



PLEXUS CORP.

2024 ANNUAL REPORT

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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended September 28, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission File Number 001-14423



PLEXUS CORP.

(Exact name of registrant as specified in charter)

Wisconsin

(State or other jurisdiction of incorporation)

39-1344447

(I.R.S. Employer Identification No.)

One Plexus Way

Neenah, Wisconsin 54957

(Address of principal executive offices) (Zip Code)

Telephone Number (920) 969-6000

(Registrant's telephone number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	PLXS	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐
Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of March 30, 2024, 27,469,730, shares of common stock were outstanding, and the aggregate market value of the shares of common stock (based upon the \$94.82 closing price of the registrant's common stock on the last trading day of its fiscal second quarter, as reported on the Nasdaq Global Select Market) held by non-affiliates (excludes 561,696 shares reported as beneficially owned by directors and executive officers – does not constitute an admission as to affiliate status) was approximately \$2.6 billion.

As of November 11, 2024, there were 27,092,389 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Parts of Registrant's Proxy Statement for the 2025 Annual Meeting of Shareholders are incorporated by reference into Part III of this Report.

PLEXUS CORP.
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September 28, 2024

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"SAFE HARBOR" CAUTIONARY STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995:

The statements contained in this Form 10-K that are guidance or which are not historical facts (such as statements in the future tense and statements including believe, expect, intend, plan, anticipate, goal, target and similar terms and concepts), including all discussions of periods which are not yet completed, are forward-looking statements that involve risks and uncertainties. These risks and uncertainties include the effect of inflationary pressures on our costs of production, profitability, and on the economic outlook of our markets; the effects of shortages and delays in obtaining components as a result of economic cycles, natural disasters or otherwise; the risk of customer delays, changes, cancellations or forecast inaccuracies in both ongoing and new programs; the ability to realize anticipated savings from restructuring or similar actions, as well as the adequacy of related charges as compared to actual expenses; the lack of visibility of future orders, particularly in view of changing economic conditions; the economic performance of the industries, sectors and customers we serve; the outcome of litigation and regulatory investigations and proceedings, including the results of any challenges with regard to such outcomes; the effects of tariffs, trade disputes, trade agreements and other trade protection measures; the effects of the volume of revenue from certain sectors or programs on our margins in particular periods; our ability to secure new customers, maintain our current customer base and deliver product on a timely basis; the risks of concentration of work for certain customers; the particular risks relative to new or recent customers, programs or services, which risks include customer and other delays, start-up costs, potential inability to execute, the establishment of appropriate terms of agreements, and the lack of a track record of order volume and timing; the effects of start-up costs of new programs and facilities or the costs associated with the closure or consolidation of facilities; possible unexpected costs and operating disruption in transitioning programs, including transitions between Company facilities; the risk that new program wins and/or customer demand may not result in the expected revenue or profitability; the fact that customer orders may not lead to long-term relationships; our ability to manage successfully and execute a complex business model characterized by high product mix and demanding quality, regulatory, and other requirements; the risks associated with excess and obsolete inventory, including the risk that inventory purchased on behalf of our customers may not be consumed or otherwise paid for by the customer, resulting in an inventory write-off; risks related to information technology systems and data security; increasing regulatory and compliance requirements; any tax law changes and related foreign jurisdiction tax developments; current or potential future barriers to the repatriation of funds that are currently held outside of the United States as a result of actions taken by other countries or otherwise; the potential effects of jurisdictional results on our taxes, tax rates, and our ability to use deferred tax assets and net operating losses; the weakness of areas of the global economy; the effect of changes in the pricing and margins of products; raw materials and component cost fluctuations; the potential effect of fluctuations in the value of the currencies in which we transact business; the effects of changes in economic conditions, political conditions and regulatory matters in the United States and in the other countries in which we do business; the potential effect of other world or local events or other events outside our control (such as the conflict between Russia and Ukraine, conflict in the Middle East, escalating tensions between China and Taiwan or China and the United States, changes in energy prices, terrorism, global health epidemics and weather events); the impact of increased competition; an inability to successfully manage human capital; changes in financial accounting standards; and other risks detailed herein and in our other Securities and Exchange Commission filings.

In addition, see Risk Factors in Part I, Item 1A and Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 for a further discussion of some of the factors that could affect future results.

* * *

PART I

ITEM 1. BUSINESS

Overview

At Plexus, we help create the products that build a better world. Driven by a passion for excellence, we partner with our customers to design, manufacture and service highly complex products in demanding regulatory environments. From life-saving medical devices and mission-critical aerospace and defense products to industrial automation systems and semiconductor capital equipment, our innovative solutions across the lifecycle of a product converge where advanced technology and human impact intersect. We provide these solutions to market-leading as well as disruptive global companies in the Aerospace/Defense, Healthcare/Life Sciences, and Industrial sectors, supported by a global team of over 20,000 members across our 26 facilities in the Americas ("AMER"), Asia-Pacific ("APAC") and Europe, Middle East and Africa ("EMEA") regions.

Our Vision, Mission and Strategy

Our vision is to help create the products that build a better world. Our mission is to be the leader in highly complex products and demanding regulatory environments. Our strategy to fulfill our vision and mission is consistent and can be summarized in four parts:

- **Market Focus** – We engineer innovative solutions for customers in growth markets featuring highly complex products and demanding regulatory environments.
- **Superior Execution** – We are dedicated partners to our customers, committed to achieving zero defects and perfect delivery through operational excellence.
- **Passion Meets Purpose** – We are united as a team. We are guided by our values. We do the right thing to support our team members, communities and customers.
- **Discipline by Design** – We hold ourselves accountable to delivering shareholder value through consistent application of a disciplined financial model.

Built on a foundation of innovation, we are relentless in our pursuit of excellence, aligning our team members, operations, systems of oversight and financial metrics to create a high performance, accountable organization with an engaged workforce deeply passionate about helping to create the products that build a better world.

Financial Model

Our financial model aligns with our business strategy. Our primary long-term goal is to achieve a 9-12% compounded annual revenue growth rate while earning a return on invested capital ("ROIC") of 15%, which would significantly exceed our weighted average cost of capital ("WACC") and represent positive economic return. Economic return is the amount by which our ROIC exceeds our WACC, and we believe it is a fundamental driver of shareholder value. We review our internal calculation of WACC annually; for fiscal 2024, our WACC was 8.2%.

For more information regarding ROIC and economic return, which are non-GAAP financial measures, refer to "Management's Discussion and Analysis of Financial Condition - Results of Operations - Return on Invested Capital ("ROIC") and economic return" in Part II, Item 7. For additional information on our use of non-GAAP financial measures, see Exhibit 99.1 to this annual report on Form 10-K, which exhibit is incorporated herein by reference.

Solutions

With integrated solutions throughout the product lifecycle, our team strives to create innovative and optimized paths to deliver products to the market, keep products in the market longer and help manage the product lifecycle sustainably and responsibly.

- **Design and Development** – Using standard tools and processes throughout our six design centers worldwide, we leverage the latest technology and state-of-the-art design automation methodologies to provide comprehensive new product development and product commercialization solutions. The breadth of our capabilities across the product lifecycle enables us to integrate supply chain, manufacturing and service expertise into our designs, resulting in products developed with the full product lifecycle in mind.
- **Supply Chain Solutions** – Delivering an optimal supply chain strategy is more than simply getting a product where it needs to be on time. Our supply chain experts engage in all of Plexus' integrated solutions to identify opportunities for supply chain optimization. We help manage the full supply chain to minimize cost, mitigate risk and provide a flexible, scalable and resilient solution for our customers.

- **New Product Introduction** – When introducing a new product, we understand our customers need to move quickly. We have a dedicated team focused on decreasing time to market and transitioning products to full volume manufacturing, through a full suite of integrated new product introduction services, such as design for excellence, product lifecycle assessment, specialized design of test solutions and rapid prototyping.
- **Manufacturing** – Our approach to manufacturing focuses on innovation, continuous improvement and superior quality and delivery. With a global footprint and scalable operations, we aim to tailor our manufacturing environment to meet each customer's needs worldwide. As we strive for perfect delivery and zero defects, exceptional quality begins with each individual member of our team, which we advance through our Quality Begins with Me program. Our capabilities and our commitment to superior execution position us to support the complex technology and regulatory needs of the industries we serve, providing customers with dependable and flexible manufacturing solutions.
- **Sustaining Services** – We are committed to protecting our customers' brand reputation, supporting the success of each product in the market and extending a product's useful life through repair, refurbishment, remanufacturing (at the direction of our customers) and service parts planning. From influencing a product's design for serviceability, which creates early access for lifecycle extension services and repair, to aftermarket and end-of-life treatment, such as spare parts management, depot repair and part recovery services, we take a proactive and circular approach to service to help keep products in the market.

Through these integrated solutions, we proactively tackle tough challenges throughout the product lifecycle. We provide most of our solutions on a turnkey basis, under which we procure and warehouse all materials required for product assembly. We provide select solutions on a consignment basis, meaning our customers supply the necessary materials, while Plexus provides the labor and other services required for product assembly. Other than certain test equipment, manufacturing equipment and software used for internal operations, we do not design or manufacture our own proprietary products.

Operations

Plexus is a Wisconsin-headquartered corporation operating from 26 active facilities, totaling approximately 5.0 million square feet. Our facilities are strategically located to support the design, manufacturing and service needs of customers' global supply chains in our targeted market sectors.

Customers and Market Sectors Served

We specialize in serving customers in the Aerospace/Defense, Healthcare/Life Sciences, and Industrial market sectors. Plexus serves a diverse customer landscape that includes industry-leading, branded product companies, along with other technology pioneering start-ups and emerging companies that may or may not maintain manufacturing capabilities. During fiscal 2024, we served approximately 190 customers. No customer accounted for over 10% of our sales in fiscal 2024. GE Healthcare Technologies, Inc. ("GEHC") accounted for 10.3% of our net sales during fiscal 2023, while General Electric ("GE") accounted for 12.9% of our net sales during fiscal 2022. During fiscal 2023, GE completed the separation of its healthcare business, GEHC, as a stand-alone company. No other customer accounted for 10.0% or more of our net sales in any of the last three fiscal years. Many of our large customers, including GEHC and GE, contract with us through multiple independent divisions, subsidiaries, production facilities or locations. We believe that in most cases our sales to any one such division, subsidiary, facility or location are independent of sales to others.

The distribution of our net sales by market sectors for the indicated fiscal years is shown in the following table:

Industry	2024	2023	2022
Aerospace/Defense	18%	14%	13%
Healthcare/Life Sciences	39%	44%	41%
Industrial	43%	42%	46%
Total net sales	100%	100%	100%

Although our current business development focus is based on our targeted market sectors of Aerospace/Defense, Healthcare/Life Sciences, and Industrial, we evaluate our financial performance and allocate our resources geographically (see Note 11 "Reportable Segments, Geographic Information and Major Customers" in Notes to Consolidated Financial Statements regarding our reportable segments). Plexus offers an array of solutions for customers in each market sector and, aside from the specific go-to-market teams, generally we do not dedicate operational equipment, personnel, facilities or other resources to particular market sectors, nor do we internally track our costs and resources per market sector.

Go-to-Market Strategy

Each market sector has a market sector vice president, as well as market sector senior director roles, who together oversee and provide leadership to business development and customer management teams, supply chain, engineering and manufacturing subject matter experts and market sector specialists. These teams maintain expertise related to each market sector and execute sector strategies aligned to that market's unique delivery, quality and regulatory requirements.

Our market sector teams help to develop Plexus' strategy for growth with a particular emphasis on expanding the value-add solutions we offer customers. Our sales and marketing efforts focus on expanding our engagements with existing customers as well as targeting new customers.

Materials and Suppliers

We typically purchase raw materials, including printed circuit boards and electronic components, from a wide variety of manufacturers and their authorized distributors. Under certain circumstances, we will purchase materials from independent distributors, customers or competitors. Many of these raw materials are unique to the designed assembly. By customer agreement, we purchase materials according to customer forecast and supplier lead-times.

The key electronic components we purchase include: advanced semiconductors, diodes, power management modules, microcontrollers, memory modules, interconnects, inductors, resistors, capacitors, power supplies and cable and wire. Volatile demand (in quantity or mix), material shortages, extended lead-times and subsequent allocations by our suppliers are an inherent risk within the electronics industry and have remained an issue, particularly for semiconductors during fiscal 2024. We discuss the causes, implications, and potential implications of volatile demand and material shortages more fully in "Risk Factors" in Part I, Item 1A herein.

We also purchase non-electronic, typically custom engineered components such as molded/formed plastics, sheet metal fabrications, aluminum extrusions, robotics, motors, vision sensors, motion/actuation, fluidics, displays, die castings and various other hardware and fastener components. These materials are sourced from Plexus' preferred suppliers and customer directed suppliers. Altogether, purchased materials range from "off the shelf" to highly customized and vary widely in terms of market availability and price. Through our engineering product development engagements and through the quoting of new business, Plexus can influence the selection of new product materials, and therefore the selection of suppliers who outperform their peers.

Amidst a highly dynamic set of supply markets, Plexus' global supply chain management organization works to mitigate potential risks and ensure a steady flow of materials at competitive prices. We pursue these goals through supply chain solutions developed in collaboration with our customers and our suppliers, a commitment to strong supplier partnerships, use of proprietary risk management tools and aggressive management of supplier commitments.

Competition

Plexus operates in a highly competitive market, with a goal to be best-in-class at meeting the unique needs of our customers. A number of competitors may provide services similar to Plexus. Others may be more established in certain industry sectors, or have greater financial, manufacturing or marketing resources. Smaller competitors compete mainly in specific sectors and within limited geographic areas. Plexus also competes with in-house capabilities of current and potential customers. Plexus maintains awareness and knowledge of our competitors' capabilities in order to remain highly competitive within our target markets. Refer to the discussion in "Risk Factors" in Part I, Item 1A herein for further details on market competition.

We believe our ability to provide a full range of services that complement the entire product lifecycle across a global footprint provides a business advantage. Relative to our competition, overriding factors such as lower manufacturing volumes, production flexibility, unique fulfillment requirements and complex regulatory and quality requirements typically result in higher investments in inventory and selling and administrative costs for us. The cost variance from our competitors is especially evident relative to those that provide electronics manufacturing services for high-volume, less complex products, with less stringent requirements (e.g., consumer electronics).

Sustainability & Social Impact

Our vision is to help create the products that build a better world, yet the opportunity and responsibility we have to build a better world goes far beyond the products we help to create. We are committed to elevating the standards of business conduct through the integration of sustainable and responsible business practices into our enduring strategy. This integrated approach and related goals enable us to address important environmental and social issues material to the long-term success of our business. This commitment is made public through our membership with organizations such as the U.N. Global Compact ("UNGC"), including alignment to the U.N. Sustainable Development Goals, and the Responsible Business Alliance ("RBA").

In service to our vision, we continue to evolve our solutions to better service our customers in light of changing market demands. This includes the opportunity we have to help deliver more sustainable and responsible products to the market. We continue to expand our product lifecycle capabilities in response to this heightened focus, as we seek to design more environmentally sustainable products, improve our production practices, assess and deploy product life extension and part recovery strategies, and enable a more sustainable, responsible supply chain for our customers. In 2024, we were a finalist in Scotland's Centre for Engineering, Education & Development's "Net Zero Hero" award for our product lifecycle assessment services. These services help our customers estimate and uncover factors that may impact the global warming potential of their products.

We are focused on our own operational impact, as well, seeking to reduce our emissions, waste, water and use of natural resources, transition to renewable energy and reusable resources, and optimize our operations through adoption of new technologies and automation. Our commitment to reducing our environmental impact is captured in our Climate Policy, which helps to guide our objectives and offers structure to aid in prioritizing our efforts. In fiscal 2024, we pursued a third consecutive year-over-year emissions intensity reduction goal, achieving an absolute Scope 1 and Scope 2 emissions reduction following two consecutive years of Scope 1 and Scope 2 emissions intensity reductions across our global operations. Further in fiscal 2024, we participated in the UNGC's Climate Ambition Accelerator program as we seek to advance our energy transition strategy and develop longer-term aspirations in support of international climate initiatives.

Beyond our four walls, we seek to collaborate and integrate with our local communities and find opportunities to partner throughout our value chain. Community involvement, volunteering and charitable giving are important to ensure we are investing and promoting positive impacts in the communities in which we operate and where our team members live. Within each community where we have a physical location, we provide donations to local charities that enhance innovation, promote technology-related educational programs (e.g., STEM) and preserve the quality of life. Plexus also offers eight hours of paid, volunteer time off for team members who want to give back through community engagement events. In addition to local impacts realized through our team member volunteer efforts, the Plexus Community Foundation donated nearly \$1.1 million in fiscal 2024, bringing its total giving to \$11.0 million since 2004.

We are committed to driving greater transparency around our sustainable and responsible business practices through the publication of an annual sustainability report. More detailed information about Plexus' efforts and progress can be found in that report located at <https://www.plexus.com/en-us/corporate-social-responsibility>. The information in the sustainability report and on Plexus' website is not a part of this Annual Report on Form 10-K and is not incorporated by reference.

Refer to the discussion in "Risk Factors" in Part I, Item 1A herein for further details of environmental physical and transition risks, as well as the legal and regulatory landscape related to environmental matters, including climate change, that could adversely affect our business, results of operations, and financial condition.

Human Capital Management

People are the heart of what we do and who we are. How we engage and empower our team members is critical to how we deliver value and create sustained growth for our shareholders. We realize our success depends on the well-being and inclusive engagement of each individual on our team. As a responsible employer, we are committed to global standards of employment, which we effect through our Code of Conduct and Business Ethics ("Code of Conduct"), our Human Rights Policy and other labor and employment policies and through our commitment to the UNGC Sustainable Development Goals and the RBA. We also realize in order to attract and retain talented individuals we must provide our team members the ability to do meaningful work, personally and professionally develop, and create diverse and memorable experiences.

Purpose and Culture

We recognize a great culture is foundational to the success of our vision to help create the products that build a better world. We are proud of our culture and the recognition we have received over the years as a great place to work. In 2024, HR Asia awarded Plexus the Best Company to Work for in Asia (Malaysia Chapter), as well as the HR Asia Diversity, Equity, & Inclusion Award. In building a great culture, we embrace our five values:

- **Growing our People** – We foster a culture of trust, courage and growth, empowering every team member to realize their full potential.
- **Building Belonging** – We build an inclusive environment, valuing each team member, embracing diversity and promoting teamwork to achieve extraordinary outcomes together.
- **Innovating Responsibly** – We innovate and leverage technology, guided by a clear strategy, to boldly drive positive change and promote a sustainable future.
- **Delivering Excellence** – We commit to exceptional quality and perfect delivery by standardizing, scaling and continuously improving.
- **Creating Customer Success** – We exceed customer expectations and forge relationships built on trust, candor and shared successes.

Commitment to Our Values and Ethical Business Practices

Along with our values, we act in accordance with our Code of Conduct, which creates expectations and provides guidance for all team members, representatives and partners of Plexus to make the right decisions. Our Code of Conduct includes topics such as corruption, discrimination, harassment, privacy, appropriate use of company assets, protecting confidential information and reporting Code of Conduct violations. It is used to reinforce our passion for operating in a fair, honest, responsible and ethical manner and articulates our responsibilities as a trusted leader in the business community. The Code of Conduct also emphasizes the importance of having an inclusive, welcoming environment in which all team members feel empowered to do what is right and are expected to voice concerns should violations of the Code of Conduct be observed. All team members are required to complete training on the Code of Conduct biennially.

Our commitment to being a responsible employer is reinforced through our membership with the RBA. Since 2014, our RBA membership reinforces the critical business standards required of Plexus, our team members and business partners related to human rights, environmental, health and safety, labor and business ethics. As an active member of RBA, we abide by their global standards, which may exceed minimum legal requirements, regarding the treatment of workers. Being a member of the RBA means we help collectively influence our broader business ecosystem by propagating and maintaining sustainable and responsible business practices.

Human Rights

At the core of our value system is a fundamental respect for human rights. Our Human Rights Policy formalizes Plexus' commitment to respect human rights and embodies internationally-recognized principles and the laws of the countries in which we operate.

We prohibit discrimination and harassment, recruiting fees imposed on our workers, the use of child labor, forced labor or labor that results from human trafficking, and the unreasonable restriction of movement or travel of workers. We support reasonable working hours and time off, fair wages, access to basic liberties (including clean sanitation facilities and potable water), freedom of association, the humane treatment of all workers and fair and honest business practices. Our Human Rights Policy supports the RBA Code of Conduct labor standards framework, and reinforces our statement in support of the California Transparency in Supply Chains Act and the UK Modern Slavery Act. Our Human Rights Policy was created by a cross-functional team appointed to conduct regular policy and impact mapping, as outlined by the UNGC, to facilitate continuous improvement and commitment to our standards.

Talent Development & Acquisition

With people at the heart of what we do and who we are, we create, implement and accelerate development opportunities for our team members in order to enable business growth, enhance our culture, drive leadership accountability and inspire purposeful engagement. Our commitment to holistic talent management means that we expect and reward high performance and address underperformance with urgency, candor and empathy. We engage in regular talent reviews to calibrate on the performance and potential of our teammates, development opportunities, career pathing and the strength of our succession plans. During these reviews, we also assess retention rates and the diversity composition of our leaders and leadership pipeline. Competency-based training, leadership development programs and online learning promote a learning culture and provide ongoing development for team members at all levels. We also have established a formal mentoring program that aids in the development and retention of

talent. While our goal is to develop our own talent, we recruit new graduate and experienced talent by valuing potential and personality traits that align with our values, as well as direct and transferable experiences.

Employee Engagement

At every facility, in every region and at all levels, we strive to continuously improve the engagement of our team members. We survey employee engagement annually through our employee net promoter score and we identify strengths and act on areas of opportunity to enhance our work environment and increase employee satisfaction. In 2024, we received responses from 100% of our team members through the survey resulting in an industry leading net promoter score.

Diversity and Inclusion

At Plexus, diversity and inclusion ("D&I") does not simply mean representation. It means maximizing and optimizing the human experience and enabling access to the best possible talent for Plexus. We have adopted the following D&I statement at Plexus, which is directly incorporated into our Code of Conduct:

"Our people create our best Plexus. Ingrained in our culture of inclusion is the philosophy that each individual offers diverse perspectives, backgrounds and experiences that create great outcomes when we are united as a team. We respect our people and embrace our differences. We welcome everyone and value the ideas generated by our collective uniqueness. We aspire that all of our people reach their full potential."

Our organizational approach to D&I at Plexus includes the following:

- **D&I Integration Plan** – We have established defined actions aligned to value-driven outcomes as we further integrate diversity and inclusion into our strategy, business operations and culture.
- **D&I Committee and Board Oversight** – To oversee strategic objectives and to ensure appropriate accountabilities exist to support our efforts, D&I is incorporated into our executive Sustainable & Responsible Business Practices Committee, made up of key members of executive management, including our Chief Executive Officer. In addition, the Compensation and Leadership Development Committee of our Board of Directors reviews our human capital management strategy, including D&I initiatives and progress to cultivate an optimized workforce and inclusive culture.
- **Employee Resource Groups** – Our ERGs are voluntary, employee-driven, executive-sponsored groups organized around common interests and legitimate business purposes. Plexus' current ERGs include:
 - **Plexus Pride** – Plexus Pride is focused on supporting the needs of the LGBTQIA+ community by creating greater awareness of the challenges and uniqueness of this demographic. They aim to provide educational, networking and development opportunities for all Plexus team members.
 - **Plexus Veterans Network** – The goal of the Plexus Veterans Network is to enhance Plexus's ability to hire, develop and support U.S. veterans across the organization to improve business outcomes. The network facilitates veteran outreach, camaraderie and mentorship opportunities around the veterans' community.
 - **Plexus Women in Network** – Plexus Women in Network has a mission to champion the advancement of women in their professional and personal development through various career and life changes. This ERG aims to contribute to more women in elevated roles and increased diversity in leadership positions across Plexus.
 - **Plexus Young Professionals** – Plexus Young Professionals focuses on creating an environment that fosters collaboration and development for the young professionals at Plexus. This group desires to enhance talent development and retention, create an environment that fosters networking and sponsorship for career growth and provide community engagement opportunities.
 - **UnusPlexus** – UnusPlexus' purpose is to celebrate the different cultures and diversity within Plexus. The group plays a key role in embodying the D&I mission at Plexus, and through its tenets of communication, cultural celebration and community outreach, creates impactful experiences across Plexus.

These groups are directly supported by executive-level leadership and management engages regularly in support of ERG programming. Plexus supports further expansion and enhancement efforts of existing ERGs as well as employee-driven creation of new ERGs.

- **Training** – Plexus has invested in D&I leadership training on the value of diversity and how best to foster an inclusive culture, including trainings related to foundations of D&I, unconscious bias and hiring.
- **Broadening our Talent Pool** – Our talent acquisition teams continuously seek to widen the funnel of talent seeking to join Plexus. Efforts are customized by geography based on current workforce dynamics. This includes partnerships with organizations such as the Society of Women Engineering ("SWE"), Women in Electronics, and recruiting from new universities and industry groups across many disciplines.

Employee Benefits & Programs

Plexus has a number of policies and benefits in place to support the unique needs and overall well-being of our team members and their families, including competitive health and welfare plans, a flexible workplace, paid parental leave and a Plexus wellness program to ensure our team members have access to the resources they need to lead healthy, balanced lives. For our team members, this includes access to our Employee Assistance Program ("EAP") - or similar program depending on the country of employment - that provides confidential support for stress management and mental health, including counseling and resources for team members and their households. In 2024, Plexus was proud to be recognized as one of the Greatest Workplaces for Mental Wellbeing by Newsweek magazine.

Compensation

We employ a "pay for performance" approach, emphasizing a direct correlation between performance and rewards and empowering team members to steer their own professional destinies. Leaders are provided with the flexibility to recognize exceptional individual contributions through customized elements of pay such as base salary, cash incentives and equity (company stock) compensation. Short and long-term incentive pay is designed to be competitive, improve employee retention, reward team members for performance supporting our strategic objectives and align team members with the interests of shareholders to deliver both short-term and long-term results. Approximately 20.4% and 3.0% of our team members participate in our short and long-term incentive programs, respectively. Further, we support financial well-being through external fiduciary advisors that can help team members with topics ranging from retirement investing and paying off debt to general money matters.

Our compensation guidelines and pay structures are adapted to reflect market dynamics and currency exchange rate fluctuations, ensuring alignment with regional trends, pay range segments and applicable experience. A risk assessment on our compensation plans and strategy is performed annually, including a market pay analysis to ensure we are competitive with local market practices where we operate. We provide the results of this risk assessment and a summary of all global total rewards programs to the Compensation and Leadership Development Committee of our Board of Directors on an annual basis. These practices not only facilitate a clear and transparent understanding of our compensation philosophy among team members but also ensure internal fairness and external market competitiveness.

A pay equity tool was introduced within the United States in fiscal 2024 to automate our process for ensuring equity within our compensation framework and to allow for enhanced transparency with our team members. We will expand the usage of this tool outside the United States in fiscal 2025. This tool analyzes various factors such as job roles, job levels, qualifications, performance and industry benchmarks. Through the integration of this tool into our compensation process, we streamline and simplify our proactive approach to prevent pay disparities before they start.

Worker Health and Safety

Protecting our team and those within our communities is paramount as we strive to be the safest place for our team members outside of their home. We are committed to complying with applicable laws and take an adaptive and proactive approach to ensure we conduct all of our operations across the globe safely and responsibly. We maintain a method of evaluating environmental, health and safety ("EHS") performance for continual improvement and we are committed to providing a workplace that promotes the health and safety of all who walk through our doors.

Our Corporate Policy for Quality, Environmental, Health & Safety and Social Responsibility Management sets forth our EHS policy statement, which includes our commitment to: maintain, evaluate and continuously improve our global EHS management system; provide processes for consultation and participation of team members to reduce safety risks; and maintain compliance with applicable environmental and occupational health and safety laws and other requirements. These requirements are related to topics such as: monitoring, tracking and reporting of air and water emissions; tracking and disposing of wastes generated from our manufacturing process; and evaluating and mitigating employee health and safety risks in our facilities.

Sixteen of our 17 manufacturing facilities are certified to ISO 14001 Environmental Management and three of 17 are certified to ISO 45001 Occupational Health and Safety Management standards. All of our manufacturing facilities, regardless of formal certification, abide by global policies and processes that align with both of these standards. Our facility in Kelso, Scotland is certified to the ISO 50001 Energy Management system, which requires the development and implementation of a comprehensive energy management system that helps the site achieve continual improvement of energy performance, including efficiency, security, use and consumption.

Our site teams are trained on these requirements and certifications to these standards are audited and renewed annually in alignment with ISO standards. Further, we provide education and training for every team member on important environmental and safety topics applicable to their role, leveraging a risk-based approach to training to ensure our team members have the knowledge they need to keep themselves and their peers safe and the environment healthy. To help drive best practices and enhance our environmental and safety performance, we employ a global team of over 50 EHS professionals who help to develop and deploy standard policies and procedures to protect our team members and to enable safe and sustainable operations. These roles are integrated into operational teams and process reviews to ensure appropriate consideration of potential safety concerns and environmental consequences of our operating procedures.

Human Capital Management Governance

Our Chief Human Resources Officer ("CHRO") directs our human capital management strategy and provides an update to the Compensation and Leadership Development Committee of our Board of Directors quarterly. This update may include, among other topics, talent attraction, development and retention; succession planning, including successor candidates for key management roles; corporate culture; D&I; compensation practices; training; and progress to advance initiatives. Management also updates the Board of Directors regularly on employee-related policies, trends and efforts intended to protect our team members and to preserve our corporate culture, such as those related to EHS and Ethics Hotline reporting.

Employee Data

Of our over 20,000 team members, 50.4% are female, 49.5% are male and 0.1% choose not to identify. The majority of our workforce, 56.8%, is located in our APAC region, while 29.6% and 13.6% of our team members are located in our AMER and EMEA regions, respectively. Approximately 240 of our team members in the United Kingdom are covered by union agreements. These union agreements are typically renewed at the beginning of each year, although in a few cases these agreements may last two or more years. Our global team members outside the United Kingdom are not covered by union agreements. We have no history of labor disputes at any of our facilities, and we believe that our employee relationships are positive and stable. Given the quick response times required by our customers, we seek to maintain flexibility to scale our operations as necessary to maximize efficiency. To do so, we use skilled temporary labor in addition to our full-time employees.

Intellectual Property

We own various service marks that we use in our business, which are registered in the trademark offices of the United States and other countries. We develop and maintain trade secrets but do not generally seek to protect trade secrets through patents. We do not have any material copyrights.

Information Technology

Our core solutions for manufacturing facilities include a single-instance enterprise resource planning ("ERP") system in addition to product data management and advanced planning and scheduling systems, along with consistent solutions for warehouse management and manufacturing execution that support our global operations. This consistency augments our other management information systems, allowing us to standardize the translation of data from multiple production facilities into operational and financial information required by the business. The related software licenses are of a general commercial character on terms customary for these types of agreements.

In addition to our core solutions, we are committed to investing in new platform technologies, such as advanced manufacturing execution systems, process automation, warehouse automation, artificial intelligence, realtime vision and anomaly detection systems and collaboration tools. These investments are aimed at enhancing productivity, optimizing operational efficiency, and driving differentiation in a competitive landscape. Refer to the discussion in "Cybersecurity" in Part I, Item 1C herein for details on our cybersecurity risk management strategy and governance.

Compliance with Laws and Regulations

As a global public company that designs, manufactures and services highly complex products in demanding regulatory environments, our operations are subject to a variety of laws, regulations and compliance obligations. We strive to implement robust internal controls, quality management systems and management systems of compliance that govern our internal actions and mitigate our risk of non-compliance. We also make efforts to identify non-compliance concerns through internal and external audits, risk assessments as well as an ethics hotline reporting system. Plexus is also committed to supporting product safety and environmental compliance regulations as may be required by our customers. This support may include customized operational processes or collecting data or compliance information on parts or production materials to meet certain laws, regulations or end market requirements, such as the Restrictions on Hazardous Substances ("RoHS") 2011/65/EU, Waste Electrical and Electronic Equipment ("WEEE") 2012/19/EU directives and Registration, Evaluation, Authorization and restriction of Chemicals ("REACH") EC 1907/2006 EU directive.

Regulatory Requirements

All Plexus manufacturing and engineering facilities are certified to a baseline Quality Management System standard per ISO9001:2015. We have capabilities to assemble finished medical devices meeting the U.S. Food and Drug Administration's ("FDA") Quality Systems Regulation requirements and similar regulatory requirements in other countries.

We have additional certifications and/or registrations held by certain facilities in the following regions:

	AMER	APAC	EMEA
Medical Standard ISO 13485:2016	X	X	X
21 CFR Part 820 (FDA) (Finished Medical)	X	X	X
JMGP accreditation	X	X	X
GMP-Korea certification			X
ANVISA accreditation	X	X	X
NPMA (National Medical Products Administration) registration		X	
ISO 14001(environmental management)	X	X	X
ISO 45001 (occupational health and safety)		X	X
ANSI/ESD (Electrostatic Discharge Control Program) S20.20	X	X	
ITAR (International Traffic and Arms Regulation) self-declaration	X		
Aerospace Standard AS9100	X	X	X
NADCAP certification	X	X	X
FAR 145 certification (FAA repair station)	X		
EASA repair approval	X		
ATEX/IECEx certification			X
IRIS certification (Railway)		X	
ISO 50001:2011 (energy management)			X
Bureau of Indian Standards (BIS)			X
TL9000 (telecommunications)	X		

Refer to the discussion in "Risk Factors" in Part I, Item 1A herein for further details on legal and regulatory obligations that could adversely affect our business, results of operation and financial conditions.

Additional Information

Our global headquarters is located at One Plexus Way, Neenah, Wisconsin, 54957. Plexus maintains a website at www.plexus.com. As soon as is reasonably practical, after we electronically file or furnish all reports to the Securities and Exchange Commission ("SEC"), we provide online copies of such reports, free of charge. These reports include: Proxy Statements, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Specialized Disclosure Reports on Form SD and amendments to those reports. These reports are also accessible at the SEC's website at www.sec.gov. Our Code of Conduct is also posted on our website. You may access these SEC reports and the Code of Conduct by following the links under "Investors" at our website.

ITEM 1A. RISK FACTORS

Material risk factors to our business and financial performance are those that may impact our strategy, which is centered around four strategic pillars: *Market Focus*, *Superior Execution*, *Passion Meets Purpose* and *Discipline by Design*. This section lays out a number of material risks that may impact those strategic pillars. Other sections of this report also include risks that may impact our strategic business objectives and affect our financial performance. The risks included herein and elsewhere in this report are not exhaustive. In addition, due to the dynamic nature of our business, new risks may emerge from time to time and it is not possible for management to predict or assess the impact of all such risks on our business.

Risks impacting our Market Focus

The end markets we serve require technologically advanced products and such markets may be impacted by a number of factors that could adversely impact our customers' demand.

Factors affecting the technology-dependent end markets that we serve could adversely affect our customers and, as a result, Plexus. These factors include:

- customers' ability or inability to adapt to rapidly changing technologies, such as artificial intelligence, and evolving industry standards that can result in short product life-cycles or product obsolescence
- customers' ability or inability to develop and market their products, some of which are new and untested
- the potential failure of our customers' products to gain widespread commercial acceptance, and
- the availability of the components required to manufacture and service our customers' products.

Even if our customers successfully respond to these market challenges, their responses, including any consequential changes we must make in our business relationships, services offered, or to our operations, can affect our production cycles, working capital levels and results of operations.

Our customers do not make long-term commitments to us and may cancel or change their production requirements, which may strain resources and negatively impact our revenue, working capital levels and our operating results.

We generally do not obtain firm, long-term purchase commitments from our customers, and frequently do not have visibility as to their future demand for our services. Customers also cancel, change or delay design, manufacturing or sustaining services demand and schedules, or fail to meet their forecasts for a number of reasons beyond our control. Customer expectations can change rapidly, requiring us to take on additional commitments or risks. In addition, customers may fail to meet their commitments to us or our expectations. Cancellations, reductions or delays by a significant customer, or by a group of customers, could seriously harm our operating results and negatively affect our working capital levels. Such cancellations, reductions or delays have occurred from time to time and may continue to occur in the future. This risk continues to be heightened by potential volatility in end-market demand for our customers' products or our services as a result of external factors such as the current inflationary environment, global conflicts, regulatory change and general economic uncertainty.

In addition, we make significant decisions based on our estimates of customers' demand, including determining the levels of business that we will seek and accept, production schedules, component procurement commitments, working capital management, facility and capacity requirements, facility footprint planning, personnel needs and other resource requirements. The short-term nature of our customers' commitments and the possibility of rapid changes in demand for their products affect our ability to accurately estimate their future requirements. Because certain of our operating expenses are fixed in the short or long term, a reduction in customer demand can harm our operating results.

Rapid increases in customer demand may stress personnel and other capacity resources. We may not have sufficient resources, including personnel and components, at any given time to meet all of our customers' demands or to meet the requirements of a specific program, which could result in a loss of business from such customers. Rapid decreases in customer demand may result in operational inefficiencies and excess inventory, which could harm our gross profit margins and results of operations.

The need for us to correctly anticipate component needs is amplified in times of shortages. A tight component supply and other factors discussed above, can increase the difficulties and cost of anticipating changing demand. Moreover, because our margins vary across customers and specific programs, a reduction in revenue with higher margin customers or programs will have a more significant adverse effect on our operating results.

Increased competition may result in reduced demand or reduced prices for our services.

Our industry is highly competitive. We compete against numerous providers with global operations, as well as those which operate on only a local or regional basis. In addition, current and prospective customers continually evaluate the merits of designing, manufacturing and servicing products internally and may choose to design, manufacture or service products (including products or product types that we currently design, manufacture or service for them) themselves rather than outsource such activities. Consolidations and other changes in our industry may result in a changing competitive landscape. Our competitors may:

- respond more quickly than us to advancements in technology, such as artificial intelligence
- be faster to develop new business models or otherwise adapt to evolving customer requirements and expectations
- have greater name recognition, critical mass and geographic and market presence generally or within specific technologies or subsectors
- be better able to identify and take advantage of acquisition opportunities
- have lower internal cost structures
- have greater direct buying power with component suppliers and distributors
- devote greater resources to the development, promotion and sale of their services and execution of their strategy
- be better positioned to compete on price for their services
- have technological expertise, capabilities and/or resources that are greater than ours
- have excess capacity, and be better able to utilize such excess capacity
- be better positioned to add additional resources, and
- be willing or able to make sales or provide services at lower margins than we do.

Our manufacturing processes are generally not subject to significant proprietary protection, and companies with greater resources or a greater market presence may enter our market or otherwise become increasingly competitive. Increased competition could result in significant price reductions, reduced sales and margins, or loss of market share.

The majority of our net sales come from a relatively small number of customers and a limited number of market sectors; if we lose a major customer or program or if there are challenges in those market sectors, then our net sales and operating results could decline significantly.

Our 10 largest customers accounted for 47.8% and 49.6% of our net sales in fiscal 2024 and 2023, respectively. During fiscal 2023, there was one customer that represented 10.0% or more of our net sales.

Our major customers may vary from period to period, and our major customers may not continue to purchase services from us at current levels, or at all, particularly given the volatile or temporary nature of certain programs. In any given period, a higher portion of our sales may be concentrated with customers or projects with relatively lower margins, which could adversely affect our results. We have experienced from time to time, and in the future may experience, significant disengagements with customers or of programs, adverse changes in customer supply chain strategies and the end-of-life of significant programs. Especially given our discrete number of customers, the loss of, or significant reductions in net sales to, any of our major customers or our failure to make appropriate choices as to the customers we serve could seriously harm our business and results of operations.

In addition, we focus our sales efforts on customers in only a few market sectors, as identified in Part I, Item 1, herein. Each of these sectors is subject to macroeconomic conditions as well as trends and conditions that are sector specific. Any weakness in our customers' end markets could affect our business and results of operations. Economic, business or regulatory conditions that affect the sector, or our failure to choose to do business in appropriate subsectors, can particularly impact us. For instance, sales in the Healthcare/Life Sciences sector are substantially affected by trends in the healthcare industry, such as government reimbursement rates and uncertainties relating to the U.S. healthcare sector generally. In addition, the Healthcare/Life Sciences sector is affected by health crises and trends. The semiconductor industry has historically been subject to significant cyclicity and volatility. Changing export regulations, increasing sanctions or other trade barriers may limit our ability to use or produce certain technologies or products in China or sell certain components or products that are ultimately destined to China. Further, potential reductions in U.S. government agency spending, including those due to budget cuts or other political developments or issues, could affect opportunities in all of our market sectors.

We rely on timely and regular payments from our customers, and the inability or failure of our major customers to meet their obligations to us or their bankruptcy, insolvency or liquidation may adversely affect our business, financial condition and results of operations. We also have receivables factoring agreements in place; therefore, deterioration in the payment experience with or credit quality of our customers with respect to which we factor receivables, or issues with the banking counterparties to

our factoring agreements, could have a material adverse effect on our financial condition and results of operations if we are unable to factor such receivables.

From time to time, our customers have been affected by merger, acquisition, divestiture and spin-off activity. While these transactions may present us with opportunities to capture new business, they also create the risk that these customers will partially reduce their purchases or completely disengage from us as a result of transitioning such business to our competitors or their internal operations.

We and our customers are subject to increasingly extensive government regulations, legal requirements and industry standards; a failure to comply with current and future regulations, requirements and standards could have an adverse effect on our business, customer relationships, reputation and profitability.

