the sales price minus the fair market value of the shares on the exercise date.

Stock Appreciation Rights. No taxable income is reportable when a stock appreciation right with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the amount of cash received and the fair market value of any shares of common stock received. Any additional gain or loss recognized upon any later disposition of the shares of common stock would be capital gain or loss.

Restricted Stock, Restricted Stock Units, Performance Units and Performance Shares. A participant generally will not have taxable income at the time an Award of restricted stock, restricted stock units, performance shares or performance units are granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the shares underlying the Award becomes either (i) freely transferable, or (ii) no longer subject to substantial risk of forfeiture (generally, when the Award vests). However, the recipient of a restricted stock Award may elect to recognize income at the time he or she receives the Award in an amount equal to the fair market value of the shares of common stock underlying the Award (less any cash paid for the shares) on the date the Award is granted.

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Tax Effect for Sanmina-SCI. Sanmina-SCI generally will be entitled to a tax deduction in connection with an Award under the Incentive Plan in an amount equal to the ordinary income realized by a participant and at the time the participant recognizes such income (for example, the exercise of a nonstatutory stock option). Special rules limit the deductibility of compensation paid to Sanmina-SCI's Chief Executive Officer and to each of its three most highly compensated executive officers, excluding the Chief Financial Officer. Under Section 162(m) of the Code, the annual compensation paid to any of these specified executives will be deductible only to the extent that it does not exceed $1,000,000. However, Sanmina-SCI can preserve the deductibility of certain compensation in excess of $1,000,000 if the conditions of Section 162(m) are met. These conditions include stockholder approval of the Incentive Plan, the number of Awards that any individual may receive and, for Awards other than certain stock options, the types of performance criteria on which vesting can depend. The Incentive Plan has been designed to permit the Administrator to grant Awards that qualify as performance-based for purposes of satisfying the conditions of Section 162(m), thereby permitting Sanmina-SCI to continue to receive the maximum federal income tax deduction in connection with such Awards.

Section 409A. Section 409A of the Code provides that certain non-qualified deferred compensation arrangements must meet certain requirements to avoid additional income taxes for those deferring compensation. These include new requirements with respect to an individual's election to defer compensation and the individual's selection of the timing and form of distribution of the deferred compensation. Section 409A also generally provides that distributions must be made on or following the occurrence of certain events (e.g., the individual's separation from service, a predetermined date, or the individual's death). Section 409A imposes restrictions on an individual's ability to change his or her distribution timing or form after the compensation has been deferred. For certain individuals who are officers, Section 409A requires that such individual's distribution commence no earlier than six months after such officer's separation from service.

Awards granted under the Incentive Plan with a deferral feature will be subject to the requirements of Section 409A. If an Award is subject to and fails to satisfy the requirements of Section 409A, the recipient of that Award will recognize ordinary income on the amounts deferred under the Award, to the extent vested, which may be prior to when the compensation is actually or constructively received. Also, if an Award that is subject to Section 409A fails to comply with Section 409A's provisions, Section 409A imposes an additional 20% federal income tax on compensation recognized as ordinary income, as well as possible interest charges and penalties. Certain states have enacted laws similar to Section 409A which impose additional taxes, interest and penalties on non-qualified deferred compensation arrangements. Sanmina-SCI will also have withholding and reporting requirements with respect to such amounts.

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF FEDERAL INCOME TAXATION UPON PARTICIPANTS AND SANMINA-SCI WITH RESPECT TO THE GRANT AND EXERCISE OF AWARDS UNDER THE INCENTIVE PLAN. IT DOES NOT PURPORT TO BE COMPLETE, AND DOES NOT DISCUSS THE TAX CONSEQUENCES OF A PARTICIPANT'S DEATH OR THE PROVISIONS OF THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH THE PARTICIPANT MAY RESIDE.

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CORPORATE GOVERNANCE

Sanmina-SCI has long upheld a set of basic beliefs to guide its actions. Among those beliefs is the responsibility to conduct business with the highest standards of ethical behavior when relating to customers, suppliers, employees and investors. Accordingly, we have implemented governance policies and practices which we believe meet or exceed the standards defined in recently enacted legislation and in the rules adopted by the NASDAQ Stock Market on which our common stock is quoted.

Corporate Governance Guidelines

Sanmina-SCI has adopted a set of Corporate Governance Guidelines that are intended to serve, among other things, as a charter for the full Board. These guidelines contain various provisions relating to the operation of the Board and set forth the Board's policies regarding various matters. These guidelines meet the standards defined by the SEC and NASDAQ, including specifications for director qualification and responsibility. The guidelines can be found on our website at *http://investor.shareholder.com/sanm/governance.cfm*.

