

**FLEXTRONICS INTERNATIONAL LTD.**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**As amended on May 1, 2007**

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**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Flextronics International Ltd. (the “Company”) in fulfilling its responsibilities with respect to:

- recruiting, evaluating and recommending candidates to be presented for appointment or election to serve as members of the Board; and
- shaping and overseeing the application of the Company’s corporate governance policies and procedures.

**II. Membership and Meetings**

The Committee shall consist of two or more members of the Board. Each member of the Committee shall be “independent” as defined by the Nasdaq Stock Market Listing Standards and by the Company’s *Director Independence Standards*. The Committee members will be appointed by the Board and may be removed by the Board in its discretion.

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities. A majority of the total number of members of the Committee will constitute a quorum for all Committee meetings. When appropriate, the Committee may form, and delegate authority to, subcommittees.

The Committee shall keep minutes of its proceedings, which minutes shall be retained with the minutes of the proceedings of the Board. The Committee shall report to the Board from time to time as requested by the Board.

**III. Responsibilities and Duties**

The following are the principal responsibilities and duties of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its purpose.

- Identify and evaluate candidates for service as members of the Board.
- Recommend qualified candidates to the Board for appointment or for submission for shareholder approval.
- Review and consider shareholder-recommended candidates for nomination to the Board.
- Review and revise, as necessary, the corporate governance procedures and policies of the Company.
- Annually evaluate the structure, composition and performance of the Board and of the other committees of the board.
- Annually evaluate the composition and performance of the Committee and the adequacy of this charter.

- Perform any other activities required by applicable law, rules or regulations and perform other activities that are consistent with this charter, the Company's Articles of Association and governing laws, as the Committee or the Board deems necessary or appropriate.

#### **IV. Policies and Procedures.**

*Qualifications for Director Candidates.* The Committee seeks to achieve a balance of knowledge, experience and capability with respect to the directors serving on the Board. To this end, the Committee seeks candidates with the highest professional and personal ethics and values, an understanding of the Company's business and industry, diversity of business experience and expertise, a high level of education, broad-based business acumen, and the ability to think strategically. Although the Committee shall use these and other criteria to evaluate candidates, the Committee has no specified minimum criteria for candidates. All candidates will be evaluated using the same criteria, whether identified by the Board or properly submitted by the Company's shareholders.

*Attendance by Directors at Annual General Meeting of Shareholders.* The Committee encourages all of the Company's directors and nominees to attend the annual general meeting, but attendance is not required.

*Communications with the Board.* Shareholders who wish to communicate with the Board shall do so by submitting an e-mail to the Board of Directors either directly or by using a link on the Company's website. The e-mail shall be sent to the Chairman of the Board of Directors and the Chief Financial Officer and/or Vice President of Finance. The Chief Financial Officer and/or Vice President of Finance shall review all such correspondence and provide regular summaries thereof to the Board. The Chief Financial Officer and/or Vice President of Finance shall retain copies of all correspondence not forwarded to the Board for a reasonable period of time, which correspondence shall be available to any member of the Board upon request.

#### **V. Authority to Retain Advisors**

The Committee shall have the authority to obtain advice and assistance from legal or other advisors, including the retention of a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such advisors or search firm; including sole authority to approve the advisor's or firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.