We and our customers are subject to extensive government regulation, legal requirements and industry standards (as well as customer-specific standards) relating to the products we design, manufacture and service as well as how we conduct our business. This includes regulations and standards relating to labor and employment practices, workplace health and safety, operating practices and quality systems, the environment, sourcing and global trade practices, usage of emerging technologies, data privacy and protection, ethics, financial reporting, the market sectors we support and many other facets of our operations. The regulatory climate in the U.S. and other countries has become increasingly complex and fragmented, and regulatory enforcement activity has increased in recent periods. Rulings of the U.S. Supreme Court and other courts may affect the regulatory environment. Regulatory changes and restrictions can be announced with little or no advance notice. A failure to comply with laws, regulations or standards applicable to our business can result in, among other consequences, fines, injunctions, civil penalties, criminal prosecution, recall or seizure of devices, total or partial suspension of production, including debarment, and could have an adverse effect on our reputation, customer relationships, profitability and results of operations.

Our Healthcare/Life Sciences sector is subject to statutes and regulations covering the design, development, testing, manufacturing, labeling and servicing of medical devices and the reporting of certain information regarding their safety, including regulations by the Food and Drug Administration and similar regulations in other countries. We also design, manufacture and service products for certain industries, including certain applications where the U.S. government is the end customer, that face significant regulation by the Department of Defense, Department of State, Department of Commerce, Federal Aviation Authority and other governmental agencies in the U.S. as well as in other countries, and also under the Federal Acquisition Regulation. In addition, whenever we pursue business in new sectors and subsectors, or our customers pursue new technologies or markets, we need to navigate the potentially heavy regulatory and legislative burdens of such sectors, as well as standards of quality systems, technologies or markets. Failure to navigate these regulatory obligations and burdens could impact our operating results as well as cause reputational damage.

The regulatory climate can itself affect the demand for our services. For example, government reimbursement rates and other regulations, the financial health of healthcare providers, and changes in how healthcare systems are structured, and how medical devices are taxed, could affect the willingness and ability of end customers to purchase the products of our customers in the Healthcare/Life Sciences sector as well as impact our margins.

Our customers are also required to comply with various government regulations, legal requirements and industry standards, including many of the industry-specific regulations discussed above. Our customers' failure to comply could affect their businesses or reputation, which in turn would affect our sales to them and pose potential reputational risk to us. In addition, if our customers are required by regulation or other requirements to make changes to their products or in their product lines, these changes could significantly disrupt particular programs we have in place for these customers and create inefficiencies in our business. Failure of our customers to identify or flow down any such requirements to us could result in production of non-compliant product, which could restrict their ability to sell such products, thus affecting our sales to them.

We may fail to identify acquisition targets, successfully complete future acquisitions, successfully integrate acquired operations or recognize the anticipated benefits of an acquisition, which could adversely affect our operating results.

If we pursue new capabilities or geographies to enable growth through acquisitions, such activities would involve significant risks that could have a material adverse effect on us. These include operating risks such as the inability to successfully identify acquisition targets or, once a target is identified, to successfully negotiate and close an acquisition; to integrate businesses, systems and personnel; to navigate potential impacts on customer programs and relationships; and to realize anticipated synergies or economies of scale. They also include strategic risks such as the diversion of management time and attention from other business activities and opportunities and financial risks such as the use of cash or incurrence of additional debt and interest expense as consideration for the acquisition and to fund the activities required to pursue acquisitions, the potential volatility or weakness in our stock price as a result of the announcement of such transactions, the incurrence of large write-offs or write-downs as a result of the acquisition and other potential financial impacts.

Risks impacting our Superior Execution

Plexus is a multinational corporation and operating in multiple countries exposes us to increased risks, including adverse local developments and currency risks.

We have operations in many countries. Operations outside of the U.S. in the aggregate represent a majority of our net sales and operating income, with a particular concentration in Malaysia. In addition, although we have repatriated a substantial amount of cash since the enactment of the U.S. Tax Cuts and Jobs Act (“U.S. Tax Reform”) in 2017, a significant amount of our cash balances remain held outside of the U.S., with a particular concentration in Malaysia and China. We support customers operating in various countries and purchase a significant number of components manufactured in various countries. These international aspects of our operations, which are likely to increase over time, including with any introduction of facilities in new locations, subject us to risks that could materially impact our operations and operating results, such as the following:

- economic, political or civil instability
- civil or international conflicts and war, including the risk of escalation in the Russia-Ukraine war, conflict in the Middle East, escalating tensions between China and Taiwan as well as China and the U.S.
- transportation delays or interruptions
- exchange rate fluctuations
- potential disruptions or restrictions on our ability to access cash amounts held outside of the U.S.
- changes in labor markets, such as government-mandated wage increases, increases to minimum wage requirements, changes in union-related laws, regulations or practices, limitations on immigration or the free movement of labor or restrictions on the use of migrant workers, and difficulties in appropriately staffing and managing personnel in diverse cultures and increased public scrutiny on labor practices
- customers shifting parts of their manufacturing and supply chains to different countries, including re-shoring, which may impact footprint needs and create operational disruption due to transition efforts
- compliance with laws, such as the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and the European Union’s (EU’s) General Data Protection Regulation (the “GDPR”), applicable to companies with global operations
- changing global trade regulations, particularly relating to advanced semiconductors and chip-manufacturing equipment, which may limit the ability to ship certain components or product to customers in China, support certain programs in our China operations, and source the components necessary to manufacture customer product in China
- changes in the taxation of earnings in the U.S. and in other countries
- reputational risks related to, among other factors, varying standards and practices among countries
- changes in duty rates
- significant natural disasters and other events or factors impacting local infrastructure
- the effects of other international political developments, such as tariffs, embargoes, sanctions, boycotts, trade wars, energy disruptions, trade agreements and changes in trade policies, including those which may be affected by the U.S. and other countries’ political reactions to those actions, and
- other regulatory and legal requirements and industry standards, and changes thereto.

As our international operations continue to expand, our failure to appropriately address foreign currency transactions or the currency exposures associated with assets and liabilities denominated in non-functional currencies could adversely affect our consolidated financial condition, results of operations and cash flows. In addition, developments affecting particular countries can adversely affect our ability to access cash or other assets held in such countries.

A significant portion of our operations is currently located in the APAC region, particularly in Malaysia. The concentration of our operations, workforce, assets and profitability in that region exposes us to adverse developments, economic, political or otherwise, in those countries.

Changes in policies or trade agreements by or changes in elected officials of the U.S. or other governments could negatively affect our operating results due to trade wars, changes in duties, tariffs or taxes, currency exchange rate fluctuations, higher costs of compliance, or limitations on currency or fund transfers, as well as government-imposed restrictions on producing certain products in, or shipping them to, specific countries. Our current facilities in Mexico operate under the Mexican Maquiladora (“IMMEX”) program. This program provides for reduced tariffs and eased import regulations. We could be adversely affected by changes in the IMMEX program or our failure to comply with its requirements.

Additionally, continued uncertainty regarding commercial dealings, tariffs, export regulations and other trade protection measures between the U.S. and China, heightened by escalating geopolitical tensions, may affect our ability to do business in China, may impact the cost of our products originating in China and may impact the demand for our products manufactured in China in the event our customers reduce or eliminate their operations in China. These actions could also affect the cost and/or availability of materials or components that we procure from suppliers in China, as well as create disruptions, delays, shortages or increased costs within our global supply chain. Government-imposed restrictions on where we or our customers can produce certain types of products or source components or with whom we can conduct business, such as named companies or industries identified in the 2021 National Defense Authorization Act, outbound investment restrictions, and trade regulations limiting advanced semiconductors and chip-manufacturing equipment, could limit our ability to sell or manufacture products or services in China, or source components from certain companies or geographies. These factors can negatively affect our operating results and financial position, including reducing our revenues and profitability as a result of having to minimize engagements in China, requiring us to shift such production to other potentially higher-cost locations, or increasing the cost of sourcing components.

Further, the extent to which the conflict between Russia and Ukraine, conflict in the Middle East or the escalating tensions between China and Taiwan or China and the U.S. may impact our business or results of operations will depend on future developments, including the severity and duration of any conflicts, their impact on global supply chains and their impact on regional and global economic conditions including the ability of our customers or suppliers to do business in those or surrounding countries and the inflationary effects of such conflicts on our profitability. These tensions have resulted in, and may continue to cause, global disruptions creating significant volatility in financial markets and the global economy.

We experience component shortages, delays, price fluctuations and supplier quality concerns.

We generally do not have long-term supply agreements. We have experienced from time to time, and may in the future experience, significant component shortages and longer lead-times due to supplier capacity constraints. Supply chain constraints and delays can be caused by world events, such as government policies, tariffs, trade wars, trade disputes and trade protection measures, terrorism, armed conflict, natural disasters, natural resource availability, economic recession, increased demand due to economic growth or technological advancements, preferential allocations, transportation challenges, and other localized events. Further, we rely on a limited number of suppliers for many of the components used in the assembly process and, in some cases, may be required to use suppliers that are the sole provider of a particular component. Such suppliers may encounter quality problems, labor disputes or shortages, financial difficulties or business continuity issues that could preclude them from delivering components timely or at all. Supply shortages and delays in deliveries of components may result in delayed manufacturing or servicing of products, which reduces our revenue and operating profit for the periods affected. Additionally, a delay in obtaining a particular component may result in other components for the related program being held for longer periods of time, increasing working capital, risking inventory obsolescence and negatively impacting our cash flow.

In addition, components that are delivered to us may not meet our specifications or other quality criteria. Certain components provided to us may be counterfeit or violate the intellectual property rights of others. The need to obtain replacement components may negatively affect our operations and operating results. The inadvertent use of any such components may also give rise to liability claims. Further, the commitments made to us by our suppliers, and the terms applicable to such relationships, may not match all the commitments we make to, and the terms of our arrangements with, our customers, and such variations may lead us to incur additional expense or liability and/or cause other disruptions to our business.

Component supply shortages and delays in deliveries, along with other factors such as tariffs, trade disputes or embargoes, inflation, and rising energy and transportation costs, can also result in increased pricing. While many of our customers permit quarterly or other periodic adjustments to pricing based on changes in component prices and other factors, we have in the past and may continue to bear the risk of price increases that occur between any such repricing or, if such repricing is not permitted, during the balance of the term of the particular customer contract. In addition, these repricing or pricing recoveries have been

and may continue to be dilutive to our operating margin. Conversely, as a result of our pricing strategies and practices, component price reductions have contributed positively to our operating results in the past. Our inability to continue to benefit from such reductions in the future could adversely affect our operating results, cash flows and inventory levels, which could increase as a result of higher component prices or the negative effects of inflation on customer end-market demand.

Due to the highly competitive nature of our industry, an inability to obtain sufficient inventory of quality components on a timely basis and for a reasonable price, could also harm relationships with our customers and lead to loss of business to our competitors.

Our services involve other inventory risk.

Most of our services are provided on a turnkey basis, under which we purchase some, or all, of the required materials and components based on customer forecasts or orders. Although, in general, our commercial contracts with our customers obligate our customers to ultimately purchase inventory ordered to support their forecasts or orders, we generally finance these purchases initially. In addition, suppliers at times require us to purchase materials and components in minimum order quantities that may exceed customer requirements. A customer's cancellation, delay or reduction of forecasts or orders can also result in excess inventory or additional expense to us. Engineering changes by a customer or a product's end-of-life may result in obsolete materials or components. While we attempt to cancel, return or otherwise mitigate excess and obsolete inventory, require customers to reimburse us for these items and/or price our services to address related risks, we may not actually be reimbursed timely or in full, be able to collect on these obligations or adequately reflect such risks in our pricing. In addition to increasing inventory in certain instances to support new program ramps, we may also increase inventory if we experience component shortages or longer lead-times for certain components in order to maintain a high level of customer service. In such situations, we may procure components earlier, which leads to an increase in inventory in the short term and may lead to increased excess or obsolete inventory in the future. Excess or obsolete inventory, the need to acquire increasing amounts of inventory due to shortages, customer demand or otherwise, or other failures to manage our working capital, could adversely affect our operating results, including our return on invested capital.

In addition, we provide managed inventory programs for some of our customers under which we hold and manage finished goods or work-in-process inventories. These managed inventory programs may result in higher inventory levels, further reduce our inventory turns and increase our financial exposure with such customers. In addition, our inventory may be held at a customer's facility or warehouse, or elsewhere in a location outside of our control, which may increase the risk of loss. Even though our customers generally have contractual obligations to purchase such inventories from us, we remain subject to customers' credit risks as well as the risk of potential customer default and the need to enforce those obligations.

An inability to successfully manage the procurement, development, implementation or execution of information systems, or to adequately maintain these systems and their security, as well as to protect data and other confidential information, may adversely affect our business and reputation.

As a global company with a complex business model, we are heavily dependent on our information systems to support our customers' requirements and to successfully manage our business. Any inability to successfully manage the procurement, development, implementation, execution or maintenance of our information systems, including matters related to system and data security, cybersecurity, privacy, reliability, compliance, performance and access, as well as any inability of these systems to fulfill their intended purpose within our business, could have an adverse effect on our business. We periodically make strategic investments in enterprise-wide systems, as prior systems reach end-of-life, to enable global scalability or to add capability. Implementing new technology on this scale is complex and can create operational disruption if the implementation fails to meet our expectations.

In the ordinary course of business, we collect and store sensitive data and information, including our proprietary and regulated business information and that of our customers, suppliers and business partners, as well as personally identifiable information about our employees. Our information systems, like those of other companies, are susceptible to malicious damage, intrusions and outages due to, among other events, viruses, cyber threats, industrial espionage (internal or external), hacking, break-ins and similar events, other breaches of security, natural disasters, power loss or telecommunications failures. Due to the intellectual property we maintain on our systems related to high technology components, sub-components, manufacturing processes and our customers' products, we are a likely target from various external cyber threats, such as lone attackers, nation states seeking to gain access to such intellectual property, as well as both unintentional and malicious internal threats. In addition, lone and organized crime elements have been known to extort money by encrypting their victims' data (ransomware) and/or utilizing their victims' resources for unauthorized mining of cryptocurrency. The reliance on third-party vendors in a complex supply chain can further introduce cybersecurity risks, as unmitigated vendor vulnerabilities or compromise can increase the attack surface for malicious actors.

The increasing sophistication of cyberattacks requires us to continually evaluate the threat landscape and new technologies and processes intended to detect and prevent these attacks. There can be no assurance that the security measures and systems configurations we choose to implement will be sufficient to protect the data we manage. Any theft or misuse of information resulting from a security breach or cyberattack could result in, among other things, interruption to our operations, loss of significant and/or sensitive information, litigation by affected parties, financial obligations resulting from such theft or misuse, higher insurance premiums, governmental investigations, fines and penalties, negative reactions from current and potential future customers, and reputational damage, any of which could adversely affect our financial results. Also, the time and funds spent on monitoring and mitigating our exposure and responding to breaches or attempted breaches, including the training of employees, the purchase of protective technologies and the hiring of additional employees and consultants to assist in these efforts could adversely affect our financial results. This risk is enhanced as a result of the increasing sophistication of threat actors, including through the use of artificial intelligence, and an increase in our remote workforce due to evolving flexible workplace practices, for example by reason of utilizing home networks that may lack encryption or secure password protection, virtual meeting/conference security concerns and an increase of phishing/cyberattacks around our remote workforce's digital resources.

Moreover, we are subject to increasing data privacy, handling, and protection requirements and customer expectations due to the nature of their end products, including those related to the Export Administration Regulations, International Traffic in Arms Regulation, Federal Acquisition Regulation, Defense Federal Acquisition Regulation Supplement and Cybersecurity Maturity Model Certification. Any operational failure or breach of security from increasingly sophisticated cyber threats could lead to the loss or disclosure of our or our customers' financial, product or other confidential information, result in adverse regulatory or other legal actions and have a material adverse effect on our business and reputation. In addition, we must comply with increasingly complex and rigorous regulatory standards enacted to protect business and personal data, globally. GDPR and similar legislation in jurisdictions in which we operate continue to evolve imposing additional obligations on companies regarding the handling and protection of personal data and provide certain individual privacy rights to persons whose data is processed and stored. Compliance with existing, proposed and recently enacted laws and regulations can be costly. Failure to comply with these regulatory standards could subject us to legal and reputational risks. Misuse of or failure to protect personal information could also result in violation of data privacy laws and regulations, proceedings against us by governmental entities or others, fines and penalties, damage to our reputation and credibility and could have a negative impact on our business and results of operations.

We have a complex business model and are subject to rapidly changing technology requirements; our failure to properly manage or execute on that model and those requirements could adversely affect our operations, financial results and reputation.

Our business model focuses on products and services that are highly complex and subject to demanding regulatory requirements. Our customers' products typically require significant production and supply-chain flexibility necessitating optimized solutions across an integrated global platform. The products we design, manufacture and service are also typically complex, heavily regulated and require complicated configuration management and direct order fulfillment capabilities to global end customers.

Our business model requires working capital, management and technical personnel, and the development and maintenance of systems and procedures to manage diverse design, manufacturing, regulatory and sustaining services requirements for multiple programs of varying sizes simultaneously, including in multiple locations and geographies. We also depend on securing and ramping new customers and programs as well as transitioning production for new customers and programs, which creates added complexities related to managing the start-up risks of such projects, especially for companies that did not previously outsource such activities.

The complexity of our model, which encompasses a broad range of services including design and development, supply chain solutions, new product introduction, manufacturing and sustaining services, often results in complex and challenging contractual obligations and unique customer requirements. In addition, program complexity and associated customer expectations have increased in recent years with respect to certain capabilities, commitments, allocation of risk and compliance with third-party standards, requiring extraordinary measures to ensure operational execution and compliance within unique, non-standard engagements. If we fail to meet those obligations, or are otherwise unable to execute on our commitments or unsuccessfully mitigate such risks, then it could result in claims against us, regulatory violations, or adversely affect our reputation and our ability to obtain future business, as well as impair our ability to enforce our rights (including those related to payment) under those contracts. A failure to adequately understand unique customer requirements may also impact our ability to estimate and ultimately recover associated costs, adversely affecting our financial results.

Many of our customers' markets are characterized by rapidly changing technology and evolving process developments. Our internal processes are also subject to these factors. The sustained success of our business will depend upon our continued ability to:

- attract and retain qualified engineering and technical personnel, especially in times of tight labor markets
- choose, maintain and enhance appropriate technological and service capabilities
- successfully manage the implementation and execution of information systems
- develop and market services that meet changing customer needs
- effectively and efficiently execute our services and perform to our customers' expectations, and
- successfully anticipate, or respond to, technological changes on a cost-effective and timely basis.

Although we believe that our operations utilize the technologies, equipment and processes that are currently required by our customers, we cannot be certain that we will maintain or develop the capabilities required by our customers in the future. The emergence or advancement in technologies, such as artificial intelligence, industry standards or customer requirements may render our technical personnel, equipment, inventory or processes obsolete or noncompetitive. In addition, we may have to acquire new skills, technologies and equipment to remain competitive, as well as offer new or additional services, all of which may require significant expense or capital investment that could reduce our liquidity and negatively affect our operating results. Our failure to anticipate and adapt to our customers' changing technological needs and requirements, or to perform to their expectations or standards, as well as our need to maintain our personnel and other resources during times of fluctuating demand, could have an adverse effect on our business.

Physical risks, including natural disasters and weather events caused by global climate change, breaches of physical security and other events outside our control, and the ineffective management of such events, may harm our business.

Some of our facilities are located in areas that may be impacted by natural disasters including tornadoes, hurricanes, earthquakes, water shortages, tsunamis or floods. Further, there continues to be concern that global climate change is impacting the frequency and severity of these natural disasters. All facilities are subject to other potential natural or man-made disasters such as those related to weather events or global climate change, fires, acts of terrorism or war, breaches of security, theft or espionage, workplace violence and failures of utilities. If such an event was to occur and we did not have an effective business continuity plan in place, our business could be harmed due to the event itself or due to our inability to effectively manage the effects of the particular event, with the impact of the event potentially magnified in areas where we have multiple facilities in close proximity. For example, we maintain significant production capacity in Penang, Malaysia, and an event in that geography could materially hinder our production capabilities. Potential harms include the loss of business continuity, financial risk, the loss of business data and damage to infrastructure. These natural disasters and physical climate risks could also disrupt our operations by impacting the availability and cost of materials within our supply chain, and could also increase insurance and other operating costs. These factors may impact our decisions to construct new facilities or maintain existing facilities in areas most prone to physical climate risks, such as our facilities in Malaysia that are at or near sea level.

In addition, some of our facilities possess certifications or unique equipment necessary to work on specialized products that our other locations lack. If work is disrupted at one of these facilities, it may be impractical or we may be unable to transfer such specialized work to another facility without significant costs and delays. Thus, any disruption in operations at a facility possessing specialized certifications or equipment could adversely affect our ability to provide products and services to our customers, and potentially have a negative effect on our relationships and financial results. While we maintain business continuity plans, including data system recovery protocols, to enable us to maintain operations following a natural disaster or other event that may be disruptive to our business, we cannot ensure these responses will fully mitigate or protect us from all disruptions. While we also carry insurance coverage for a variety of property, casualty and other risks, insurance coverage, as well as our other risk mitigation efforts, may be inadequate, not cost-effective or unavailable, either in general or for particular types of events.

Although we have implemented policies and procedures with respect to physical security, we remain at risk of unauthorized access to our facilities and the possible unauthorized use or theft of inventory, information or other physical assets. If unauthorized persons gain physical access to our facilities, or our physical assets or information are stolen, damaged or used in an unauthorized manner (whether through outside theft or industrial espionage), we could be subject to, among other consequences, interruption in our operations, negative publicity, governmental inquiry and oversight, loss of government contracts, litigation by affected parties or other future financial obligations related to the loss, misuse or theft of our or our customers' data, inventory or physical assets, any of which could have a material adverse effect on our reputation and results of operations.

There may be problems with the products we design, manufacture or service that could result in liability claims against us, reduced demand for our services and damage to our reputation.

We design, manufacture and service products to our customers' specifications, many of which are highly complex and subject to demanding regulatory environments for market sectors that generally have higher risk profiles for liability claims. Further, the services we provide to our customers continue to expand to encompass full product development, product commercialization, manufacturing, and sustaining services. As we assume more responsibility across the product lifecycle, our customers' expectations have and may continue to extend beyond what has historically been expected of electronics manufacturing service providers, such as expectations related to environmental sustainability and heightened regulatory compliance support, including as it relates to product composition such as the Restrictions on Hazardous Substances ("RoHS") 2011/65/EU directive, the Registration, Evaluation, Authorization and restriction of Chemicals ("REACH") EC 1907/2006 EU directive, and emerging regulations pertaining to per- and polyfluoroalkyl substances ("PFAS"). These dynamics increase the risks inherent in those engagements. Despite our quality control and quality assurance efforts, problems may occur, or may be alleged, in the execution of these services. Whether or not we are responsible, problems in the products we create, whether real or alleged, whether caused by faulty customer specifications, product design, manufacturing processes, servicing, a component defect or otherwise, may result in delayed shipments to customers or reduced or canceled customer orders or liability claims. If these problems were to occur in large quantities or too frequently, our business reputation may also be tarnished. In addition, such problems may result in liability claims against us, whether or not we are responsible. These potential claims may be initiated through various means, such as our contractual commitments, strict liability or other claims raised by third parties, and may include damages for the recall of a product, injury to person(s) or property, or other theories of liability.

Even if customers or third parties, such as component suppliers, are responsible for defects, they may not, or may not be able to, assume responsibility for any such costs or required payments to us. While we seek to secure contractual protection and/or to insure against many of these risks, we may not have practical recourse against certain third parties, and contractual protections, insurance coverage or supplier warranties, as well as our other risk mitigation efforts, may be inadequate, not cost-effective or unavailable, either in general or for particular types of products or issues. We occasionally incur costs defending claims, we may be unsuccessful in defending against claims and incur financial liabilities, and any such disputes could adversely affect our business relationships.

A failure to comply with customer-driven policies and standards, and third-party certification requirements or standards could adversely affect our business and reputation.

In addition to government regulations and industry standards, our customers may require us to comply with their own or third-party quality standards, commercial terms, or other business policies or standards, which may be more restrictive than current laws and regulations as well as our pre-existing policies and/or terms with our suppliers, before they commence, or continue, doing business with us. Such policies or standards may be customer-driven, established by the market sectors in which we operate or imposed by third-party organizations.

Our compliance with these heightened and/or additional policies, standards and third-party certification requirements, and managing a supply chain in accordance therewith, could be costly, and our failure to comply could adversely affect our operations, customer relationships, reputation and profitability. In addition, our adoption of these standards could adversely affect our cost competitiveness, ability to provide customers with required service levels and ability to attract and retain employees in jurisdictions where these standards vary from prevailing local customs and practices. In certain circumstances, to meet the requirements or standards of our customers we may be obligated to select certain suppliers or make other sourcing choices, and we may bear responsibility for adverse outcomes even if these matters are as the result of third-party actions or outside of our control.

Intellectual property infringement claims against our customers or us could harm our business.

Although our manufacturing processes are generally not subject to significant proprietary protection, our services may and our customers' products do involve the creation and use of intellectual property rights, which subject us and our customers to the risk of claims of intellectual property infringement from third parties. In addition, our customers may require that we indemnify them against the risk of intellectual property infringement. If any claims are brought against us or our customers for infringement, whether or not these have merit, then we could be required to expend significant resources in defense of those claims. In the event of an infringement claim, we may be required to spend a significant amount of money to develop non-infringing alternatives or obtain licenses. We may not be successful in developing alternatives or obtaining licenses on reasonable terms or at all. Infringement by our customers could cause them to discontinue production of some of their products, potentially with little or no notice, which may reduce our net sales to them and disrupt our production.

Additionally, if third parties on whom we rely for products or services, such as component suppliers, are responsible for an infringement (including through the supply of counterfeit parts), we may or may not be able to hold them responsible and we may incur costs in defending claims or providing remedies. Such infringements may also cause our customers to abruptly discontinue selling the impacted products, which would adversely affect our net sales of those products and could affect our customer relationships more broadly. Similarly, claims affecting our suppliers could cause those suppliers to discontinue selling materials and components upon which we rely.

Risks impacting our Passion Meets Purpose

We depend on our workforce, and the inability to attract, develop and retain personnel or an increase in personnel costs or other personnel disruptions may harm our business.

If we fail to attract, develop and retain sufficient qualified personnel, including key leadership positions and highly skilled technical roles, our operations and, consequently, our financial results, could be adversely affected. A number of factors may adversely affect labor availability in one or more of our locations, including wage pressure and changing wage requirements, restrictions on immigration or labor mobility, local competition, high employment rates, high turnover rates and local labor laws. These labor-related issues and labor shortages are pronounced, and we expect these conditions to persist.

We have also experienced inflationary or other general personnel cost increases due to economic conditions and government-mandated wage increases. Further, increases in turnover rates can lead to decreased efficiency and increased costs in our operations, such as increased overtime to meet demand, increased wage rates to attract and retain employees, and costs associated with recruiting training replacement personnel. If we are unable to offset these labor cost increases through price increases, growth or operational efficiencies, labor cost increases could have a material adverse effect on our operating results and cash flows.

We also depend on good relationships with our workforce. Monitoring employee engagement and maintaining a healthy workplace culture based on our core values is important to developing these good relationships and retaining a committed workforce. A failure to foster a strong, healthy culture, or a failure to adopt or maintain policies and practices that enhance our workplace culture or competitiveness, such as those related to diversity and inclusion, workplace flexibility or other employee benefits, could adversely impact our ability to attract, develop and retain personnel and could substantially affect our operations and financial results. Further, dissatisfied employees may be more likely to seek union organization, which could disrupt our business, increase the risk of a labor strike and adversely impact our operations, financial results, and reputation.

From time to time, there are changes and developments, such as retirements, promotions, transitions, disability, death and other terminations of service, that affect our executive officers and other key employees, including those that are unexpected or occur simultaneously. Transitions or other changes in responsibilities among officers and key employees without having identified and ready successors for these critical roles, particularly when such changes are unanticipated, unplanned or not executed effectively, inherently can cause disruptions to our business and operations, as well as harm our reputation, which could have an effect on our results. Further, as we grow in size and complexity, a failure to effectively develop personnel and plan for the succession of critical roles may result in shortfalls in the talent and skills required to execute effectively and grow our business, which could affect our operations and financial results.

Evolving expectations on environmental, social and governance ("ESG") matters, including global climate change, by various stakeholders could negatively affect our business.

Customer, investor and employee expectations relating to ESG have been rapidly evolving and increasing. In addition, governmental and non-governmental organizations are enhancing or advancing requirements specific to ESG matters. Specifically, certain stakeholders are beginning to request or require disclosures on ESG topics such as greenhouse gas emissions, human capital matters and specific ESG-risk management practices, and we expect this trend to continue and be amplified by existing and potential legislation, such as the Corporate Sustainability Reporting Directive in the European Union and the U.S. Securities and Exchange Commission ("SEC") climate rules. A failure to adequately meet stakeholder expectations and reporting requirements may result in noncompliance with any imposed regulations, the loss of business, reputational impacts, an inability to attract and retain customers, and an inability to attract and retain talent. In addition, our adoption of certain standards, related reporting requirements, or mandated compliance to certain requirements could necessitate additional investments that could impact our profitability.

Further, increased public awareness and concern regarding global climate change may result in new or enhanced requirements and/or stakeholder expectations to reduce or mitigate the effects of greenhouse gas emissions and transition to low-carbon alternatives, driven by policy and regulations, low-carbon technology advancement and shifting consumer sentiment and societal preferences. These transition risks could negatively impact our financial condition and results of operations including

by means of carbon pricing mechanisms, investments in lower greenhouse gas emissions technology, increased cost of raw materials and mandates on and regulation of existing products and services.

In addition, the economic and market uncertainty created by transitioning to low-carbon alternatives could result in reduced demand or product obsolescence for certain of our customers' products and/or price modifications for our customers' products and the resources needed to produce them. This could in turn put pressure on our costs and result in reduced profit margin associated with certain of our customer programs, or loss of customer programs that we may not be able to replace.

Risks impacting our Discipline By Design

Challenges associated with the engagement of new customers or programs, the provision of new services, or start-up costs and inefficiencies related to new, recent or transferred programs could affect our operations and financial results.

Our engagement with new customers, as well as the addition of new programs or types of services for existing customers, can present challenges in addition to opportunities. We must initially determine whether it would be in our interests from a business perspective to pursue a particular potential new customer, program or service, including evaluating whether the customer, program or service fits with our value proposition as well as its potential end-market success. If we make the decision to proceed, we need to ensure that our terms of engagement, including our pricing and other contractual provisions, appropriately reflect the strategic nature of the customer, anticipated costs, risks and rewards. The failure to make prudent engagement decisions or to establish appropriate terms of engagement could adversely affect our profitability and margins.

Also, there are inherent risks associated with the timing and ultimate realization of anticipated revenue and profitability from a new program or service; these factors can sometimes extend for a significant period. Some new programs or services require us to devote significant capital and personnel resources to new technologies and competencies. We may not meet customer expectations, which could damage our relationships with the affected customers and impact our ability to deliver conforming product or services on a timely basis. Further, the success of new programs may depend heavily on factors such as product reliability, market acceptance, regulatory approvals or economic conditions. The failure of a new program to meet expectations on these factors, or our inability to effectively execute on a new program's or service's requirements, could result in lost financial opportunities and adversely affect our results of operations.

In recent years, ramping new programs has been a key contributor to our revenue growth. The management of resources in connection with the establishment of new or recent programs and customer relationships and the need to estimate required resources in advance of production can adversely affect our gross and operating margins and level of working capital. These factors are particularly evident in the early stages of the life-cycle of new programs, which typically lack a track record of order volume and timing as well as production efficiencies in the early stages. We typically manage multiple new programs at any given time; therefore, we are exposed to these factors in varying magnitudes.

The effects of these start-up costs and inefficiencies can also occur when we transfer programs between locations and geographies. We conduct these transfers on a regular basis to meet customer needs, seek long-term efficiencies or respond to market conditions, as well as due to facility openings and closures. Although we try to recover costs from our customers and minimize the potential losses arising from transitioning customer programs between our facilities and geographies, we may not be successful and there are inherent risks that such transitions can result in operational inefficiencies and the disruption of programs and customer relationships.

While these factors tend to affect new, recent or transferred programs, they can also impact more mature or maturing programs and customer relationships, especially programs where end-market demand can be somewhat volatile.

Failure to manage periods of growth or contraction may seriously harm our business.

Our industry frequently sees periods of expansion and contraction. We regularly contend with these issues and must carefully manage our business to meet changing customer and market requirements. If we fail to manage these growth and contraction decisions effectively, or fail to realize the anticipated benefits of these decisions, we can find ourselves with either excess or insufficient resources and our business, as well as our profitability, may suffer. Expansion and consolidation, including the transfer of operations to new or other facilities or due to acquisitions, can inherently include additional costs and start-up inefficiencies. For example, we are expanding our operations by constructing an additional manufacturing facility in Penang, Malaysia, to support our growth in the Asia-Pacific region. In addition, we may expand our operations in new geographical areas where currently we do not operate. If we are unable to effectively manage this or other expansions or consolidations, or

related anticipated net sales are not realized, our operating results could be adversely affected. Other risks of current or future expansions, acquisitions and consolidations include:

- the inability to successfully integrate additional facilities or incremental capacity and to realize anticipated efficiencies, economies of scale or other value
- challenges faced as a result of transitioning programs
- incurrence of restructuring costs or other charges that may be insufficient or may not have their intended effects
- additional fixed or other costs, or selling and administrative expenses, which may not be fully absorbed by new business
- a reduction of our return on invested capital, including as a result of excess inventory or excess capacity at new facilities, as well as the increased costs associated with opening new facilities
- difficulties in the timing of expansions, including delays in the implementation of construction and manufacturing plans
- diversion of management's attention from other business areas during the planning and implementation of expansions
- strain placed on our operational, financial and other systems and resources, and
- inability to locate sufficient customers, employees or management talent to support the expansion.

Periods of contraction or reduced net sales, or other factors affecting particular sites, create other challenges. We must determine whether facilities remain viable, whether staffing levels need to be reduced and how to respond to changing levels of customer demand. While maintaining excess capacity or higher levels of employment entail short-term costs, reductions in capacity or employment could impair our ability to respond to new opportunities and programs, market improvements or to maintain customer relationships. Our decisions to reduce costs and capacity can affect our short-term and long-term results. When we make decisions to reduce capacity or to close facilities, we frequently incur restructuring costs. In Fiscal 2024, we closed an engineering facility in Darmstadt, Germany and a manufacturing facility in Portland, Oregon, and we incurred restructuring costs associated with both closures.

In addition, to meet our customers' needs, particularly when the production requirements of certain products are site-specific, to achieve increased efficiencies or to address factors affecting specific locations, such as tariffs and trade disputes, we sometimes require additional capacity in one location while reducing capacity in another. Since customers' needs and market conditions can vary and change rapidly, we may find ourselves in a situation where we simultaneously experience the effects of contraction in one location and expansion in another location. We may also encounter situations where our lack of a physical presence in certain locations may limit or foreclose opportunities.

Changes in tax laws, potential tax disputes, negative or unforeseen tax consequences or further developments affecting our deferred tax assets could adversely affect our results.

Our effective tax rate is highly dependent upon the geographic mix of earnings across the jurisdictions where we operate. Changes in tax laws or tax rates in those jurisdictions, including, but not limited to, as a result of actions by the U.S. (including additional guidance and interpretations related to U.S. Tax Reform or potential passage of tax regulation changes under the U.S. presidential administration) or other countries, could continue to have a material impact on our operating results. Among other things, we have been, and are expected to continue to be, affected by the global intangible low-taxed income provisions added by U.S. Tax Reform and related new tax legislation, interpretations and guidance. Our effective tax rate may also be impacted by tax holidays and other various tax credits granted by local taxing authorities. In addition, the implementation of U.S. Tax Reform has required the use of estimates, which may be refined in future periods. All incentives, including a tax holiday granted to our Malaysian subsidiary, are subject to certain terms and conditions, which could be unfavorably altered by the local taxing authorities or changes to U.S. tax policy. We would experience adverse tax consequences if we are found to not be in compliance.

A global minimum tax has been, or is anticipated to be, implemented in many of the countries in which Plexus operates. We anticipate this will materially and unfavorably impact our existing tax holidays and effective tax rate although to what extent is difficult to estimate without final rules and regulations. As of September 28, 2024, we expect those impacts to begin in fiscal 2026 and carry forward.

Our taxable income in any jurisdiction is dependent upon the local taxing authority's acceptance of our operational and intercompany transfer pricing practices as being at "arm's length." Due to inconsistencies among jurisdictions in the application of the arm's length standard, our transfer pricing methods may be challenged and, if not upheld, could increase our income tax expense. Risks associated with transfer pricing adjustments are further highlighted by the global initiative from the Organization for Economic Cooperation and Development called the Base Erosion and Profit Shifting ("BEPS") project. The BEPS project is challenging longstanding international tax norms regarding the taxation of profits from cross-border business.

Given the scope of our international operations and the fluid and uncertain nature of how the BEPS project might ultimately lead to future legislation, it is difficult to assess how any changes in tax laws would impact our income tax expense.

We review the probability of the realization of our net deferred tax assets each period based on forecasts of taxable income by jurisdiction. This review uses historical results, projected future operating results based upon approved business plans, eligible carryforward periods, tax planning opportunities and other relevant considerations. Adverse changes in the profitability and financial outlook in each of our jurisdictions may require the creation of an additional valuation allowance to reduce our net deferred tax assets. Such changes could result in material non-cash expenses in the period in which the changes are made.

We may fail to secure or maintain necessary additional financing or capital.

Although we have credit facilities, we cannot be certain that our existing credit arrangements will provide all of the financing capacity that we will need in the future or that we will be able to change the credit facilities or revise covenants, if necessary, to accommodate changes or developments in our business and operations and/or increased working capital needs. In addition, if we do not comply with the covenants under our credit facility, our ability to borrow under that facility would be adversely affected. In addition, it is possible that counterparties to our financial agreements, including our credit facility and receivables factoring programs, may not be willing or able to meet their obligations, either due to instability in the global financial markets or otherwise, which could, among other impacts, increase the duration of our cash collection cycle. While we currently believe we have ample liquidity to manage the financial impact of current economic conditions, we can give no assurance that this will continue to be the case if the impact of current or worsening economic conditions is prolonged.

Our future success may depend on our ability to obtain additional financing and capital to support possible future growth and future initiatives including additional investments in our business. In addition, we also have receivables factoring programs. Many of our borrowings are at variable interest rates and therefore our interest expense is subject to increase if rates increase. Persistent inflation, especially in Europe and the U.S., has led central banks to hold higher interest rates throughout fiscal 2024 to dampen inflation. These interest rates directly impact the amount of interest we pay on our variable rate obligations and continued or sustained increases in interest rates could negatively impact our business.

We may seek to raise capital by issuing additional common stock, other equity securities or debt securities, modifying our existing credit facilities or obtaining new facilities, or through a combination of these methods. We may not be able to obtain capital when we want or need it, particularly in light of ongoing volatility in the capital markets, and capital may not be available on satisfactory terms. If we issue additional equity securities or convertible securities to raise capital, it may be dilutive to shareholders' ownership interests; we also may not be able to offer our securities on attractive or acceptable terms in the event of volatility or weakness in our stock price. Furthermore, any additional financing may have terms and conditions that adversely affect our business, such as restrictive financial or operating covenants, and our ability to meet any current or future financing covenants will largely depend on our financial performance, which in turn will be subject to general economic conditions and financial, business and other factors.

ITEM 1B. UNRESOLVED SEC STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Information Technology & Security Risk Management

Information security and data privacy risk management, including cybersecurity, is integrated into and aligns with our Enterprise Risk Management ("ERM") processes. Our information protection and privacy program incorporates administrative, technical and physical safeguards, and incorporates various cybersecurity and internal control frameworks to protect information assets, manage data privacy and ensure compliance with laws and industry standards. We leverage the National Institute of Security and Technology ("NIST") Cybersecurity Framework ("CSF"), among others, to provide a strategic and adaptable approach to managing evolving cyber risks. This framework assists in assessing and improving our security posture by identifying vulnerabilities and prioritizing investments or improvements.

We maintain a cybersecurity incident response plan to assist in the assessment and management of cybersecurity incidents. The plan includes tactical playbooks and crisis response procedures based on incident severity and materiality impact. These crisis response procedures include escalation to the Audit Committee and the full Board of Directors, where appropriate. Our incident response plan is periodically tested through tabletop exercises, the results of which are reported to the Audit Committee.

Cybersecurity Governance & Oversight

Our Chief Information & Technology Officer ("CITO"), who reports directly to the President and Chief Executive Officer ("CEO"), directs our global information technology vision and long-term strategies. Under the direction of the CITO, the Director of Cybersecurity leads our enterprise-wide cybersecurity program and oversees a dedicated global cybersecurity team that monitors, assesses and mitigates material risks from various cybersecurity threats. This team leads critical efforts to drive readiness, awareness and learning across the organization, including management of a 24x7x365 Cybersecurity Operations Center for detection and response capabilities; maintaining a cybersecurity awareness learning management system; and third party assessments and audits, penetration tests and "red team" assessments to evaluate the effectiveness of cybersecurity controls and identify areas of cybersecurity risk.

The Director of Cybersecurity is a seasoned cybersecurity expert with over 18 years of cybersecurity experience combined within the United States Department of Defense and Electronic Manufacturing Services industry. The Company's Director of Cybersecurity holds industry-recognized cybersecurity certifications, a Bachelor of Science degree in Cybersecurity and a Master of Science degree in Cybersecurity Management and Policy.