Code of Business Conduct and Ethics

Sanmina-SCI has adopted a Code of Business Conduct and Ethics (the "Code") that includes a conflict of interest policy and applies to the Board and all officers and employees. As part of new employee orientation activities, Sanmina-SCI provides training to familiarize employees with the requirements of the Code. An ethics hotline is available to all employees to enable confidential and anonymous reporting of questionable practices via voicemail or email. This may include, if appropriate under the circumstances, reporting directly to the Audit Committee and the Nominating and Governance Committee. The Code can be found on our website at *http://investor.shareholder.com/sanm/governance.cfm*.

Independent Directors

The Board of Directors has determined that all of the non-employee members of the Board satisfy the definition of independence of under NASDAQ rules. There are no family relationships among our directors or executive officers. The non-management directors regularly meet in executive session, without members of management, as part of the normal agenda of our regularly scheduled board meetings.

Lead Independent Director

The Board has appointed director Wayne Shortridge to serve as lead independent director. His duties in that capacity include: serving as the principal contact between the independent directors and the Chairman of the Board; assisting the Chairman of the Board in establishing the agenda for Board meetings; recommending the retention of outside advisors and consultants; and monitoring the quality, quantity and timeliness of information sent to the Board.

Board Meetings

The Board held six meetings during fiscal 2010. No director attended fewer than 75 percent of the meetings of the Board or of committees on which such person served.

Board Committees

The Board currently maintains an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee.

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Audit Committee

The Audit Committee currently consists of directors Alain Couder, John G. Goldsberry and A. Eugene Sapp, Jr., each of whom is "independent" as that term is defined for Audit Committee members by the NASDAQ listing standards. Mr. Goldsberry serves as the Chairman of the Audit Committee and meets the definition of "audit committee financial expert" as defined by the SEC.

The Audit Committee reviews and monitors our corporate financial reporting and external audit, including, among other things, our control functions, the results and scope of the annual audit and other services provided by our independent registered public accountants and our compliance with legal matters that have a significant impact on our financial reports. The Audit Committee has established policies that are consistent with regulatory reforms related to auditor independence, and also reviews and monitors our internal audit function, reviews and approves related party transactions and receives regular reports from the internal audit department. In addition, the Audit Committee is responsible for approving the appointment of our independent auditors. Finally, the Audit Committee assists the Board in its oversight of the process by which our enterprise-level risks are assessed and managed and is responsible for overseeing certain risks relating to the preparation of our financial statements, investment policies and casualty risk insurance policies. The Audit Committee held nine formal meetings during fiscal 2010. The Annual Report of the Audit Committee appears in this proxy statement under the caption "Report of the Audit Committee of the Board of Directors."

The Audit Committee has adopted a written charter approved by the Board, a copy of which is available at our website at *http://investor.shareholder.com/sanm/governance.cfm* and is also attached as *Appendix B.*

Compensation Committee

The Compensation Committee consists of directors Wayne Shortridge, Neil R. Bonke, Alain Couder and Joseph G. Licata, Jr. Mr. Shortridge serves as the Chairman of the Compensation Committee. Each member of the Committee is an "independent director" under the NASDAQ listing requirements and is a "non-employee director" under Rule 16b-3 of the Securities Exchange Act of 1934.

The Compensation Committee reviews and approves the salaries and equity, incentive and other compensation of our executive officers. The Committee also approves the terms of our annual bonus program, monitors our global compensation policies and practices and serves as the administrator under our equity compensation plans. Finally, the Compensation Committee oversees our risk management practices and policies insofar as they are impacted our bonus and equity compensation plans and practices. The Compensation Committee held eight meetings during fiscal 2010.

The Compensation Committee has adopted a written charter approved by the Board, a copy of which is available at our website at *http://investor.shareholder.com/sanm/governance.cfm*.

Nominating and Governance Committee

The Nominating and Governance Committee consists of directors Wayne Shortridge and Jackie M. Ward, each of whom is "independent" as that term is defined by the NASDAQ listing standards. Mr. Shortridge serves as the Chairman of the Nominating and Governance Committee.

The Nominating and Governance Committee is responsible for evaluating the size and structure of the Board and its committees, determining the appropriate qualifications for directors and nominating candidates for election to the Board. The Committee also develops overall governance guidelines for the Board, conducts an annual Board and committee evaluation and considers stockholder proposals for action at stockholder meetings, including stockholder nominees for director. In addition, the Nominating and Governance Committee approves on an annual basis all equity and cash compensation payable to non-employee members of the Board. The Nominating and Governance Committee held five meetings during fiscal 2010.

The Nominating and Governance Committee has adopted a written charter approved by the Board, a copy of which is available at our website at *http://investor.shareholder.com/sanm/governance.cfm*.