Our executive-level Security Steering Committee provides oversight of cybersecurity, data governance and privacy programs. This Committee is made up of select executives including the General Counsel, Chief Administrative Officer and Secretary ("CAO"); Chief Operating Officer; and CITO. The Security Steering Committee provides oversight and ensures program alignment to Plexus' strategic goals. The committee serves to provide awareness and guidance to prioritization, organizational alignment and enablement of resources to minimize risk to Plexus' operations, brand and reputation. The Security Steering Committee, through the Director of Cybersecurity and the CITO, reports to a broader Information Technology ("IT") Steering Committee, which includes the President and CEO and Chief Financial Officer.

On at least an annual basis, and on topical information security matters more frequently as determined by the Board of Directors or management, the Audit Committee reviews the effectiveness of IT risk governance and management, including those relating to business continuity, cybersecurity, malware, regulatory compliance and data management. These reviews also include reviewing the appropriateness of resources (people and financial) devoted to information technology requirements. The CITO and Director of Cybersecurity also brief the Audit Committee quarterly on cybersecurity matters, including specific risks, mitigation plans, risk management and governance. The Audit Committee reports to the full Board of Directors on these discussions as appropriate.

Further, the Board of Directors is briefed periodically (at least annually) on our overall IT strategy, including cybersecurity, to ensure alignment with the business, review of assets and infrastructure, and trends, key risks and initiatives.

Impact of Cybersecurity Threats

As of the date of this report, we believe that risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have not or are not reasonably likely to materially affect us, including our business strategy, results from operations, or financial condition. Despite our cybersecurity measures, there can be no assurance that we, or the third-parties we interact with, will not experience a cybersecurity incident in the future that will materially affect us. As part of our overall risk mitigation strategy, we maintain insurance coverage that is intended to address certain aspects of cybersecurity risks; however, such insurance may not be sufficient in type or amount to cover us against claims related to cybersecurity breaches, cyberattacks, and other related breaches. Refer to the discussion in "Risk Factors" in Part I, Item 1A herein for further details on cybersecurity and information technology risks that could adversely affect our business, results of operation and financial conditions.

ITEM 2. PROPERTIES

Our facilities are comprised of an integrated network of manufacturing and engineering centers with our corporate headquarters located in Neenah, Wisconsin. We own or lease facilities with approximately 5.0 million square feet of active capacity. This includes approximately 2.0 million square feet in AMER, approximately 2.5 million square feet in APAC and approximately 0.5 million square feet in EMEA. Our active facilities as of September 28, 2024 are described in the following table:

Location	Type	Size (sq. ft.)	Owned/Leased
AMER			
Neenah, Wisconsin	Manufacturing	418,000	Owned
Guadalajara, Mexico (1)	Manufacturing/Engineering	741,000	Leased
Nampa, Idaho	Manufacturing	216,000	Owned
Appleton, Wisconsin	Manufacturing	205,000	Owned
Buffalo Grove, Illinois (1)	Manufacturing	189,000	Leased
Neenah, Wisconsin	Global Headquarters	104,000	Owned
Neenah, Wisconsin	Engineering	90,000	Leased
Raleigh, North Carolina	Engineering	41,000	Leased
APAC			
Penang, Malaysia (1)	Manufacturing/Engineering	1,530,000	Owned
Bangkok, Thailand	Manufacturing	389,000	Owned
Haining, China (1)	Manufacturing	264,000	Leased
Xiamen, China (1)	Manufacturing	253,000	Leased
EMEA			
Oradea, Romania	Manufacturing/Engineering	296,000	Owned
Oradea, Romania	Manufacturing	108,000	Leased
Livingston, Scotland	Manufacturing/Engineering	62,000	Leased
Kelso, Scotland	Manufacturing	57,000	Owned

(1) The facilities in Guadalajara, Mexico; Buffalo Grove, Illinois; Penang, Malaysia; Haining, China; and Xiamen, China include more than one building.

ITEM 3. LEGAL PROCEEDINGS

Refer to Note 10, "Litigation," for information regarding legal proceedings in which we are involved.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

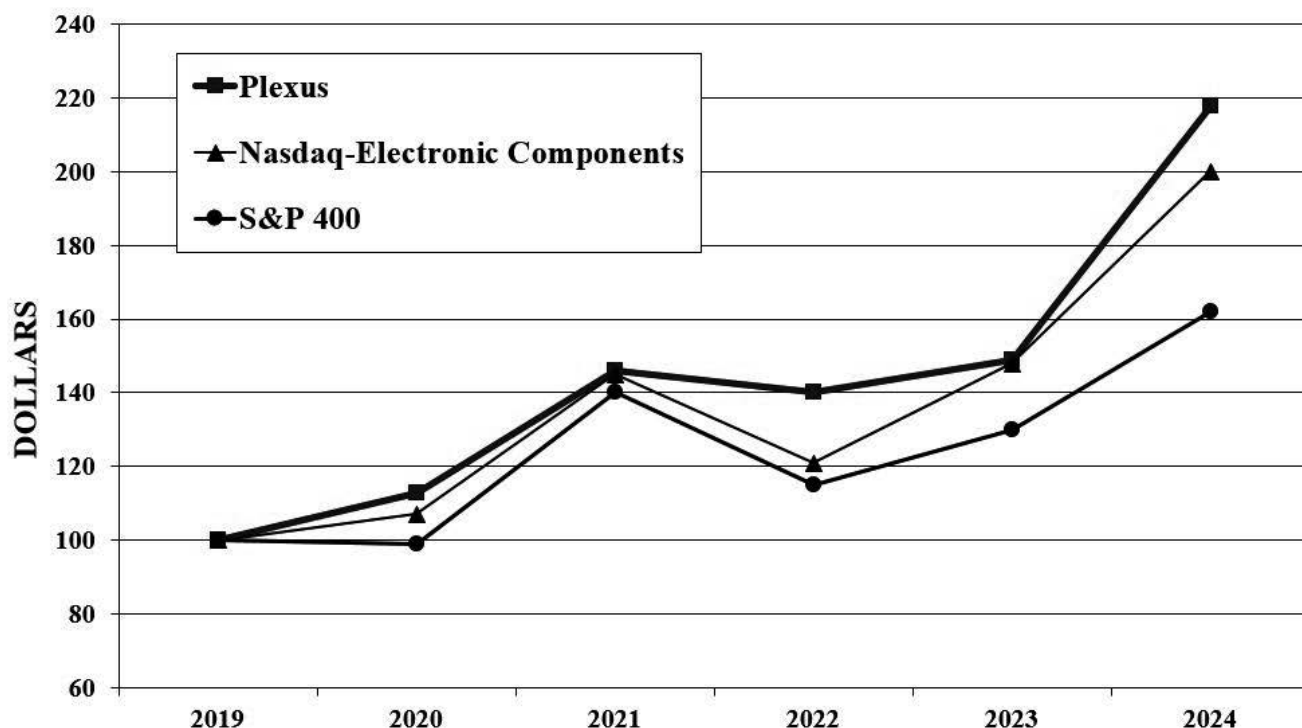
PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Performance Graph

Our common stock trades on the Nasdaq Stock Market in the Nasdaq Global Select Market tier (symbol: PLXS).

The following graph compares the cumulative total return on Plexus common stock with the Standard & Poor's MidCap 400 Index ("S&P 400") and the Nasdaq Stock Market Index for Electronic Components Companies ("Nasdaq-Electronic Components"). The values on the graph show the relative performance of an investment of \$100 made on September 28, 2019 in Plexus common stock and in each of the indices as of the last business day of the respective fiscal year.



Comparison of Cumulative Total Return

	2019	2020	2021	2022	2023	2024
Plexus	\$100	\$113	\$146	\$140	\$149	\$218
Nasdaq-Electronic Components	100	107	145	121	148	200
S&P 400	100	99	140	115	130	162

Shareholders of Record

As of November 11, 2024, we had 325 shareholders of record.

Dividends

We have not paid any cash dividends in the past. We currently anticipate that in the foreseeable future the majority of earnings will be retained to finance the development of our business through capital expenditures and working capital requirements, as well as execution upon our share repurchase authorizations as management deems appropriate and market conditions may allow. However, our Board of Directors evaluates from time to time potential uses of excess cash, which in the future may include additional share repurchases, a special dividend or recurring dividends. See also Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources," for additional discussion of our intentions regarding dividends as well as a description of loan covenants that could restrict our ability to make future dividend payments.

Issuer Purchases of Equity Securities

The following table provides the specified information about the repurchases of shares by us during the three months ended September 28, 2024:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum approximate dollar value of shares that may yet be purchased under the plans or programs (1)
June 30, 2024 to July 27, 2024	60,094	\$ 107.54	60,094	\$ 13,058,922
July 28, 2024 to August 24, 2024	28,844	121.16	28,844	59,564,264
August 25, 2024 to September 28, 2024	76,795	124.80	76,795	49,980,101
	<u>165,733</u>	<u>\$ 117.91</u>	<u>165,733</u>	

(1) On January 16, 2024, the Company announced that its Board of Directors had approved a \$50.0 million share repurchase authorization (the "2024 Program") that authorizes the Company to repurchase its common stock.

On August 14, 2024 the Board of Directors approved a share repurchase program (the "2025 Program") that authorizes the Company to repurchase up to \$50.0 million of its common stock beginning upon completion of the Company's 2024 Program. The 2025 Program commenced upon completion of the 2024 Program, and has no expiration.

The table above reflects the maximum dollar amount remaining available for purchase under the 2025 Program as of September 28, 2024.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Plexus Corp. and its subsidiaries (together "Plexus," the "Company," or "we") help create the products that build a better world. Driven by a passion for excellence, we partner with our customers to design, manufacture and service highly complex products in demanding regulatory environments. Our innovative solutions across the lifecycle of a product converge where advanced technology and human impact intersect. We provide these solutions to market-leading as well as disruptive global companies in the Aerospace/Defense, Healthcare/Life Sciences, and Industrial market sectors supported by a global team of over 20,000 members across our 26 facilities in the Americas ("AMER"), Asia-Pacific ("APAC") and Europe, Middle East and Africa ("EMEA") regions.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to provide an analysis of both short-term results and future prospects from management's perspective, including an assessment of the financial condition and results of operations, events and uncertainties that are not indicative of future operations and any other financial or statistical data that we believe will enhance the understanding of our company's financial condition, cash flows and other changes in financial condition and results of operations. The information should be read in conjunction with our consolidated financial statements included herein and "Risk Factors" included in Part I, Item 1A herein.

A discussion regarding our financial condition and results of operations for fiscal 2024 compared to fiscal 2023 is presented below. A discussion regarding our financial condition and results of operations for fiscal 2023 compared to fiscal 2022 is incorporated herein by reference from Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report on the Form 10-K for the fiscal year ended September 30, 2023, which was filed with the SEC on November 17, 2023, and is available on the SEC's website at www.sec.gov as well as our Investor Relations website at www.plexus.com.

Market Pressures Update

We have experienced market-driven inventory corrections and incrementally weaker demand from our customers in our Healthcare/Lifesciences and Industrial market sectors. While we are starting to see improvements, if market softness continues for extended periods, this would impact our operating results in future periods.

We believe our balance sheet is positioned to support the potential future challenges presented by the macroeconomic pressures we are facing. As of September 28, 2024, cash and cash equivalents and restricted cash were \$347 million, while debt, finance lease and other financing obligations were \$247 million. Borrowings under our credit facility as of September 28, 2024 were \$50 million, leaving \$450 million of our revolving commitment of \$500 million available for use as of September 28, 2024 as well as the ability to expand our revolving commitment to \$750 million upon mutual agreement with our banks. Interest expense could increase above current levels due to increased borrowing under our credit facility associated with working capital investments along with the impact of rising interest rates. Refer to Note 4, "Debt, Finance Lease and Other Financing Obligations," in Notes to Consolidated Financial Statements and "Management's Discussion and Analysis of Liquidity and Capital Resources" in Part II, Item 7 for further information.

RESULTS OF OPERATIONS

Consolidated Performance Summary. The following table presents selected consolidated financial data for the indicated fiscal years (dollars in millions, except per share data):

	2024	2023
Net sales	\$ 3,960.8	\$ 4,210.3
Cost of sales	3,582.3	3,815.8
Gross profit	378.5	394.6
Gross margin	9.6 %	9.4 %
Operating income	167.7	195.8
Operating margin	4.2 %	4.7 %
Other expense	38.2	34.8
Income tax expense	17.7	21.9
Net income	111.8	139.1
Diluted earnings per share	\$ 4.01	\$ 4.95
Return on invested capital*	11.8 %	13.4 %
Economic return*	3.6 %	4.4 %

*Non-GAAP metric; refer to "Return on Invested Capital ("ROIC") and economic return" below and Exhibit 99.1 for more information.

Net sales. Fiscal 2024 net sales decreased \$249.5 million, or 5.9%, as compared to fiscal 2023.

Net sales are analyzed by management by geographic segment, which reflects our reportable segments, and by market sector. Management measures operational performance and allocates resources on a geographic segment basis. Our global business development strategy is based on our targeted market sectors.

As a percentage of consolidated net sales, net sales attributable to customers representing 10.0% or more of consolidated net sales as well as the percentage of net sales attributable to our ten largest customers for the indicated fiscal years were as follows:

	2024	2023
GE Healthcare Technologies, Inc. ("GEHC")	*	10.3%
Top 10 customers	47.8%	49.6%

* Net sales attributable to the customer were less than 10.0% of consolidated net sales for the period.

A discussion of net sales by reportable segment is presented below for the indicated fiscal years (in millions):

	2024	2023
Net sales:		
AMER	\$ 1,323.4	\$ 1,558.2
APAC	2,213.1	2,358.4
EMEA	541.6	403.0
Elimination of inter-segment sales	(117.3)	(109.3)
Total net sales	\$ 3,960.8	\$ 4,210.3

AMER. Net sales for fiscal 2024 in the AMER segment decreased \$234.8 million, or 15.1%, as compared to fiscal 2023. The decrease in net sales was driven by overall net decreased customer end-market demand, inclusive of market-driven inventory corrections at our customers, as well as reductions in inflated component pricing. The decrease was further driven by a decrease of \$38.7 million due to disengagements with customers and \$35.9 million due to the discontinuation of programs with existing customers. The decrease was partially offset by an increase of \$68.8 million due to production ramps of new products for existing customers and \$41.4 million due to production ramps for new customers.

APAC. Net sales for fiscal 2024 in the APAC segment decreased \$145.3 million, or 6.2%, as compared to fiscal 2023. The decrease in net sales was driven by overall net decreased customer end-market demand, inclusive of market-driven inventory corrections at our customers, as well as reductions in inflated component pricing. The decrease was further driven by a decrease of \$32.5 million for end-of-life products and \$8.5 million due to a disengagement with a customer. The decrease was partially offset by an increase of \$20.0 million due to production ramps of new products for existing customers.

EMEA. Net sales for fiscal 2024 in the EMEA segment increased \$138.6 million, or 34.4%, as compared to fiscal 2023. The increase in net sales was driven by an increase of \$89.3 million due to production ramps for new customers, \$22.6 million due to production ramps of new products for existing customers and overall net increased customer end-market demand. The increase was partially offset by a decrease of \$10.4 million due to the discontinuation of a program with an existing customer and reductions in inflated component pricing.

Our net sales by market sector for the indicated fiscal years were as follows (in millions):

	2024	2023
Net sales:		
Aerospace/Defense	\$ 698.5	\$ 579.0
Healthcare/Life Sciences	1,554.8	1,874.8
Industrial	1,707.5	1,756.5
Total net sales	<u>\$ 3,960.8</u>	<u>\$ 4,210.3</u>

Aerospace/Defense. Net sales for fiscal 2024 in the Aerospace/Defense sector increased \$119.5 million, or 20.6%, as compared to fiscal 2023. The increase was driven by overall net increased customer end-market demand, an increase of \$32.9 million in production ramps for new customers and \$19.7 million in production ramps of new products for existing customers. The increase was partially offset by a decrease of \$20.7 million due to disengagements with customers.

Healthcare/Life Sciences. Net sales for fiscal 2024 in the Healthcare/Life Sciences sector decreased \$320.0 million, or 17.1%, as compared to fiscal 2023. The decrease in net sales was driven by overall net decreased customer end-market demand, inclusive of market-driven inventory corrections at our customers, as well as a reduction in inflated component pricing. The decrease was further driven by a decrease of \$31.9 million for end-of-life products. The decrease was partially offset by an increase of \$87.4 million in production ramps of new products for existing customers and \$14.3 million in production ramps for new customers.

Industrial. Net sales for fiscal 2024 in the Industrial sector decreased \$49.0 million, or 2.8%, as compared to fiscal 2023. The decrease in net sales was driven by overall net decreased customer end-market demand as well as a reductions in inflated component pricing. The decrease was further driven by a decrease of \$45.9 million due to the discontinuation of programs with existing customers and \$24.1 million due to disengagements with customers. The decrease was partially offset by an increase of \$83.3 million in production ramps for a new customer.

Cost of sales. Cost of sales for fiscal 2024 decreased \$233.5 million, or 6.1%, as compared to fiscal 2023. Cost of sales is comprised primarily of material and component costs, labor costs and overhead. In both fiscal 2024 and 2023, approximately 89% of the total cost of sales was variable in nature and fluctuated with sales volumes. Approximately 87% of these costs in both fiscal 2024 and 2023 were related to material and component costs.

As compared to fiscal 2023, the decrease in cost of sales in fiscal 2024 was primarily driven by the decrease in net sales and a positive shift in customer mix, partially offset by an increase in fixed costs.

Gross profit. Gross profit for fiscal 2024 decreased \$16.1 million, or 4.1%, as compared to fiscal 2023. Gross margin of 9.6% increased 20 basis points compared to fiscal 2023. The primary drivers of the decrease in gross profit as compared to fiscal 2023 were a decrease in net sales and an increase in fixed costs to support new customer program ramps, partially offset by a positive shift in customer mix, which drove the increase in gross margin.

Operating income. Operating income for fiscal 2024 decreased \$28.1 million, or 14.4%, as compared to fiscal 2023. Operating margin of 4.2% decreased 50 basis points compared to fiscal 2023. The primary drivers of the decrease in operating income and operating margin as compared to fiscal 2023 was the result of the decrease in gross profit and an increase of \$14.9 million in S&A, partially offset by a decrease of \$2.8 million in restructuring and other charges. The increase in S&A was primarily due to an increase of \$9.0 million in stock-based compensation expense primarily due to \$5.1 million of accelerated stock-based compensation expense related to executive retirement agreements. The increase in S&A was further driven by a net increase in compensation costs and an increase in information technology and professional service expenses. The restructuring and other charges for fiscal 2024 consisted of employee severance costs associated with a reduction in the Company's workforce as well

as closure costs associated with sites in the Company's AMER and EMEA regions, offset by insurance proceeds received in an arbitration decision regarding a contractual matter that took place in the Company's EMEA region in fiscal 2023. The restructuring and other charges for fiscal 2023 consisted of severance from the reduction of the Company's workforce, a lease agreement termination and an arbitration decision regarding a contractual matter that occurred in the Company's EMEA region.

A discussion of operating income by reportable segment for the indicated fiscal years is presented below (in millions):

	2024	2023
Operating income:		
AMER	\$ 39.6	\$ 79.7
APAC	289.3	289.6
EMEA	13.4	1.6
Corporate and other costs	(174.6)	(175.1)
Total operating income	<u>\$ 167.7</u>	<u>\$ 195.8</u>

AMER. Operating income decreased \$40.1 million in fiscal 2024 as compared to fiscal 2023, primarily as a result of a decrease in net sales and an increase in S&A, partially offset by a positive shift in customer mix and a decrease in fixed costs.

APAC. Operating income decreased \$0.3 million in fiscal 2024 as compared to fiscal 2023, primarily as a result of a decrease in net sales, partially offset by a positive shift in customer mix.

EMEA. Operating income increased \$11.8 million in fiscal 2024 as compared to fiscal 2023 primarily as a result of an increase in net sales and a positive shift in customer mix, partially offset by increased fixed costs and an increase in S&A.

Other expense. Other expense for fiscal 2024 increased \$3.4 million as compared to fiscal 2023. The increase in other expense for fiscal 2024 was primarily driven by a decrease in other miscellaneous income of \$4.9 million as prior year insurance recoveries did not recur and an increase in foreign exchange losses of \$1.6 million, partially offset by a decrease in interest expense of \$2.7 million due to lower borrowings on our credit facility.

Income taxes. Income tax expense for fiscal 2024 was \$17.7 million compared to \$21.9 million for fiscal 2023. The decrease is primarily due to a decrease in pre-tax book income and the geographic distribution of worldwide earnings.

Our annual effective tax rate varies from the U.S. statutory rate of 21.0% primarily due to the geographic distribution of worldwide earnings as well as a tax holiday granted to a subsidiary located in the APAC segment where we derive a significant portion of our earnings. Our effective tax rate may also be impacted by disputes with taxing authorities, tax planning activities, adjustments to uncertain tax positions and changes in valuation allowances.

We have been granted a tax holiday for a foreign subsidiary operating in the APAC segment. This tax holiday will expire on December 31, 2034, and is subject to certain conditions. In fiscal 2024 and 2023, the holiday resulted in tax reductions, net of the impact of the GILTI provisions of the U.S. Tax Cuts and Jobs Act, of approximately \$37.3 million (\$1.36 per basic share, \$1.34 per diluted share) and \$25.9 million (\$0.94 per basic share, \$0.92 per diluted share), respectively.

See also Note 6, "Income Taxes," in Notes to Consolidated Financial Statements for additional information regarding our tax rate.

The annual effective tax rate for fiscal 2025 is expected to be approximately 14.0% to 16.0%.

Net income. Net income for fiscal 2024 decreased \$27.3 million, or 19.6%, from fiscal 2023 to \$111.8 million. Net income decreased primarily as a result of the decrease in operating income and the increase in other expense, partially offset by the decrease in tax expense as previously discussed.

Diluted earnings per share. Diluted earnings per share decreased to \$4.01 in fiscal 2024 from \$4.95 in fiscal 2023, primarily as a result of decreased net income due to the factors discussed above, partially offset by a reduction in diluted shares outstanding.

Return on Invested Capital ("ROIC") and economic return. We use a financial model that is aligned with our business strategy and includes an ROIC goal of 15% which would exceed our weighted average cost of capital ("WACC") by more than 500 basis points and represent positive economic return. Economic return is the amount our ROIC exceeds our WACC.

Non-GAAP financial measures, including ROIC and economic return, are used for internal management goals and decision making because such measures provide management and investors additional insight into financial performance. In particular, we provide ROIC and economic return because we believe they offer insight into the metrics that are driving management decisions. We view ROIC and economic return as important measures in evaluating the efficiency and effectiveness of our long-term capital investments. We also use ROIC as a performance criteria in determining certain elements of compensation as well as economic return performance.

We define ROIC as tax-effected operating income before restructuring and other charges divided by average invested capital over a rolling five-quarter period for the fiscal year. Invested capital is defined as equity plus debt and operating lease liabilities, less cash and cash equivalents. Other companies may not define or calculate ROIC in the same way. ROIC and other non-GAAP financial measures should be considered in addition to, not as a substitute for, measures of our financial performance prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP").

We review our internal calculation of WACC annually. Our WACC was 8.2% for fiscal 2024 and 9.0% for fiscal 2023. By exercising discipline to generate ROIC in excess of our WACC, our goal is to create value for our shareholders. Fiscal 2024 ROIC of 11.8% reflects an economic return of 3.6%, based on our weighted average cost of capital of 8.2%, and fiscal 2023 ROIC of 13.4% reflects an economic return of 4.4%, based on our weighted average cost of capital of 9.0%.

For a reconciliation of ROIC, economic return and adjusted operating income (tax-effected) to our financial statements that were prepared using U.S. GAAP, see Exhibit 99.1 to this annual report on Form 10-K, which exhibit is incorporated herein by reference.

Refer to the table below, which includes the calculation of ROIC and economic return for the indicated fiscal years (dollars in millions):

	2024	2023
Adjusted operating income (tax-effected)	\$ 168.0	\$ 190.5
Average invested capital	1,418.7	1,425.6
After-tax ROIC	11.8 %	13.4 %
WACC	8.2 %	9.0 %
Economic return	3.6 %	4.4 %

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents and restricted cash were \$347.5 million as of September 28, 2024, as compared to \$256.7 million as of September 30, 2023.

As of September 28, 2024, 88% of our cash and cash equivalents balance was held outside of the U.S. by our foreign subsidiaries. Currently, we believe that our cash balance, together with cash available under our Credit Facility, will be sufficient to meet our liquidity needs and potential share repurchases, if any, for the next twelve months and for the foreseeable future.

Our future cash flows from operating activities will be reduced by \$31.4 million due to cash payments for U.S. federal taxes on the deemed repatriation of undistributed foreign earnings that are payable over an eight year period that began in fiscal 2019 with the first payment. The table below provides the expected timing of these future cash outflows, in accordance with the following installment schedule for the remaining two years (in millions):

2025	\$	14.2
2026		17.2
Total	\$	<u>31.4</u>

Cash Flows. The following table provides a summary of cash flows for fiscal 2024 and 2023 (in millions):

	2024	2023
Cash flows provided by operating activities	\$ 436.5	\$ 165.8
Cash flows used in investing activities	(94.9)	(93.3)
Cash flows used in financing activities	(255.6)	(92.7)
Effect of exchange rate changes on cash and cash equivalents	4.8	1.4
Net increase (decrease) in cash and cash equivalents and restricted cash	<u>\$ 90.8</u>	<u>\$ (18.8)</u>

Operating Activities. Cash flows provided by operating activities were \$436.5 million for fiscal 2024, as compared to \$165.8 million for fiscal 2023. The increase was primarily due to cash flow improvements (reductions) of:

- \$(27.3) million decrease in net income.
- \$213.7 million in inventory cash flows driven by a larger decrease in inventory in fiscal 2024 as compared to fiscal 2023 due to inventory reduction efforts.
- \$139.9 million in accounts payables cash flows primarily driven by the timing of materials procurement and payments to suppliers.
- \$24.8 million in contract assets cash flows driven by lower demand from over time customers.
- \$(34.1) million in advanced payments from customers cash flows driven by a larger decrease in advanced payments in fiscal 2024 as compared to fiscal 2023.
- \$(36.5) million in accounts receivable cash flows driven by timing of shipments and mix of customer payment terms.
- \$(23.6) million in other current and non-current asset cash flows primarily driven by an increase in tax prepayments related to timing of payments and an increase in prepayments to suppliers in fiscal 2024 as compared to a decrease in fiscal 2023.

The following table provides a summary of cash cycle days for the periods indicated (in days):

	Three Months Ended	
	September 28, 2024	September 30, 2023
Days in accounts receivable	54	59
Days in contract assets	10	13
Days in inventory	127	154
Days in accounts payable	(59)	(64)
Days in advanced payments	(68)	(75)
Annualized cash cycle	64	87

We calculate days in accounts receivable and contract assets as each balance sheet item for the respective quarter divided by annualized sales for the respective quarter by day. We calculate days in inventory, accounts payable and advanced payments as each balance sheet line item for the respective quarter divided by annualized cost of sales for the respective quarter by day. We calculate annualized cash cycle as the sum of days in accounts receivable, days in contract assets and days in inventory, less days in accounts payable and days in advanced payments.

As of September 28, 2024, annualized cash cycle days decreased twenty-three days compared to September 30, 2023 due to the following:

Days in accounts receivable for the three months ended September 28, 2024 decreased five days compared to the three months ended September 30, 2023. The decrease is primarily attributable to the timing of customer shipments and payments as well as the mix of customer payment terms.

Days in contract assets for the three months ended September 28, 2024 decreased three days compared to the three months ended September 30, 2023. The decrease is primarily attributable to a decrease in demand from customers with arrangements requiring revenue to be recognized over time as products are produced.

Days in inventory for the three months ended September 28, 2024 decreased twenty-seven days compared to the three months ended September 30, 2023. The decrease is primarily due to inventory reduction efforts.

Days in accounts payable for the three months ended September 28, 2024 decreased five days compared to the three months ended September 30, 2023. The decrease is primarily attributable to timing of materials procurement and payments to suppliers.

Days in advanced payments for the three months ended September 28, 2024 decreased seven days compared to the three months ended September 30, 2023. The decrease was primarily attributable to a return of advanced payments to customers in line with lower inventory balances.

Free Cash Flow. We define free cash flow ("FCF"), a non-GAAP financial measure, as cash flow provided by operations less capital expenditures. FCF was \$341.3 million for fiscal 2024 compared to \$61.8 million for fiscal 2023, an increase of \$279.5 million. The improvement in FCF was primarily due to inventory reduction efforts as well as lower working capital investments in inventory to support our customers.

Non-GAAP financial measures, including FCF, are used for internal management assessments because such measures provide additional insight to investors into ongoing financial performance. In particular, we provide FCF because we believe it offers insight into the metrics that are driving management decisions. We view FCF as an important financial metric as it demonstrates our ability to generate cash and can allow us to pursue opportunities that enhance shareholder value. FCF is a non-GAAP financial measure that should be considered in addition to, not as a substitute for, measures of our financial performance prepared in accordance with GAAP.

A reconciliation of FCF to our financial statements that were prepared using GAAP as follows (in millions):

	2024	2023
Cash flows provided by operating activities	\$ 436.5	\$ 165.8
Payments for property, plant and equipment	(95.2)	(104.0)
Free cash flow	<u>\$ 341.3</u>	<u>\$ 61.8</u>

Investing Activities. Cash flows used in investing activities were \$94.9 million for fiscal 2024 compared to \$93.3 million for fiscal 2023. The increase in cash used in investing activities was due to \$10.8 million from insurance proceeds in fiscal 2023, partially offset by an \$8.9 million decrease in capital expenditures.

We utilized available cash and financing cash flows as the sources for funding our operating requirements during fiscal 2024. We currently estimate capital expenditures for fiscal 2025 will be approximately \$120.0 million to \$150.0 million to support new program ramps and replace older equipment. This estimate also includes \$60.0 million related to the footprint expansion on the mainland of Penang, Malaysia.

Financing Activities. Cash flows used in financing activities were \$255.6 million for fiscal 2024 compared to \$92.7 million for fiscal 2023. The increase was primarily attributable to net repayments on the credit facility in fiscal 2024 of \$183.0 million compared to net repayments on the credit facility in 2023 of \$30.0 million as well as an increase of \$14.7 million in cash used to repurchase our common stock.

On August 18, 2022, the Board of Directors approved a share repurchase program under which we are authorized to repurchase up to \$50.0 million of our common stock (the "2023 Program"). During fiscal 2024 and 2023, we completed the 2023 Program by repurchasing 59,277 and 425,746 shares under this program for \$5.7 million and \$40.9 million at an average price of \$95.59 and \$95.96 per share, respectively.

On January 16, 2024, the Company announced a share repurchase program authorized by the Board of Directors under which we were authorized to repurchase up to \$50.0 million of our common stock (the "2024 Program"). The 2024 Program commenced upon completion of the 2023 Program. During fiscal 2024, we completed the 2024 Program by repurchasing 477,012 shares under this program for \$50.0 million at an average price of \$104.82 per share.

On August 14, 2024, the Board of Directors approved a share repurchase program under which we are authorized to repurchase up to \$50.0 million of our common stock (the "2025 Program"). The 2025 Program commenced upon completion of the 2024 Program, and has no expiration. During fiscal 2024, we purchased 151 shares under this program for less than \$0.1 million at an average price of \$131.78 per share. As of September 28, 2024, \$49.9 million of authority remained under the 2025 Program.

All shares repurchased under the aforementioned programs were recorded as treasury stock.

On June 15, 2018, we entered into a Note Purchase Agreement (the "2018 NPA") pursuant to which we issued an aggregate of \$150.0 million in principal amount of unsecured senior notes, consisting of \$100.0 million in principal amount 4.05% Series A Senior Notes, due on June 15, 2025, and \$50.0 million in principal amount of 4.22% Series B Senior Notes, due on June 15, 2028 (collectively, the "2018 Notes"), in a private placement. The 2018 NPA includes customary operational and financial covenants with which we are required to comply, including, among others, maintenance of certain financial ratios such as a total leverage ratio and a minimum interest coverage ratio. The 2018 Notes may be prepaid in whole or in part at any time, subject to payment of a make-whole amount; interest on the 2018 Notes is payable semiannually. As of September 28, 2024, we were in compliance with the covenants under the 2018 NPA.

On June 9, 2022, we refinanced our then-existing senior unsecured revolving credit facility (as amended by that certain Amendment No. 1 to Credit Agreement dated April 29, 2020, the "Prior Credit Facility") by entering into a new 5-year revolving credit facility (collectively with the Prior Credit Facility, referred to as the "Credit Facility"), which expanded the maximum commitment from \$350.0 million to \$500.0 million and extended the maturity from May 15, 2024 to June 9, 2027. The maximum commitment under the Credit Facility may be further increased to \$750.0 million, generally by mutual agreement of the lenders and us, subject to certain customary conditions. During fiscal 2024, the highest daily borrowing was \$376.0 million; the average daily balance was \$257.8 million. We borrowed \$550.5 million and repaid \$733.5 million of revolving borrowings ("revolving commitment") under the Credit Facility during fiscal 2024. As of September 28, 2024, we were in compliance with all financial covenants relating to the Credit Facility, which are generally consistent with those in the 2018 NPA discussed above. We are required to pay a commitment fee on the daily unused credit facility based on our leverage ratio; the fee was 0.100% as of September 28, 2024.

The Credit Facility and the 2018 NPA allow for the future payment of cash dividends or the repurchase of shares provided that no event of default (including any failure to comply with a financial covenant) exists at the time of, or would be caused by, the dividend payment or the share repurchases. We have not paid cash dividends in the past. However, we evaluate from time to time potential uses of excess cash, which in the future may include share repurchases above those already authorized, a special dividend or recurring dividends.

We have Master Accounts Receivable Purchase Agreements with MUFG Bank, New York Branch (formerly known as The Bank of Tokyo-Mitsubishi UFJ, Ltd.) (the "MUFG RPA"), HSBC Bank (China) Company Limited, Xiamen branch (the "HSBC RPA") and other unaffiliated financial institutions, under which we may elect to sell receivables, at a discount. These facilities are uncommitted facilities. The maximum facility amount under the MUFG RPA as of September 28, 2024 is \$340.0 million. The maximum facility amount under the HSBC RPA as of September 28, 2024 is \$70.0 million. The MUFG RPA will be automatically extended each year unless any party gives no less than 10 days prior notice that the agreement should not be extended. The terms of the HSBC RPA are generally consistent with the terms of the MUFG RPA previously discussed.

We sold \$854.7 million and \$834.5 million of trade accounts receivable under these programs during fiscal 2024 and 2023, respectively, in exchange for cash proceeds of \$844.6 million and \$824.6 million, respectively. As of September 28, 2024 and September 30, 2023, \$220.2 million and \$220.5 million, respectively, of accounts receivables sold under trade accounts receivable programs and subject to servicing by us remained outstanding and had not yet been collected.

In all cases, the sale discount was recorded within "Miscellaneous, net" in the Consolidated Statements of Comprehensive Income in the period of the sale. For further information regarding the receivable sale programs, see Note 14, "Trade Accounts Receivable Sale Programs," in Notes to Consolidated Financial Statements.

Based on current expectations, we believe that our projected cash flows provided by operations, available cash and cash equivalents, potential borrowings under the Credit Facility and our leasing capabilities should be sufficient to meet our working capital and fixed capital requirements, as well as execution upon our share repurchase authorizations as management deems appropriate, for the next twelve months. We believe our balance sheet is positioned to support the potential future challenges presented by macroeconomic factors including increased working capital requirements associated with longer lead-times for components, increased component and labor costs, and operating inefficiencies due to supply chain constraints. As of the end of fiscal 2024, cash and cash equivalents and restricted cash were \$347 million, while debt, finance lease and other financing obligations were \$247 million. If our future financing needs increase, then we may need to arrange additional debt or equity financing. Accordingly, we evaluate and consider from time to time various financing alternatives to supplement our financial resources. However, we cannot be assured that we will be able to make any such arrangements on acceptable terms or at all.

CONTRACTUAL OBLIGATIONS, COMMITMENTS AND OFF-BALANCE SHEET OBLIGATIONS

Our disclosures regarding contractual obligations and commercial commitments are located in various parts of our regulatory filings. Information in the following table provides a summary of our contractual obligations and commercial commitments as of September 28, 2024 (dollars in millions):

Contractual Obligations	Payments Due by Fiscal Year				
	Total	2025	2026-2027	2028-2029	2030 and thereafter
Debt Obligations (1)	\$ 212.5	\$ 156.2	\$ 4.2	\$ 52.1	\$ —
Finance Lease Obligations	110.1	9.9	24.5	10.4	65.3
Operating Lease Obligations	53.2	16.1	15.3	8.2	13.6
Purchase Obligations (2)	1,144.1	1,080.7	61.0	1.3	1.1
Repatriation Tax on Undistributed Foreign Earnings (3)	31.3	14.1	17.2	—	—
Other Liabilities on the Balance Sheet (4)	22.6	3.9	3.6	2.0	13.1
Other Liabilities not on the Balance Sheet (5)	10.2	5.1	1.4	0.1	3.6
Total Contractual Cash Obligations	<u>\$ 1,584.0</u>	<u>\$ 1,286.0</u>	<u>\$ 127.2</u>	<u>\$ 74.1</u>	<u>\$ 96.7</u>

- 1) Debt obligations includes \$150.0 million in principal amount of 2018 Notes and \$50.0 million of borrowings on the revolving commitment of the Credit Facility, as well as interest.
- 2) Purchase obligations consist primarily of purchases of inventory and equipment in the ordinary course of business.
- 3) Repatriation tax on undistributed foreign earnings consists of U.S. federal income taxes on the deemed repatriation of undistributed foreign earnings due to U.S. Tax Reform. Refer to "Liquidity and Capital Resources" above for further detail.
- 4) Other obligations on the balance sheet included deferred compensation obligations to certain of our former and current executive officers, as well as other key employees, other financing obligations arising from information technology maintenance agreements and asset retirement obligations related to our buildings. We have excluded from the above table the impact of approximately \$19.6 million, as of September 28, 2024, related to unrecognized income tax benefits. We cannot make reliable estimates of the future cash flows by period related to these obligations.
- 5) Other obligations not on the balance sheet consist of guarantees and a commitment for salary continuation and certain benefits in the event employment of one executive officer is terminated without cause. Excluded from the amounts disclosed are certain bonus and incentive compensation amounts, which would be paid on a prorated basis in the year of termination.

DISCLOSURE ABOUT CRITICAL ACCOUNTING ESTIMATES

Our accounting policies are disclosed in Note 1 "Description of Business and Significant Accounting Policies" of Notes to Consolidated Financial Statements. During fiscal 2024 there were no material changes to these policies. Our critical accounting estimates are described below:

Revenue Recognition: Revenue is recognized over time for arrangements with customers for which: (i) our performance does not create an asset with an alternative use to us, and (ii) we have an enforceable right to payment, including reasonable profit margin, for performance completed to date. If either of the two conditions noted above are not met to recognize revenue over time, revenue is recognized following the transfer of control of such products to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying arrangement.

For contracts requiring over time revenue recognition, we calculate the revenue to recognize using the costs incurred to date plus a reasonable profit margin. We use historical information to estimate the profit margin associated with the performance obligation that is satisfied over time. We reevaluate our estimate of profit margins on a quarterly basis. While experience has shown that trends in profit margins are not volatile, changes in pricing or cost efficiencies could create significant fluctuations for certain performance obligations. As actual experience becomes available, we use the data to update the historical averages and compare the results to estimates. Based on review of profits margins we update our estimate to the model as necessary.

See Note 15 "Revenue from Contracts with Customers" of Notes to Consolidated Financial Statements for further information on our revenue recognition policies.

Income Taxes: Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We maintain valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In determining whether a valuation allowance is required, we take into account such factors as:

- *Prior earnings history.* A pattern of recent financial reporting losses in a jurisdiction is heavily weighted as a source of negative evidence. We also consider the strength and trend of earnings, as well as other relevant factors. In certain circumstances, historical earnings may not be as relevant due to changes in our business operations;
- *Expected future earnings.* Future reversals of existing temporary differences are heavily weighted sources of objectively verifiable positive evidence. Projections of future taxable income exclusive of reversing temporary differences are an additional source of positive evidence;
- *Tax planning strategies.* If necessary and available, tax planning strategies would be implemented to accelerate taxable amounts to utilize expiring carryforwards. These strategies would be a source of additional positive evidence.

See Note 6 "Income Taxes" of Notes to Consolidated Financial Statements for further information on our income tax policies.

NEW ACCOUNTING PRONOUNCEMENTS

See Note 1, "Description of Business and Significant Accounting Policies," in Notes to Consolidated Financial Statements regarding recent accounting pronouncements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from changes in foreign exchange and interest rates. We selectively use financial instruments to reduce such risks. We do not use derivative financial instruments for speculative purposes.

Foreign Currency Risk

Our international operations create potential foreign exchange risk. Our policy is to selectively hedge our foreign currency denominated transactions in a manner that partially offsets the effects of changes in foreign currency exchange rates. We typically use foreign currency contracts to hedge only those currency exposures associated with certain assets and liabilities denominated in non-functional currencies. Corresponding gains and losses on the underlying transaction generally offset the gains and losses on these foreign currency hedges. We cannot predict changes in currency rates, nor the degree to which we will be able to manage the impacts of currency exchange rate changes. Such changes could have a material effect on our business, results of operations and financial condition.

Our percentages of transactions denominated in currencies other than the U.S. dollar for the indicated fiscal years were as follows:

	2024	2023
Net Sales	11%	8%
Total Costs	17%	16%

We have evaluated the potential foreign currency exchange rate risk on transactions denominated in currencies other than the U.S. dollar for the periods presented above. Based on our overall currency exposure, as of September 28, 2024, a 10.0% change in the value of the U.S. dollar relative to our other transactional currencies would not have a material effect on our financial position, results of operations, or cash flows.

Interest Rate Risk

We have financial instruments, including cash equivalents and debt, which are sensitive to changes in interest rates. The primary objective of our investment activities is to preserve principal while maximizing yields without significantly increasing market risk. To achieve this, we limit the amount of principal exposure to any one issuer.

As of September 28, 2024, our only material interest rate risk was associated with our Credit Facility. Borrowings under the Credit Facility bear interest, at the Company's option, at (a)(1) for borrowings denominated in U.S. dollars, the Term Secured Overnight Financing Rate ("SOFR"), (2) for borrowings denominated in pounds sterling, the Daily Simple Risk-Free Rate, plus, in each case of (a)(1) and (2), 10 basis points, (b) for borrowings denominated in euros, the EURIBOR Rate plus a statutory reserve rate, or (c) an Alternate Base Rate equal to the highest of (i) 100 basis points per annum, (ii) the prime rate last quoted by The Wall Street Journal (or, if not quoted, as otherwise provided in the Credit Facility), (iii) the greater of the federal funds effective rate and the overnight bank funding rate in effect on such day plus, in each case, 50 basis points per annum (or, if neither are available, as otherwise provided in the Credit Facility), and (iv) Term SOFR for a one month interest period on such day plus 110 basis points, plus, in each case of (a), (b), and (c), an applicable interest rate margin based on the Company's then current consolidated total indebtedness (minus certain unrestricted cash and cash equivalents in an amount not to exceed \$100 million) to consolidated EBITDA. As of September 28, 2024, the borrowing rate under the Credit Facility was SOFR plus 1.00%. Borrowings under the 2018 NPA are based on a fixed interest rate, thus mitigating much of our interest rate risk. Based on our overall interest rate exposure, as of September 28, 2024, a 10.0% change in interest rates would not have a material effect on our financial position, results of operations, or cash flows.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

PLEXUS CORP.
List of Financial Statements and Financial Statement Schedule
September 28, 2024

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NOTE: All other financial statement schedules are omitted because they are not applicable or the required information is included in the Consolidated Financial Statements or notes thereto.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Plexus Corp.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Plexus Corp. and its subsidiaries (the “Company”) as of September 28, 2024 and September 30, 2023, and the related consolidated statements of comprehensive income, of shareholders' equity and of cash flows for each of the three years in the period ended September 28, 2024, including the related notes and financial statement schedule listed in the accompanying index (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of September 28, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 28, 2024 and September 30, 2023, and the results of its operations and its cash flows for each of the three years in the period ended September 28, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 28, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition

As described in Notes 1 and 15 to the consolidated financial statements, revenue is recognized over time for arrangements with customers for which: (i) the Company's performance does not create an asset with an alternative use to the Company, and (ii) the Company has an enforceable right to payment, including reasonable profit margin, for performance completed to date. Revenue recognized over time is estimated based on costs incurred to date plus a reasonable profit margin. If either of the two conditions are not met to recognize revenue over time, revenue is recognized following the transfer of control of such products to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying arrangement. For the year ended September 28, 2024, the Company's net sales were \$3.96 billion.

The principal consideration for our determination that performing procedures relating to revenue recognition is a critical audit matter is a high degree of auditor effort in performing procedures related to the Company's revenue recognition.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process. These procedures also included, among others (i) testing the completeness, accuracy, and occurrence of revenue recognized for a sample of revenue transactions by obtaining and inspecting source documents, such as purchase orders, invoices, proof of shipment, and cash receipts; (ii) confirming a sample of outstanding customer invoice balances as of September 28, 2024, and for confirmations not returned, obtaining and inspecting source documents, such as purchase orders, invoices, proof of shipment, and subsequent cash receipts; (iii) testing the accuracy and timing of revenue recognized as of period end for a sample of arrangements with customers that meet the conditions for over time revenue recognition by obtaining and inspecting source documents, such as master services agreements, purchase orders, inventory balances as of period end, and estimated profit margin support which includes historical results; and (iv) testing the completeness and accuracy of the data used by management to calculate the revenue recognized over time.

/s/ PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
November 15, 2024

We have served as the Company's auditor since at least 1985. We have not been able to determine the specific year we began serving as auditor of the Company.

PLEXUS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
for the fiscal years ended September 28, 2024, September 30, 2023 and October 1, 2022
(in thousands, except per share data)

	2024	2023	2022
Net sales	\$ 3,960,827	\$ 4,210,305	\$ 3,811,368
Cost of sales	3,582,297	3,815,751	3,464,139
Gross profit	378,530	394,554	347,229
Selling and administrative expenses	190,541	175,640	167,023
Restructuring and other charges, net	20,257	23,094	2,021
Operating income	167,732	195,820	178,185
Other income (expense):			
Interest expense	(28,876)	(31,542)	(15,858)
Interest income	3,860	3,138	1,305
Miscellaneous, net	(13,184)	(6,403)	(5,329)
Income before income taxes	129,532	161,013	158,303
Income tax expense	17,717	21,919	20,060
Net income	<u>\$ 111,815</u>	<u>\$ 139,094</u>	<u>\$ 138,243</u>
Earnings per share:			
Basic	<u>\$ 4.08</u>	<u>\$ 5.04</u>	<u>\$ 4.96</u>
Diluted	<u>\$ 4.01</u>	<u>\$ 4.95</u>	<u>\$ 4.86</u>
Weighted average shares outstanding:			
Basic	<u>27,397</u>	<u>27,582</u>	<u>27,862</u>
Diluted	<u>27,909</u>	<u>28,114</u>	<u>28,439</u>
Comprehensive income:			
Net income	\$ 111,815	\$ 139,094	\$ 138,243
Other comprehensive income (loss):			
Derivative instrument and other fair value adjustments	15,936	1,197	(5,201)
Foreign currency translation adjustments	19,008	10,501	(27,843)
Other comprehensive income (loss)	34,944	11,698	(33,044)
Total comprehensive income	<u>\$ 146,759</u>	<u>\$ 150,792</u>	<u>\$ 105,199</u>

The accompanying notes are an integral part of these consolidated financial statements.

PLEXUS CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
as of September 28, 2024 and September 30, 2023
(in thousands, except per share data)

	2024	2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 345,109	\$ 256,233
Restricted cash	2,353	421
Accounts receivable, net of allowances of \$3,189 and \$1,914, respectively	622,366	661,542
Contract assets	120,560	142,297
Inventories	1,311,434	1,562,037
Prepaid expenses and other	75,328	49,693
Total current assets	2,477,150	2,672,223
Property, plant and equipment, net	501,112	492,036
Operating lease right-of-use assets	74,360	69,363
Deferred income taxes	73,919	62,590
Other assets	27,280	24,960
Total non-current assets	676,671	648,949
Total assets	<u>\$ 3,153,821</u>	<u>\$ 3,321,172</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt and finance lease obligations	\$ 157,325	\$ 240,205
Accounts payable	606,378	646,610
Advanced payments from customers	709,152	760,351
Accrued salaries and wages	94,448	94,099
Other accrued liabilities	75,991	71,402
Total current liabilities	1,643,294	1,812,667
Long-term debt and finance lease obligations, net of current portion	89,993	190,853
Accrued income taxes payable	17,198	31,382
Long-term operating lease liabilities	32,275	38,552
Deferred income taxes	8,234	4,350
Other liabilities	38,002	28,986
Total non-current liabilities	185,702	294,123
Total liabilities	1,828,996	2,106,790
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, \$0.01 par value, 5,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.01 par value, 200,000 shares authorized, 54,489 and 54,297 shares issued, respectively, and 27,122 and 27,466 shares outstanding, respectively	545	543
Additional paid-in capital	680,638	661,270
Common stock held in treasury, at cost, 27,367 and 26,831 shares, respectively	(1,190,115)	(1,134,429)
Retained earnings	1,823,143	1,711,328
Accumulated other comprehensive income (loss)	10,614	(24,330)
Total shareholders' equity	1,324,825	1,214,382
Total liabilities and shareholders' equity	<u>\$ 3,153,821</u>	<u>\$ 3,321,172</u>

The accompanying notes are an integral part of these consolidated financial statements.

PLEXUS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
for the fiscal years ended September 28, 2024, September 30, 2023 and October 1, 2022
(in thousands)

	2024	2023	2022
Common stock - shares outstanding			
Beginning of period	27,466	27,679	28,047
Exercise of stock options and vesting of other share-based awards	192	212	235
Treasury shares purchased	(536)	(425)	(603)
End of period	<u>27,122</u>	<u>27,466</u>	<u>27,679</u>
Total stockholders' equity, beginning of period	<u>\$ 1,214,382</u>	<u>\$ 1,095,731</u>	<u>\$ 1,028,232</u>
Common stock - par value			
Beginning of period	543	541	538
Exercise of stock options and vesting of other share-based awards	2	2	3
End of period	<u>545</u>	<u>543</u>	<u>541</u>
Additional paid-in capital			
Beginning of period	661,270	652,467	639,778
Share-based compensation expense	30,314	21,300	23,377
Exercise of stock options and vesting of other share-based awards, including tax withholding	(10,946)	(12,497)	(10,688)
End of period	<u>680,638</u>	<u>661,270</u>	<u>652,467</u>
Treasury stock			
Beginning of period	(1,134,429)	(1,093,483)	(1,043,091)
Treasury shares purchased	(55,686)	(40,946)	(50,392)
End of period	<u>(1,190,115)</u>	<u>(1,134,429)</u>	<u>(1,093,483)</u>
Retained earnings			
Beginning of period	1,711,328	1,572,234	1,433,991
Net income	111,815	139,094	138,243
End of period	<u>1,823,143</u>	<u>1,711,328</u>	<u>1,572,234</u>
Accumulated other comprehensive income (loss)			
Beginning of period	(24,330)	(36,028)	(2,984)
Other comprehensive income (loss)	34,944	11,698	(33,044)
End of period	<u>10,614</u>	<u>(24,330)</u>	<u>(36,028)</u>
Total stockholders' equity, end of period	<u>\$ 1,324,825</u>	<u>\$ 1,214,382</u>	<u>\$ 1,095,731</u>

The accompanying notes are an integral part of these consolidated financial statements.

PLEXUS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
for the fiscal years ended September 28, 2024, September 30, 2023 and October 1, 2022
(in thousands)

	2024	2023	2022
Cash flows from operating activities			
Net income	\$ 111,815	\$ 139,094	\$ 138,243
Adjustments to reconcile net income to net cash flows from operating activities:			
Depreciation and amortization	77,847	69,758	62,689
Share-based compensation expense and related charges	30,314	21,300	23,336
Asset impairment charges	4,736	—	—
Deferred income tax benefit	(7,099)	(22,438)	(10,800)
Other, net	(5,709)	(579)	972
Changes in operating assets and liabilities, excluding impacts of currency:			
Accounts receivable	44,995	81,542	(230,022)
Contract assets	21,652	(3,169)	(23,445)
Inventories	262,266	48,613	(652,989)
Other current and non-current assets	(14,463)	9,162	(1,212)
Accrued income taxes payable	(18,147)	(5,745)	(713)
Accounts payable	(30,829)	(170,685)	176,037
Advanced payments from customers	(55,865)	(21,775)	479,734
Other current and non-current liabilities	14,989	20,744	11,930
Cash flows provided by (used in) operating activities	436,502	165,822	(26,240)
Cash flows from investing activities			
Payments for property, plant and equipment	(95,182)	(104,049)	(101,612)
Proceeds from insurance	—	10,790	—
Other, net	235	(45)	51
Cash flows used in investing activities	(94,947)	(93,304)	(101,561)
Cash flows from financing activities			
Borrowings under debt agreements	550,500	748,500	758,000
Payments on debt and finance lease obligations	(739,456)	(787,785)	(556,726)
Debt issuance costs	—	—	(898)
Repurchases of common stock	(55,686)	(40,946)	(50,392)
Proceeds from exercise of stock options	210	8	480
Payments related to tax withholding for share-based compensation	(11,154)	(12,502)	(11,169)
Cash flows (used in) provided by financing activities	(255,586)	(92,725)	139,295
Effect of exchange rate changes on cash and cash equivalents	4,839	1,391	(6,537)
Net increase (decrease) in cash and cash equivalents and restricted cash	90,808	(18,816)	4,957
Cash and cash equivalents and restricted cash:			
Beginning of period	256,654	275,470	270,513
End of period	\$ 347,462	\$ 256,654	\$ 275,470
Supplemental disclosure information:			
Interest paid	\$ 29,519	\$ 32,785	\$ 15,293
Income taxes paid	\$ 46,223	\$ 43,568	\$ 16,916

The accompanying notes are an integral part of these consolidated financial statements.

Plexus Corp.
Notes to Consolidated Financial Statements

1. Description of Business and Significant Accounting Policies

Description of Business: Plexus Corp. and its subsidiaries (together "Plexus," the "Company," or "we") help create the products that build a better world. Driven by a passion for excellence, we partner with our customers to design, manufacture and service highly complex products in demanding regulatory environments. Our innovative solutions across the lifecycle of a product converge where advanced technology and human impact intersect. We provide these solutions to market-leading as well as disruptive global companies in the Aerospace/Defense, Healthcare/Life Sciences, and Industrial market sectors supported by a global team of over 20,000 members across our 26 facilities in the Americas ("AMER"), Asia-Pacific ("APAC") and Europe, Middle East and Africa ("EMEA") regions.

Significant Accounting Policies

Consolidation Principles and Basis of Presentation: The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and include the accounts of Plexus Corp. and its subsidiaries. All intercompany transactions have been eliminated.

The Company's fiscal year ends on the Saturday closest to September 30. The Company also uses a "4-4-5" weekly accounting system for the interim periods in each quarter. Each quarter, therefore, ends on a Saturday at the end of the 4-4-5 period. Periodically, an additional week must be added to the fiscal year to re-align with the Saturday closest to September 30. Fiscal 2024, fiscal 2023 and fiscal 2022 each included 52 weeks.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and notes thereto. The full extent to which current global events and economic conditions will impact the Company's business and operating results will depend on future developments that are highly uncertain and cannot be accurately predicted. The Company has considered information available as of the date of issuance of these financial statements and is not aware of any specific events or circumstances that would require an update to its estimates or judgments or a revision of the carrying value of its assets or liabilities. These estimates may change as new events occur and additional information becomes available. Actual results could differ materially from these estimates.

Cash and Cash Equivalents and Restricted Cash: Cash equivalents include short-term highly liquid investments and are classified as Level 1 in the fair value hierarchy described below. Cash equivalents of \$60.9 million and \$33.5 million at September 28, 2024 and September 30, 2023, respectively, consisted primarily of time deposits with initial maturities of less than three months. Restricted cash represents cash received from customers to settle invoices sold under accounts receivable purchase agreements that the Company continues servicing and is contractually required to be set aside. The restrictions will lapse when the cash is remitted to the purchaser of the receivables. Restricted cash is also classified as Level 1 in the fair value hierarchy described below.

Inventories: Inventories are valued at the lower of cost or net realizable value. Cost is determined by the first-in, first-out ("FIFO") method. Valuing inventories at the lower of cost or net realizable value requires the use of estimates and judgment. Customers may cancel their orders, change production quantities or delay production for a number of reasons that are beyond the Company's control. Any of these, or certain additional actions, could impact the valuation of inventory. Any actions taken by the Company's customers that could impact the value of its inventory are considered when determining the lower of cost or net realizable value.

In certain instances, in accordance with contractual terms, the Company receives advanced payments from customers to offset inventory risks.

Property, Plant and Equipment and Depreciation: Property, plant and equipment is stated at cost and depreciated using the straight-line method over the estimated useful lives of the respective assets. Estimated useful lives for major classes of depreciable assets are generally as follows:

Buildings and improvements	5-39 years
Machinery and equipment	3-7 years
Computer hardware and software	3-10 years

Plexus Corp.**Notes to Consolidated Financial Statements**

Certain facilities and equipment held under finance leases are classified as property, plant and equipment and amortized using the straight-line method over the term of the lease and the related obligations are recorded as liabilities. Amortization of assets held under finance leases is included in depreciation expense (see Note 3, "Property, Plant and Equipment") and the financing component of the lease payments is classified as interest expense. Maintenance and repairs are expensed as incurred.

The Company capitalizes significant costs incurred in the acquisition or development of software for internal use. This includes costs of the software, consulting services and compensation costs for employees directly involved in developing internal use computer software.

Impairment of Long-Lived Assets: Long-lived assets, including property, plant and equipment, operating lease right-of-use assets and intangible assets with finite lives are reviewed for impairment and written down to fair value when facts and circumstances indicate that the carrying value of long-lived assets or asset groups may not be recoverable through estimated future undiscounted cash flows. If an impairment has occurred, a write-down to estimated fair value is made and the impairment loss is recognized as a charge against current operations. The impairment analysis is based on management's assumptions, including future revenue and cash flow projections. Circumstances that may lead to impairment of property, plant and equipment, operating lease right-of-use assets and intangible assets with finite lives include reduced expectations for future performance or industry demand and possible further restructurings, among others.

Revenue Recognition: Revenue is recognized over time for arrangements with customers for which: (i) the Company's performance does not create an asset with an alternative use to the Company, and (ii) the Company has an enforceable right to payment, including reasonable profit margin, for performance completed to date. Revenue recognized over time is estimated based on costs incurred to date plus a reasonable profit margin. If either of the two conditions noted above are not met to recognize revenue over time, revenue is recognized following the transfer of control of such products to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying arrangement.

The Company recognizes revenue when a contract exists and when, or as, it satisfies a performance obligation by transferring control of a product or service to a customer. Contracts are accounted for when they have approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer.

The Company generally enters into a master services arrangement that establishes the framework under which business will be conducted. These arrangements represent the master terms and conditions of the Company's services that apply to individual orders, but they do not commit the customer to work with, or to continue to work with, the Company nor do they obligate the customer to any specific volume or pricing of purchases. Moreover, these terms can be amended in appropriate situations. Customer purchase orders are received for specific quantities with predominantly fixed pricing and delivery requirements. Thus, for the majority of our contracts, there is no guarantee of any revenue to the Company until a customer submits a purchase order. As a result, the Company generally considers its arrangement with a customer to be the combination of the master services arrangement and the purchase order. Most of the Company's arrangements with customers create a single performance obligation as the promise to transfer the individual manufactured product or service is capable of being distinct.

The Company's performance obligations are satisfied over time as work progresses or at a point in time. A performance obligation is satisfied over time if the Company has an enforceable right to payment, including a reasonable profit margin. Determining if an enforceable right to payment includes a reasonable profit margin requires judgment and is assessed on a contract-by-contract basis.

If an enforceable right to payment for work-in-process does not exist, revenue is recognized following the transfer of control of such products to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying contract.

For contracts requiring over time revenue recognition, the selection of the method to measure progress toward completion requires judgment and is based on the nature of the products or services to be provided. The Company uses a cost-based input measurement of progress because it best depicts the transfer of assets to the customer, which occurs as costs are incurred during the manufacturing process or as services are rendered. Under the cost-based measure of progress, the extent of progress towards completion is measured based on the costs incurred to date.

Generally, there are no subjective customer acceptance requirements or further obligations related to goods or services provided; if such requirements or obligations exist, then a sale is recognized at the time when such requirements are completed and such obligations are fulfilled.

Plexus Corp.

Notes to Consolidated Financial Statements

The Company does not allow for a general right of return. Net sales include amounts billed to customers for shipping and handling and out-of-pocket expenses. The corresponding shipping and handling costs and out-of-pocket expenses are included in cost of sales. Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from net sales.

Net sales from engineering design and development services, which are generally performed under contracts with a duration of twelve months or less, are typically recognized as program costs incurred by utilizing the proportional performance model. The completed performance model is used if certain customer acceptance criteria exist. Any losses are recognized when anticipated. Net sales from engineering design and development services were less than 5% of consolidated net sales for each of fiscal 2024, 2023 and 2022.

Income Taxes: Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company maintains valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In determining whether a valuation allowance is required, the Company takes into account such factors as prior earnings history, expected future earnings, carryback and carryforward periods, and tax strategies that could potentially enhance the likelihood of the realization of a deferred tax asset.

Foreign Currency Translation & Transactions: The Company translates assets and liabilities of subsidiaries operating outside of the U.S. with a functional currency other than the U.S. dollar into U.S. dollars using exchange rates in effect at the relevant balance sheet date and net sales, expenses and cash flows at the average exchange rates during the respective periods. Adjustments resulting from the translation of the financial statements are recorded as a component of "Accumulated other comprehensive income (loss)." Exchange gains and losses arising from transactions denominated in a currency other than the functional currency of the entity involved and remeasurement adjustments for foreign operations where the U.S. dollar is the functional currency are included in the Consolidated Statements of Comprehensive Income as a component of "Miscellaneous, net." Exchange losses on foreign currency transactions were \$3.4 million, \$1.8 million and \$0.7 million for fiscal 2024, 2023 and 2022, respectively. These amounts include the amount of gain recognized in income during each fiscal year due to forward currency exchange contracts entered into to hedge recognized assets or liabilities ("non-designated hedges") the Company entered into during each respective year. Refer to Note 5, "Derivatives and Fair Value Measurements," for further details on derivatives.

Derivatives: All derivatives are recognized on the balance sheets at fair value. The Company periodically enters into forward currency exchange contracts and interest rate swaps. On the date a derivative contract is entered into, the Company designates the derivative as a non-designated hedge or a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability (a "cash flow" hedge). The Company does not enter into derivatives for speculative purposes. Changes in the fair value of non-designated derivatives are recorded in earnings as are the gains or losses related to the hedged asset or liability. Changes in the fair value of a derivative that qualifies as a cash flow hedge are recorded in "Accumulated other comprehensive income (loss)" within shareholders' equity until earnings are affected by the variability of cash flows. Certain forward currency exchange contracts are treated as cash flow hedges and, therefore, \$16.1 million, \$1.1 million and \$(5.0) million was recorded in "Accumulated other comprehensive income (loss)" for fiscal 2024, 2023 and 2022, respectively. See Note 5, "Derivatives and Fair Value Measurements," for further information.

Earnings Per Share: The computation of basic earnings per common share is based upon the weighted average number of common shares outstanding and net income. The computation of diluted earnings per common share reflects additional dilution from share-based awards, excluding any with an antidilutive effect. See Note 7, "Earnings Per Share," for further information.

Share-based Compensation: The Company measures all grants of share-based payments to employees, including grants of employee stock options, at fair value and expenses them in the Consolidated Statements of Comprehensive Income over the service period (generally the vesting period) of the grant. See Note 9, "Benefit Plans," for further information.

Comprehensive Income (Loss): The Company follows the established standards for reporting comprehensive income (loss), which is defined as the changes in equity of an enterprise except those resulting from shareholder transactions.

Plexus Corp.**Notes to Consolidated Financial Statements**

Accumulated other comprehensive income (loss) consists of the following as of September 28, 2024 and September 30, 2023 (in thousands):

	2024	2023
Foreign currency translation adjustments	\$ (1,594)	\$ (20,602)
Cumulative derivative instrument fair value adjustments	11,378	(4,699)
Other fair value adjustments	830	971
Accumulated other comprehensive income (loss)	<u>\$ 10,614</u>	<u>\$ (24,330)</u>

Refer to Note 5, "Derivatives and Fair Value Measurements," for further explanation regarding the change in fair value of derivative instruments that is recorded to "Accumulated other comprehensive income (loss)."

Use of Estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Fair Value of Financial Instruments: The Company holds financial instruments consisting of cash and cash equivalents, restricted cash, accounts receivable, certain deferred compensation assets held under trust arrangements, accounts payable, debt, derivatives and finance and operating lease obligations. The carrying values of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and finance and operating lease obligations as reported in the consolidated financial statements approximate fair value. Derivatives and certain deferred compensation assets held under trust arrangements are recorded at fair value. Accounts receivable are reflected at net realizable value based on anticipated losses due to potentially uncollectible balances. Anticipated losses are based on management's analysis of historical losses and changes in customers' credit status. The fair value of the Company's debt excluding finance lease and other financing obligations was \$197.8 million and \$374.3 million as of September 28, 2024 and September 30, 2023, respectively. The carrying value of the Company's debt was \$200.0 million and \$383.0 million as of September 28, 2024 and September 30, 2023, respectively. The Company uses quoted market prices when available or discounted cash flows to calculate fair value. If measured at fair value in the financial statements, long-term debt (including the current portion) would be classified as Level 2 in the fair value hierarchy described below. The fair values of the Company's derivatives are disclosed in Note 5, "Derivatives and Fair Value Measurements." The fair values of the deferred compensation assets held under trust arrangements are discussed in Note 9, "Benefit Plans."

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (or exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The accounting guidance establishes a fair value hierarchy based on three levels of inputs that may be used to measure fair value. The input levels are:

Level 1: Quoted (observable) market prices in active markets for identical assets or liabilities.

Level 2: Inputs other than Level 1 that are observable, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liability.

Business and Credit Concentrations: Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash, cash equivalents, trade accounts receivable and derivative instruments, specifically related to counterparties. In accordance with the Company's investment policy, the Company's cash, cash equivalents and derivative instruments were placed with recognized financial institutions. The Company's investment policy limits the amount of credit exposure in any one issue and the maturity date of the investment securities that typically comprise investment grade short-term debt instruments. Concentrations of credit risk in accounts receivable resulting from sales to major customers are discussed in Note 11, "Reportable Segments, Geographic Information and Major Customers". The Company, at times, requires cash deposits for services performed. The Company also closely monitors extensions of credit.

Plexus Corp.
Notes to Consolidated Financial Statements

Recently Adopted Accounting Pronouncements:

In September 2022, the FASB issued ASU 2022-04 Supplier Finance Programs (Subtopic 405-50), which requires enhanced disclosures about supplier finance programs. The Company adopted this guidance during the first quarter of fiscal 2024 with no material impact to the Company's Consolidated Financial Statements.

Recently Issued Accounting Pronouncements Not Yet Adopted:

In November 2023, the FASB issued ASU 2023-07 Segment Reporting (Topic 280), which requires enhanced disclosures for segment reporting. The guidance is effective for the Company beginning in the fourth quarter of fiscal 2025. Early adoption is permitted. We are currently evaluating the impact that the updated standard will have on our financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09 Income Taxes (Topic 740), which requires enhanced disclosures for income taxes. The guidance is effective for the Company beginning in the first quarter of fiscal 2026. Early adoption is permitted. We are currently evaluating the impact that the updated standard will have on our financial statement disclosures.

In March 2024, the SEC adopted final rules to require registrants to disclose certain climate-related information in registration statements and annual reports. The SEC stayed its climate disclosure rules to facilitate the orderly judicial resolution of pending legal challenges. We are currently evaluating the impacts that the SEC's rule will have on our financial statement disclosures.

In November 2024, the FASB issued ASU 2024-03 Disaggregation of Income Statement Expense (Subtopic 220-40), which requires disaggregated information about certain income statement expense line items. The guidance is effective for the Company beginning in fiscal 2028. Early adoption is permitted. We are currently evaluating the impact that the updated standard will have on our financial statement disclosures.

The Company does not believe that any other recently issued accounting standards will have a material impact on its Consolidated Financial Statements or apply to its operations.

2. Inventories

Inventories as of September 28, 2024 and September 30, 2023 consisted of the following (in thousands):

	2024	2023
Raw materials	\$ 1,184,222	\$ 1,409,638
Work-in-process	49,513	66,340
Finished goods	77,699	86,059
Total inventories	<u>\$ 1,311,434</u>	<u>\$ 1,562,037</u>

In certain circumstances, per contractual terms, customer deposits are received by the Company to offset inventory risks. The total amount of customer deposits related to inventory and included within advanced payments from customers on the accompanying Consolidated Balance Sheets as of September 28, 2024 and September 30, 2023 was \$536.2 million and \$590.2 million, respectively.

3. Property, Plant and Equipment

Property, plant and equipment as of September 28, 2024 and September 30, 2023 consisted of the following (in thousands):

	2024	2023
Land, buildings and improvements	\$ 424,453	\$ 406,326
Machinery and equipment	508,051	468,904
Computer hardware and software	178,835	171,003
Capital assets in progress	23,868	28,875
Total property, plant and equipment, gross	1,135,207	1,075,108
Less: accumulated depreciation	(634,095)	(583,072)
Total property, plant and equipment, net	<u>\$ 501,112</u>	<u>\$ 492,036</u>

Plexus Corp.**Notes to Consolidated Financial Statements**

Assets held under finance leases and included in property, plant and equipment as of September 28, 2024 and September 30, 2023 consisted of the following (in thousands):

	2024	2023
Buildings and improvements	\$ 37,771	\$ 37,771
Machinery and equipment	2,868	2,008
Computer hardware and software	13,426	15,042
Total property, plant and equipment held under finance leases, gross	54,065	54,821
Less: accumulated amortization	(18,212)	(17,430)
Total property, plant and equipment held under finance leases, net	\$ 35,853	\$ 37,391

As of September 28, 2024, September 30, 2023 and October 1, 2022, accounts payable included approximately \$29.7 million, \$28.9 million and \$25.4 million, respectively, related to the purchase of property, plant and equipment, which have been treated as non-cash transactions for purposes of the Consolidated Statements of Cash Flows.

4. Debt, Finance Lease and Other Financing Obligations

Debt and finance lease obligations as of September 28, 2024 and September 30, 2023, consisted of the following (in thousands):

	2024	2023
4.05% Senior Notes, due June 15, 2025	\$ 100,000	\$ 100,000
4.22% Senior Notes, due June 15, 2028	50,000	50,000
Borrowings under the Credit Facility	50,000	233,000
Finance lease and other financing obligations	48,142	49,233
Unamortized deferred financing fees	(824)	(1,175)
Total obligations	247,318	431,058
Less: current portion	(157,325)	(240,205)
Long-term debt, finance lease and other financing obligations, net of current portion	\$ 89,993	\$ 190,853

On June 15, 2018, the Company entered into a Note Purchase Agreement (the "2018 NPA") pursuant to which it issued an aggregate of \$150.0 million in principal amount of unsecured senior notes, consisting of \$100.0 million in principal amount of 4.05% Series A Senior Notes, due on June 15, 2025, and \$50.0 million in principal amount of 4.22% Series B Senior Notes, due on June 15, 2028 (collectively, the "2018 Notes"), in a private placement. The 2018 NPA includes customary operational and financial covenants with which the Company is required to comply, including, among others, maintenance of certain financial ratios such as a total leverage ratio and a minimum interest coverage ratio. The 2018 Notes may be prepaid in whole or in part at any time, subject to payment of a make-whole amount; interest on the 2018 Notes is payable semiannually. As of September 28, 2024, the Company was in compliance with the covenants under the 2018 NPA.

On June 9, 2022, the Company refinanced its then-existing senior unsecured revolving credit facility (as amended by that certain Amendment No. 1 to Credit Agreement dated April 29, 2020, the "Prior Credit Facility") by entering into a new 5-year revolving credit facility (collectively with the Prior Credit Facility, referred to as the "Credit Facility"), which expanded the maximum commitment from \$350.0 million to \$500.0 million and extended the maturity from May 15, 2024 to June 9, 2027. The maximum commitment under the Credit Facility may be further increased to \$750.0 million, generally by mutual agreement of the Company and the lenders, subject to certain customary conditions. During fiscal 2024, the highest daily borrowing was \$376.0 million; the average daily balance was \$257.8 million. The Company borrowed \$550.5 million and repaid \$733.5 million of revolving borrowings ("revolving commitment") under the Credit Facility during fiscal 2024. As of September 28, 2024, the Company was in compliance with all financial covenants relating to the Credit Facility, which are generally consistent with those in the 2018 NPA discussed above. The Company is required to pay a commitment fee on the daily unused credit facility based on the Company's leverage ratio; the fee was 0.100% as of September 28, 2024.

Plexus Corp.**Notes to Consolidated Financial Statements**

The aggregate scheduled maturities of the Company's debt obligations as of September 28, 2024, are as follows (in thousands):

2025	\$ 150,000
2026	—
2027	—
2028	50,000
2029	—
Total	<u>\$ 200,000</u>

The aggregate scheduled maturities of the Company's finance leases and other financing obligations as of September 28, 2024, are as follows (in thousands):

2025	\$ 7,325
2026	3,377
2027	13,437
2028	2,046
2029	828
Thereafter	21,129
Total	<u>\$ 48,142</u>

The Company's weighted average interest rate on finance lease obligations was 16.7% as of September 28, 2024 and September 30, 2023.

5. Derivatives and Fair Value Measurements

All derivatives are recognized in the accompanying Consolidated Balance Sheets at their estimated fair value. The Company uses derivatives to manage the variability of foreign currency obligations. The Company has cash flow hedges related to forecasted foreign currency obligations, in addition to non-designated hedges to manage foreign currency exposures associated with certain foreign currency denominated assets and liabilities. The Company does not enter into derivatives for speculative purposes.

The Company designates some foreign currency exchange contracts as cash flow hedges of forecasted foreign currency expenses. Changes in the fair value of the derivatives that qualify as cash flow hedges are recorded in "Accumulated other comprehensive income (loss)" in the accompanying Consolidated Balance Sheets until earnings are affected by the variability of the cash flows. In the next twelve months, the Company estimates that \$11.3 million of unrealized gains, net of tax, related to cash flow hedges will be reclassified from other comprehensive income (loss) into earnings. Changes in the fair value of the non-designated derivatives related to recognized foreign currency denominated assets and liabilities are recorded in "Miscellaneous, net" in the accompanying Consolidated Statements of Comprehensive Income.

The Company enters into forward currency exchange contracts for its operations in certain jurisdictions in the AMER and APAC segments on a rolling basis. The Company had cash flow hedges outstanding with a notional value of \$186.5 million as of September 28, 2024, and a notional value of \$215.4 million as of September 30, 2023. These forward currency contracts fix the exchange rates for the settlement of future foreign currency obligations that have yet to be realized. The total fair value of the forward currency exchange contracts was a \$11.3 million asset as of September 28, 2024, and a \$5.0 million liability as of September 30, 2023.

The Company had additional forward currency exchange contracts outstanding with a notional value of \$144.0 million as of September 28, 2024, and a notional value of \$145.5 million as of September 30, 2023. The Company did not designate these derivative instruments as hedging instruments. The net settlement amount (fair value) related to these contracts is recorded on the Consolidated Balance Sheets as either a current or long-term asset or liability, depending on the term, and as an element of "Miscellaneous, net" in the Consolidated Statements of Comprehensive Income. The total fair value of these derivatives was a \$2.7 million asset as of September 28, 2024, and a \$1.3 million liability as of September 30, 2023.

Plexus Corp.
Notes to Consolidated Financial Statements

The tables below present information regarding the fair values of derivative instruments (as defined in Note 1, "Description of Business and Significant Accounting Policies") and the effects of derivative instruments on the Company's Consolidated Financial Statements:

Fair Values of Derivative Instruments (in thousands)

	Balance sheet classification	Derivative Assets		Balance sheet classification	Derivative Liabilities	
		September 28, 2024	September 30, 2023		September 28, 2024	September 30, 2023
		Fair Value	Fair Value		Fair Value	Fair Value
Derivatives designated as hedging instruments						
Foreign currency forward contracts	Prepaid expenses and other	\$ 16,294	\$ 2,610	Other accrued liabilities	\$ 5,020	\$ 7,590

Fair Values of Derivative Instruments (in thousands)

	Balance sheet classification	Derivative Assets		Balance sheet classification	Derivative Liabilities	
		September 28, 2024	September 30, 2023		September 28, 2024	September 30, 2023
		Fair Value	Fair Value		Fair Value	Fair Value
Derivatives not designated as hedging instruments						
Foreign currency forward contracts	Prepaid expenses and other	\$ 3,868	\$ 1,337	Other accrued liabilities	\$ 1,125	\$ 2,669

The Effect of Cash Flow Hedge Accounting on Accumulated Other Comprehensive Income (Loss) ("OCI") (in thousands)
for the Twelve Months Ended

Derivatives in cash flow hedging relationships	Amount of Gain (Loss) Recognized in OCI on Derivatives		
	September 28, 2024	September 30, 2023	October 1, 2022
Foreign currency forward contracts	\$ 11,879	\$ 2,181	\$ (7,637)

Derivative Impact on (Loss) Gain Recognized in Consolidated Statements of Comprehensive Income (Loss) (in thousands)
for the Twelve Months Ended

Derivatives in cash flow hedging relationships	Classification of (Loss) Gain Reclassified from Accumulated OCI into Income	Amount of (Loss) Gain Reclassified from Accumulated OCI into Income		
		September 28, 2024	September 30, 2023	October 1, 2022
Foreign currency forward contracts	Cost of sales	\$ (4,142)	\$ 1,002	\$ (2,459)
Foreign currency forward contracts	Selling and administrative expenses	(233)	127	(189)

Derivatives not designated as hedging instruments	Location of Gain (Loss) Recognized on Derivatives in Income	Amount of Gain (Loss) on Derivatives Recognized in Income		
		September 28, 2024	September 30, 2023	October 1, 2022
Foreign currency forward contracts	Miscellaneous, net	\$ 1,949	\$ (1,285)	\$ (1,181)

Fair Value Measurements:

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (or exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company uses quoted market prices when available or discounted cash flows to calculate fair value. The accounting guidance establishes a fair value hierarchy based on three levels of inputs that may be used to measure fair value. The input levels are:

Level 1: Quoted (observable) market prices in active markets for identical assets or liabilities.

Level 2: Inputs other than Level 1 that are observable, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liability.

Plexus Corp.**Notes to Consolidated Financial Statements**

The following table lists the fair values of the Company's derivatives as of September 28, 2024 and September 30, 2023, by input level:

Fair Value Measurements Using Input Levels Asset (Liability) (in thousands)					
Fiscal year ended September 28, 2024	Level 1	Level 2	Level 3	Total	
Derivatives					
Foreign currency forward contracts	\$ —	\$ 14,017	\$ —	\$	14,017
Fiscal year ended September 30, 2023					
Derivatives					
Foreign currency forward contracts	\$ —	\$ (6,312)	\$ —	\$	(6,312)

The fair value of foreign currency forward contracts is determined using a market approach, which includes obtaining directly or indirectly observable values from third parties active in the relevant markets. Inputs in the fair value of the foreign currency forward contracts include prevailing forward and spot prices for currency.

6. Income Taxes

The domestic and foreign components of income (loss) before income tax expense for fiscal 2024, 2023 and 2022 were as follows (in thousands):

	2024	2023	2022
U.S.	\$ (114,757)	\$ (84,557)	\$ (64,267)
Foreign	244,289	245,570	222,570
	<u>\$ 129,532</u>	<u>\$ 161,013</u>	<u>\$ 158,303</u>

Income tax expense (benefit) for fiscal 2024, 2023 and 2022 were as follows (in thousands):

	2024	2023	2022
Current:			
Federal	\$ 2,849	\$ 24,779	\$ 12,506
State	(26)	302	386
Foreign	21,993	19,276	17,968
	<u>24,816</u>	<u>44,357</u>	<u>30,860</u>
Deferred:			
Federal	(9,343)	(21,098)	(9,931)
State	(1,045)	(1,371)	(315)
Foreign	3,289	31	(554)
	<u>(7,099)</u>	<u>(22,438)</u>	<u>(10,800)</u>
	<u>\$ 17,717</u>	<u>\$ 21,919</u>	<u>\$ 20,060</u>

Plexus Corp.**Notes to Consolidated Financial Statements**

The following is a reconciliation of the federal statutory income tax rate to the effective income tax rates reflected in the Consolidated Statements of Comprehensive Income for fiscal 2024, 2023 and 2022:

	2024	2023	2022
Federal statutory income tax rate	21.0 %	21.0 %	21.0 %
(Decrease) increase resulting from:			
Foreign tax rate differences	(30.0)	(23.8)	(23.2)
Withholding tax on dividends	6.2	1.2	2.4
Permanent differences	(1.7)	(1.3)	(0.8)
Excess tax benefits related to share-based compensation	(0.8)	(1.1)	(1.4)
Global intangible low-taxed income ("GILTI")	12.8	13.1	10.4
Audit settlements	(0.2)	—	3.7
Non-deductible compensation	3.9	2.8	2.5
Valuation allowances	2.0	3.5	(1.7)
Tax credits, net	(1.8)	(2.1)	(1.9)
Other, net	2.3	0.3	1.7
Effective income tax rate	13.7 %	13.6 %	12.7 %

The effective tax rate for fiscal 2024 was largely consistent with the effective tax rate for fiscal 2023. During fiscal 2024, the company recognized a benefit of approximately \$6.9 million as a result of making a U.S. method change impacting the timing of income recognition for advanced payments. This benefit was largely offset by a \$4.0 million withholding tax accrual under the indefinite reinvestment assertion for one of its APAC subsidiaries. The effective tax rate for fiscal 2023 was higher than the effective tax rate for fiscal 2022 primarily due to the GILTI impact of the research and development capitalization requirement and the geographic distribution of worldwide earnings.

During fiscal 2024, the Company recorded a \$2.7 million increase to its valuation allowance due to continuing losses in various jurisdictions in all operating segments.

During fiscal 2023, the Company recorded a \$5.7 million increase to its valuation allowance due to continuing losses in various jurisdictions in all operating segments.