Leadership Structure

Each year, Sanmina-SCI's Board selects a Chairman of the Board and Chief Executive Officer. The Chairman of the Board is responsible for helping establish Sanmina-SCI's strategic priorities, presiding over Board meetings and communicating the Board's guidance to management. The Chief Executive Officer of the Company, on the other hand, is responsible for the day-to-day management of our operations and business and reports directly to the Board.

During fiscal 2010, the roles of Chairman of the Board and Chief Executive Officer were both held by Jure Sola. Mr. Sola has been with Sanmina-SCI for more than 30 years, which has given him a unique understanding of the EMS industry, market trends and Sanmina-SCI's strategic position, strengths and weaknesses, as well as its day-to-day operational details. The Board believes that these attributes make Mr. Sola uniquely qualified to serve in both positions and helps the Board and management operate in an efficient and effective manner.

The Board has also appointed Wayne Shortridge as Lead Independent Director, a role that he has held since 2007. In this capacity, Mr. Shortridge serves as the principal contact between the independent directors and the Chairman, assists the Chairman of the Board in establishing the agenda for Board meetings, recommending the retention of outside advisors and consultants and monitoring the quality, quantity and timeliness of information sent to the Board. The Board believes that the position of Lead Independent Director allows the Chairman and Chief Executive Officer to focus on strategic, industry and operational level issues, while helping ensure the Board maintains and adopts corporate governance best practices.

While the Board currently believes that this leadership structure is currently in the best interests of Sanmina-SCI and its stockholders, the Board will, from time to time, may reevaluate whether to select a non-executive Chairman in the future.

Role of the Board of Directors in Risk Management Practices and Policies

Under Sanmina-SCI's risk management practices and policies, Sanmina-SCI management has primary responsibility for the development and implementation of risk management strategies, with oversight by the Board or its committees. As part of this oversight, the Board and its Committees regularly receive presentations from management concerning enterprise-level risks that could have a significant adverse impact on Sanmina-SCI's business and operations. This process permits the Board and its Committees to provide guidance to management in scoping and managing each of the Company's enterprise risk areas, but does not otherwise affect Sanmina-SCI's leadership

Attendance at Annual Meeting of Stockholders by the Board of Directors

Sanmina-SCI encourages, but does not require, its Board members to attend the Annual Meeting of Stockholders. Nine directors attended Sanmina-SCI's 2010 Annual Meeting of Stockholders.

Contacting the Board of Directors

Our Board welcomes the submission of any comments or concerns from stockholders. If you wish to submit any comments or express any concerns to the Board, please send them to the Board, c/o Sanmina-SCI Corporation, Attention: Corporate Secretary, 30 E. Plumeria Drive, San Jose, California 95134. If a communication does not relate in any way to matters of the Board, our Corporate Secretary will handle the communication as appropriate. If the communication does relate to the Board, the Corporate Secretary will forward the message to the chairman of the Nominating and

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Governance Committee, who will determine whether to inform the entire Board or the non-management directors.

Stockholder Proposals and Nominations to the Board

Stockholders may submit proposals for inclusion in our proxy statement and may recommend candidates for election to the Board, both of which shall be considered by the Nominating and Governance Committee. Stockholders should send such proposals to Nominating and Governance Committee, c/o Sanmina-SCI Corporation, Attention: Corporate Secretary, 30 E. Plumeria Drive, San Jose, California 95134.

Any stockholder submitting the name of a candidate for election to the Board must include all of the following information with their request:

- the candidate's name, age, business address and residence address;
- the candidate's principal occupation or employment;
- the class and number of shares of Sanmina-SCI that are beneficially owned by the candidate;
- whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of the candidate with respect to any securities of Sanmina-SCI, or whether any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of the candidate;
- a description of all arrangements or understandings between the stockholder and each candidate and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder;
- any other information relating to the candidate that would be required to be disclosed about such candidate if proxies were being solicited for the election of the candidate as a director, or that is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including without limitation the candidate's written consent to being named in the proxy statement, if any, as a nominee and to serving as a director if elected); and
- a statement whether such person, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at the next meeting at which such person would face re-election and upon acceptance of such resignation by the Board, in accordance with Sanmina-SCI's Corporate Governance Guidelines.

For all other matters that a stockholder proposes to bring before the Annual Meeting, the notice must set forth:

- a brief description of the business intended to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting;
- the name and address, as they appear on our books, of the stockholder proposing the business, and any beneficial owner on whose behalf the stockholder is proposing the business or proposing a director nomination and any person controlling, directly or indirectly, or acting in concert with, the stockholder or beneficial owner (a "Stockholder Associated Person");

the class and number of shares of Sanmina-SCI that are held of record or are beneficially owned by the stockholder or any Stockholder Associated Person and any derivative positions held or beneficially held by the stockholder or any Stockholder Associated Person;

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whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of the stockholder or any Stockholder Associated Person with respect to any securities of Sanmina-SCI, or whether any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit from share price changes for, or to increase or decrease the voting power of, the stockholder or any Stockholder Associated Person with respect to any securities of Sanmina-SCI;

any material interest of the stockholder or any Stockholder Associated Person in the business intended to be brought before the Annual Meeting; and

a statement whether either the stockholder or any Stockholder Associated Person will deliver a proxy statement and form of proxy to holders of at least the percentage of Sanmina-SCI's voting shares required under applicable law to carry the proposal.

Stockholders must comply with certain deadlines in order for proposals submitted by them be considered for inclusion in our proxy statement or brought to a vote at the Annual Meeting. Please see **"Q18 What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?"** above.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee are employees of Sanmina-SCI. During fiscal 2010, no executive officer of Sanmina-SCI (i) served as a member of the compensation committee (or other board committee performing similar functions or, in the absence of any such committee, the board of directors) of another entity, one of whose executive officers served on Sanmina-SCI's Compensation Committee, (ii) served as a director of another entity, one of whose executive officers served on Sanmina-SCI's Compensation Committee, or (iii) served as a member of the compensation committee (or other board committee performing similar functions or, in the absence of any such committee, the board of directors) of another entity, one of whose executive officers served as a director of Sanmina-SCI.

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EXECUTIVE COMPENSATION AND RELATED INFORMATION

COMPENSATION DISCUSSION AND ANALYSIS

Overview of Compensation Philosophy

We believe that strong financial performance, on a consistent, predictable basis, is the most certain avenue through which we can increase long-term stockholder value. Accordingly, we design our compensation programs to reward our executive officers based on our overall financial results and the individual contributions of our executive officers.

In particular, our executive compensation policies are designed to:

- attract and retain qualified executives who will contribute significantly to our long-term success;
- create a direct link between long-term financial performance and individual rewards;
- reward executives for achieving or exceeding approved performance measures;
- reinforce a sense of ownership and overall entrepreneurial spirit and, in particular, encourage executives to diligently work in the best interests of Sanmina-SCI and its customers;
- help ensure that incentive compensation is based primarily on the most pertinent and specific metrics for driving our business success; and
- maintain appropriate levels of dilution attributable to equity programs.

The Compensation Committee of the Board oversees our compensation philosophy, objectives and practices. The Committee uses the above-mentioned objectives as a guide in establishing the compensation programs, packages and practices offered to our executive officers and in assessing the proper allocation between long-term and short-term incentive compensation and cash and non-cash compensation.

Throughout this Compensation Discussion and Analysis, the individuals who served as our Chief Executive Officer and Chief Financial Officer during fiscal 2010, as well as the other individuals included in the "Summary Compensation Table" in the Proxy Statement, are referred to as the "named executive officers."

The following are general principles and practices followed by the Committee in determining executive compensation:

Use of Tally Sheets. Tally sheets are spreadsheets used to view an executive's total compensation. The Committee uses tally sheets to help in assessing whether adjustments are appropriate to base salaries, incentive compensation and/or equity grants.

Internal Pay Equity. The Committee considers the relationship of the Chief Executive Officer's compensation to that of the other named executive officers as a general guideline in determining executive compensation. However, the Committee does not seek to maintain a particular ratio between the remuneration of the Chief Executive Officer and that of other officers.

Amount of Potential Equity Gains. In setting equity compensation levels, the Committee considers, among other things, the value of unvested restricted stock units and stock options, including the extent to which any outstanding options are "out-of-the-money," and the amount of restricted stock and options canceled either because the vesting criteria was not satisfied or the exercise price exceeded the market price upon expiration.

Types of Compensation. During fiscal 2010, the compensation for our named executive officers consisted of three components: base salary, incentive compensation and equity awards. The Committee targets executive base salaries at a lower percentile than total compensation, which is comprised of base salary, annual incentive pay and equity grants. Therefore, the Committee uses incentive compensation and equity compensation in order to reward and incentivize contributions to Sanmina-SCI's long-term success.

Comparison to Peer Group Pay Packages. The Committee also considers the need to offer compensation packages that are comparable to those offered by companies competing with us for executive talent. Therefore, the Committee conducts an annual review of our compensation programs. Should such compensation data show that an executive is underpaid relative to our peers, the Committee will consider an adjustment in such executive's compensation package in order to increase his or her retention incentive.