During fiscal 2022, the Company recorded a \$2.8 million decrease to its valuation allowance primarily due to a net decrease of the valuation allowance in the EMEA segment driven by the release of the valuation allowance against the net deferred tax assets of a foreign subsidiary. This is partially offset by continuing losses in certain jurisdictions within the AMER segment.

Plexus Corp.**Notes to Consolidated Financial Statements**

The components of the net deferred income tax assets as of September 28, 2024 and September 30, 2023, were as follows (in thousands):

	2024	2023
Deferred income tax assets:		
Loss/credit carryforwards	\$ 32,998	\$ 27,810
Inventories	17,537	24,183
Accrued employee benefits	16,805	14,548
Advanced payments from customers	31,445	25,291
Lease obligations	16,497	17,520
Research and development capitalization	14,521	8,602
Other	6,545	8,556
Total gross deferred income tax assets	136,348	126,510
Less valuation allowances	(35,641)	(31,949)
Deferred income tax assets	100,707	94,561
Deferred income tax liabilities:		
Property, plant and equipment	18,206	21,931
Right-of-use assets	8,956	10,539
Tax on unremitted earnings	7,860	3,851
Deferred income tax liabilities	35,022	36,321
Net deferred income tax assets	\$ 65,685	\$ 58,240

During fiscal 2024, the Company's valuation allowance increased by \$3.7 million, including the impact of foreign exchange movement. This increase is the result of increases to the valuation allowances against the net deferred tax assets in the EMEA, AMER, and APAC regions of \$2.0 million, \$0.4 million and \$1.3 million, respectively.

As of September 28, 2024, the Company had approximately \$230.9 million of pre-tax state net operating loss carryforwards that expire between fiscal 2025 and 2045. Certain state net operating losses have a full valuation allowance against them. The Company also had approximately \$73.8 million of pre-tax foreign net operating loss carryforwards that expire between fiscal 2027 and 2034 or are indefinitely carried forward. Certain foreign net operating losses have a full valuation allowance against them.

The Company has been granted a tax holiday for a foreign subsidiary in the APAC segment. This tax holiday will expire on December 31, 2034, and is subject to certain conditions. During fiscal 2024, 2023 and 2022, the tax holiday resulted in tax reductions, net of the impact of the GILTI provisions of U.S. Tax Reform, of approximately \$37.3 million (\$1.36 per basic share, \$1.34 per diluted share), \$25.9 million (\$0.94 per basic share, \$0.92 per diluted share) and \$35.3 million (\$1.27 per basic share, \$1.24 per diluted share), respectively.

The Company does not provide for taxes that would be payable if certain undistributed earnings of foreign subsidiaries were remitted because the Company considers these earnings to be permanently reinvested. The deferred tax liability that has not been recorded for these earnings was approximately \$11.4 million as of September 28, 2024.

The Company has approximately \$19.6 million of unrecognized tax benefits as of September 28, 2024. The Company has classified these amounts in the Consolidated Balance Sheets as "Other liabilities" (non-current) in the amount of \$19.2 million and an offset to "Deferred income taxes" (non-current asset) in the amount of \$0.4 million as the payment is not anticipated within one year.

Plexus Corp.**Notes to Consolidated Financial Statements**

The following is a reconciliation of the beginning and ending amounts of gross unrecognized tax benefits, excluding interest and penalties, for the indicated fiscal years (in thousands):

	2024	2023	2022
Balance at beginning of fiscal year	\$ 13,950	\$ 8,998	\$ 4,635
Gross increases for tax positions of prior years	1,284	3,778	2,421
Gross increases for tax positions of the current year	3,922	2,105	2,531
Gross decreases for tax positions of prior years	(1,385)	(931)	(589)
Balance at end of fiscal year	<u>\$ 17,771</u>	<u>\$ 13,950</u>	<u>\$ 8,998</u>

The amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate is \$19.2 million and \$13.6 million for the fiscal years ended September 28, 2024 and September 30, 2023, respectively.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense. The total accrued penalties and net accrued interest with respect to income taxes was approximately \$1.8 million as of September 28, 2024, approximately \$1.1 million as of September 30, 2023 and approximately \$0.5 million as of October 1, 2022. The Company recognized \$0.7 million of expense for accrued penalties and net accrued interest in the Consolidated Statements of Comprehensive Income for fiscal 2024, \$0.6 million for fiscal 2023 and less than \$0.3 million in fiscal 2022.

Within the next 12 months, it is reasonably possible that federal, state and foreign tax audit resolutions could reduce unrecognized tax benefits by approximately \$8.6 million, either because the Company's tax positions are sustained on audit, the Company agrees to their disallowance or the statute of limitations closes.

The Company files income tax returns, including returns for its subsidiaries, with federal, state, local and foreign taxing jurisdictions. The following tax years remain subject to examination by the respective major tax jurisdictions:

<i>Jurisdiction</i>	<i>Fiscal Years</i>
China	2020-2024
Germany	2019-2024
Malaysia	2020-2024
Mexico	2020-2024
Romania	2023-2024
Thailand	2021-2024
United Kingdom	2021-2024
United States	
Federal	2015, 2017-2024
State	2004-2006, 2009-2024

7. Earnings Per Share

The following is a reconciliation of the amounts utilized in the computation of basic and diluted earnings per share for fiscal 2024, 2023 and 2022 (in thousands, except per share amounts):

	2024	2023	2022
Net income	<u>\$ 111,815</u>	<u>\$ 139,094</u>	<u>\$ 138,243</u>
Basic weighted average common shares outstanding	27,397	27,582	27,862
Dilutive effect of share-based awards and options outstanding	512	532	577
Diluted weighted average shares outstanding	<u>27,909</u>	<u>28,114</u>	<u>28,439</u>
Earnings per share:			
Basic	<u>\$ 4.08</u>	<u>\$ 5.04</u>	<u>\$ 4.96</u>
Diluted	<u>\$ 4.01</u>	<u>\$ 4.95</u>	<u>\$ 4.86</u>

In each year of fiscal 2024, 2023 and 2022, share-based awards for less than 0.1 million shares were not included in the computation of diluted earnings per share as they were antidilutive.

8. Leases

The Company's lease portfolio includes both real estate and non-real estate type leases which are accounted for as either finance or operating leases. Real estate leases generally include office, warehouse and manufacturing facilities and non-real estate leases generally include equipment and vehicles. The Company determines if a contract is or contains a lease at inception. The Company's leases have remaining lease terms of less than 1 year to 60 years. Renewal options that are deemed reasonably certain are included as part of the lease term for purposes of calculating the right-of-use ("ROU") asset and lease liability. Variable lease payments are generally expensed as incurred and include certain index-based changes in rent, certain nonlease components, such as maintenance and other services provided by the lessor, and other charges included in the lease. The Company elected the practical expedient to not separate lease and nonlease components, as such nonlease components are included in the calculation of the ROU asset and lease liability and included in the lease expense over the term of the lease. The Company uses a discount rate to calculate the ROU asset and lease liability. When the implicit rate is known or provided in the lease documents, the Company is required to use this rate. In cases in which the implicit rate is not known, the Company uses an estimated incremental borrowing rate.

Operating lease ROU assets and lease liabilities are recorded on the date the Company takes possession of the leased assets with expense recognized on a straight-line basis over the lease term. Leases with an estimated total term of 12 months or less are not recorded on the balance sheet and the lease expense is recognized on a straight-line basis over the lease term. Generally, the Company's lease agreements do not contain material residual value guarantees or material restrictive covenants.

The components of lease expense for fiscal years indicated were as follows (in thousands):

	2024	2023	2022
Finance lease expense:			
Amortization of right-of-use assets	\$ 5,930	\$ 6,903	\$ 6,478
Interest on lease liabilities	5,340	5,132	4,927
Operating lease expense	10,493	10,783	11,278
Other lease expense	6,807	8,280	6,185
Total	\$ 28,570	\$ 31,098	\$ 28,868

Based on the nature of the ROU asset, amortization of finance lease ROU assets, operating lease expense and other lease expense are recorded within either cost of goods sold or selling and administrative expenses and interest on finance lease liabilities is recorded within interest expense on the Consolidated Statements of Comprehensive Income. Other lease expense includes lease expense for leases with an estimated total term of twelve months or less and variable lease expense related to variations in lease payments as a result of a change in factors or circumstances occurring after the lease possession date.

Plexus Corp.
Notes to Consolidated Financial Statements

The following tables sets forth the amount of lease assets and lease liabilities included in the Company's Consolidated Balance Sheets (in thousands):

		Financial Statement Line Item	2024	2023
ASSETS				
Finance lease assets	Property, plant and equipment, net		\$ 35,853	\$ 37,391
Operating lease assets	Operating lease right-of-use assets		74,360	69,363
Total lease assets			<u>\$ 110,213</u>	<u>\$ 106,754</u>
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Finance lease liabilities	Current portion of long-term debt and finance lease obligations		\$ 4,717	\$ 4,034
Operating lease liabilities	Other accrued liabilities		14,697	8,363
Non-current				
Finance lease liabilities	Long-term debt and finance lease obligations, net of current portion		38,756	39,271
Operating lease liabilities	Long-term operating lease liabilities		32,275	38,552
Total lease liabilities			<u>\$ 90,445</u>	<u>\$ 90,220</u>

Other information related to the Company's leases was as follows:

	2024	2023
Weighted-average remaining lease term (in years)		
Finance leases	9.8	10.6
Operating leases	25.4	16.0
Weighted-average discount rate		
Finance leases	16.7 %	16.7 %
Operating leases	3.7 %	3.7 %

	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities (in thousands)			
Operating cash flows used in finance leases	\$ 5,035	\$ 4,823	\$ 4,630
Operating cash flows used in operating leases	18,993	10,114	10,278
Finance cash flows used in finance leases	4,342	8,375	6,148
ROU assets obtained in exchange for lease liabilities (in thousands)			
Operating leases	\$ 15,716	\$ 13,102	\$ 4,710
Finance leases	5,021	4,811	7,851

Plexus Corp.
Notes to Consolidated Financial Statements

Future minimum lease payments required under finance and operating leases as of September 28, 2024, were as follows (in thousands):

	Operating leases	Finance leases
2025	\$ 16,092	\$ 9,882
2026	8,529	7,329
2027	6,777	17,209
2028	4,949	5,430
2029	3,265	4,914
Thereafter	13,623	65,316
Total minimum lease payments	53,235	110,080
Less: imputed interest	(6,263)	(66,607)
Present value of lease liabilities	\$ 46,972	\$ 43,473

As of September 28, 2024, the Company's future operating leases that have not yet commenced are immaterial.

9. Benefit Plans

Share-based Compensation Plans: During fiscal 2024, the Company's shareholders approved the Plexus Corp. 2024 Omnibus Incentive Plan (the "2024 Plan"). The 2024 Plan is a stock and cash-based incentive plan, and includes provisions by which the Company may grant executive officers, employees and directors stock options, stock appreciation rights ("SARs"), restricted stock (including restricted stock units ("RSUs")), performance stock awards (including performance stock units ("PSUs")), other stock awards and cash incentive awards. Similar awards were offered under its predecessor, the Plexus Corp. 2016 Omnibus Incentive Plan (the "2016 Plan"), which is no longer being used for grants of new awards; however, outstanding awards granted under the 2016 Plan and its predecessors continue until vesting, exercise, forfeiture or expiration.

The maximum number of shares of Plexus common stock that may be issued pursuant to the 2024 Plan is 0.8 million shares. The Compensation and Leadership Development Committee (the "Committee") of the Board of Directors may establish a term and vesting period for awards under the 2024 Plan as well as accelerate the vesting of such awards. RSUs granted to executive officers, other officers and key employees generally vest on the 3 year anniversary of the grant date (assuming continued employment), which is also the date as of which the underlying shares will be issued.

PSUs are payable in shares of the Company's common stock and have a performance period of three years. For PSUs, approximately 50% vest based on the relative total shareholder return ("TSR") of the Company's common stock as compared to the companies in the S&P 400 Index for grants issued. The remaining approximately 50% of PSUs vest based upon a three-point annual average of the Company's absolute economic return, a performance condition, with grants being subject to an individual year minimum and maximum absolute economic return. For PSUs based on TSR, the vesting and payout of awards will range between 0% and 150% of shares granted. For PSUs based on absolute economic return, the vesting and payout of awards will range between 0% and 200% of shares granted. Payout at target, 100% of the shares granted, will occur if the TSR of Plexus stock is at the 50th percentile of companies in the S&P 400 Index during the performance period and if a 2.5% average economic return is achieved over the performance period of three years. The Company uses the Monte Carlo valuation model to value performance stock units with market conditions and the share price on the date of the grant for performance stock units that vest based on non-market-based performance conditions. The number of shares that may be issued pursuant to PSUs ranges from zero to 0.5 million and is dependent upon the Company's TSR and economic return performance over the applicable performance periods. The Committee also grants RSUs to non-employee directors, which generally fully vest on the first anniversary of the grant date, which is also the date the underlying shares are issued (unless further deferred).

The Company recognizes stock-based compensation expense, reduced for estimated forfeitures, primarily in selling and administrative expenses on the Consolidated Statement of Comprehensive Income. The Company recognized \$30.3 million, \$21.3 million and \$23.3 million of compensation expense associated with share-based awards in fiscal 2024, 2023 and 2022, respectively. Included in the \$30.3 million of total stock-based compensation expense for the year ended September 28, 2024, was \$5.1 million related to modifications of awards from executive retirement agreements. The award modifications were the result of accelerated vesting of previously unvested awards upon their retirements.

Plexus Corp.
Notes to Consolidated Financial Statements

A summary of the Company's PSU and RSU activity follows:

	Number of Shares (in thousands)	Weighted Average Fair Value at Date of Grant	Aggregate Intrinsic Value (in thousands)
Units outstanding as of October 2, 2021	861	\$ 72.38	
Granted	328	75.39	
Canceled	(35)	76.68	
Vested	(356)	58.76	
Units outstanding as of October 1, 2022	798	\$ 79.57	
Granted	371	91.73	
Canceled	(28)	83.97	
Vested	(339)	80.85	
Units outstanding as of September 30, 2023	802	\$ 84.50	
Granted	367	92.29	
Canceled	(14)	88.86	
Vested	(302)	81.84	
Units outstanding as of September 28, 2024	853	\$ 88.72	\$ 116,445

The Company uses the fair value at the date of grant to value RSUs. As of September 28, 2024, there was \$24.3 million of unrecognized compensation expense related to RSUs that is expected to be recognized over a weighted average period of 1.4 years.

The Company recognizes share-based compensation expense over the vesting period of PSUs. During the fiscal year ended September 28, 2024, the 0.1 million PSUs granted in fiscal 2021 vested at a 116% payout based upon the TSR performance achieved during the performance period and 153% payout based upon economic return performance achieved during the performance period. There were 0.1 million PSUs granted during each of fiscal years 2024, 2023 and 2022.

As of September 28, 2024, at the target achievement level, there was \$8.7 million of unrecognized compensation expense related to PSUs that is expected to be recognized over a weighted average period of 1.8 years.

401(k) Savings Plan: The Company's 401(k) Retirement Plan covers all eligible U.S. employees. The Company matches employee contributions up to 4.0% of eligible earnings. The Company's contributions for fiscal 2024, 2023 and 2022 totaled \$9.6 million, \$9.8 million and \$9.3 million, respectively.

Supplemental Executive Retirement Plan (Deferred Compensation Arrangement): The Company maintains a supplemental executive retirement plan (the "SERP") as a deferred compensation plan for executive officers. Under the SERP, a covered executive may elect to defer some or all of the participant's compensation into the plan, and the Company may credit the participant's account with a discretionary employer contribution. Participants are entitled to payment of deferred amounts and any related earnings upon termination or retirement from Plexus.

The SERP allows investment of deferred compensation into individual accounts and, within these accounts, into one or more designated investments. Investment choices do not include Plexus stock. During fiscal 2024, 2023 and 2022, the Company made contributions to the participants' SERP accounts in the amount of \$1.0 million, \$0.9 million and \$0.8 million, respectively.

As of September 28, 2024 and September 30, 2023, the SERP assets held in the trust totaled \$15.4 million and \$12.4 million, respectively, and the related liability to the participants totaled approximately \$15.4 million and \$12.4 million, respectively. As of September 28, 2024 and September 30, 2023, the SERP assets held in the trust were recorded at fair value on a recurring basis, and were classified as Level 2 in the fair value hierarchy discussed in Note 1, "Description of Business and Significant Accounting Policies."

The trust assets are subject to the claims of the Company's creditors. The trust assets and the related liabilities to the participants are included in non-current "Other assets" and non-current "Other liabilities," respectively, in the accompanying Consolidated Balance Sheets.

10. Litigation

The Company is party to lawsuits in the ordinary course of business. We record provisions in the consolidated financial statements for pending legal matters when we determine that an unfavorable outcome is probable, and the amount of the loss can be reasonably estimated.

During fiscal 2023, the Company paid a one-time, non-recurring payment of \$15.8 million related to an arbitration decision in Norway regarding a contractual matter concluded in May 2023. This payment resulted in a \$14.2 million one-time, non-recurring charge, net of insurance recoveries and amounts previously accrued. During fiscal 2024, the Company received \$2.3 million of additional insurance proceeds related to this decision. The Company no longer provides services for this customer. Refer to Note 16, "Restructuring and Non-recurring Charges," for information regarding total charges. The Company does not expect further charges relating to this matter.

Management does not believe that any other such proceedings, individually or in the aggregate, will have a material positive or adverse effect on the Company's consolidated financial position, results of operations or cash flows. However, legal proceedings and regulatory and governmental matters are subject to inherent uncertainties, and unfavorable rulings or other events could occur. Unfavorable resolutions could involve substantial fines, civil or criminal penalties, and other expenditures.

11. Reportable Segments, Geographic Information and Major Customers

Reportable segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in assessing performance and allocating resources. The Company uses an internal management reporting system, which provides important financial data to evaluate performance and allocate the Company's resources on a regional basis. Net sales for the segments are attributed to the region in which the product is manufactured or the service is performed. The services provided, manufacturing processes used, class of customers serviced and order fulfillment processes used are similar and generally interchangeable across the segments. A segment's performance is evaluated based upon its operating income. A segment's operating income includes its net sales less cost of sales and selling and administrative expenses, but excludes corporate and other expenses. Corporate and other expenses primarily represent corporate selling and administrative expenses, and restructuring costs and other charges, if any, such as the \$20.3 million, \$23.1 million and \$2.0 million of restructuring and other charges in fiscal 2024, 2023 and 2022, respectively. These costs are not allocated to the segments, as management excludes such costs when assessing the performance of the segments. Inter-segment transactions are generally recorded at amounts that approximate arm's length transactions. The accounting policies for the segments are the same as for the Company taken as a whole.

Plexus Corp.
Notes to Consolidated Financial Statements

Information about the Company's three reportable segments for fiscal 2024, 2023 and 2022 is as follows (in thousands):

	2024	2023	2022
Net sales:			
AMER	\$ 1,323,428	\$ 1,558,230	\$ 1,310,687
APAC	2,213,111	2,358,390	2,300,640
EMEA	541,610	403,040	316,315
Elimination of inter-segment sales	(117,322)	(109,355)	(116,274)
	<u>\$ 3,960,827</u>	<u>\$ 4,210,305</u>	<u>\$ 3,811,368</u>
Operating income:			
AMER	\$ 39,603	\$ 79,678	\$ 44,741
APAC	289,300	289,556	267,253
EMEA	13,416	1,576	8,018
Corporate and other costs	(174,587)	(174,990)	(141,827)
	<u>\$ 167,732</u>	<u>\$ 195,820</u>	<u>\$ 178,185</u>
Other income (expense):			
Interest expense	\$ (28,876)	\$ (31,542)	\$ (15,858)
Interest income	3,860	3,138	1,305
Miscellaneous, net	(13,184)	(6,403)	(5,329)
Income before income taxes	<u>\$ 129,532</u>	<u>\$ 161,013</u>	<u>\$ 158,303</u>
	2024	2023	2022
Depreciation:			
AMER	\$ 23,544	\$ 23,560	\$ 23,482
APAC	32,270	29,218	23,547
EMEA	11,005	6,281	5,861
Corporate	9,843	9,513	8,613
	<u>\$ 76,662</u>	<u>\$ 68,572</u>	<u>\$ 61,503</u>
Capital expenditures:			
AMER	\$ 18,392	\$ 23,880	\$ 20,024
APAC	29,664	45,923	73,758
EMEA	38,820	23,120	2,617
Corporate	8,306	11,126	5,213
	<u>\$ 95,182</u>	<u>\$ 104,049</u>	<u>\$ 101,612</u>
	September 28, 2024	September 30, 2023	
Total assets:			
AMER	\$ 937,409	\$ 1,124,555	
APAC	1,608,377	1,696,795	
EMEA	443,514	462,199	
Corporate and eliminations	164,521	37,623	
	<u>\$ 3,153,821</u>	<u>\$ 3,321,172</u>	

Plexus Corp.**Notes to Consolidated Financial Statements**

The following information is provided in accordance with the required segment disclosures for fiscal 2024, 2023 and 2022. Net sales were based on the Company's location providing the product or service (in thousands):

	2024	2023	2022
Net sales:			
United States	\$ 817,454	\$ 1,001,697	\$ 869,144
Malaysia	1,756,747	1,886,970	1,846,086
Mexico	505,973	556,532	441,543
Romania	422,756	297,969	217,052
China	384,493	456,443	453,591
United Kingdom	115,688	98,314	91,137
Thailand	71,871	14,978	963
Germany	3,167	6,757	8,126
Elimination of inter-country sales	(117,322)	(109,355)	(116,274)
	<u>\$ 3,960,827</u>	<u>\$ 4,210,305</u>	<u>\$ 3,811,368</u>

	September 28, 2024	September 30, 2023
Long-lived assets:		
United States	\$ 96,956	\$ 107,392
Malaysia	173,139	159,182
Mexico	74,158	77,757
Romania	56,877	51,653
Thailand	56,415	58,009
China	40,254	44,068
Poland	13,594	—
United Kingdom	12,689	8,234
Other Foreign	—	2,767
Corporate	51,390	52,337
	<u>\$ 575,472</u>	<u>\$ 561,399</u>

As the Company operates flexible manufacturing facilities and processes designed to accommodate customers with multiple product lines and configurations, it is impracticable to report net sales for individual products or services or groups of similar products and services.

Long-lived assets as of September 28, 2024 and September 30, 2023 exclude other long-term assets, deferred income tax assets and intangible assets, which totaled \$101.2 million and \$87.6 million, respectively.

As a percentage of consolidated net sales, there were no customers representing 10.0% or more of consolidated net sales for fiscal 2024. Net sales attributable to customers representing 10.0% or more of consolidated net sales for fiscal 2023 and 2022 were as follows:

	2023	2022
GE Healthcare Technologies, Inc. ("GEHC")	10.3%	*
General Electric Company ("GE")	*	12.9%

* Net sales attributable to the customer were less than 10.0% of consolidated net sales for the period

During fiscal 2023, GE completed the separation of its healthcare business, GEHC, as a stand-alone company. During fiscal 2023 and 2022, net sales attributable to GEHC and GE, respectively, were reported in all three reportable segments.

12. Guarantees

The Company offers certain indemnifications under its customer manufacturing agreements. In the normal course of business, the Company may from time to time be obligated to indemnify its customers or its customers' customers against damages or liabilities arising out of the Company's negligence, misconduct, breach of contract, or infringement of third-party intellectual property rights. Certain agreements have extended broader indemnification, and while most agreements have contractual limits, some do not. However, the Company generally does not provide for such indemnities and seeks indemnification from its customers for damages or liabilities arising out of the Company's adherence to customers' specifications or designs or use of materials furnished, or directed to be used, by its customers. The Company does not believe its obligations under such indemnities are material.

In the normal course of business, the Company also provides its customers a limited warranty covering workmanship, and in some cases materials, on products manufactured by the Company. Such warranty generally provides that products will be free from defects in the Company's workmanship and meet mutually agreed-upon specifications for periods generally ranging from 12 months to 24 months. The Company's obligation is generally limited to correcting, at its expense, any defect by repairing or replacing such defective product. The Company's warranty generally excludes defects resulting from faulty customer-supplied components, design defects or damage caused by any party or cause other than the Company.

The Company provides for an estimate of costs that may be incurred under its limited warranty at the time product revenue is recognized and establishes additional reserves for specifically identified product issues. These costs primarily include labor and materials, as necessary, associated with repair or replacement and are included in the Company's accompanying Consolidated Balance Sheets in "other accrued liabilities." The primary factors that affect the Company's warranty liability include the value and the number of shipped units and historical and anticipated rates of warranty claims. As these factors are impacted by actual experience and future expectations, the Company assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

Below is a table summarizing the activity related to the Company's limited warranty liability for fiscal 2024, 2023 and 2022 (in thousands):

Limited warranty liability, as of October 2, 2021	\$	6,645
Accruals for warranties issued during the period		2,786
Settlements (in cash or in kind) during the period		(2,506)
Limited warranty liability, as of October 1, 2022		6,925
Accruals for warranties issued during the period		2,954
Settlements (in cash or in kind) during the period		(4,058)
Limited warranty liability, as of September 30, 2023		5,821
Accruals for warranties issued during the period		3,344
Settlements (in cash or in kind) during the period		(2,413)
Limited warranty liability, as of September 28, 2024	\$	6,752

13. Shareholders' Equity

On August 18, 2022, the Board of Directors approved a share repurchase program under which the Company is authorized to repurchase up to \$50.0 million of its common stock (the "2023 Program"). During fiscal 2024 and 2023, the Company completed the 2023 Program by repurchasing 59,277 and 425,746 shares under this program for \$5.7 million and \$40.9 million at an average price of \$95.59 and \$95.96 per share, respectively.

On January 16, 2024, the Company announced a share repurchase program authorized by the Board of Directors under which the Company is authorized to repurchase up to \$50.0 million of its common stock (the "2024 Program"). The 2024 Program commenced upon completion of the 2023 Program. During fiscal 2024, the Company completed the 2024 Program by repurchasing 477,012 shares under this program for \$50.0 million at an average price of \$104.82 per share.

Plexus Corp.

Notes to Consolidated Financial Statements

On August 14, 2024, the Board of Directors approved a share repurchase program under which the Company is authorized to repurchase up to \$50.0 million of its common stock (the "2025 Program"). The 2025 Program became effective upon completion of the 2024 Program, and has no expiration. During fiscal 2024, the Company repurchased 151 shares under this program for less than \$0.1 million at an average price of \$131.78 per share. As of September 28, 2024, \$49.9 million of authority remained under the 2025 Program.

All shares repurchased under the aforementioned programs were recorded as treasury stock.

14. Trade Accounts Receivable Sale Programs

The Company has Master Accounts Receivable Purchase Agreements with MUFG Bank, New York Branch (formerly known as The Bank of Tokyo-Mitsubishi UFJ, Ltd.) (the "MUFG RPA"), HSBC Bank (China) Company Limited, Xiamen branch (the "HSBC RPA") and other unaffiliated financial institutions, under which the Company may elect to sell receivables; at a discount. All facilities are uncommitted facilities. The maximum facility amount under the MUFG RPA is \$340.0 million. The maximum facility amount under the HSBC RPA is \$70.0 million. The MUFG RPA will be automatically extended each year unless any party gives no less than 10 days prior notice that the agreement should not be extended. The terms of the HSBC RPA are generally consistent with the terms of the MUFG RPA.

Transfers of receivables under the programs are accounted for as sales and, accordingly, receivables sold under the programs are excluded from accounts receivable on the Consolidated Balance Sheets and are reflected as cash provided by operating activities on the Consolidated Statements of Cash Flows. Proceeds from the transfer reflect the face value of the receivables less a discount. The sale discount is recorded within "Miscellaneous, net" in the Consolidated Statements of Comprehensive Income in the period of the sale. The Company continues servicing receivables sold and performing all accounts receivable administrative functions, in exchange receives a servicing fee, under both the MUFG RPA and HSBC RPA. Servicing fees related to trade accounts receivable programs recognized during fiscal 2024, 2023 and 2022 were not material.

The Company sold \$854.7 million, \$834.5 million and \$787.5 million of trade accounts receivable under these programs, or their predecessors, during fiscal 2024, 2023 and 2022, respectively, in exchange for cash proceeds of \$844.6 million, \$824.6 million and \$783.1 million, respectively. As of September 28, 2024 and September 30, 2023, \$220.2 million and \$220.5 million, respectively, of accounts receivables sold under trade accounts receivable programs and subject to servicing by the Company remained outstanding and had not yet been collected.

15. Revenue from Contracts with Customers

Revenue is recognized over time for arrangements with customers for which: (i) the Company's performance does not create an asset with an alternative use to the Company, and (ii) the Company has an enforceable right to payment, including reasonable profit margin, for performance completed to date. Revenue recognized over time is estimated based on costs incurred to date plus a reasonable profit margin. If either of the two conditions noted above are not met to recognize revenue over time, revenue is recognized following the transfer of control of such products to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying arrangement.

The Company recognizes revenue when a contract exists and when, or as, it satisfies a performance obligation by transferring control of a product or service to a customer. Contracts are accounted for when they have approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer.

The Company generally enters into a master services arrangement that establishes the framework under which business will be conducted. These arrangements represent the master terms and conditions of the Company's services that apply to individual orders, but they do not commit the customer to work with, or to continue to work with, the Company nor do they obligate the customer to any specific volume or pricing of purchases. Moreover, these terms can be amended in appropriate situations.

Customer purchase orders are received for specific quantities with predominantly fixed pricing and delivery requirements. Thus, for the majority of our contracts, there is no guarantee of any revenue to the Company until a customer submits a purchase order. As a result, the Company generally considers its arrangement with a customer to be the combination of the master services arrangement and the purchase order. Most of the Company's arrangements with customers create a single performance obligation as the promise to transfer the individual manufactured product or service is capable of being distinct.

Plexus Corp.**Notes to Consolidated Financial Statements**

The Company's performance obligations are satisfied over time as work progresses or at a point in time. A performance obligation is satisfied over time if the Company has an enforceable right to payment, including a reasonable profit margin. Determining if an enforceable right to payment includes a reasonable profit margin requires judgment and is assessed on a contract-by-contract basis.

Generally, there are no subjective customer acceptance requirements or further obligations related to goods or services provided; if such requirements or obligations exist, then a sale is recognized at the time when such requirements are completed and such obligations are fulfilled.

The Company does not allow for a general right of return. Net sales include amounts billed to customers for shipping and handling and out-of-pocket expenses. The corresponding shipping and handling costs and out-of-pocket expenses are included in cost of sales. Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from net sales.

Contract Costs

For contracts requiring over time revenue recognition, the selection of the method to measure progress towards completion requires judgment and is based on the nature of the products or services to be provided. The Company uses a cost-based input measurement of progress because it best depicts the transfer of assets to the customer, which occurs as costs are incurred during the manufacturing process or as services are rendered. Under the cost-based measure of progress, the extent of progress toward completion is measured based on the costs incurred to date.

There were no other costs to obtain or fulfill customer contracts.

Disaggregated Revenue

The table below includes the Company's revenue for the fiscal years indicated disaggregated by geographic reportable segment and market sector (in thousands):

	2024			
	Reportable Segment:			
	AMER	APAC	EMEA	Total
Market Sector:				
Aerospace/Defense	\$ 329,602	\$ 271,906	\$ 96,926	\$ 698,434
Healthcare/Life Sciences	674,202	655,284	225,330	1,554,816
Industrial	303,277	1,189,846	214,454	1,707,577
External revenue	1,307,081	2,117,036	536,710	3,960,827
Inter-segment sales	16,347	96,075	4,900	117,322
Segment revenue	<u>\$ 1,323,428</u>	<u>\$ 2,213,111</u>	<u>\$ 541,610</u>	<u>\$ 4,078,149</u>
	2023			
	Reportable Segment:			
	AMER	APAC	EMEA	Total
Market Sector:				
Aerospace/Defense	\$ 281,632	\$ 212,336	\$ 85,038	\$ 579,006
Healthcare/Life Sciences	862,767	809,165	202,842	1,874,774
Industrial	398,120	1,248,016	110,389	1,756,525
External revenue	1,542,519	2,269,517	398,269	4,210,305
Inter-segment sales	15,711	88,873	4,771	109,355
Segment revenue	<u>\$ 1,558,230</u>	<u>\$ 2,358,390</u>	<u>\$ 403,040</u>	<u>\$ 4,319,660</u>

Plexus Corp.
Notes to Consolidated Financial Statements

	2022			
	Reportable Segment:			
	AMER	APAC	EMEA	Total
Market Sector:				
Aerospace/Defense	\$ 255,779	\$ 165,432	\$ 71,668	\$ 492,879
Healthcare/Life Sciences	645,881	744,216	175,674	1,565,771
Industrial	398,743	1,288,577	65,398	1,752,718
External revenue	1,300,403	2,198,225	312,740	3,811,368
Inter-segment sales	10,284	102,415	3,575	116,274
Segment revenue	<u>\$ 1,310,687</u>	<u>\$ 2,300,640</u>	<u>\$ 316,315</u>	<u>\$ 3,927,642</u>

For fiscal 2024 approximately 83% of the Company's revenue was recognized as products and services transferred over time. For fiscal 2023 and 2022 approximately 82% and 84% of the Company's revenue was recognized as products and services transferred over time.

Contract Balances

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, contract assets and deferred revenue on the Company's accompanying Consolidated Balance Sheets.

Contract Assets: For performance obligations satisfied at a point in time, billing occurs subsequent to revenue recognition, at which point the customer has been billed and the resulting asset is recorded within accounts receivable. For performance obligations satisfied over time as work progresses, the Company has an unconditional right to payment, which results in the recognition of contract assets. The following table summarizes the activity in the Company's contract assets during fiscal 2024 and 2023 (in thousands):

	2024	2023
Contract assets, beginning of period	\$ 142,297	\$ 138,540
Revenue recognized during the period	3,275,226	3,450,570
Amounts collected or invoiced during the period	(3,296,963)	(3,446,813)
Contract assets, end of period	<u>\$ 120,560</u>	<u>\$ 142,297</u>

Deferred Revenue: Deferred revenue is recorded when consideration is received from a customer prior to transferring goods or services to the customer under the terms of the contract, which is included in advanced payments from customers on Consolidated Balance Sheets. As of September 28, 2024 and September 30, 2023 the balance of advance payments from customers attributable to deferred revenue was \$154.7 million and \$158.7 million, respectively. The advance payment is not considered a significant financing component because it is used to meet working capital demands that can be higher in the early stages of a contract and to protect the company from the other party failing to adequately complete some or all of its obligations under the contract. Deferred revenue is recognized into revenue when all revenue recognition criteria are met. For performance obligations satisfied over time, recognition will occur as work progresses; otherwise deferred revenue will be recognized based upon shipping terms.

16. Restructuring and Non-recurring Charges

Restructuring and non-recurring charges are recorded within restructuring and other charges on the Consolidated Statements of Comprehensive Income. Restructuring liabilities are primarily recorded within other accrued liabilities on the Consolidated Balance Sheets.

During fiscal 2024, the Company incurred restructuring and other charges of \$20.3 million, which consisted of severance from the reduction of the Company's workforce and associated site closure costs in the AMER region and EMEA region.

During fiscal 2023, the Company incurred restructuring and other charge of \$8.9 million, which consisted of severance from the reduction of the Company's workforce and a lease agreement termination.

Plexus Corp.**Notes to Consolidated Financial Statements**

Additionally during fiscal 2023, the Company incurred a one-time, non-recurring charge of \$14.2 million relating to an arbitration decision in Norway regarding a contractual matter. During fiscal 2024, the Company received \$2.3 million of insurance proceeds related to this decision. The Company no longer provides services for this customer.

During fiscal 2022, the Company recorded \$2.0 million of restructuring and impairment charges primarily due to employee severance costs associated with a facility transition in the Company's APAC segment.

The Company recognized a tax benefit of \$2.1 million, \$1.9 million and \$0.2 million related to restructuring and other charges in fiscal 2024, 2023 and 2022, respectively.

The Company's restructuring accrual activity for fiscal 2024, 2023 and 2022 is included in the table below (in thousands):

	Termination and Severance Costs	Fixed Asset and Operating ROU Asset Impairment	Arbitration Recovery	Total
Accrual balance, as of October 2, 2021	\$ 71	\$ —	\$ —	\$ 71
Restructuring and impairment costs	1,766	255	—	2,021
Amounts utilized	(1,725)	(255)	—	(1,980)
Accrual balance, as of October 1, 2022	112	—	—	112
Restructuring and impairment costs	8,865	—	14,229	23,094
Amounts utilized	(8,355)	—	(14,229)	(22,584)
Accrual balance, as of September 30, 2023	622	—	—	622
Restructuring and other charges	14,130	8,377	(2,250)	20,257
Amounts utilized	(13,256)	(7,268)	2,250	(18,274)
Accrual balance, as of September 28, 2024	<u>\$ 1,496</u>	<u>\$ 1,109</u>	<u>\$ —</u>	<u>\$ 2,605</u>

The accrual balances outstanding as of October 1, 2022 and September 30, 2023 were fully utilized as of September 28, 2024.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures designed to ensure that the information the Company must disclose in its filings with the Securities and Exchange Commission ("SEC") is recorded, processed, summarized and reported on a timely basis. The Company's President and Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have reviewed and evaluated, with the participation of the Company's management, the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of the end of the period covered by this report. Based on such evaluation, the CEO and CFO have concluded that, as of September 28, 2024, the Company's disclosure controls and procedures are effective, at the reasonable assurance level, (a) in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act, and (b) in assuring that information is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Management of the Company, including its CEO and CFO, has assessed the effectiveness of its internal control over financial reporting as of September 28, 2024, based on the criteria established in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") (2013). Based on its assessment and those criteria, management has reached the conclusion that the Company's internal control over financial reporting was effective as of September 28, 2024.

The independent registered public accounting firm of PricewaterhouseCoopers LLP has audited the Company's internal control over financial reporting as of September 28, 2024, as stated in its report included herein.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our CEO and CFO, does not expect that our disclosure controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Notwithstanding the foregoing limitations on the effectiveness of controls, we have nonetheless reached the conclusion that the Company's disclosure controls and procedures and internal control over financial reporting are effective.

ITEM 9B. OTHER INFORMATION

On August 16, 2024, Todd P. Kelsey, President and Chief Executive Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 26,158 shares of the Company's common stock through November 19, 2025.

There were no other directors or Section 16 officers that adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as each term is defined in Item 408(a) of Regulation S-K) during the three months ended September 28, 2024.

ITEM 9C. DISCLOSURES REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information in response to this item is incorporated herein by reference to "Election of Directors" and "Corporate Governance" in the Company's Proxy Statement for its 2025 Annual Meeting of Shareholders ("2025 Proxy Statement"), which will be filed within 120 days of the end of the Company's fiscal year.

Our Code of Conduct and Business Ethics is posted on our website at www.plexus.com. You may access the Code of Conduct and Business Ethics by following the links under "Investors" and then "Corporate Governance" at our website. Plexus' Code of Conduct and Business Ethics applies to all members of the board of directors, officers and employees; and includes provisions related to accounting and financial matters that apply to the Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Controller.

Plexus also has an Insider Trading Policy governing the purchase, sale and/or other dispositions of our securities by our directors, officers, employees, and related persons that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to us. A copy of our Insider Trading Policy, as amended to date, is filed as Exhibit 19 to this Annual Report on Form 10-K.

Information about our Executive Officers

The following table sets forth our executive officers, their ages as of November 15, 2024, and the positions held by each person:

Name	Age	Position
Todd P. Kelsey	59	President and Chief Executive Officer
Patrick J. Jermain	58	Executive Vice President and Chief Financial Officer
Oliver K. Mihm	52	Executive Vice President and Chief Operating Officer
Angelo M. Ninivaggi	57	Executive Vice President, Chief Administrative Officer, General Counsel and Secretary
Michael J. Running	49	Regional President – AMER
Victor Tan	60	Regional President – APAC
Frank Zycinski	56	Regional President – EMEA

Todd P. Kelsey joined Plexus in 1994 and has served as Chief Executive Officer since 2016. In 2024, Mr. Kelsey resumed the office of President. He previously served as President from 2016 to 2022. Previously, Mr. Kelsey served as Executive Vice President and Chief Operating Officer since 2013 and as Executive Vice President – Global Customer Services since 2011 and as Senior Vice President prior thereto.

Patrick J. Jermain joined Plexus in 2010 and has served as Chief Financial Officer since 2014; he was named a Senior Vice President in 2015 and Executive Vice President in 2019. Previously, Mr. Jermain served as Treasurer and Vice President of Finance since 2013 and as Corporate Controller since 2010.

Oliver K. Mihm joined Plexus in 2000 and has served as Executive Vice President and Chief Operating Officer since 2022. Prior thereto, he served as Executive Vice President – Global Supply Chain and Operational Solutions, previously serving as Executive Vice President Supply Chain since 2019. From 2015 to 2019, Mr. Mihm served as Regional President – EMEA. Prior to that, Mr. Mihm was Industrial Market Sector Vice President, led our Global Engineering Solutions and held various leadership roles within our Engineering Solutions organization.

Angelo M. Ninivaggi joined Plexus in 2002 and has served as Chief Administrative Officer since 2013. Mr. Ninivaggi has also served as Vice President, General Counsel and Secretary since 2006, was named a Senior Vice President in 2011 and Executive Vice President in 2019. Mr. Ninivaggi also served as Corporate Compliance Officer from 2007 to 2013.