Role and Authority of our Compensation Committee

The Compensation Committee of our Board:

- oversees our overall compensation policies, plans and benefit programs;
- reviews and approves our annual incentive compensation programs;
- designs and administers our equity compensation plans; and
- reviews and approves the compensation of all of our executive officers, including the amount of base salary, incentive compensation and equity compensation payable to each.

The Committee generally meets at least quarterly throughout each year. The Committee meets early in each fiscal year to establish target compensation levels for our executive officers for such fiscal year, to approve the annual incentive compensation plan for such fiscal year, to grant equity awards and to approve executive officer incentive compensation, if any, for the previous fiscal year.

In addition, the Board and the Committee have delegated limited authority to our Chief Executive Officer and our General Counsel (the "Designated Approvers") to grant equity awards within certain parameters. The Designated Approvers may grant awards only with respect to employees who have not been designated "officers," as that term is defined under Section 16 of the Exchange Act, and who are not Presidents of business units, Senior Vice Presidents or Executive Vice Presidents who report directly to our Chief Executive Officer or President and Chief Operating Officer. In any fiscal year, the Designated Approvers may grant, in the aggregate, stock options and other equity awards (including restricted stock units or restricted stock awards) covering no more than 8,333 shares to any individual and 166,666 shares to all employees.

Role of Executive Officers in Compensation Decisions

Our Chief Executive Officer, President and Chief Operating Officer and Executive Vice President and General Counsel regularly attend the Committee's meetings, but are excused, as appropriate, when certain matters of executive compensation are discussed. In addition, the Chief Executive Officer makes recommendations to the Committee with respect to the compensation payable to the named executive officers and other employees. However, the Committee is not bound by such officer's recommendations and makes all decisions with respect to the Chief Executive Officer's compensation without him being present during such discussions.

Role and Independence of Compensation Consultant

The Committee retained Compensia, Inc., an executive compensation consulting firm, to provide counsel and advice on executive pay issues. During fiscal 2010, the Committee directed Compensia to review for accuracy and completeness the analysis of peer company compensation data and materials provided by management to the Committee, to provide the Committee with information regarding compensation trends generally, as well as industry specific compensation trends, to answer questions the

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Committee posed regarding compensation issues, and to advise the Committee whether its compensation decisions were within industry norms. The Committee has engaged Compensia to conduct a similar review of our executive compensation program for fiscal 2011.

Compensia reported solely to the Committee and our management was not involved in the negotiations of fees charged by Compensia or in the determination of the scope of work performed by Compensia. In addition, Compensia did not perform any services for Sanmina-SCI or the Committee other than providing advice concerning executive and director compensation. The Committee has the sole authority to hire and terminate compensation consultants. As a result, the Committee believes that Compensia is independent of Sanmina-SCI.

Review of Peer Group Data

In making compensation decisions for fiscal 2010, the Committee examined competitive market practices for base salary, incentive compensation and equity compensation awards of global, diversified electronics manufacturing services, or EMS, companies and high-technology manufacturing companies of comparable revenue. The Committee included these companies in the peer group because, like Sanmina-SCI, they have numerous, geographically dispersed manufacturing operations and sell as end products complex, highly engineered assembled products. Data on compensation practices of peer group companies generally was gathered through publicly available information. The Committee also considered data from third-party surveys, which are reported on an aggregate, not individual company, basis. The peer group companies considered by the Committee in determining executive officer compensation for fiscal 2010 are listed below:

- Benchmark Electronics, Inc.
- Celestica Inc.
- Flextronics International Ltd.
- Jabil Circuit, Inc.
- Plexus Corp.
- Multi-Fineline Electronix, Inc.
- SMART Modular Technologies, Inc.
- TTM Technologies, Inc.
- Viasystems Group Inc.

Components of Fiscal 2010 Compensation

Our executive officer compensation program includes three main elements:

- base salary;

- incentive cash compensation; and

- equity compensation in the form of stock options and restricted stock units.

The Committee selected these components because it believes each is necessary to help us attract and retain executive talent. These components also allow us to reward performance throughout the fiscal year and to provide an incentive for executives to appropriately focus on the long-term financial performance of Sanmina-SCI.

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Base Salary

Base salary compensates executive officers for their services rendered on a day-to-day basis. The Committee considers the appropriateness of the executive officers' base salary once each year, generally in October. The Committee primarily considers individual performance, experience level, changes in individual roles and responsibilities during the year and competitive compensation data in determining appropriate base salary levels for individual named executive officers.