Michael J. Running joined Plexus in 1997 and has served as Regional President – AMER since 2023. Previously, Mr. Running served as Senior Vice President of Quality and Regulatory and Senior Vice President of Engineering since 2022. He was promoted to Senior Vice President of Global Engineering Solutions in AMER in 2016 and has held various leadership roles within our Engineering Solutions organization.

Victor Tan joined Plexus in 2007 and has served as Regional President – APAC since 2020. Previously, Mr. Tan served as Senior Vice President of Global Operations since 2019. In 2010, he was promoted to Vice President of Customer Management in APAC, later appointed to lead all Penang operations and support functions in the region in 2013 and further expanded to lead APAC operations in 2018. Prior thereto, he served as the General Manager for Plexus' Penang-Hillside site in Malaysia.

Frank Zycinski joined Plexus in 2012 and has served as Regional President – EMEA since 2023. Previously, Mr. Zycinski served as Vice President of Regional Operations - EMEA from 2014 to 2018 before he departed from Plexus. In 2021 he rejoined as Market Sector Vice President.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated herein by reference to "Corporate Governance – Board and Committee Responsibilities – Compensation & Leadership Development Committee," "Director Compensation for Fiscal 2024," "Compensation Discussion & Analysis," "Executive Compensation" and "Compensation Committee Report" in the 2025 Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated herein by reference to "Security Ownership of Certain Beneficial Owners and Management" in the 2025 Proxy Statement.

Equity Compensation Plan Information

The following table chart gives aggregate information regarding grants under all Plexus equity compensation plans through September 28, 2024:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (1)	Weighted-average exercise price of outstanding options, warrants and rights (2)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in 1 st column)
Equity compensation plans approved by security holders	853,452	\$ —	\$ 870,085
Equity compensation plans not approved by security holders	—	n/a	—
Total	853,452	\$ —	\$ 870,085

(1) Represents options, stock-settled SARs, PSUs and RSUs granted under the 2024 Omnibus Incentive Plan, the 2016 Omnibus Incentive Plan and the 2008 Long-Term Incentive Plan, all of which were approved by shareholders. No further awards may be made under the 2008 Long-Term Incentive Plan or the 2016 Omnibus Incentive Plan.

(2) The weighted average exercise prices exclude PSUs and RSUs. There are no outstanding options, warrants or rights as of September 28, 2024.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Incorporated herein by reference to "Corporate Governance – Director Independence" and "Certain Transactions" in the 2025 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Our independent registered public accounting firm is PricewaterhouseCoopers LLP, Milwaukee, Wisconsin, Auditor Firm ID: 238. Incorporated herein by reference to the subheading "Ratify Independent Auditors - Fees and Services" in the 2025 Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed

Financial Statements and Financial Statement Schedule. See the list of Financial Statements and Financial Statement Schedule in Item 8.

(b) Exhibits. The list of exhibits is included below:

Exhibit No.	Exhibit	Incorporate by Reference Herein		
		Form	Exhibit	Filing Date
3(i)	Restated Articles of Incorporation of Plexus Corp.	10-Q	3.1	5/14/2004
3(ii)	Amended and Restated Bylaws of Plexus Corp., as amended through February 14, 2024	8-K	3.1	2/15/2024
4.1	Description of Common Stock	10-K	4.3	11/19/2021
10.1 (a)	Credit Agreement, dated as of May 15, 2019, among Plexus Corp., the banks, financial institutions and other institutional lenders listed on the signature pages thereto, JPMorgan Chase Bank, N.A., as administrative agent, U.S. Bank National Association, as syndication agent, PNC Bank, National Association, Bank of America, N.A., MUFG Bank, Ltd., HSBC Bank USA, N.A., Bank of the West and Wells Fargo Bank, National Association, as co-documentation agents, and JPMorgan Chase Bank, N.A. and U.S. Bank National Association, as joint lead arrangers and joint book runners (including the related subsidiary guaranty).	8-K	10.1	5/15/2019
10.1 (b)	Amendment No. 1 to Credit Agreement, dated as of April 29, 2020, among Plexus Corp., the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent.	8-K	10.1	4/30/2020
10.1 (c)	Amended and Restated Credit Agreement, dated June 9, 2022, by and among Plexus Corp., certain of its subsidiaries from time to time party thereto as borrowers, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent.	8-K	10.1	6/13/2022
10.2 (a)	Note Purchase Agreement, dated as of June 15, 2018, between Plexus Corp. and the Purchasers named therein relating to an aggregate of \$150,000,000 in principal amount of 4.05% Series A Senior Notes, due June 15, 2025, and 4.22% Series B Senior Notes, due June 15, 2028.	8-K	10.1	6/18/2018
10.2 (b)	First Amendment, dated as of June 25, 2019, to the Note Purchase Agreement, dated as of June 15, 2018, between Plexus Corp. and the Noteholders named therein relating to an aggregate of \$150,000,000 in principal amount of 4.05% Series A Senior Notes, due June 15, 2025, and 4.22% Series B Senior Notes, due June 15, 2028.	10-Q	10.1	8/2/2019
10.3 (a)	Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as the Purchaser, dated as of October 4, 2016.	8-K	10.1	10/7/2016
10.3 (b)	Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as the Purchaser, dated as of December 14, 2016.	10-Q	10.2	2/3/2017

10.3 (c)	Amendment No. 3 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as the Purchaser, dated as of March 28, 2017.	10-Q	10.1	5/5/2017
10.3 (d)	Amendment No. 4 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as the Purchaser, dated as of September 11, 2017.	10-K	10.3(d)	11/16/2018
10.3 (e)	Amendment No. 5 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as the Purchaser, dated as of October 19, 2017.	10-K	10.3(d)	11/17/2017
10.3 (f)	Amendment No. 6 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and MUFG Bank Ltd. (f/k/a The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch), as the Purchaser, dated as of May 4, 2018.	10-Q	10.1	8/3/2018
10.3 (g)	Amendment No. 7 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and MUFG Bank Ltd. (f/k/a The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch), as the Purchaser, dated as of September 19, 2018.	10-K	10.3(g)	11/16/2018
10.3 (h)	Amendment No. 8 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and MUFG Bank Ltd. (f/k/a The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch), as the Purchaser, dated as of March 20, 2019.	10-Q	10.1	5/3/2019
10.3 (i)	Amendment No.9 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and MUFG Bank Ltd. (f/k/a The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch), as the Purchaser, dated as of June 21, 2019.	10-Q	10.2	8/2/2019

10.3 (j)	Amendment No.10 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and MUFG Bank Ltd. (f/k/a The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch), as the Purchaser, dated as of December 23, 2019.	10-Q	10.1	2/7/2020
10.3 (k)	Amendment No.11 to Amended and Restated Master Accounts Receivable Purchase Agreement between Plexus Corp. and Plexus Manufacturing Sdn. Bhd., Plexus Intl. Sales & Logistics, LLC, Plexus Services Ro SRL, Plexus Corp. (UK) Limited and each additional seller party thereto from time to time as the Sellers, Plexus Corp., as Seller Representative, and MUFG Bank Ltd. (f/k/a The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch), as the Purchaser, dated as of September 10, 2020.	10-K	10.3(k)	11/20/2020
10.4	Retirement and Transition Agreement, dated August 17, 2016, by and between Plexus Corp. and Dean A. Foate.*	8-K	10.1	8/19/2016
10.5	Retirement and Transition Agreement, dated May 31, 2024, by and between Plexus Corp. and Steven J. Frisch.*	8-K	10.1	6/5/2024
10.6	Employment Agreement, dated August 17, 2016, by and between Plexus Corp. and Todd P. Kelsey.*	8-K	10.2	8/19/2016
10.7	Form of Change of Control Agreement with executive officers.*	8-K	10.2	5/21/2008
10.8	Summary of Directors' Compensation (1/22).*	10-Q	10.2	2/4/2022
10.9 (a)	Plexus Corp. Executive Deferred Compensation Plan.*	10-K	10.17	12/19/2000
10.9 (b)	Plexus Corp Executive Deferred Compensation Plan Trust dated April 1, 2003 between Plexus Corp. and Bankers Trust Company.*	10-K	10.14	12/15/2003
10.10	Plexus Corp. Non-employee Directors Deferred Compensation Plan.*	10-K	10.10	11/19/2012
10.11 (a)	Plexus Corp. 2024 Omnibus Incentive Plan.*	8-K	10.1	2/14/2024
10.11 (b)	Forms of award agreements thereunder*			
	(i) Form of Performance Stock Unit Agreement (Economic Return).	10-Q	10.1	8/2/2024
	(ii) Form of Performance Stock Unit Agreement (Total Shareholder Return).	10-Q	10.2	8/2/2024
	(iii) Form of Restricted Stock Unit Agreement.	10-Q	10.3	8/2/2024
	(iv) Form of Restricted Stock Unit Award Agreement for Directors.	10-Q	10.4	8/2/2024
10.12 (a)	Amended and Restated Plexus Corp. 2016 Omnibus Incentive Plan.* (superseded except as to outstanding awards).	10-Q	10.2	5/5/2017
10.12 (b)	Forms of award agreements thereunder*			
	(i) Form of Performance Stock Unit Agreement.	10-Q	10.1	2/5/2021
	(ii) Form of Performance Stock Unit Agreement (Economic Return).	10-Q	10.1	2/3/2023
	(iii) Form of Performance Stock Unit Agreement (Total Shareholder Return).	10-Q	10.2	2/3/2023

	(iv) Form of Restricted Stock Unit Award.	10-Q	10.2	8/8/2016
	(v) Form of Restricted Stock Unit Award Agreement for Directors.	10-Q	10.1	2/3/2017
	(vi) Form of Stock Option Agreement.	10-Q	10.1	8/8/2016
	(vii) Form of Stock Appreciation Rights Agreement.	10-Q	10.3	8/8/2016
	(viii) Form of Plexus Corp. Variable Incentive Compensation Plan - Plexus Leadership Team.	10-K	10.1(b)(vi)	11/17/2017
10.13 (a)	Amended and Restated Plexus Corp. 2008 Long-Term Incentive Plan* (superseded except as to outstanding awards).	10-Q	10.3	5/5/2017
10.13 (b)	Forms of award agreements thereunder*			
	Form of Restricted Stock Unit Award.	10-Q	10.5(b)	5/8/2008
19**	Insider Trading and Related Policies.			
21**	List of Subsidiaries.			
23**	Consent of PricewaterhouseCoopers LLP.			
24**	Power of Attorney (see signature page).			
31.1**	Certification of President and Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.			
31.2**	Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.			
32.1**	Certification of the CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			
32.2**	Certification of the CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			
99.1**	Reconciliation of ROIC to GAAP and Economic Return Financial Statements.			
101	The following materials from Plexus Corp.'s Annual Report on Form 10-K for the fiscal year ended September 28, 2024, formatted in Inline Extensible Business Reporting Language ("XBRL"): (i) the Consolidated Statements of Comprehensive Income, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Shareholders' Equity, (iv) the Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements.			
101.INS	Inline XBRL Instance Document (the instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document).			
101.SCH	Inline XBRL Taxonomy Extension Schema Document.			
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.			
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.			
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.			
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.			

104 The cover page from the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2024, formatted in Inline XBRL and contained in Exhibit 101.

* Designates management compensatory plans or agreements.

** Filed or furnished herewith.

ITEM 16. FORM 10-K SUMMARY

None.

Plexus Corp. and Subsidiaries

Schedule II – Valuation and Qualifying Accounts

For fiscal 2024, 2023 and 2022 (in thousands):

Descriptions	Balance at beginning of period	Additions charged to costs and expenses	Additions charged to other accounts	Deductions	Balance at end of period
Fiscal Year 2024:					
Allowance for losses on accounts receivable (deducted from the asset to which it relates)	\$ 1,914	\$ 2,607	\$ —	\$ (1,332)	\$ 3,189
Valuation allowance on deferred income tax assets (deducted from the asset to which it relates)	\$ 31,949	\$ 3,728	\$ —	\$ (36)	\$ 35,641
Fiscal Year 2023:					
Allowance for losses on accounts receivable (deducted from the asset to which it relates)	\$ 1,961	\$ 2,197	\$ —	\$ (2,244)	\$ 1,914
Valuation allowance on deferred income tax assets (deducted from the asset to which it relates)	\$ 25,562	\$ 6,425	\$ —	\$ (38)	\$ 31,949
Fiscal Year 2022:					
Allowance for losses on accounts receivable (deducted from the asset to which it relates)	\$ 1,188	\$ 2,117	\$ —	\$ (1,344)	\$ 1,961
Valuation allowance on deferred income tax assets (deducted from the asset to which it relates)	\$ 30,321	\$ 1,338	\$ —	\$ (6,097)	\$ 25,562

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Plexus Corp.

Registrant

Date: November 15, 2024

/s/ Todd P. Kelsey

Todd P. Kelsey

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Todd P. Kelsey, Patrick J. Jermain and Angelo M. Ninivaggi, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this report, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and any other regulatory authority, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the date indicated.*

SIGNATURE AND TITLE

<hr/> /s/ Todd P. Kelsey Todd P. Kelsey, President and Chief Executive Officer (Principal Executive Officer) and Director	<hr/> /s/ Randy J. Martinez Randy J. Martinez, Director
<hr/> /s/ Patrick J. Jermain Patrick J. Jermain, Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	<hr/> /s/ Joel Quadracci Joel Quadracci, Director
<hr/> /s/ Dean A. Foate Dean A. Foate, Chairman	<hr/> /s/ Karen M. Rapp Karen M. Rapp, Director
<hr/> /s/ Joann M. Eisenhart Joann M. Eisenhart, Director	<hr/> /s/ Paul A. Rooke Paul A. Rooke, Director
<hr/> /s/ Rainer Jueckstock Rainer Jueckstock, Director	<hr/> /s/ Michael V. Schrock Michael V. Schrock, Director
<hr/> /s/ Jennifer Wuamett Jennifer Wuamett, Director	

*Each of the above signatures is affixed as of November 15, 2024.



PLEXUS CORP.

NOTICE OF ANNUAL MEETING

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

December 13, 2024

To the Shareholders of Plexus Corp.

You are invited to the Annual Meeting of Shareholders of Plexus Corp. (“Plexus”), a Wisconsin corporation:

DATE AND TIME

February 11, 2025
7:30 a.m. CST

ACCESS THE VIRTUAL ANNUAL MEETING

This year’s annual meeting will be held virtually. Shareholders may participate in the virtual annual meeting by logging in at the following link and providing the control number found in the Notice of Internet Availability of Proxy Materials: www.virtualshareholdermeeting.com/PLXS2025.

RECORD DATE

Shareholders of record at the close of business on December 6, 2024, are entitled to attend and vote at the virtual annual meeting. As of the Record Date, Plexus had 27,087,943 shares of common stock outstanding. Each outstanding share of common stock is entitled to one vote on each matter presented. Any shareholder entitled to vote may vote either at the virtual annual meeting or by duly authorized proxy.

ITEMS OF BUSINESS

- 1 Elect 10 directors (pg. 8)
- 2 Approve executive compensation by an advisory vote (pg. 71)
- 3 Ratify the selection of PricewaterhouseCoopers LLP as our independent auditors (pg. 74)
- 4 Transact such other business as may properly come before the meeting

We call your attention to the proxy statement accompanying this notice, which contains important information about the matters to be acted upon at the meeting.

By Order of the Board of Directors,



Angelo M. Ninivaggi
Executive Vice President, Chief Administrative Officer,
General Counsel and Secretary

Important notice regarding the availability of proxy materials for the shareholder meeting to be held on February 11, 2025. The proxy statement and Plexus’ 2024 annual report to shareholders are available at www.proxyvote.com. At www.proxyvote.com, shareholders can view the proxy materials, vote and request to receive paper copies of the proxy materials by mail.

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WHO WE ARE

OUR VISION

**WE HELP CREATE THE
PRODUCTS THAT BUILD
A BETTER WORLD.**

OUR MISSION

**THE LEADER IN HIGHLY
COMPLEX PRODUCTS AND
DEMANDING REGULATORY
ENVIRONMENTS.**

At Plexus, we help create the products that build a better world. Driven by a passion for excellence, we partner with our customers to design, manufacture and service highly complex products in demanding regulatory environments. From life-saving medical devices and mission-critical aerospace and defense products to industrial automation systems and semiconductor capital equipment, our innovative solutions across the lifecycle of a product converge where advanced technology and human impact intersect.

We provide these solutions to market-leading as well as disruptive global companies in the Aerospace/Defense, Healthcare/Life Sciences, and Industrial sectors, supported by a global team of over 20,000 members across our 26 facilities in the Americas (“AMER”), AsiaPacific (“APAC”) and Europe, Middle East and Africa (“EMEA”) regions.

FISCAL 2024 HIGHLIGHTS

\$3.96B

Revenue

20,000

Team members globally

11.8%

ROIC

5.0M

Total square feet

\$ 4.01

Diluted earnings per share

26 / 7

Facilities/countries

People are the heart of what we do and who we are. How we engage and empower our team members is critical to how we deliver value and create sustained growth for our shareholders. We realize our success depends on the well-being and inclusive engagement of each individual on our team. As a responsible employer, we are committed to global standards of employment, which we effect through our Code of Conduct and Business Ethics (“Code of Conduct”), our Human Rights Policy and other labor and employment policies and through our commitment to the United Nations’ Sustainable Development Goals and the Responsible Business Alliance.

We also realize in order to attract and retain talented individuals, we must provide our team members the ability to do meaningful work, personally and professionally develop, and create diverse and memorable experiences. In building a great culture, we embrace five values:

OUR VALUES

Growing our People

We foster a culture of trust, courage and growth, empowering every team member to realize their full potential.

Building Belonging

We build an inclusive environment, valuing each team member, embracing diversity and promoting teamwork to achieve extraordinary outcomes together.

Innovating Responsibly

We innovate and leverage technology, guided by a clear strategy, to boldly drive positive change and promote a sustainable future.

Delivering Excellence

We commit to exceptional quality and perfect delivery by standardizing, scaling and continuously improving.

Creating Customer Success

We exceed customer expectations and forge relationships built on trust, candor and shared successes.

We recognize a great culture is foundational to the success of our vision to help create the products that build a better world. We are proud of our culture and the recognition we have received over the years as a great place to work. In 2024, HR Asia awarded Plexus the Best Company to Work for in Asia (Malaysia Chapter), as well as the HR Asia Diversity, Equity, & Inclusion Award.

PROXY STATEMENT

Plexus Corp.
Global Headquarters
One Plexus Way
Neenah, WI 54957-01756

MEETING AND VOTING INFORMATION

Plexus Corp. (“Plexus” or “the Company”) will hold its annual meeting of shareholders virtually on February 11, 2025, at 7:30 a.m. CST. Shareholders may participate in the virtual annual meeting by logging in at the following link and providing the control number found in the Notice of Internet Availability of Proxy Materials: www.virtualshareholdermeeting.com/PLXS2025.

How to Access Your Proxy Materials

On or about December 13, 2024, we mailed to shareholders a Notice of Internet Availability of Proxy Materials (“Notice”) containing instructions on how to access our proxy materials, including our proxy statement and annual report, and how to vote via the internet. Shareholders will not receive printed copies of the proxy materials unless requested via the procedures described in the Notice. To assure timely delivery of printed copies of the proxy materials before the virtual annual meeting, shareholders need to request a copy no later than January 21, 2025.

How to Vote

Shareholders of record at the close of business on December 6, 2024 (the “Record Date”) are entitled to participate and vote at the virtual annual meeting. As of the Record Date, Plexus had 27,087,943 shares of common stock outstanding. If you are a shareholder of record as of the Record Date, then you may vote either at the virtual annual meeting or in advance of the meeting by authorizing—by internet, telephone or mail—the persons named as proxies on the proxy card, Dean A. Foate, Todd P. Kelsey, Patrick J. Jermain and Angelo M. Ninivaggi, to vote your shares in accordance with your directions. We encourage you to vote as soon as possible, even if you are planning to attend the annual meeting by virtual presence online, so that the vote count will not be delayed.

- | | |
|---------------------|---|
| By internet | Go to www.proxyvote.com . You will need your 16-digit control number included on the Notice in order to vote by internet. |
| By telephone | On a touch-tone telephone, call 1-800-690-6903. You will need your 16-digit control number included on the Notice in order to vote by telephone. |
| By mail | Please request written materials by following the instructions in the Notice. Complete, sign and date the proxy card, and return it to the address indicated on the proxy card. |
| Virtually | If you attend the virtual annual meeting, you will be able to cast your vote via the online meeting platform during a designated portion of the meeting. Have your Notice, proxy card or proxy form with your 16-digit control number available when you access the virtual annual meeting. |

If for any reason you desire to revoke your proxy, then you may do so at any time before it is voted, either by written notice filed with the Secretary, or Acting Secretary, of the meeting. Questions may be asked during the virtual meeting by submitting such questions in writing via the online platform.

For those investors whose shares are held by a broker or other nominee, you must complete and return the voting instruction form provided by your broker, bank or nominee to provide instruction on how to cast your vote. In the absence of your voting instructions, brokers or other nominees may or may not be able to vote your shares at their discretion depending upon the particular proposal. For example, brokers may not vote your shares at their discretion in the election of directors; therefore, you must vote your shares if you want them to be counted in the election of directors. In addition, your broker is not permitted to vote your shares at its discretion regarding matters related to executive compensation, including the advisory vote to approve named executive officer (“NEO”) compensation. If a broker or other nominee holds your shares and you wish to change your proxy prior to the voting thereof, please contact the broker or other nominee.

Shareholders who own shares as part of Plexus’ 401(k) Retirement Plan (the “401(k) Plan”) will receive a separate means for voting the shares held in each account. Shares held by the 401(k) Plan for which participant designations are received will be voted in accordance with those designations. Those shares for which designations are not received will be voted proportionally based upon the shares for which voting directions have been received from participants in the 401(k) Plan.

Shareholder Proposals

The Secretary must receive a shareholder proposal no later than August 15, 2025 for the proposal to be considered for inclusion in our proxy materials for the 2026 annual meeting pursuant to Rule 14a-8 of the rules of the Securities and Exchange Commission. The 2026 annual meeting of shareholders is tentatively scheduled for February 18, 2026. To bring a proposal or nomination before the 2026 annual meeting, you must comply with our bylaws, which require written notice to the Secretary between October 4, 2025 and October 29, 2025. The purpose of this requirement is to assure adequate notice of, and information regarding, any such matter as to which shareholder action may be sought. If we receive your notice after October 29, 2025, then your proposal or nomination would be untimely and it will not be presented to shareholders for action at the 2026 annual meeting of shareholders. To comply with the universal proxy rules, shareholders who intend to solicit proxies in support of director nominees other than the Company’s nominees must provide the additional information required by Rule 14a-19(b) under the Securities Exchange Act of 1934. Such additional information must be received by the Secretary by no later than October 29, 2025. In addition, your proposal or nomination must comply with the procedural provisions of our bylaws. If you do not comply with these procedural provisions, your proposal or nomination can be excluded. Should the board nevertheless choose to present your proposal, the named proxies will be able to vote on the proposal using their best judgment.

ITEMS OF BUSINESS

	Board Recommendation
Proposal 1 Elect 10 directors named in the proxy statement to serve on Plexus' board of directors for a one-year term.	FOR
Proposal 2 Advisory proposal to approve the compensation of the Company's named executive officers, as disclosed under the headings "Compensation Discussion and Analysis" and "Executive Compensation."	FOR
Proposal 3 Ratify the selection of PricewaterhouseCoopers LLP as our independent auditors for fiscal 2025.	FOR

Voting Procedures & Votes Required

To conduct the virtual annual meeting, more than 50% of Plexus' outstanding shares entitled to vote must be present at the virtual annual meeting or by duly authorized proxy. This is referred to as a "quorum." Abstentions and shares that are the subject of broker non-votes will be counted for the purpose of determining whether a quorum exists. Shares represented at a meeting for any purpose are counted in the quorum for all matters to be considered at the meeting. Each outstanding share of common stock is entitled to one vote on each matter presented.

If you own shares as a registered holder and you do not vote, then your shares will not be represented at the meeting and will not count toward the quorum requirement. If a quorum is obtained, then the shares that you have not voted will not affect whether a proposal is approved or rejected. If you are a shareholder whose shares are not registered in your name and you do not vote, then your bank, broker or other holder of record may still represent your shares at the meeting for purposes of obtaining a quorum.

Assuming a quorum is present, directors are elected by a plurality of the votes cast at the meeting or by proxy by the holders of Plexus common stock entitled to vote in the election at the meeting. "Plurality" means that the individuals who receive the highest number of votes are elected as directors, up to the maximum number of directors to be chosen at the meeting. Therefore, any shares that are not voted, whether by withheld authority, broker non-vote or otherwise, have no effect in the election of directors except to the extent that the failure to vote for any individual results in another individual receiving a relatively larger number of votes.

Our bylaws provide that if any nominee for director does not receive, in an uncontested election, a majority of the votes cast for his or her election, the board will determine whether to accept the individual's irrevocable, contingent resignation from the board (which must be submitted to, or on file with, the Company in order for that person to be nominated for board service).

Assuming a quorum is present, approval of the non-binding advisory vote regarding the compensation of our named executive officers will be determined by a majority of votes cast on such matter. In addition, ratification of PricewaterhouseCoopers LLP as our independent auditors for 2025 must be approved by a majority of votes cast on each such matter, assuming a quorum is present. Abstentions and broker non-votes will not affect these votes, except insofar as they reduce the number of shares that are voted.

Broadridge Financial Solutions, Inc. will use an automated system to tabulate the votes, and its representative(s) will also serve as the election inspector(s).

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents certain information as of the Record Date (December 6, 2024), regarding the beneficial ownership of Plexus common stock by each current director or nominee for director, each named executive officer appearing in the “Summary Compensation Table” included in “Executive Compensation” herein and all directors or nominees for director and current executive officers as a group. The following table also presents each known 5%-or-greater beneficial owner of Plexus common stock as of the date of their most-recently filed Schedule 13G/A or 13G report, as applicable. The specified individuals and entities have sole voting and sole dispositive powers as to all shares except as otherwise indicated.

	SHARES BENEFICIALLY OWNED ¹	PERCENTAGE OF SHARES OUTSTANDING
Joann M. Eisenhart	20,335	*
Dean A. Foate	128,059	*
Steven J. Frisch	28,402	*
Patrick J. Jermain	34,543	*
Rainer Jueckstock	28,370	*
Todd P. Kelsey	102,541	*
Randy J. Martinez	5,718	*
Oliver K. Mihm	25,149	*
Angelo M. Ninivaggi	38,074	*
Joel Quadracci	8,177	*
Karen M. Rapp	10,365	*
Paul A. Rooke	14,621	*
Michael V. Schrock	42,959	*
Jennifer B. Wuamett	1,979	*
All directors, director nominees and current executive officers as a group (16 persons)	477,442	1.76%
BlackRock, Inc. ²	4,557,632	16.83%
The Vanguard Group, Inc. ³	3,440,878	12.70%
Disciplined Growth Investors, Inc. ⁴	2,168,854	8.01%
Dimensional Fund Advisors LP ⁵	1,714,459	6.33%

*Less than 1%

¹ The amounts reported in the table include shares subject to acquisition within 60 days of the Record Date, upon the vesting of restricted stock units (“RSUs”) granted under Plexus’ equity plans as follows: Dr. Eisenhart (1,979), Mr. Foate (1,979), Mr. Frisch (10,960), Mr. Jermain (6,850), Mr. Jueckstock (1,979), Mr. Kelsey (26,770), Mr. Martinez (1,979), Mr. Mihm (6,580), Mr. Ninivaggi (5,150), Mr. Quadracci (1,979), Ms. Rapp (1,979), Mr. Rooke (1,979), Mr. Running (1,780), Mr. Schrock (1,979), Mr. Tan (2,740), Ms. Wuamett (1,979), Mr. Zycinski (3,774) and all directors and current executive officers as a group (82,415). In addition, the amounts reported in the table for Mr. Quadracci include 2,069 deferred stock units, which are payable in shares of the Company’s common stock on a one-for-one basis. The amounts reported in the table for Mr. Foate include 20,000 shares held in a trust for which he is a trustee. The amounts reported in the table for Mr. Frisch are based on his last Form 4, in addition to transactions the Company is aware of following his retirement.

² BlackRock, Inc. filed a report on Schedule 13G/A on January 22, 2024, reporting sole voting power as to 4,499,400 shares and sole dispositive power as to 4,557,632 shares of common stock. The address of BlackRock, Inc., a parent holding company of certain institutional investment managers, is 50 Hudson Yards, New York, New York 10001.

- ³ The Vanguard Group, Inc. filed a report on Schedule 13G/A on February 13, 2024, reporting shared voting power as to 46,785 shares, sole dispositive power as to 3,368,329 shares and shared dispositive power as to 72,549 shares of common stock. The address of The Vanguard Group, Inc., an investment adviser, is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.
- ⁴ Disciplined Growth Investors, Inc. filed a report on Schedule 13G on August 1, 2008, reporting that it held sole voting power as to 1,899,904 shares, shared voting power as to 268,950 shares and sole dispositive power as to 2,168,854 shares of common stock. The address of Disciplined Growth Investors, an investment advisor, is 150 South Fifth Street, Suite 2550, Minneapolis, MN 55402.
- ⁵ Dimensional Fund Advisors LP filed a report on Schedule 13G/A on February 9, 2024, reporting sole voting power as to 1,682,284 shares and sole dispositive power as to 1,714,459 shares of common stock. The address of Dimensional Fund Advisors LP, an investment advisor, is 6300 Bee Cave Road, Building One, Austin, Texas 78746.

PROPOSAL 1 - ELECTION OF DIRECTORS

Board Recommendation

Elect 10 directors named in the proxy statement to serve on Plexus' board of directors for a one-year term.

FOR

Plexus currently has 10 directors, listed below, as of the Record Date. Plexus' bylaws currently authorize up to 12 directors, as determined by the board. The Plexus board may elect directors to fill empty seats, including those created by an expansion, between meetings of shareholders.

PLEXUS' BOARD OF DIRECTORS (AS OF RECORD DATE)

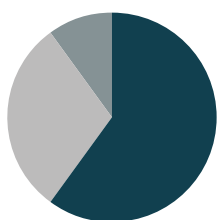
Joann M. Eisenhart	Randy J. Martinez	Michael V. Schrock
Dean A. Foate	Joel Quadracci	Jennifer B. Wuamett
Rainer Jueckstock	Karen M. Rapp	
Todd P. Kelsey	Paul A. Rooke	

Board Nominees

The individuals who are nominated as directors, and for whom proxies will be voted unless a shareholder specifies otherwise, are named below. If any of the nominees should decline or be unable to act as a director, which is unforeseen, the proxies will be voted with discretionary authority for a substitute nominee designated by the board of directors. Each of the director nominees named below was elected at the 2024 annual meeting.

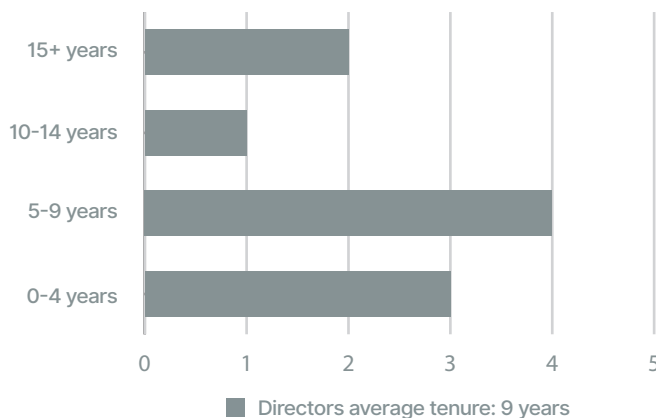
Board Nominee Overview

DIVERSITY



Non-diverse: **60%**
 Female: **30%**
 Ethnic minority: **10%**

TENURE

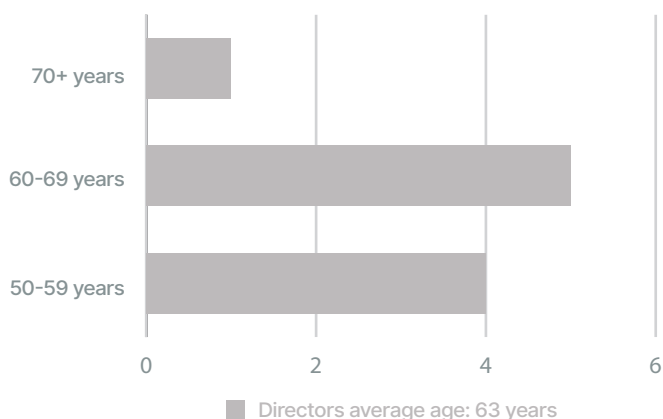


INDEPENDENCE










Independent: **80%**
 Not Independent: **20%**



AGE



The composition of the board of directors is reviewed annually to ensure that an appropriate mix of skills, experiences and backgrounds is represented; the membership mix of the board may also be changed as necessary to meet business needs.

The board nominees offer a diverse range of skills and experience in relevant areas, as set forth in the matrix below. Unless otherwise noted, all directors have been employed in their principal occupation listed for the past five years or more. Each of the attributes identified, which together with the directors' principal occupations and business experience, as well as the Company's board member selection criteria outlined in the next section, provide the reasons that each individual has been nominated to serve on the board.

BOARD QUALIFICATIONS, ATTRIBUTES, SKILLS AND EXPERIENCE		EISENHART	FOATE	JUECKSTOCK	KELSEY	MARTINEZ	QUADRACCI	RAPP	ROOKE	SCHROCK	WUAMETT
	Public Company CEO/COO Experience (7/10) Significant experience as a chief executive officer and/or chief operating officer of a publicly-traded company, or of a major division of a publicly-traded company.		●	●	●	●	●		●	●	
	Financial & Accounting Experience (9/10) Financial and accounting skills as well as experience preparing, auditing, analyzing or evaluating public company financial statements and an understanding of a public company's internal controls and procedures for financial reporting, preferably with experience as a controller and/or chief financial officer.		●	●	●	●	●	●	●	●	●
	Global Business Experience (10/10) International experience with an understanding of conducting business on a global scale.	●	●	●	●	●	●	●	●	●	●
	Sales, Marketing or Innovation Experience (9/10) In-depth knowledge and significant practical experience in sales, marketing or innovation at a company positioned in one or more of our key markets.	●	●	●	●	●	●	●	●	●	
	Manufacturing Management Background (10/10) A manufacturing management background, including as an engineer, from a large, well-respected manufacturing-based company.	●	●	●	●	●	●	●	●	●	●
	Supply Chain Management Experience (10/10) A background in supply chain management, specifically from a company that relies on supply chain management as a competitive advantage.	●	●	●	●	●	●	●	●	●	●
	Technology & Cybersecurity (10/10) Experience in the technology sector and/or with managing cybersecurity practices in a multi-national organization.	●	●	●	●	●	●	●	●	●	●

BOARD QUALIFICATIONS, ATTRIBUTES, SKILLS AND EXPERIENCE (CONT.)	EISENHART	FOATE	JUECKSTOCK	KELSEY	MARTINEZ	QUADRACCI	RAPP	ROOKE	SCHROCK	WUAMETT
 Human Capital Development & Compensation Experience (10/10) Considerable experience in human capital development to fulfill talent and succession needs and to inform the design of both short- and long-term compensation and reward programs.	●	●	●	●	●	●	●	●	●	●
 Environmental, Social & Governance (10/10) Considerable experience in the oversight of corporate policy, programs and goals relating to environmental, social and governance matters.	●	●	●	●	●	●	●	●	●	●

DEMOGRAPHICS

RACE / ETHNICITY

ASIAN / PACIFIC ISLAND										
WHITE / CAUCASIAN (9/10)										
HISPANIC / LATINO (1/10)										
NATIVE AMERICAN										

GENDER

MALE (7/10)										
FEMALE (3/10)										
NON-BINARY										
PREFER NOT TO DISCLOSE										

LGBTQ+

--	--	--	--	--	--	--	--	--	--	--

● = Skilled

● = Basic



DR. JOANN M. EISENHART

INDEPENDENT

*Executive VP & Chief People Officer,
The Northwestern Mutual Life Insurance Company (retired)*

SKILLS AND EXPERIENCE

Global Business	Technology & Cybersecurity
Sales, Marketing or Innovation	Human Capital Development & Compensation
Manufacturing Management	Environmental, Social & Governance
Supply Chain Management	

COMMITTEE ASSIGNMENT

Compensation & Leadership Development (Chair)

Age: 65

Tenure: 9 years

Other Public Boards: 0

Dr. Eisenhart retired as Executive Vice President and Chief People Officer at The Northwestern Mutual Life Insurance Company, a financial services and insurance provider, in 2019. Prior thereto, she served as Senior Vice President - Human Resources, Facilities and Philanthropy at Northwestern Mutual from 2013 until 2018, and as Senior Vice President - Human Resources since 2011. Dr. Eisenhart previously served as Senior Vice President - Human Resources at Pfizer Inc., a global biopharmaceutical company, and held various leadership positions at Rohm and Haas Company, a manufacturer of specialty chemicals. She earned a B.S. in Chemistry from the University of Illinois at Urbana-Champaign and a Ph.D. in Inorganic Chemistry from the University of Wisconsin-Madison. She also earned an M.A. and a Ph.D. in Human and Organizational Development from Fielding Graduate University.



DEAN A. FOATE

CHAIR OF THE BOARD, NON-INDEPENDENT

President & CEO, Plexus Corp. (retired)

SKILLS AND EXPERIENCE

Public Company CEO/COO	Supply Chain Management
Financial & Accounting	Technology & Cybersecurity
Global Business	Human Capital Development & Compensation
Sales, Marketing or Innovation	Environmental, Social & Governance
Manufacturing Management	

Age: 66

Tenure: 24 years

(11 as Chair)

Mr. Foate is not an independent director and therefore is not eligible for membership on a Board committee under Nasdaq rules or the committees' charters.

Mr. Foate has served as Plexus' Chairman of the Board since 2013. Mr. Foate retired as President and Chief Executive Officer of Plexus in 2016 after serving in such roles since 2002. He joined Plexus in 1984 and held various other executive roles, including prior services as its Chief Operating Officer. He was director of Regal Rexnord Corporation, a manufacturer of electric motors, electrical motion controls, power generation and power transmission products, as well as a member of its Corporate Governance & Director Affairs Committee, until 2021. Mr. Foate earned a B.S. in Electrical and Computer Engineering from the University of Wisconsin-Madison and a Master of Science in Engineering Management from the Milwaukee School of Engineering.



RAINER JUECKSTOCK

INDEPENDENT

Executive VP, Tenneco Inc. (retired)

SKILLS AND EXPERIENCE

Public Company CEO/COO
Financial & Accounting
Global Business
Sales, Marketing or Innovation
Manufacturing Management

Supply Chain Management
Technology & Cybersecurity
Human Capital Development & Compensation
Environmental, Social & Governance

COMMITTEE ASSIGNMENT

Audit (Chair)

Age: 65

Tenure: 11 years

Other Public Boards: 0

Mr. Jueckstock retired as Executive Vice President of Tenneco Inc., a producer of automotive emission control and ride control products and systems, in March 2023, serving in such role since 2018 when Tenneco acquired Federal-Mogul Corporation, an automotive and industrial equipment supplier. Mr. Jueckstock also served as President of Federal-Mogul Powertrain from 2018 until his retirement, after having served as its Chief Executive Officer since 2012. Prior to the acquisition of Federal-Mogul Corporation, he also served as co-Chief Executive Officer and as a director since 2012, and as co-Chairman of the Board since 2015. Before joining Federal-Mogul, he was a member of the German Military. Mr. Jueckstock earned a degree in Engineering from the Military College at Zittau, Germany.



TODD P. KELSEY

NON-INDEPENDENT

President & CEO, Plexus Corp.

SKILLS AND EXPERIENCE

Public Company CEO/COO
Financial & Accounting
Global Business
Sales, Marketing or Innovation
Manufacturing Management

Supply Chain Management
Technology & Cybersecurity
Human Capital Development & Compensation
Environmental, Social & Governance

Age: 59

Tenure: 8 years

Other Public Boards: 1

Mr. Kelsey has served as Chief Executive Officer of Plexus since 2016 and served as President from 2016 to 2022 and from 2024 to present. He was previously Plexus' Executive Vice President and Chief Operating Officer from 2013 until 2016 and its Executive Vice President - Global Customer Services prior thereto. Mr. Kelsey joined Plexus in 1994 as a Design Engineer in the Company's Engineering Solutions Group, and has held various other positions with increasing responsibility since that time, including Senior Vice President - Global Customer Services and Senior Vice President - Engineering Solutions. He is also a director of Steelcase Inc., a global provider of workplace products, furnishings and services, as well as the chair of its Audit Committee. Mr. Kelsey earned a B.S. and a M.S. in electrical engineering from the University of Wisconsin-Madison and an M.B.A. from the University of Wisconsin-Oshkosh.



RANDY J. MARTINEZ

INDEPENDENT

President & CEO, MTS Systems Corp. (retired)

SKILLS AND EXPERIENCE

Public Company CEO/COO
Financial & Accounting
Global Business
Sales, Marketing or Innovation
Manufacturing Management

Supply Chain Management
Technology & Cybersecurity
Human Capital Development & Compensation
Environmental, Social & Governance

COMMITTEE ASSIGNMENT

Audit
Governance & Sustainability

Age: 69

Tenure: 3 years

Other Public Boards: 0

Mr. Martinez served as President and Chief Executive Officer of MTS Systems Corporation, a leading global supplier of advanced test systems, motion simulators and precision sensors, until 2021. Prior thereto, Mr. Martinez served in several leadership roles at AAR Corporation, a provider of aviation services to the worldwide commercial aviation and aerospace and defense industries, including President and CEO of the Airlift Group and Group Vice President, Aviation Services. Mr. Martinez served with distinction in the U.S. Air Force for 21 years, retiring as a Colonel and Command Pilot and having held a wide variety of leadership roles, including command and senior staff positions. Mr. Martinez also holds Master of Science degrees from the University of Arkansas and the National Defense University.



JOEL QUADRACCI

INDEPENDENT

Chairman, President & CEO, Quad/Graphics Inc.

SKILLS AND EXPERIENCE

Public Company CEO/COO
Financial & Accounting
Global Business
Sales, Marketing or Innovation
Manufacturing Management

Supply Chain Management
Technology & Cybersecurity
Human Capital Development & Compensation
Environmental, Social & Governance

COMMITTEE ASSIGNMENT

Compensation & Leadership Development
Governance & Sustainability

Age: 55

Tenure: 4 years

Other Public Boards: 1

Mr. Quadracci has served as the Chairman, President and Chief Executive Officer of Quad/Graphics, Inc., a worldwide marketing solutions partner, since 2010. Mr. Quadracci joined Quad in 1991 and, prior to assuming his current role, served in various other positions with increasing responsibility, including Senior Vice President of Sales & Administration and President and Chief Operating Officer. Mr. Quadracci received a B.A. in Philosophy from Skidmore College in 1991.



KAREN M. RAPP

INDEPENDENT

Executive VP, CFO & Treasurer, National Instruments Corp. (retired)

SKILLS AND EXPERIENCE

Financial & Accounting	Supply Chain Management
Global Business	Technology & Cybersecurity
Sales, Marketing or Innovation	Human Capital Development & Compensation
Manufacturing Management	Environmental, Social & Governance

COMMITTEE ASSIGNMENT

Audit
Compensation & Leadership Development

Age: 57

Tenure: 6 years

Other Public Boards: 2

Ms. Rapp retired as Executive Vice President and Chief Financial Officer of National Instruments Corp., a producer of automated test equipment and virtual instrumentation software, in May 2023. Ms. Rapp also previously served as National Instruments' Treasurer. Prior thereto, she served as the Senior Vice President of Corporate Development at NXP Semiconductors N.V., a global semiconductor company and a long-standing supplier in the industry, where she led the integration efforts for the NXP/Freescale Semiconductor, Ltd. merger, from 2015 to 2017. Prior to the merger, Ms. Rapp held several leadership positions at Freescale with increasing responsibility, including Vice President and Chief Information Officer, Director of Operations and Finance, Global Sales and Marketing, Director of Finance, Supply Chain, and Director of Finance, Continuous Development. Ms. Rapp is a director of Microchip Technology Incorporated, a leading provider of smart, connected and secure embedded control solutions, as well as the chair of its Audit Committee. Ms. Rapp is also a director at Cohu, Inc., a global technology company supplying test, automation, inspection and metrology products and services to the semiconductor industry, and is a member of its Audit Committee. Ms. Rapp holds an M.B.A. from The University of Texas at Austin and a B.S. in Finance from Northern Illinois University.



PAUL A. ROOKE

INDEPENDENT

Chairman & CEO, Lexmark International, Inc. (retired)

SKILLS AND EXPERIENCE

Public Company CEO/COO	Supply Chain Management
Financial & Accounting	Technology & Cybersecurity
Global Business	Human Capital Development & Compensation
Sales, Marketing or Innovation	Environmental, Social & Governance
Manufacturing Management	

COMMITTEE ASSIGNMENT

Governance & Sustainability (Chair)

Age: 66

Tenure: 7 years

Other Public Boards: 0

Mr. Rooke retired as Chairman and Chief Executive Officer, as well as a director, of Lexmark International, Inc., a provider of document imaging and enterprise software solutions, in 2016. Mr. Rooke also previously served as President of Lexmark. Prior to becoming President and CEO of Lexmark in 2010, he held several leadership positions with increasing responsibility, including Executive Vice President and President, Imaging Solutions, Executive Vice President and President, Printing Solutions and Services, and Vice President and President, Business Printer. Mr. Rooke holds an M.B.A. from the University of Kentucky and a B.S. in Mechanical Engineering from the University of Michigan.



MICHAEL V. SCHROCK

INDEPENDENT LEAD DIRECTOR

Senior Advisor & Operating Consultant, Oak Hill Capital Partners

SKILLS AND EXPERIENCE

Public Company CEO/COO	Supply Chain Management
Financial & Accounting	Technology & Cybersecurity
Global Business	Human Capital Development & Compensation
Sales, Marketing or Innovation	Environmental, Social & Governance
Manufacturing Management	

COMMITTEE ASSIGNMENT

Compensation & Leadership Development

Age: 71

Tenure: 18 years
(10 as Lead Director)

Other Public Boards: 1

Mr. Schrock, who has served as the Lead Director of Plexus' board since 2013, has served as a Senior Advisor and Operating Consultant to Oak Hill Capital Partners, a private equity firm, since 2014. Prior thereto, he served as President and Chief Operating Officer at Pentair plc, a global water, fluid, thermal management, and equipment protection company. Mr. Schrock served as a director of MTS Systems Corporation, a global supplier of high performance test systems and position sensors, from 2014 to 2021. Mr. Schrock also serves as Chairman of the Board of Directors of Atkore International Group Inc., a manufacturer of electrical raceway products and mechanical products and solutions; he is also the chair of Atkore's Executive Committee. Mr. Schrock earned a B.S. from Bradley University and an M.B.A. from Northwestern University, Kellogg School of Management.



JENNIFER B. WUAMETT

INDEPENDENT

Executive VP, General Counsel, Corporate Secretary & Chief Sustainability Officer, NXP Semiconductors N.V.

SKILLS AND EXPERIENCE

Financial & Accounting	Supply Chain Management
Global Business	Technology & Cybersecurity
Sales, Marketing or Innovation	Human Capital Development & Compensation
Manufacturing Management	Environmental, Social & Governance

COMMITTEE ASSIGNMENT

Compensation & Leadership Development
Governance & Sustainability

Age: 59

Tenure: 2 years

Other Public Boards: 0

Jennifer B. Wuamett has served as Executive Vice President, General Counsel and Corporate Secretary of NXP Semiconductors N.V., a global semiconductor company and a long-standing supplier in the industry. She served in this role since 2018, and expanded her role to include Chief Sustainability Officer in 2022. Ms. Wuamett joined NXP in 2015 with the merger of Freescale Semiconductor, Ltd., to become NXP's Deputy General Counsel and Chief Intellectual Property Officer. Prior to joining NXP, she was Freescale's General Counsel and Chief Intellectual Property Officer. Before joining Freescale, Ms. Wuamett worked for Motorola's legal department and was an attorney in private practice with the law firm Quarles & Brady prior thereto. Ms. Wuamett earned a B.A. from McDaniel College and a J.D. from Arizona State University.

CORPORATE GOVERNANCE

Plexus Corp. Board of Directors

Plexus believes that it needs to attract and retain talented, focused and motivated leadership to develop and execute the Company's long-term strategy and to deliver shareholder value. For Plexus, the concept of leadership is not limited to leadership within the Company; leadership also includes the individuals who serve on Plexus' board of directors. The Company believes it is important for its board to be comprised of individuals with diverse backgrounds, skills and experiences. All board members are expected to meet Plexus' board member selection criteria, which are listed below:

- Impeccable honesty and integrity, and conduct in accordance with the Company's values.
- A high level of knowledge gained through formal education and/or specific practical experience.
- Broad-based business acumen, including a general understanding of operations management, marketing, finance, human resources management, corporate governance and other elements relevant to the success of a large publicly-traded company.
- An understanding of the Company's business on a technical level.
- Global thinking and focus as well as a general understanding of the world economy.
- Strategic thinking and an ability to envision future opportunities and risks.
- Willingness to engage in thoughtful debate and challenging discussions in a respectful manner.
- Possesses a network of important contacts that can bring knowledge and assistance to Plexus.
- A commitment to spend requisite time on board responsibilities.

In addition to the general criteria for each board member, the diversity of the board should endeavor to include those board qualifications, attributes, skills and experience set forth in the "Board Qualifications, Attributes, Skills and Experience" above. In the selection of board members, the Governance & Sustainability Committee ("Governance Committee") also considers the demographic diversity among members in identifying areas that could be augmented by new members.

Shareholder Protections & Corporate Governance Best Practices

We are committed to governance structures and practices that drive shareholder value and protect important shareholder rights, which are regularly reviewed and include the following:

INDEPENDENCE	BEST PRACTICES	ACCOUNTABILITY
<ul style="list-style-type: none">• 8 of 10 director nominees are independent• Strong independent Lead Director with clearly delineated duties• All standing board committees composed entirely of independent directors• Regular executive sessions of independent directors without management present• Periodic rotation of committee members	<ul style="list-style-type: none">• Strategy & risk oversight by the full board and its committees• Full board and committee oversight of environmental, social and governance ("ESG") issues• Stock ownership guidelines for executive officers and non-employee directors• Overboarding limits• No poison pill• No dual-class shares• Director education and onboarding	<ul style="list-style-type: none">• Annual election of all directors• Annual election of Chair and Independent Lead Director by independent directors• Majority voting with director resignation policy (plurality voting in contested elections)• Annual self-evaluation process for directors• Strong investor outreach program

Board Composition & Structure

BOARD OF DIRECTORS MEETINGS

4	100%	100%
2024 board meetings	Directors then serving attended each 2024 board meeting	Directors then serving attended the 2024 Annual Meeting

Our independent directors have the opportunity to meet in executive session, without management present, as part of each regular board and committee meeting. Mr. Schrock, the board’s Lead Director, presides at board executive sessions. Plexus generally holds a board meeting coincident with the annual meeting of shareholders to minimize director travel obligations and facilitate their attendance at the shareholders’ meeting. Board members are expected to attend the Company’s annual meeting of shareholders each year, either in person or remotely if a virtual shareholder meeting is held.

DIRECTOR INDEPENDENCE

As a matter of good corporate governance, we believe that the board of directors should provide a strong voice in the governance of our company. Therefore, under our corporate governance policies and in accordance with Nasdaq Global Select Market rules, at least a majority of our directors must be “independent directors.”

When the board of directors makes its determinations regarding which directors are independent, it first considers and follows the Nasdaq Global Select Market rules. The board also reviews other transactions and relationships, if any, involving Plexus and its directors or their family members or related parties; see “Certain Transactions” herein for a discussion of our policy regarding such transactions. Plexus expects its directors to disclose any transaction, whether direct or indirect, such as through an immediate family member or an affiliated business entity, involving Plexus and the director; Plexus also surveys directors periodically to confirm this information. Plexus does not use any dollar amount to screen transactions that should be reported to the Company. The board reviews the information submitted by its directors for its separate determination of materiality and compliance with Nasdaq and other standards when it determines independence.

Based on the applicable standards and the board’s review and consideration, the board of directors has determined that, of the director nominees, Dr. Eisenhart and Mses. Rapp and Wuamett, as well as Messrs. Jueckstock, Martinez, Quadracci, Rooke and Schrock, are each “independent” under applicable Nasdaq rules and guidelines. In reaching its determinations regarding the independence of Ms. Wuamett and Ms. Rapp, the board considered that Ms. Wuamett serves as an executive officer of NXP Semiconductors N.V., which is a supplier to Plexus, and that Ms. Rapp was an executive officer of National Instruments Corp. and is a director of Microchip Technology, Inc., both of which are also suppliers to Plexus. The board determined that these relationships did not affect the independence of Mses. Wuamett or Rapp. Mr. Foate, our Non-Executive Chair and former Chief Executive Officer (“CEO”), and Mr. Kelsey, our current President and CEO, are not considered to be “independent” under applicable Nasdaq rules.

BOARD LEADERSHIP STRUCTURE

Mr. Foate has served as Chair of the Board since 2013. Pursuant to a retirement and transition agreement (the “Transition Agreement”), which is described in “Directors’ Compensation” below, Mr. Foate began serving as Non-Executive Chair (which is not an executive officer position) in fiscal year 2018.

Mr. Foate serves as the Chair of the Board primarily due to his in-depth knowledge of the Company and EMS industry, keen understanding of the Company's operations and strategies, and proven leadership of, as well as vision for, Plexus, all of which position him to provide strong and effective leadership of the board. Mr. Foate joined Plexus in 1984 and served as CEO from 2002 until his retirement in 2016. In addition to his experience and long service with Plexus, the board currently believes that Mr. Foate is in the best position as Chair to lead board discussions regarding the Company's business and strategy, and to help the board respond quickly and effectively to any challenges faced by the Company.

While currently the roles of Chair and CEO are held by Mr. Foate and Mr. Kelsey, respectively, the board does not have a policy that requires the separation of these roles and believes the Company should adopt the board leadership structure that best serves its needs at any particular time. Pursuant to the Company's Corporate Governance Guidelines, since Mr. Foate is not an independent director, the independent directors, meeting in executive session, elected a Lead Director from among the independent directors.

THE DUTIES OF THE BOARD'S LEAD DIRECTOR

The Company believes that the designation of an independent Lead Director, whose duties are described below, provides essentially the same benefits as having an independent chair in terms of oversight, access and an independent voice with significant input into corporate governance. Mr. Schrock currently serves as the board's Lead Director.

- Presides at all meetings of the board at which the Chair is not present
- Serves as a liaison between the Chair and independent directors
- Together with the Chair, approves agendas for board meetings and approves meeting schedules to ensure sufficient time allocation per topic
- Provides input to the Chair as to the content, quality, quantity and timeliness of information from Company management to the board
- Authority to call meetings of the independent directors and develop the agendas for such meetings with input from other independent directors
- Serves as a liaison for consultation and direct communication with major shareholders
- Performs such other duties as the board or Chair may from time to time delegate

BOARD AND COMMITTEE RESPONSIBILITIES

AUDIT COMMITTEE

MEMBERS

Rainer Jueckstock, Chair
Randy J. Martinez
Karen M. Rapp

Meetings in 2024: 8
Attendance: 100%*
Report page: 73

*Reflects directors
then serving

The Audit Committee's duties and responsibilities include the following:

- chooses and makes retention decisions related to the Company's independent auditors,
- reviews the Company's general policies and procedures to reasonably assure the adequacy and effectiveness of internal controls over financial reporting,
- discusses the Company's material financial risk exposures and the steps management has taken to monitor and control such exposures,
- reviews the annual audited financial statements and quarterly financial statements of the company,
- generally oversees the Company's audit process as well as the accounting, finance and tax functions,
- reviews management's assessment of the adequacy and effectiveness of internal controls related to material numeric metrics included in the Company's sustainability reports and U.S. Securities and Exchange Commission ("SEC") filings,
- reviews the effectiveness of the Company's governance and management of information technology risks, including those relating to business continuity, cybersecurity, regulatory compliance and data management, and
- oversees the Company's ethics and whistle-blowing reporting programs in conjunction with the Governance Committee.

All of the members of the Audit Committee are "independent" of Plexus under SEC and Nasdaq rules. The board has determined that Mr. Jueckstock and Ms. Rapp are "audit committee financial experts" based on a review of their educational backgrounds and business experiences. All members of the Audit Committee are "financially literate" and meet the other SEC and Nasdaq requirements for Audit Committee membership.

COMPENSATION & LEADERSHIP DEVELOPMENT COMMITTEE

MEMBERS

Joann M. Eisenhart, Chair
Joel Quadracci
Karen M. Rapp
Michael V. Schrock
Jennifer B. Wuamett

Meetings in 2024: 6
Attendance: 100%*
Report page: 51

*Reflects directors
then serving

The Compensation & Leadership Development Committee's ("Compensation Committee") duties and responsibilities include the following:

- reviews the Company's leadership structure, talent management, diversity and inclusion ("D&I") efforts, leadership development strategies and programs, and the Company's succession planning efforts, including executive succession plans,
- establishes the general compensation philosophies and plans for the Company,
- reviews and determines the compensation of the CEO, and approves the compensation of the other executive officers as well as equity grants and awards under the Company's incentive compensation plans,
- oversees how compensation programs may incentivize risk-taking and whether such risk-taking is aligned with the Company's business objectives and risk tolerance,
- considers and makes recommendations to the board with respect to other compensatory plans and arrangements, and
- reviews the Company's human capital management strategy, including organizational structure and leadership development.

All of the members of the Compensation Committee are “independent” under SEC and Nasdaq rules. The Compensation Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisers. The Compensation Committee is directly responsible for the appointment, termination, compensation and oversight of the work of any compensation consultant, and considers the independence of any such consultant prior to retention.

GOVERNANCE & SUSTAINABILITY COMMITTEE

MEMBERS Paul A. Rooke, Chair Randy J. Martinez Joel Quadracci Jennifer B. Wuamett	The Governance Committee’s duties and responsibilities include the following:
Meetings in 2024: 5 Attendance: 95%*	<ul style="list-style-type: none">• maintains oversight over the operations, structure and effectiveness of the board and its committees,• develops and maintains criteria and procedures for the identification and recruitment of candidates for election to serve as directors of the Company,• reviews the structure of the board to assure proper skills, experience, and diversity of backgrounds are represented,• reviews the effectiveness of management’s enterprise risk management program that identifies, prioritizes, monitors and manages key risks facing the Company,• reviews ethics and compliance risk assessments conducted by management and assesses the efficacy of the ethics and compliance program in place to monitor and control such exposures,• makes recommendations to the board regarding directors’ compensation, and• evaluates as well as oversees corporate governance and related issues, and oversees the Company’s sustainable and responsible business practices program, including policies and initiatives, sustainability reporting and trends that could impact the Company.
*Reflects directors then serving	

All of the members of the Governance Committee are “independent” under SEC and Nasdaq rules.

Board Governance Processes

DIRECTOR RECRUITMENT & THE NOMINATION PROCESS

The Governance Committee engages in a continuous process of identifying and assessing potential director candidates in light of the board's collective set of skills and the future needs of the Company. In addition to the board member selection criteria listed above, the Governance Committee considers the diversity of backgrounds, skills and experiences among board members in identifying areas that could be augmented by new members. To help assure that directors have the time to devote to their duties, Plexus directors may not serve on the boards of more than three additional public companies. The Governance Committee may utilize a director search firm to identify candidates, but, if so, it evaluates those individuals on its own; the Governance Committee would also consider candidates suggested by outside directors, management and/or shareholders. If a qualified individual expresses a serious interest and there is a position available, the Governance Committee would review that person's background and experience to determine whether that individual may be an appropriate addition to the board, and, if appropriate, would meet with the individual. A decision would then be made whether to nominate that person to the board. The Governance Committee's policy is not to evaluate proposed nominees differently depending upon who has proposed the potential nominee. In addition, the Governance Committee is committed to prioritizing the inclusion of racially and ethnically diverse candidates in the pool from which director nominees are selected.

If a shareholder wishes to identify someone as a director for the Governance Committee's consideration in the manner as set forth in the Corporate Governance Guidelines, then the name of that nominee and related biographical information should be forwarded to the Governance Committee, in care of the Secretary, at least six months before the next annual meeting of shareholders to assure time for meaningful consideration by the Governance Committee. In 2024, Plexus did not receive any recommendations for director nominees put forward by any shareholders.

BOARD AND COMMITTEE SELF-EVALUATION PROCESS

The Plexus board of directors conducts an annual self-evaluation, which focuses on the performance of each individual director, the board's committees and the board as a whole, as well as the composition of each of the board's committees. The annual self-evaluation process provides an opportunity for anonymous peer review and specific feedback, which is intended to strengthen board leadership. The Chair of the Board is responsible for providing feedback to individual directors, while the Lead Director may also provide feedback and serve as a liaison between independent directors and the Chair. We believe this process encourages actionable feedback, which provides context for decisions about board composition, committee member rotation and succession planning processes.

BOARD REFRESHMENT & SUCCESSION

The Governance Committee supervises a comprehensive, ongoing board refreshment and succession planning process to best position the board for continued success in alignment with the Company's strategic objectives. This includes regularly assessing director skills and qualifications, reviewing director tenure, evaluating board diversity and board size, and performing annual board, committee and individual director assessments, as detailed above. In addition, the Governance Committee, with input from the Chair of the Board, reviews committee membership at least biennially and recommends committee assignments and committee rotation for approval by the entire board to ensure director skillsets are applied appropriately and to avoid director entrenchment.

The Governance Committee believes board refreshment is crucial to aligning board expertise with the Company's evolving corporate strategy, but recognizes new directors need time to become familiar with the Company's business and to develop relationships with other board members and management over time. As a result, the Governance Committee believes a continuum of tenure is required to enable the success of the board, with new members offering fresh perspectives while longer-serving directors offer necessary continuity and a deep understanding of the Company's business. As applied in practice, 37.5% of our independent director nominees have been on the board fewer than 5 years.

In furtherance of this philosophy, the Company deploys a new director onboarding process and encourages continuing education to help augment and expedite the effectiveness of its newest board members. The Company also maintains a mandatory retirement policy, which states any individual age 75 or above is not eligible for election or re-election to the board of directors, unless such candidate is also a full-time employee of Plexus at the time or the board of directors, by majority vote, waives the restriction for a particular individual prior to such person's election or re-election.

The board's succession oversight extends to management as well. The board has developed and maintains an appropriate succession plan with respect to the position of CEO and other key executive positions. In addition, the Compensation Committee reviews and recommends to the board development plans for the CEO and other members of executive management.

COMMUNICATIONS WITH THE BOARD

Any communications to the board of directors should be sent to Plexus' Global Headquarters in care of Plexus' Secretary, Angelo M. Ninivaggi. Any communication sent to the board in care of the Chief Executive Officer, the Secretary or any other corporate officer also is forwarded to the board. There is no screening process, and any communication will be delivered directly to the director or directors to whom it is addressed.

CORPORATE GOVERNANCE WEBSITE

Information related to our corporate governance practices, in addition to any new or proposed changes to procedures, are posted on our Corporate Governance page of our website at www.plexus.com under the link titled "Investors," then "Corporate Governance" including:

- Executive Management Team
- Board of Directors
- Committee Composition
- Committee Charters
- Corporate Governance Guidelines
- Director Stock Ownership Guidelines
- Executive Officer Stock Ownership Guidelines
- Clawback Policy
- Plexus Code of Conduct & Business Ethics

DIRECTOR COMPENSATION FOR FISCAL 2024

	Fees Earned or Paid in Cash ¹	Stock Awards ²	Other Benefits ³	Total
Joann M. Eisenhart	\$107,500	\$183,730	—	\$291,230
Dean A. Foate	\$257,500	\$183,730	\$29,052	\$470,282
Rainer Jueckstock	\$107,500	\$183,730	—	\$291,230
Peter Kelly ⁴	\$47,500	\$183,730	—	\$231,230
Randy J. Martinez	\$97,500	\$183,730	—	\$281,230
Joel Quadracci	\$97,500	\$183,730	—	\$281,230
Karen M. Rapp	\$97,500	\$183,730	—	\$281,230
Paul A. Rooke	\$107,500	\$183,730	—	\$291,230
Michael V. Schrock	\$127,500	\$183,730	—	\$311,230
Jennifer B. Wuamett	\$97,500	\$183,730	—	\$281,230

¹ Includes annual retainer, committee and chair fees and, in the case of Mr. Schrock, his fee for serving as Lead Director of the board. For Mr. Foate, this amount reflects his retainer for serving as Non-Executive Chair.

² The amounts shown represent the grant date fair value of RSUs granted in fiscal 2024 computed in accordance with Accounting Standards Codification Topic 718. Generally accepted accounting principles (“GAAP”) require us to determine compensation expense for stock related awards granted to our directors based on the estimated fair value of the equity instrument at the time of grant. Compensation expense is recognized over the vesting period. The assumptions used to determine the valuation of the awards are discussed in footnote 9 to our consolidated financial statements in the Company’s Annual Report on Form 10-K for the fiscal year ended September 28, 2024.

On January 29, 2024, each then-serving non-employee director was granted RSUs for 1,979 shares, with a grant date fair value of \$183,730.36. These RSUs remained unvested as of September 30, 2024. The number of RSUs granted was determined by dividing \$190,000 by the average closing price of our shares on the Nasdaq Global Select Market during the 90 calendar day period ended December 1, 2023, which was \$96.035. The grant date fair value is below \$190,000 because the closing price of our shares on the grant date was \$92.84.

³ Includes the following amounts paid to Mr. Foate: \$28,199 for the Company car benefit and \$853 for the phone benefit, each as offered to Mr. Foate as a part of the Transition Agreement discussed above. The other non-employee directors do not generally receive any additional benefits, although they are reimbursed for their actual expenses of attending board, committee and shareholder meetings, as well as one external educational seminar per year.

⁴ Mr. Kelly retired from the board at the 2024 Annual Meeting on February 14, 2024, and his amount reflects the fees earned through that date.

Director Fees and Arrangements

The Governance Committee of the board of directors recommends, subject to board approval, compensation paid to non-employee directors, including equity awards under Company plans. In determining the compensation paid to the non-employee directors, the Governance Committee considers similar types of factors, including comparisons with the peer companies discussed below and Company performance, that are considered by the Compensation Committee when determining executive compensation. The Governance Committee aims to set the compensation level of our directors and the Non-Executive Chair near the median of peer and market comparisons. Non-employee director compensation is reviewed at least biennially.

As part of the most recent review of the non-employee director compensation program in fiscal 2023, the Governance Committee recommended, and the board approved, an increase in director base compensation upon review of peer and market data and in consultation with Exequity. As a result, beginning January 1, 2024, each non-employee director is compensated per the tables below. There will be no change for 2025.

	2024	2025
Board Retainer ¹	\$100,000	\$100,000
Non-Executive Chair Retainer	\$260,000	\$260,000
Lead Director Retainer	\$130,000	\$130,000
RSU Grant	\$190,000	\$190,000

¹ Mr. Foate and Mr. Schrock do not receive the Board Retainer.

	AUDIT COMMITTEE		COMPENSATION COMMITTEE		GOVERNANCE COMMITTEE	
	2024	2025	2024	2025	2024	2025
Committee Chair Retainer	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000

In certain circumstances directors may be reimbursed for attending educational seminars or, in each individual's capacity as a director, other meetings at Plexus' behest. Directors do not receive board or committee meeting attendance fees.

For Mr. Foate's service as Non-Executive Chair, he currently receives an annual retainer as reflected above, which was determined based upon a review of market and peer group practices, and he is eligible to receive an annual equity grant at least equal to the grants made to the Company's other non-employee directors. In accordance with the Transition Agreement, Mr. Foate was eligible to participate in the Company's executive car and phone programs, and he and his dependents were also eligible to participate in the Company's health plan until he reached age 65, subject to his payment of the required premiums. These health plan benefits expired on October 2, 2023. Mr. Foate is otherwise compensated in accordance with Plexus' policies for non-employee directors.

Stock Ownership Guidelines & Stock Compensation for Directors

Plexus believes that it is important for directors to maintain an equity stake in Plexus to further align their interests with those of our shareholders. Therefore, directors must comply with stock ownership guidelines as determined by the board. The ownership guidelines currently require each director to own and maintain shares of common stock with a value equal to at least five times the director's annual base cash retainer. The required ownership must be achieved within five years from the director's initial election or appointment. Restricted stock (including RSUs) that has yet to vest does not count toward a director's

ownership for purposes of these guidelines. Seven of our nine non-employee directors are currently in compliance with the ownership requirements of the guidelines. Mr. Martinez has until 2026 and Ms. Wuamett has until 2027 to meet these requirements, and each may not sell shares of Plexus common stock until ownership requirements are met.

Stock ownership guidelines for executives are discussed in “Compensation Discussion and Analysis—Elements and Analysis of Direct Compensation—Equity Ownership Guidelines.”

For information regarding the Company’s anti-hedging and anti-pledging policy, which is applicable to directors as well as executive officers and other employees, see “Compensation Discussion and Analysis—Elements and Analysis of Director Compensation—Anti-Hedging and Anti-Pledging Policy.”

Directors participate in the 2024 Omnibus Incentive Plan (the “Incentive Plan”), which permits the grant of stock options, stock appreciation rights (“SARs”), restricted stock, which may be designated as restricted stock shares or RSUs, performance stock awards (which may be settled in cash or stock and designated as performance stock shares or performance stock units (“PSUs”)), other stock awards and cash incentive awards. The Incentive Plan provides for an annual cap on the amount of awards to individual non-employee directors. The use of equity awards is designed to align directors’ interests with the long-term ownership interests of our shareholders. In the second quarter of fiscal 2024, each non-employee director serving on the grant date received a grant of RSUs worth approximately \$190,000. The number of RSUs granted was determined based on the average closing price of the Company’s stock during the 90 calendar day period ended December 1, 2023. The restrictions on the RSUs generally lapse on the first anniversary of the grant date.

Director Participation in Deferred Compensation Plan

Directors are eligible to defer their cash fees, as well as stock awards (excluding options), through the Non-Employee Directors Deferred Compensation Plan. Amounts in deferred cash accounts are credited with interest, compounded monthly, at the prime rate of interest, which is determined quarterly. Directors were previously eligible to defer their cash fees through Plexus’ supplemental executive retirement plan, which is described in “Compensation Discussion and Analysis” below.

BOARD'S ROLE IN RISK OVERSIGHT

Aptly managing enterprise risks and opportunities is a critical part of our governance infrastructure. Our enterprise risk management (“ERM”) approach and control framework includes board oversight paired with integrated participation at all levels of the organization in order to ensure identification, assessment and appropriate response to risks and opportunities that may affect our ability to achieve our strategic objectives. This includes oversight by our executive Compliance, Ethics and Risk Committee, which includes our President and CEO, and process execution by the Risk Oversight Council, a cross-functional global council of employees led by our Enterprise Risk Manager. Our risk methodology includes: processes to categorize and quantify the likelihood and impact of risks; risk appetite and tolerance review; risk mitigation and opportunity strategies; and subsequent strategic integration through the establishment of key risk indicators and controls, and recalibration of risk tolerances.

BOARD OF DIRECTORS		
Assesses the effectiveness of Plexus’ ERM program and oversees identified enterprise risks		
Audit Committee <ul style="list-style-type: none"> Oversees major financial risk exposures Discusses steps management has taken to identify, monitor and mitigate such risks Assesses effectiveness of governance and management of information technology Oversees the management of cybersecurity risks 	Compensation Committee <ul style="list-style-type: none"> Oversees risks related to compensation, leadership development and succession planning Oversees compensation programs to ensure alignment with strategic objectives and to incentivize appropriate risk taking Monitors opportunities and risks related to our human capital management strategy 	Governance Committee <ul style="list-style-type: none"> Oversees the effectiveness of the ERM program Oversees risks associated with ethics and compliance Oversees risks associated with ESG matters
COMPLIANCE, ETHICS AND RISK COMMITTEE		
Comprised of select members of executive leadership		
<ul style="list-style-type: none"> Establishes enterprise risk appetite and tolerance consistent with corporate strategy 	<ul style="list-style-type: none"> Assists in identification, calibration and prioritization of risks, and validates enterprise risks identified by the Risk Oversight Council 	<ul style="list-style-type: none"> Reviews and monitors progress for enterprise risk mitigation strategies
RISK OVERSIGHT COUNCIL		
Cross-functional global council of team members led by the Enterprise Risk Manager		
<ul style="list-style-type: none"> Calibrates and aligns on highest risks warranting escalation to management 	<ul style="list-style-type: none"> Collaborates on risk mitigation strategies and efforts 	<ul style="list-style-type: none"> Makes recommendations to and integrates strategic direction from, management and the board

This framework aims to establish an effective risk oversight program that successfully integrates risk management practices throughout the organization, enables open communication between management and directors and ensures all directors are actively involved in the risk oversight function. In addition, our board structure provides express committee oversight over critical areas of enterprise risk, including cybersecurity, environmental, social and governance matters, and human capital. We also employ independent internal and external audit procedures to help validate key controls related to identified risks, the results of which are reported to the board regularly. The board receives updates between board meetings with regard to issues that could materially impact the business, including through our business continuity and crisis communications protocols.

Information Technology & Security Risk Management

Information security and data privacy risk management, including cybersecurity, is integrated into and aligns with our ERM processes. Our information protection and privacy program incorporates administrative, technical and physical safeguards, and incorporates various cybersecurity and internal control frameworks to protect information assets, manage data privacy and ensure compliance with laws and industry standards. We leverage the National Institute of Security and Technology (NIST) Cybersecurity Framework, among others, to provide a strategic and adaptable approach to managing evolving cyber risks. This framework assists in assessing and improving our security posture by identifying vulnerabilities and prioritizing investments or improvements.

We maintain a cybersecurity incident response plan to assist in the assessment and management of cybersecurity incidents. The plan includes tactical playbooks and crisis response procedures based on incident severity and materiality impact. These crisis response procedures include escalation to the Audit Committee and the board, where appropriate. Our incident response plan is periodically tested through tabletop exercises, the results of which are reported to the Audit Committee.

CYBERSECURITY GOVERNANCE & OVERSIGHT

Our Chief Information & Technology Officer (“CITO”), who reports directly to the President and CEO, directs our global information technology vision and long-term strategies. Under the direction of the CITO, the Director of Cybersecurity leads our enterprise-wide cybersecurity program and oversees a dedicated global cybersecurity team that monitors, assesses and mitigates material risks from various cybersecurity threats. This team leads critical efforts to drive readiness, awareness and learning across the organization, including management of a 24x7x365 Cybersecurity Operations Center for detection and response capabilities; maintaining a cybersecurity awareness learning management system; and third party assessments and audits, penetration tests and “red team” assessments to evaluate the effectiveness of cybersecurity controls and identify areas of cybersecurity risk.

Our executive-level Security Steering Committee provides oversight of cybersecurity, data governance and privacy programs. This Committee is made up of select executives including the General Counsel, Chief Administrative Officer and Secretary (“CAO”); Chief Operating Officer; and CITO. The Security Steering Committee provides oversight and ensures program alignment to Plexus’ strategic goals. The committee serves to provide awareness and guidance to prioritization, organizational alignment and enablement of resources to minimize risk to Plexus’ operations, brand and reputation. The Security Steering Committee, through the Director of Cybersecurity and the CITO, reports to a broader Information Technology (“IT”) Steering Committee, which includes the President and CEO and Chief Financial Officer.

On at least an annual basis, and on topical information security matters more frequently as determined by the board or management, the Audit Committee reviews the effectiveness of IT risk governance and management, including those relating to business continuity, cybersecurity, malware, regulatory compliance and data management. These reviews also include reviewing the appropriateness of resources (people and financial) devoted to information technology requirements. The CITO and Director of Cybersecurity also brief the Audit Committee quarterly on cybersecurity matters, including specific risks, mitigation plans, risk management and governance. The Audit Committee reports to the board on these discussions as appropriate.

Further, the board is briefed periodically (at least annually) on our overall IT strategy, including cybersecurity, to ensure alignment with the business, review of assets and infrastructure, and trends, key risks and initiatives.

Our board conducts a self-evaluation annually on a number of key qualifications, attributes, skills and experiences, as set forth above in “Board and Committee Self-Evaluation Process.” Through this self-evaluation process, all 10 of our director nominees identified as having experience managing cybersecurity practices in a multi-national organization.

SUSTAINABLE & RESPONSIBLE BUSINESS PRACTICES

Our focus on sustainable and responsible business practices is vital to realizing our vision to help create the products that build a better world. Our enduring strategy delivers value through our unique market focus, superior execution, a passionate and engaged workforce and a disciplined corporate model. As a new climate economy emerges and market dynamics shift, we are uniquely positioned to deliver more sustainable and responsible products and product lifecycle solutions for our customers, while attracting and retaining team members who align to this value proposition. Through our integrated strategic approach, the positive impact we can achieve through our efforts is transformative—for people, customers, our business and the planet.

Our integrative approach requires leadership engagement and oversight at the highest levels in order to assess risks and opportunities and to advance more sustainable and responsible business practices deep into our organization. The board engages regularly on our sustainability program and enterprise risks and is updated annually on our enterprise sustainability strategy and on topical sustainability matters more frequently as determined by the board or management. Plexus provides regular updates between board meetings with regard to issues that could materially impact the business, including through our business continuity and crisis communications protocols.

- The Governance Committee reviews details of our strategy at least quarterly to ensure alignment with business objectives, including policies and initiatives, sustainability reporting and trends that could impact operations, performance, reputation and sustainable growth. This includes, among other things, review and oversight of our management of risks and opportunities, such as those caused by the impacts of climate change, geopolitical dynamics, social unrest and related market disruption.
- Our Compensation Committee oversees our human capital strategy, including D&I efforts, talent development and global compensation policies and philosophies— all critical components of our social responsibility and social impact efforts. This committee also works with management to identify non-financial goals, such as those related to our environmental efforts or social impact, that are critical to position Plexus for sustainable, long-term success. These goals often comprise objectives under our executives’ short-term Variable Incentive Compensation Plan, which is reviewed annually as part of the compensation approval process.
- Our Audit Committee oversees the effectiveness of our internal controls over financial reporting and public disclosures, including sustainability reporting, our whistleblower and ethics hotline reporting, and management and governance of information technology and cybersecurity risks.

The executive Sustainable & Responsible Business Practices Committee—which includes our President and CEO and is chaired by our CAO—oversees integration of sustainable and responsible business practices into Plexus’ business strategy, sets short and long-term goals, including those that may be tied to executive compensation, and drives organizational engagement and accountability. The Sr. Director of Sustainability & Social Impact, along with their direct reports and dedicated resources throughout the organization, works closely with the Sustainable & Responsible Business Practices Committee to converge on a strategy that will create long-term value for the business, meet key stakeholder expectations and ensure accountabilities are effectively embedded throughout the organization.

This organizational framework enables us to effectively assess and address emerging social and environmental risks and opportunities, establish focus areas and goals, and align the organization to effectively execute on key priorities.

Fiscal 2024 Highlights

In addition to our executive incentive initiatives, discussed in “Compensation Discussion & Analysis,” our fiscal 2024 advancement efforts to build a better world included:

- Expanded technical capabilities to help our customers design, manufacture and service products to be more sustainable.
- Earned Ecovadis Bronze Medal (top 35% threshold).
- Over 5% global emissions reduction achieved in 2024.
- Approximately 10% global waste-to-landfill intensity reduction achieved in 2024, surpassing 5% global waste-to-landfill intensity target.
- Over 50% of our global supply chain spend assessed on ESG criteria.
- Workplace pay equity and transparency solution piloted in the U.S.
- Over 20,000 paid global volunteer hours contributed to local communities by team members.
- Over \$1 million dollars donated globally through the Plexus Community Foundation.
- Joined the United Nations’ Global Compact (“UNGC”) and participated in the UNGC’s Climate Ambition Accelerator program.

In fiscal 2024, Plexus published its annual Sustainability Report, reflecting its commitment to driving transparency and helping to coordinate sustainable and responsible practices across stakeholder groups. More detailed information about Plexus’ sustainability efforts and progress can be found in that report located at <https://www.plexus.com/en-us/corporate-social-responsibility>. The information in the Sustainability Report and on Plexus’ website is not a part of this proxy statement and is not incorporated by reference.

COMPENSATION DISCUSSION & ANALYSIS

Our continued success depends on our ability to attract, motivate, and retain critical talent dedicated to our long-term strategy. The Compensation Committee (in this section, the “Committee”) of the board of directors sets the general compensation philosophy for Plexus and ensures appropriate controls are in place to govern its application. The Committee makes decisions with respect to the compensation of the Chief Executive Officer (the “CEO”) and the Company’s other executive officers, and grants equity and other awards.

This section discusses the Committee’s executive compensation philosophy and key decisions designed to align pay to performance that drives shareholder value, in each case as they relate to the Company’s named executive officers. Plexus provides further detail regarding executive compensation in the tables and other information included in the “Executive Compensation” section of this proxy statement.

As previously announced, Mr. Frisch retired as the Company’s Chief Strategy Officer effective September 28, 2024.

NAMED EXECUTIVE OFFICERS FOR FISCAL 2024

Todd P. Kelsey

President & Chief Executive Officer

Patrick J. Jermain

Executive VP & Chief Financial Officer

Steven J. Frisch

Former Chief Strategy Officer

Oliver K. Mihm

Executive VP & Chief Operating Officer

Angelo M. Ninivaggi

Executive VP, Chief Administrative Officer,
General Counsel & Secretary

Executive Summary

FISCAL 2024 COMPENSATION ACTIONS

- The Committee performed a review of the peer group that we use to benchmark compensation in fiscal 2024 but did not make any changes for fiscal 2025 compensation planning purposes, as discussed below in “Elements & Analysis of Direct Compensation - Use of Peer Companies.”
- The Committee reviewed the Company’s ESG initiatives during 2024 and has established ESG goals for executive officers in fiscal 2025 that will comprise a portion of their personal objectives under the Variable Incentive Compensation Plan (the “VICP”), as further detailed in the “Annual Incentive Compensation (At Risk)” section of this proxy statement.
- Under the Committee’s equity allocation formula for fiscal 2024, annual equity awards to executive officers were granted as 50% PSUs and 50% RSUs. The equity grant allocation formula is intended to further strengthen the alignment of shareholders’ and executives’ interests, retain executive talent, and motivate our executives to succeed long-term. Consistent with prior years, PSUs granted in 2024 are weighted 50% on total shareholder return (“TSR”) and 50% on average economic return, which we define as the difference between return on invested capital (“ROIC”) and weighted average cost of capital (“WACC”).
- The TSR of Plexus stock during the three year performance period that ended January 2024 was at the 57.9 percentile of companies in the S&P 400 Index. Consequently, the portion of the PSUs granted in 2021 that vested based on TSR performance paid out at 115.8% of target.
- Average economic return for the three year performance period that ended at the conclusion of fiscal 2024 was 3.0%. As a result, the portion of the PSUs granted in 2022 that vested based on economic return performance paid out at 118.5% of target.
- Based on fiscal 2024 performance, total payments to named executive officers under all components of the VICP represented 62% of the target payout, with corporate financial performance representing 44% as compared to the target payout of 80% for such performance.
- In early fiscal 2024, the Committee approved the adoption of the 2024 Incentive Plan, to replace our existing equity plan. The Company’s shareholders approved the 2024 Incentive Plan at our last annual meeting with approximately 93% of shareholders votes cast in favor.