In October and November of 2010, the Committee reviewed the base salary of each of the named executive officers against the base salaries of similarly situated executive officers of the peer group. The Committee determined that named executive officer base salaries should on average be at the 50th percentile of base salaries for similarly situated executive officers at peer companies. Reflecting the Committee's belief that a substantial portion of executive compensation should be based upon Sanmina-SCI's overall performance and the fact that existing base salaries were within the Committee's targeted range, the Committee did not change base salaries for our named executive officers (including our Chief Executive Officer) for fiscal 2011, other than to increase the base salary of the Chief Financial Officer from $400,000 to $440,000 to better align his base salary with those of similarly situated executives employed by companies in our peer group. During fiscal 2010, the Committee approved a promotional base salary increase of $100,000 for the President and Chief Operating Officer in recognition of his promotion to such position in October 2008.

Incentive Compensation

Approval of Fiscal 2010 Incentive Compensation Plan

In December 2009, the Committee approved the Sanmina-SCI Fiscal 2010 Corporate Bonus Plan (the "2010 Plan"). The 2010 Plan set forth the methodology for calculating incentive compensation for fiscal 2010 for specified employees of Sanmina-SCI, including executive officers, based upon achievement of specified corporate, individual and, in some cases, divisional, performance objectives. Under the 2010 Plan, Sanmina-SCI's fiscal 2010 performance was measured against pre-established targets for the following financial measures, resulting in a corporate performance factor expressed as a percentage:

- Revenue;
- Non-GAAP operating margin;(1)

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(1) Non-GAAP operating margin excludes the impact of stock- based compensation expenses, restructuring costs, integration costs, impairment charges for goodwill and intangible assets, amortization expense and other infrequent or unusual items, to the extent material or which Sanmina-SCI considers to be of a non-operational nature in the applicable period.

- Free cash flow (operating cash flows plus cash flows from investment activities);
- Inventory turns; and
- Return on invested capital exiting the fourth quarter of the year.

The Committee approved these financial measures because of its belief that these measures are the ones that most directly impact stockholder value. Similarly, the Committee approved the use of non-GAAP measures of operating margin and free cash flow as these are measures reported to stockholders in Sanmina-SCI's earnings releases and are, in the Committee's view, the metrics most commonly used to assess Sanmina-SCI's financial performance and outlook.

The Committee approved the targets for each financial measure based primarily upon forecasts for fiscal 2010 financial performance, the Committee's view of the likelihood of underachievement or overachievement of the targets and the percentile of total cash compensation that would be paid to

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executives compared to peer companies if the plan to fund at target levels. The Committee believed that achievement of the targeted level of performance under the 2010 Incentive Plan would be moderately difficult to difficult based upon industry-wide conditions and Sanmina-SCI's internal forecasts.

The Committee chose a minimum revenue level of $5.4 billion for the 2010 Plan, which was lower than the minimum revenue of $5.8 billion for the 2009 incentive plan. This reduction was made due to the Committee's belief that difficult business conditions, which resulted in the 2009 incentive plan not being funded last year, were continuing in December 2009 and were particularly affecting manufacturing companies such as Sanmina-SCI and their customers.

Determination of Named Executive Officer Incentive Compensation Under 2010 Plan

Under the 2010 Plan, the Committee assigned each participant an incentive compensation target expressed as a percentage of base salary. The Committee set individual incentive compensation targets primarily by comparing peer group compensation data and targeting total cash compensation (base salary and incentive compensation) to be between the 50th and 65th percentile for similar executives at peer group companies, which level the Committee believes is necessary to maintain in order to attract and retain management with the necessary experience and skills to increase Sanmina-SCI's growth and expand its business. Each named executive officer's fiscal 2010 incentive compensation was determined by applying the dollar amount of his target incentive compensation to the corporate performance factor yielded by the 2010 Plan. Sanmina-SCI's financial performance during fiscal 2010 resulted in a corporate performance factor of 145%.

Under the 2010 Plan, the Committee also had the ability to adjust each participant's actual incentive compensation up or down based upon its assessment of individual performance. For fiscal 2010, the Committee concluded that all of the named executive officers had played substantial roles in implementing Sanmina-SCI's new strategy to focus on higher margin products, product quality and customer satisfaction and in driving increased revenue, operating margin return on investment and cash flow.

Below is set forth the calculation of each named executive officer's incentive compensation for fiscal 2010:

Name of Executive Officer (A)	Base Salary (B)	Incentive Compensation Target Percentage (C)	Maximum Incentive Compensation (E) (B) × (C) × 180%	Actual Performance Compensation Payable (F) (B) × (C) × 145% and adjusted for individual performance
Jure Sola	$ 805,700	120%	$ 1,740,312	$ 1,401,918
Hari Pillai	535,033	95%	914,906	737,000
Robert K. Eulau	400,000	90%	648,000	522,000
Michael T. Tyler	356,000	75%	480,600	387,150
Dennis Young	326,660	75%	440,991	299,000

Approval of Fiscal 2011 Incentive Compensation Plan

In November 2010, the Committee approved the Sanmina-SCI Fiscal 2011 Corporate Bonus Plan (the "2011 Plan"). The 2011 Plan sets forth the methodology for calculating incentive compensation for fiscal 2011 for specified employees of Sanmina-SCI, including executive officers, based upon achievement of specified corporate, divisional and individual performance objectives.

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As with the 2010 Plan, Sanmina-SCI's fiscal 2011 performance will be measured against targets for revenue, non-GAAP operating margin, free cash flow, inventory turns and return on invested capital. Measurement of Sanmina-SCI's performance against the targets contained in the 2011 Plan results in a corporate performance factor. At 195%, the maximum corporate performance factor was higher than the maximum factor of 180% contained in the fiscal 2010 plan in order to provide incentive for the highest levels of corporate performance. However, should Sanmina-SCI not achieve a minimum performance against these targets, no incentive compensation shall be payable under the 2011 Plan. Each participant's actual incentive compensation is determined by reference to an individual incentive compensation target established by the Committee, the corporate performance factor and achievement of the participant's individual/divisional performance targets for fiscal 2011.

The Committee designed the 2011 Plan to incentivize management to build upon the fiscal 2010 improvements in the Company's performance, particularly revenue and operating margin. The Committee believes that achievement of the targeted level of performance under the 2011 Plan will be moderately difficult to difficult based upon continuing challenging industry-wide conditions and Sanmina-SCI's internal forecasts. Although the 2010 Plan funded at a 145% level, the 2009 incentive plan did not fund and the fiscal 2008 plan funded at only a 55% level. The three-year funding average for the named executive officers' incentive compensation in those years was approximately 84% of target.

Sanmina-SCI and the Compensation Committee retain the right to terminate or amend the 2011 Plan in any respect, including increasing or decreasing the corporate performance and individual incentive compensation targets.

Long-Term Equity-Based Incentive Awards

We provide long-term incentive compensation through awards of stock options, restricted stock and restricted stock units that vest over three to five years. In some cases, the vesting of equity awards accelerates if certain company performance goals are met, such as stock price targets. Our equity compensation program is intended to align the interests of our named executive officers with those of our stockholders by creating an incentive for our named executive officers to maximize stockholder value. The equity compensation program also encourages our named executive officers to remain employed with Sanmina-SCI, because unvested awards are forfeited upon termination of employment; except as provided per the Change-in-Control plan as outlined below.

Sanmina-SCI grants equity awards to its executive officers under the stockholder-approved 2009 Incentive Plan. Grants approved by the Committee become effective and, for stock options, are priced at the fair market value of our common stock, in each case, as of a predetermined future effective grant date in accordance with our Equity Award Administration Policy. The Committee has not granted, nor does it intend in the future to grant, equity compensation awards to executives in anticipation of the release of material non-public information that is likely to result in changes to the price of our common stock, such as a significant positive or negative earnings announcement. Similarly, the Committee has not timed, nor does it intend in the future to time, the release of material non-public information based on equity award grant dates. Also, because equity compensation awards typically vest over a three to five year period, the value to recipients of any immediate increase in the price of our common stock following a grant will be attenuated.

The amount and type of equity is granted on a discretionary basis and without regards to a formula. In November 2009, the Committee granted 150,000 restricted stock units to the named executive officers as a group, other than the Chief Executive Officer to whom it granted 900,000 stock options, compared to 530,000 options granted during fiscal 2009 to the named executive officers (excluding new hire grants). The Committee believes that full value awards can be less dilutive to stockholders since fewer of such awards are granted relative to stock options. In addition, such

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restricted stock units vest in full and not in part only if the executive remains in service for the entire three year period following the date of grant, maximizing the retention benefits of such grant. In the case of the Chief Executive Officer, the Committee believed, based in part upon a greater number of underwater stock options he held than other executive officers, that a stock option grant would provide more retention incentive than a full value award. The Committee believes that equity grant levels for companies in the EMS market must remain competitive with equity packages offered at software and other high technology companies which can have more rapidly increasing equity prices and against which Sanmina-SCI finds itself competing for key management.

In granting the type and amount of equity to grant to the named executives officers in fiscal 2010, the Committee considered, among other factors: (1) the impact of the equity grants on total direct compensation compared to peer companies, (2) the size of grants made in the previous fiscal year, (3) individual performance, (4) the retention value of current executive equity holdings and (5) internal pay equity among executives based upon their relative positions, as follows:

Impact of amounts on targeted pay percentile the amounts granted in fiscal 2010 were intended to result in total compensation for the named executive officers (base salary, incentive compensation and value of equity grants) being in the 60^{th} to 75^{th} percentile compared to Sanmina-SCI's peers.

The size of grants made during fiscal 2009 had the effect of decreasing the fiscal 2010 grants to the named executive officers, except the Chief Executive Officer, compared to fiscal 2009 since that year's grants included an extraordinary retention grant made in August 2009 due to difficult market conditions, which grant was not made to the Chief Executive Officer. With business conditions improved in fiscal 2010, the Committee did not see the need to make similarly sized grants during fiscal 2010.

Individual performance the Committee considered that all qualitative performance objectives for fiscal 2010 for the named executive officers as a group had been met.

Retention value of current equity holdings was a factor decreasing equity grants to such named executive officers relative to fiscal 2009, given the low exercise prices of grants made in fiscal 2009.

Internal Pay Equity reduced the size of the President and Chief Operating Officer's grant relative to the Chief Executive Officer's grant and the size of the Chief Financial Officer's grant relative to the President and Chief Operating Officer's grant, and resulted in parity between the Executive Vice President and General Counsel's grant and the Executive Vice President of Worldwide Sales and Marketing's grant.

Change-in-Control and Severance Arrangements

In order to continue to attract and retain key employees and to provide incentive for their continued service in case of an acquisition of Sanmina-SCI, the Committee approved a change-in-control plan in December 2009 to provide benefits to such employees in the event of certain terminations of employment following a change-in-control. These benefits are comprised of (1) payment, in a lump sum, of one to two times base salary and one times target incentive compensation for the year, (2) acceleration in full of all unvested stock options and restricted stock held by the employee and (3) payment, in a lump sum, of premiums for continued health insurance coverage for a period of 18 months. A change-in-control is defined as an acquisition, in a merger or otherwise, of more than 50% of the voting power of Sanmina-SCI, a sale of substantially all of the assets of Sanmina-SCI or a change in a majority of the Board other than upon recommendation of the incumbent Board. The plan does not provide for a tax gross-up for any of the benefits payable thereunder. In addition, the plan does not provide benefits unless the employee is terminated without

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cause, or terminates for good reason, within a specified period of time following a change-in-control, as such terms are defined in the plan. The Committee believes that such plan will help our key employees maintain continued focus and dedication to their assigned duties to maximize stockholder value if there is a change-in-control. The Committee also believes the benefits provided by the plan are comparable to those offered by peer group companies based upon benchmarking exercises performed at the direction of the Committee. Among the factors considered by the Committee were the multiple of base salary and incentive compensation used by peer companies to calculate severance benefits and the Committee's assessment of the extent to which such benefits would motivate executive officers to remain with Sanmina-SCI.

Other Benefits

In addition to the cash and equity compensation discussed above, we provide our executive officers with some additional benefits that the Committee has determined are necessary to attract and retain key talent, which include:

- health insurance, as generally available to U.S. employees;
- optional participation in our 401(k) plan, as generally available to all U.S. employees (including any matching contributions on the same terms as other participating employees);
- supplemental life insurance;
- optional participation in a non-qualified executive deferred compensation plan that permits executives to defer receipt of part or all of their base salary and incentive compensation to a future date; and
- executive group travel accident insurance.

We do not provide the following types of perquisites to executive officers:

- personal use of corporate assets;
- executive pension plans (SERPs);
- Sanmina-SCI-funded deferred compensation programs; or
- Sanmina-SCI-funded housing (except on a temporary basis in cases of relocation).

Policy Regarding Executive Repayment of Compensation Following Misconduct

Section 304 of the Sarbanes-Oxley Act of 2002 requires that if misconduct results in a material non-compliance with SEC financial reporting requirements, and as a result of such non-compliance Sanmina-SCI is required to restate its financial statements, then the Chief Executive Officer and Chief Financial Officer must disgorge any incentive compensation received during the 12-month period following the filing of the non-compliant report and profits on the sale of Sanmina-SCI stock during such period.

In order to better align itself with corporate governance practices in this area, the Board of Directors has adopted a policy for reimbursement of incentive cash payments received by all executive officers under certain circumstances. This policy supplements, but does not replace, the reimbursement requirements of Section 304 discussed above. Under this policy, Sanmina-SCI shall seek reimbursement of all incentive compensation paid to any executive officer during the 12 month period following the filing with the SEC of financial results required to be restated as a result of such executive's intentional violation of SEC rules or Sanmina-SCI policy.

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Policy Regarding Tax Deduction for Compensation under Internal Revenue Code Section 162(m)

Section 162(m) of the Internal Revenue Code ("IRC") limits our tax deduction to $1 million f