The 2024 Incentive Plan allows for an additional 800,000 shares to be issued plus any unissued or cancelled shares from the 2016 Omnibus Plan. The 2024 Incentive Plan allows the Company the ability to grant stock options, stock appreciation rights, shares of restricted stock and RSUs, performance stock and PSUs, other stock awards, and cash incentive awards.

- The Company entered into a retirement agreement with Mr. Frisch in connection with his retirement following the conclusion of fiscal 2024.

EXECUTIVE COMPENSATION GOVERNANCE BEST PRACTICES

WHAT WE DO	WHAT WE DON'T DO
<ul style="list-style-type: none"> ▸ Base a majority of total compensation on compensation that is at risk through our annual and long-term performance-based and retention incentives ▸ Set annual and long-term incentive targets based on clearly disclosed, objective performance measures ▸ Conduct annual assessments of risk associated with our executive compensation programs, policies and procedures ▸ Mitigate undue risk associated with our compensation programs through a Clawback Policy ▸ Enter into “double trigger” change in control agreements with executive officers 	<ul style="list-style-type: none"> ▸ Have excise tax gross-up provisions in any change in control agreements or compensation programs ▸ Enter into employment contracts with executives other than our CEO ▸ Permit hedging transactions, pledging and short sales by our executive officers

OTHER COMPENSATION AND GOVERNANCE PRACTICES & POLICIES

Practices Relating to Compensation Consultants

- The Committee uses outside compensation consultants to assist it in analyzing Plexus’ compensation programs and in determining appropriate levels of compensation and benefits.
- The Company provides appropriate funding, as determined by the Committee, for the payment of compensation to any compensation consultant employed by the Committee.
- During fiscal 2024, the Committee retained Exequity LLP (“Exequity”) as its compensation consultant. After considering the factors set forth in SEC and Nasdaq rules, in accordance with its charter, the Committee concluded that its relationships with Exequity has not given rise to any conflict of interest.
- Exequity’s services to the Committee relating to fiscal 2024 included, among other things, providing perspective on current trends and developments in executive and director compensation as well as analysis of benchmarking data and confirmation of our peer group composition. All executive compensation services provided by Exequity were conducted under the direction or authority of the Committee, and all work performed by Exequity was pre-approved by the Committee.

Management Involvement

- Members of management, particularly the CEO and human resources personnel, regularly participate in the Committee's meetings at the Committee's request. Management's role is to contribute information to the Committee and provide staff support and analysis for its discussions. However, management does not make any recommendation for the CEO's compensation, nor does management make the final determination of the CEO's or the other executive officers' amount or form of executive compensation. The CEO does recommend compensation for the other executive officers to the Committee, subject to the Committee's final decision. To assist in determining compensation recommendations for the other executive officers, the CEO considers Plexus' compensation philosophy and, in partnership with the human resources management team, utilizes the same compensation decision-making process as the Committee.
- Decisions regarding the compensation of the CEO are made in executive sessions at which the Committee members participate with Exequity to review competitive practices and overall compensation expense; the CEO and management are not present for these discussions. The sessions generally focus on the CEO's performance achievement and the elements of CEO compensation. The Committee discusses and reviews materials comparing the CEO's compensation to peer group and survey data as well as Plexus' overall performance relative to competitors and companies in our peer group. Materials presented also include a pay comparison of the CEO to our other executive officers and a review of the CEO's vested and unvested equity grants, as well as accumulated value, in an effort to assess possible retention risks.

Executive Compensation Philosophy, Goals & Process

The Committee's philosophy is to competitively compensate all employees, including executives, for their contributions to Plexus, to appropriately motivate employees to provide value to Plexus' shareholders and to consider the ability of Plexus to fund any compensation decisions, plans or programs. Competitive compensation must balance both short-term and long-term considerations and take into account external forces, best practices, and the performance of Plexus and the employee. Compensation packages should also motivate executives to make decisions and pursue opportunities that are aligned with the interests of our shareholders, while not exposing the Company to excessive risk. Finally, the Committee considers Plexus' financial condition, the conditions in Plexus' industry and end markets, Plexus' performance compared to its competitors, and the effects of those conditions on Plexus' sales and profitability in making compensation decisions as well as the outcome of the advisory vote on executive compensation at the prior annual shareholders meeting. At our last annual meeting, approximately 86% of the shareholder votes cast on the proposal were cast in favor of the resolution, demonstrating that shareholders generally approve of our executive compensation program.

PERFORMANCE MEASURES INTENDED TO MAXIMIZE SHAREHOLDER VALUE

The Company continues to emphasize annual and long-term incentive opportunities as a portion of total compensation since they are performance-based, represent compensation that is at risk, promote the creation of shareholder value and are intended to align the interests of executive officers with those of our shareholders.

The Committee and the Company believe that shareholder value is maximized through revenue growth and generating a ROIC that exceeds the Company's WACC. We refer to the amount of excess return when comparing these measures as economic return. The importance of achieving revenue growth and economic return goals has been emphasized by making a substantial component of each executive officer's compensation dependent on the Company's achievement of these goals, with executives maximizing their annual incentive compensation opportunity if the Company achieves its organic revenue growth and economic return goals.

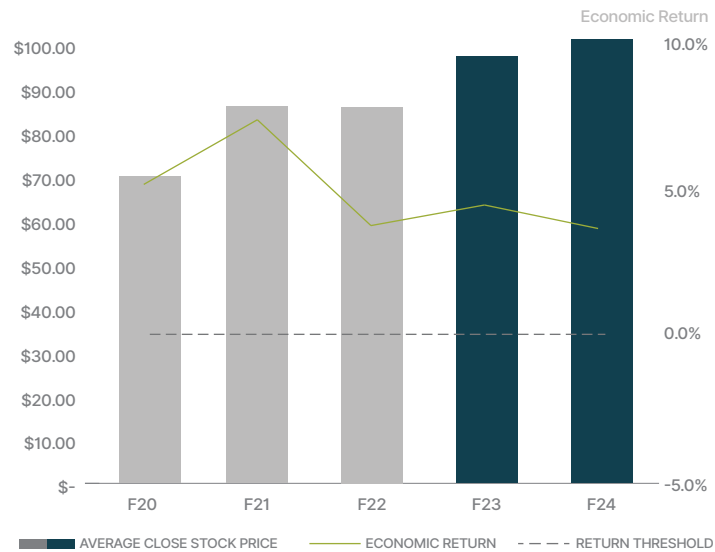
Within our long term incentive plan we use economic return as a performance measure for PSUs. Relative TSR is also used as a performance measure for PSUs. The Committee believes it is important to balance absolute and relative measures in an effort to account for both internal and external influences on Company performance. The performance measures used by the Company’s annual and long-term incentive plans are described further in the “Elements and Analysis of Direct Compensation.”

MEASURE	PLAN	PAYMENT	PURPOSE
Revenue Growth	Annual - VICP	Cash	Revenue growth is the result of a sound strategy effectively executed and increases shareholder value when combined with economic return.
ROIC	Annual - VICP	Cash	We deliver economic return by driving improvements in ROIC through a combination of operating margin performance and prudent capital investment.
Economic Return	Long-term PSU	Equity	Delivering economic return over the long-term generates shareholder wealth and mitigates short-termism.
Relative TSR	Long-term PSU	Equity	Relative TSR is an appropriate performance metric primarily because it is objectively determinable, provides rewards that are aligned to relative performance through varying economic cycles and reflects the delivery of value to shareholders.

Finally, the Committee recognizes that certain non-financial goals are important to position the Company for sustainable long-term success. The Committee works with management to identify these goals and they often comprise personal objectives under the VICP. These goals could include execution metrics, important system and process improvements, talent development priorities, and ESG initiatives, amongst others.

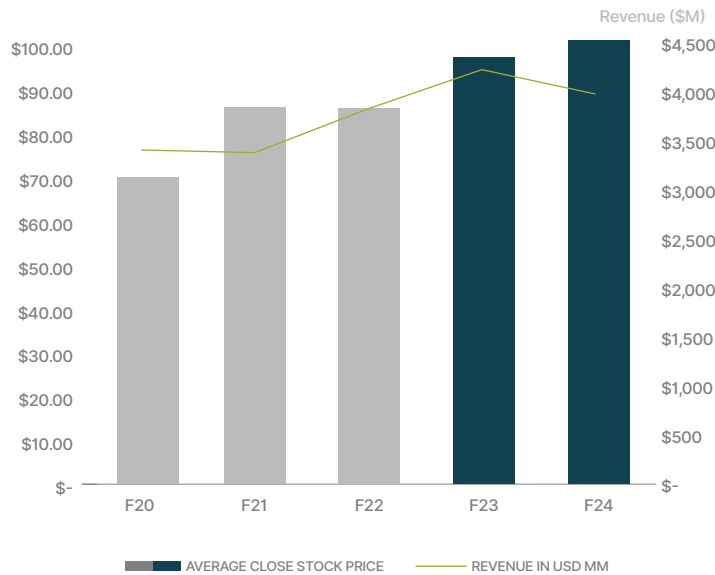
Below are illustrations of the performance of our compensation program measures and their relationship to creating shareholder value. To drive value, both growth and economic return¹ are critical.

ECONOMIC RETURN AND VALUE CREATION



¹ Economic Return is a Non-GAAP measure. See Exhibit 99.1 to the Company’s Annual Report on Form 10-K for the fiscal year ended September 28, 2024 for a reconciliation to GAAP.

GROWTH AND VALUE CREATION



Plexus uses the following compensation reward components, which work together to create competitive compensation arrangements for our executive officers. Greater detail is described in “Elements & Analysis of Direct Compensation.”

PAY ELEMENT	DESCRIPTION	PAYOUT MEDIUM, TIMING AND AMOUNT
Base Salary (Fixed)	Market competitive base salary reflecting knowledge, skills, experience, responsibility, potential, and performance	Paid in Cash Paid Currently Fixed Amount
Annual Incentive (Variable)	Cash incentive based on the achievement of annual Company financial metrics (40% revenue growth, 40% ROIC) and personal objectives (20%)	Paid in Cash Paid Annually 0%-200% of Target
Long-Term Incentive (Variable)	25% PSUs based on TSR	Paid in Equity Paid After Three Year Performance Vesting Period 0%-150% of Target
	25% PSUs based on economic return	Paid in Equity Paid After Three Year Performance Vesting Period 0%-200% of Target
	50% Restricted Stock Units	Paid in Equity Paid After Three Year Vesting Period

Plexus also offers other reward components to competitively compensate our employees:

- **Health and Welfare Benefits:** to promote the health and well-being of our employees and families, such as health and life insurance.
- **Retirement Plans:** to help our employees plan for their retirement. In addition to a 401(k) Plan, the Company also provides a supplemental executive retirement plan under which certain executives may elect to defer compensation; the Company also makes additional contributions on their behalf.
- **Agreements:** Only our current CEO has an employment agreement, which is intended to help assure the continuing availability of his services over a period of time and protect the Company from competition post-employment. All executive officers have change in control agreements to help assure that they will not be distracted by personal interests in the case of a potential acquisition of Plexus. The change in control agreements utilize a double trigger and do not include excise tax gross-up provisions.

Elements & Analysis of Direct Compensation

OVERVIEW OF DIRECT COMPENSATION

Total direct compensation for executive officers at Plexus consists of three primary components—salary, annual cash incentive payments under the VICP and long-term equity-based awards. Each of these components is complementary to the others, addressing different aspects of direct compensation and seeking to motivate employees, including executive officers, in varying ways. The Committee reviews the total compensation package of each executive officer to determine whether it is reasonable.

Setting Compensation Levels

The Committee uses a combination of peer company data and published general industry surveys to provide insight into the competitiveness of each component of compensation offered to Plexus’ executive officers. This data is compiled and analyzed by Plexus human resources’ leaders, who then meet with the Committee’s compensation consultant to help the consultants understand Plexus’

business model, organizational structure and compensation philosophy. The compensation consultant, Plexus human resources' personnel, and our CEO discuss the analysis, rationale and methodology, and make recommendations to the Committee. Our CEO is excluded from CEO compensation discussions.

When assessing the competitiveness of compensation and making compensation determinations, the Committee's process includes a review and analysis of various factors, including:

- Company financial results;
- An internal calibration of base compensation as well as short-term and long-term award levels;
- Individual stock ownership and grant practices for the CEO and other officers;
- The proportion of pay between the CEO compared to those at other levels in the organization;
- Pay-for-performance and retention incentives;
- Deferred compensation arrangements and accumulated value; and
- Reasonableness of compensation as a whole.

In performing these analyses, the Committee uses tally sheets, which incorporate these factors to provide a comprehensive view of Plexus' total compensation for each executive and payout exposure under various performance scenarios.

When determining the competitive target compensation for each executive, the Committee uses comparable pay information as a point for reference. Through this form of benchmarking, the Committee does not aim for any particular numerical or percentage tests as compared to peer company data or surveys; however, it generally views the 50th percentile of market data as a reasonable comparison and uses its judgment following the review of multiple data points to arrive at individual pay determinations. In that consideration, the Committee discusses total compensation (including outstanding equity awards) for all executive officers, the level of experience and leadership each provides, and financial and personal performance results. The Committee seeks to properly position the total target direct compensation of the Company's executive officers and to balance different types of compensation (including equity) in order to promote retention and strong Company performance. The Committee believes this approach results in a comprehensive and thoughtful compensation review process because it allows the Committee to use discretion when appropriate in responding to particular circumstances. The Committee intends to continue these practices in the future.

Use of Peer Companies

For compensation planning purposes, the Committee has constructed a peer group in order to compare the compensation of Plexus' executive officers with that paid by other companies. Companies were chosen for the peer group using filtering criteria such as:

- Company size and performance (revenue, assets, market capitalization, performance criteria);
- Companies identified as competitors and/or in the same industry;
- Geographic footprint;
- Company image;
- Organizational complexity; and
- Financial structure.

The Committee has established a group of peer companies for comparison purposes using the selection criteria discussed above. The Committee conducts reviews of the peer group and selection criteria on a periodic basis to ensure that both are appropriate. A review of the peer group was completed in fiscal 2023 for fiscal 2024 compensation planning but no changes were made. A similar review was completed in fiscal 2024 for fiscal 2025 compensation planning but no changes were made. The peer group for fiscal 2024 and fiscal 2025 compensation planning consisted of the companies set forth in the table below.

PEER GROUP FOR SETTING 2024 AND 2025 PAY

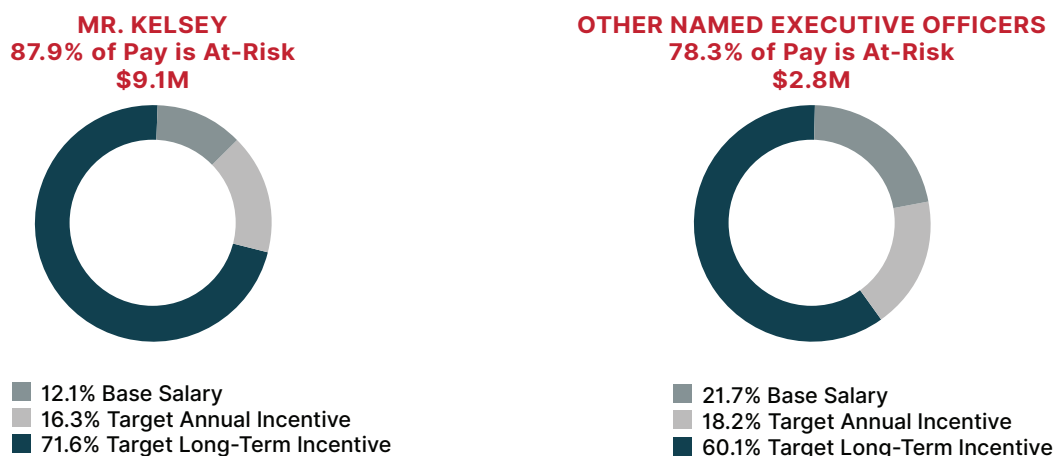
Amkor Technology, Inc.	Flex Ltd.	Sanmina Corporation
Benchmark Electronics, Inc.	Jabil Inc.	Teledyne Technologies Inc.
Bruker Corporation	Keysight Technologies, Inc.	Trimble Inc.
Celestica Inc.	Moog Inc.	Vishay Intertechnology, Inc.
CommScope Holding Company, Inc.	Parsons Corporation	Waters Corporation
Curtiss-Wright Corporation	Regal Rexnord Corporation	
Fabrinet	Revvity, Inc.	

DISTRIBUTION OF PAY COMPONENTS

The Committee believes that a majority of executive compensation should be at risk and that the CEO's percentage at risk should be the highest. VICP targets for the named executive officers other than Mr. Kelsey ranged from 80% to 90% of base salary in fiscal 2024, with the opportunity to earn cash incentives beyond those levels if Plexus exceeded its targeted financial goals. In the case of Mr. Kelsey, the VICP target as a percentage of base salary was 135% in fiscal 2024, reflecting his overall greater responsibility for the Company. In fiscal 2024, long-term incentives for executive officers were granted in the form of: (i) RSUs that vest based on continued service, which promotes a long-term ownership mentality; and (ii) PSUs, which represent compensation that is at risk since these awards will be forfeited if performance is below a threshold level.

Except in the case of promotions or other special circumstances, compensation adjustments and equity awards for executive officers are targeted for implementation in the second quarter of each fiscal year to align with the Company's internal performance management cycle and changes to the compensation of its other non-executive employees. The Committee considers both individual and Company performance in making these determinations, and believes that this timing forges a strong link between performance and pay.

The resulting total targeted direct compensation mix used for fiscal 2024 for Mr. Kelsey and the average for the other named executive officers is illustrated in the charts below:



BASE SALARY

Factors Considered In Determining Base Salary

Prior to establishing the base salary level for the CEO and approving salary levels for other executive officers, the Committee takes into consideration various factors. These factors include:

- Compensation data from our peer group;
- Salary increase trends for executive base pay and other information provided in published surveys;
- An in-depth total rewards analysis with comparisons to peer group and survey data; and
- Individual executive officers' performance, duties and responsibilities, and their relative authority within Plexus.

The Committee uses this information and meets in executive session to discuss appropriate pay positioning and pay mix based on the data gathered. The data gathered in the determination process helps the Committee test for fairness, reasonableness and competitiveness. While the Committee takes into account the Company's compensation philosophy and goals and follows a holistic approach to executive compensation packages, its final determination may incorporate the subjective judgment of its members, as well.

Executive officer base salary changes may include the following two components:

- Competitive Adjustments. If executive officer salaries fall out of alignment with the competitive median range of our peer group and survey data, we consider changing the salaries to a more competitive level. Competitive adjustments may take place over a multi-year period and may depend on individual performance.
- Performance-Based Merit Increases. Separate merit increase may be provided based on individual performance, if appropriate.

2024 Base Salary Adjustments

Base salary adjustments for 2024 were approved by the Committee in December 2023 for all executive officers. When considering compensation adjustments, the Company has placed a greater emphasis on annual and long-term incentive opportunities, as opposed to base salary, since they are performance-based, represent compensation that is at risk, promote the creation of shareholder value and are intended to further align the interests of executive officers with those of our shareholders. Our CEO's base salary is higher than those of our other executive officers because of the more extensive and

challenging duties and responsibilities associated with that position. In addition, the CEO's total compensation is more heavily weighted toward performance-based compensation when compared to the total compensation of our other executive officers.

For 2024, Mr. Kelsey's base salary was set at \$1,100,000 which was not changed from his previous salary. The base salary for Mr. Kelsey is positioned near the median of peer group and market comparisons.

Increases for our other named executive officers varied from 2.8% to 5.7%. Base salary increases for 2024 for these named executive officers represented merit increases only. Variations between these named executive officers reflected competitive conditions and the Committee's view of the named executive officers' duties, responsibilities and performance. The Committee believed that base salaries for those named executive officers were appropriately aligned with peer group and market comparisons, and were awarded based on individual performance.

Presented below are the 2024 base salaries and percentage increases as compared to the prior year for our named executive officers:

EXECUTIVE OFFICER	2024 BASE SALARY	PERCENTAGE INCREASE COMPARED TO 2023
Mr. Kelsey	\$1,100,000	0.0%
Mr. Frisch	\$650,000	0.0%
Mr. Jermain	\$640,000	3.2%
Mr. Mihm	\$560,000	5.7%
Mr. Ninivaggi	\$545,000	2.8%

On January 25, 2024, Plexus announced anticipated restructuring charges to enable improved scalability, create greater efficiency and align its cost structure to position Plexus for future investments and long-term growth. At that time, Mr. Kelsey also announced he would voluntarily take a 10% base salary reduction, which went into effect on January 7, 2024 and remained in effect until June 23, 2024. For the same reasons as Mr. Kelsey, all named executive officers voluntarily took a 5% pay reduction from January 7, 2024 to June 23, 2024. The impact of such voluntary reductions are not shown in the table above, but are reflected in the "Base Salary" column of the Summary Compensation Table below.

ANNUAL INCENTIVE COMPENSATION (AT RISK)

The VICP provides annual cash incentives to approximately 4,300 participants, including all of our executive officers. The award opportunity levels for each participant are expressed as a percentage of base salary.

BASE SALARY	X	TARGET AWARD PERCENTAGE	X	PERFORMANCE GOAL ACHIEVEMENT	=	VICP AWARD EARNED
		% of Base Salary (varies by pay grade)		40% Revenue Target + 40% ROIC Target + 20% Personal Objectives		

For executive officers, the VICP is a sub-plan of the Incentive Plan with the opportunity to earn above their targeted award opportunities based on the achievement of corporate financial goals. Higher levels of duties and responsibilities within Plexus lead to higher cash incentive opportunities under the VICP because the Committee believes that heightened responsibility leads to more influence on corporate performance. For each executive officer, 80% of the targeted award is keyed to the corporate financial

goals; the remaining 20% of the targeted award is keyed to the achievement of individual objectives. Offering a greater percentage of compensation tied to performance measures is intended to more strongly link executive compensation with Company performance and shareholder returns.

The table below lists the fiscal 2024 VICP award opportunities for the named executive officers, expressed as a percentage of base salary. There were no changes to targeted awards for 2024 compared to 2023 for any named executive officer.

EXECUTIVE OFFICER	2024 THRESHOLD AWARD (%)	2024 TARGETED AWARD (%)	2024 MAXIMUM AWARD (%)
Mr. Kelsey	0%	135%	270%
Mr. Frisch	0%	90%	180%
Mr. Jermain	0%	85%	170%
Mr. Mihm	0%	80%	160%
Mr. Ninivaggi	0%	80%	160%

The VICP provides for payments relating to corporate financial goals both below and above the targeted awards by establishing specific threshold levels of corporate performance at which payments begin to be earned and maximum payout levels beyond which no further payment is earned. The payout for our executive officers at the maximum payout level is 200% of the targeted award. The Committee believes that the opportunity to receive a payout above target should be based solely on achieving corporate financial goals. Therefore, to achieve the maximum payout of 200% of the targeted award, executive officers must achieve 90% payouts for each of the revenue and ROIC components of the VICP, with the individual objectives component comprising the balance at a maximum of 20%. Payments to participants are not permitted under the VICP unless the Company achieves positive net income for the plan year.

The VICP provides that extraordinary items or charges should be excluded from fiscal year results. In addition, the Committee has the authority to exclude non-recurring charges, when determining the achievement of the corporate financial goals.

2024 Plan Design - Company Financial Goals

Our financial and compensation models align with our business strategy. The specific corporate financial goals for fiscal 2024, each of which stood independently of the other with regard to award opportunities, were revenue and ROIC. The goals were chosen because they aligned performance-based compensation to the key financial metrics that the Company used internally to measure its ongoing performance and that it used in its financial plans. The fiscal 2024 targets for these goals were set as part of our annual financial planning process and continue to align with our enduring financial goals. For each of the corporate financial goals, we also established specific “threshold” and “maximum” payout levels of achievement as part of that process.

For the purposes of the VICP, ROIC is defined as tax-effected annual operating income divided by the average invested capital over a five quarter period for the fiscal year and the prior fiscal year fourth quarter. Invested capital is defined as equity plus debt and operating lease liabilities, less cash and cash equivalents. Revenue is defined as the fiscal 2024 net recognized sales of the Company for financial statement purposes. The Committee has discretion to adjust ROIC to account for the effects of extraordinary items. No award is payable to any participant under the VICP unless we have positive net income for the fiscal year. In the event of results that are below the revenue and the ROIC threshold levels, the VICP may pay out only in respect to the portion based on individual objectives.

When determining ROIC for VICP awards, extraordinary items or charges, and non-recurring charges, are disregarded, except as otherwise determined by the Committee in its discretion. In fiscal 2024, non-recurring charges of \$25.3 million were excluded from the ROIC calculation for VICP awards.

For fiscal 2024, in accordance with Plexus’ strategic plan and the Committee’s philosophy of aligning compensation with the Company’s enduring goals, the Committee established the performance goals described below:

	THRESHOLD	TARGET	MAXIMUM PAYOUT
Revenue	Equal to prior year revenue	Midpoint between threshold and maximum payout	Equal to 12% revenue growth
ROIC	Equal to Plexus’ WACC	Midpoint between threshold and maximum payout	Equal to 15% ROIC

The Committee believes that setting the maximum payout levels for revenue and ROIC consistent with our financial goals fully aligns employees with financial results that maximize value to our shareholders, without encouraging excessive risk-taking. Threshold levels for both metrics were set at the minimum levels of performance at which Plexus believes it begins generating value for our shareholders. Target levels for revenue and ROIC, which were set between the threshold and maximum payout levels, were intended to be challenging, but achievable, based on industry conditions and Plexus’ financial plan. Awards for performance between the threshold and target level, and between the target and maximum levels, are calculated by straight-line interpolation.

The following table sets forth the fiscal 2024 financial targets and potential VICP payout amounts (as a percent of targeted VICP cash incentive) for the named executive officers, at the threshold, target and maximum payout performance levels:

Component	THRESHOLD		TARGET		MAXIMUM PAYOUT	
	Goal	Payout	Goal	Payout	Goal	Payout
Revenue (in millions)	\$4,210	0%	\$4,463	40%	\$4,716	90%
ROIC	8.2%	0%	11.6%	40%	15.0%	90%
Individual Objectives		up to 20%		up to 20%		up to 20%
Total Potential Incentive = Revenue + ROIC + Individual Objectives		up to 20%		up to 100%		up to 200%

In fiscal 2024, revenue was \$3,961 million and ROIC was 11.8%. Therefore, the Company’s performance was below the threshold for revenue but between the target and maximum payout for ROIC.

2024 Plan Design - Individual Objectives

The Committee determines and approves the individual objectives established for the CEO and the other executive officers. For fiscal 2024, common individual objectives were shared by all executive officers, including Mr. Kelsey and the other named executive officers. Attainment of the individual objectives represents 20% of the potential targeted VICP award; however, no such award may be earned based on individual objectives unless the Company achieves positive net income for the plan year. The Committee’s assessment of individual objectives is based on their likely impact on the achievement of the Company’s annual financial plan and other longer-term strategic priorities, their effect on shareholder value and their alignment with one another.

The fiscal 2024 shared individual objectives for our named executive officers that the Committee set at the beginning of the year concentrated on (a) a reduction in inventory levels; (b) continued pursuit of the Company’s “zero defects” cultural journey, focused on quality improvement initiatives and goals; (c) enterprise projects supporting innovation; and (d) ESG initiatives relating to energy reduction,

talent sourcing, and waste to landfill controls. The Committee revisited the shared individual objectives during fiscal 2024 and revised the objectives to focus solely on customer controllable free cash flow performance for the second half of the fiscal year. Customer controllable free cash is calculated by adding operating profit with the changes in accounts receivable, inventory, accounts payable, and customer deposits. The revised goals, detailed in the table below, were set to drive immediate improvement in free cash flow performance.

	THRESHOLD		MAXIMUM PAYOUT	
	Goal	Payout	Goal	Payout
Customer Controllable Free Cash Flow				
Q3F24 (in millions)	\$110.0	0%	\$140.0	100%
Q4F24 (in millions)	\$56.5	0%	\$86.5	100%

Mr. Kelsey provided the Committee with an assessment of the executive team's performance on each shared individual objective and the Committee determined the ultimate award percentage level for each objective. Actual achievement of individual objectives for fiscal 2024 was based upon the Committee's determination of the degree to which the objectives were completed by the executive team. Based on initiative progress as of Q2, the Committee determined a payout of 85.0% was achieved for the first half of the fiscal year. Customer controllable free cash flow results exceeded the maximum payout for Q3 at \$193.5 million and Q4 at \$239.4 million resulting in a 100% payout for the second half of the fiscal year. As a result, all named executive officers were awarded a 92.5% payout of the personal objectives portion of the VICP, or a 18.5% payout versus the target of 20% for individual objectives.

2024 Annual Incentive Compensation (At Risk) - Actual Payout

The following table sets forth the fiscal 2024 VICP total payout as a percentage of each named executive officer's target award, capturing the fiscal 2024 results for the Company's revenue and ROIC goals combined with the individual objectives payout.

Component	ACTUAL PAYOUT	
	Results	Payout
Revenue (in millions)	\$3,961	0.0%
ROIC	11.8%	43.5%
Individual Objectives	92.5%	18.5%
Total Payout as a Percent of Target		62.0%

LONG-TERM INCENTIVES

Plan Structure

Total compensation, consistent with practices in our industry, places a particular emphasis on equity-based compensation for executive officers. The shareholder-approved Incentive Plan allows, and its predecessor allowed, for various award types, including options, SARs, restricted stock awards (including RSUs), performance stock awards (including PSUs), other stock awards and cash incentive awards. Equity-based awards are intended to provide incentives to enhance corporate performance as well as to further align the interests of our executive officers with those of our shareholders. The reported values of the long-term incentive opportunities under equity plans can vary significantly from year to year as a percentage of total direct compensation because they are determined by valuing the equity-based awards on the same basis that we use for financial statement purposes; that value depends significantly on our stock price and its volatility at the time of the awards.

For fiscal 2024 grants, and in furtherance of its emphasis on at-risk performance-based compensation, the Committee's annual equity grant allocation formula for named executive officers consisted of 50% PSUs and 50% RSUs. The Committee believes that this equity grant allocation formula promotes a

strong pay-for-performance link and further enhances the alignment of the interests of our executives with those of our shareholders. The equity grant allocation formula also is intended to promote share ownership (along with our equity ownership guidelines) and motivate our executives to succeed in the long-term. The Committee intends to continue to emphasize the use of performance-based awards for executive officers in future years.

The Committee's long-term incentive strategy allows for use of a portfolio approach when granting awards. Each element of the portfolio for fiscal 2024 was intended to address a different aspect of long-term incentive compensation, as set forth below:

- PSUs provide an additional incentive for executive officers to create shareholder value. PSUs have a three year performance period and earned shares vest following the conclusion of the performance period. PSUs are earned based on economic return and relative TSR, with 50% of the granted value in PSUs attributable to each performance measure.
- Economic return is used as a performance measure for the PSUs because it is a key focus of the Company's financial model and is correlated with shareholder value creation. Economic return is calculated based on a three-year annual average and for each individual fiscal year, the economic return performance measure will be a minimum of 0% and a maximum of 5%.
- Relative TSR is used as a performance measure to further align the PSUs with the Company's performance vs. a relevant group of companies. For the fiscal 2024 awards, the Committee select the companies comprising the S&P 400 Index. The Committee believes the use of relative TSR provides an incentive to outperform through economic cycles, that are beyond the control of the Company and its executives. The performance period commences on the date of grant and concludes on the third anniversary of the date of grant.
- RSUs provide an interest in the value of the Company's shares, because, even though they vest over time, they provide recipients with a certain equity interest, assuming continued employment. In addition to promoting retention, RSUs align the interests of executives and other employees who receive RSU grants with the interests of shareholders by building a long-term ownership mentality and providing motivation to succeed in the long term.

Annual Award Determination and Allocation Process

Each year the Committee reviews market data, individual performance and the estimated value of the entire pool of equity awards prior to making grants to executive officers, including when making grants in connection with promotions or other increases in responsibilities. Pursuant to its portfolio approach, in fiscal 2024, the Committee distributed awards in the form of PSUs and RSUs to eligible participants, as discussed above. When making these determinations, PSUs that vest based on the relative TSR of Plexus common stock are valued using a Monte Carlo simulation model, while the values of PSUs that vest based on economic return performance and RSUs are determined based on the fair market value of Plexus common stock.

The Committee determines the grant for the CEO and approves grants for all other executive officers. The CEO provides the Committee with initial grant recommendations for each executive officer other than himself by balancing the need to provide competitive compensation with the desire to keep related compensation value and expense relatively stable from period to period. The Committee considers each executive officer's duties, responsibilities and performance, as well as internal and external comparisons (for example, peer group comparisons and other third-party market surveys, as described above), when approving the grant value for each executive officer. Those in positions with more responsibility tend to receive larger grants to reflect their role in the Company and the market comparisons for their compensation. Also, as discussed above, for the CEO, the Committee uses the vested and unvested equity information, as well as the accumulated value analysis, to balance the level of existing awards with the desire to reward performance and to provide retention incentives.

The Committee continues its focus on increasing incentive award opportunities for our executive officers as a portion of total potential compensation in order to more strongly link executive compensation with Company performance and shareholder returns.

Timing of Grants

Grants of PSUs are made in the fiscal second quarter; however, the performance goals for the PSUs are set in the fiscal first quarter. Grants of RSUs are generally made once a year during the fiscal second quarter, but may also be made in connection with new hires, promotions, other increases in responsibilities or in special situations. The Committee anticipates continuing to follow this grant schedule and practice for future grants. The Committee does not take material nonpublic information into account when determining the timing and terms of equity awards, and we have not timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

Fiscal 2024 Awards

Based on the Committee's long-term incentive strategy, as well as individual responsibility and performance considerations, and reflecting all of the grants discussed above, the Committee granted the following equity awards to Mr. Kelsey and the other named executive officers in fiscal 2024.

Executive Officer	PSUs (#)	RSUs (#)
Mr. Kelsey	31,860	33,920
Mr. Frisch	10,760	11,450
Mr. Jermain	9,050	9,630
Mr. Mihm	7,330	7,810
Mr. Ninivaggi	5,380	5,730

Vesting of 50% of the PSUs granted in fiscal 2024 is based on a three-point annual average of the Company's absolute economic return performance during the performance period; vesting of the other 50% is based on the relative TSR of Plexus stock as compared to the companies in the S&P 400 Index. Performance on these metrics will be determined following the conclusion of the relevant three year performance period.

In order to further align the Company's financial model and business strategy to the payout of long-term incentives, the maximum payout on 50% of the PSUs is achieved when the three-point annual average economic return is at or above 5.0% over the three year performance period. If the maximum payout level is achieved, 200% of this portion of the PSUs will be earned. A target payout on this portion of the award will be achieved if the three-point annual average economic return is 2.5%; the Committee believes that this target is meaningfully difficult, but is achievable and appropriate for our industry. The Committee believes it is appropriate for a portion of these awards to vest when the three-point annual average economic return exceeds 0.0% because any positive level of economic return generates shareholder value. If the Company does not achieve a positive three-point annual average economic return, this portion of the PSUs will not pay out. Below is the payout matrix for the portion of the PSUs that may be earned based on economic return performance (if performance is between the specified levels, the payout will be interpolated):

AVERAGE ECONOMIC RETURN	PAYOUT PERFORMANCE FACTOR
0% (Threshold)	0%
2.5% (Target)	100%
5.0% (Maximum)	200%

The TSR calculations will be based on the percentage change from the initial price to the final price during the performance period, which is three years from the date of grant, and will reflect the reinvestment of dividends, if any. The initial price is calculated using the average closing price of common stock over the 30 calendar day period ending on the trading day immediately preceding the first day of the three year performance period. The final price is the average closing price of common stock over the 30 calendar day period ending on the last day of the three year performance period. The TSR calculations will be adjusted to reflect stock splits, recapitalizations and other similar events.

The portion of the PSUs that may be earned based on relative TSR performance will vest at target if the TSR of Plexus stock is at the 50th percentile of companies in the S&P 400 Index. A payout at maximum, which is 150% of the target award for this portion, may be achieved if the relative TSR of Plexus stock is at or above the 75th percentile of companies in the S&P 400 Index. The Committee believes that a relative TSR at or above this level would be reflective of significant achievement during the performance period. In order to receive a payout at threshold, which is 50% of the target award for this portion, the relative TSR of Plexus stock must be at or above the 25th percentile of companies in the S&P 400 Index. If the relative TSR of Plexus stock is below the 25th percentile, none of the PSUs will be earned and the awards will be forfeited.

The payout matrix for the portion of the PSUs granted in fiscal 2024 that may be earned based on relative TSR performance is presented in the table below (if performance is between the specified levels, the payout will be interpolated):

RELATIVE TSR PERCENTILE RANK	PAYOUT PERFORMANCE FACTOR
Below 25th	0%
25th (Threshold)	50%
50th (Target)	100%
75th and above (Maximum)	150%

For information regarding the performance of PSUs granted in fiscal 2024 and prior fiscal years as of September 28, 2024, see the “Outstanding Equity Awards at Fiscal Year-End” table below.

Annual awards of RSUs generally vest on the third anniversary of the grant, subject to early vesting on a change in control.

Fiscal 2021 PSUs

The TSR of Plexus stock during the three year performance period for the fiscal 2021 PSUs that ended in fiscal 2024 was at the 57.9 percentile of companies in the S&P 400 Index. As a result, and according to the payout matrix applicable to this grant, this portion of the PSUs vested and paid out at 115.8% of target after certification by the Committee.

Fiscal 2022 PSUs

The performance period with respect to the portion of the fiscal 2022 PSUs that vested based on a three-point annual average of the Company’s absolute economic return concluded at the end of fiscal 2024. Average economic return for the three year performance period was 3.0%. The average economic return results exclude the impact of accelerated stock-based compensation expense for executive retirements of \$5.1 million. As a result, and according to the matrix established for the fiscal 2022 PSUs, this portion of the PSUs vested and paid out at 118.5% of target after certification by the Committee. The Committee plans to evaluate the performance of the portion of the fiscal 2022 PSUs that vests based on relative TSR at its February 2025 meeting.

EQUITY OWNERSHIP GUIDELINES

The Company’s executive stock ownership guidelines are intended to increase the alignment between the interests of management and our shareholders. To accomplish these objectives, we require our CEO to own Plexus stock with a minimum market value equal to five times their annual base salary, our CSO, COO and CFO to own three times their annual base salary and other executive officers, including those named in the “Summary Compensation Table,” to own Plexus stock with a minimum market value equal to two times their annual base salary. Other Plexus leadership team members are required to own a value of Plexus common stock as determined by the CEO. Stock options and unvested PSUs do not count toward the satisfaction of the guidelines. Unvested RSUs will count toward the satisfaction of these guidelines.

There is no specific time requirement to meet these guidelines. However, an executive officer is generally not permitted to sell Plexus shares that were acquired or awarded while an executive officer unless the applicable ownership requirement has been met; there are exceptions, including financing the exercise of stock options and any applicable taxes when the shares will be held, in connection with any applicable tax consequence related to the vesting of an equity award or with prior approval under special circumstances. All of our named executive officers, including Mr. Kelsey, have met the ownership amounts required by the guidelines and are in compliance with the procedural requirements of the guidelines.

CLAWBACK POLICY

In early fiscal year 2024, we adopted a new clawback policy, called the Plexus Corp. Compensation Recovery Policy, to comply with new SEC regulations and Nasdaq listing standards. This new clawback policy serves to discourage executives from engaging in behavior that could potentially harm the Company or its shareholders. Prior to our adoption of this policy, we maintained a clawback policy that only applied to VICP compensation.

Under the new clawback policy, in the event of a qualifying accounting restatement, we are required to recover reasonably promptly from the covered officers, including our NEOs, any erroneously awarded

compensation, defined generally as the excess of the amount of incentive-based compensation received by the covered officer during the applicable recovery period over the amount of incentive-based compensation that would have been received had it been determined based on the restated amounts in the accounting restatement.

The preceding description of our clawback policy is qualified by the terms of the policy itself, which was filed as Exhibit 97 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2023.

INSIDER TRADING POLICY

We maintain an insider trading policy (our "Insider Trading Policy") that governs the purchase, sale, and other disposition of our securities by our directors, officers, employees, and related persons. We believe our Insider Trading Policy is reasonably designed to promote compliance with insider trading laws, rules, and regulations as well as the exchange listing standards applicable to us. The foregoing summary of our Insider Trading Policy does not purport to be complete and is qualified by reference to our Insider Trading Policy, a copy of which was filed Exhibit 19 to the Company's Annual Report on Form 10-K for the fiscal year ended September 28, 2024.

ANTI-HEDGING AND ANTI-PLEDGING POLICY

The Company's Insider Trading Policy explicitly prohibits directors, officers and employees from engaging in transactions designed to hedge or offset a decrease in the price of the Company's common stock, including, but not limited to, prepaid variable forward contracts, equity swaps, collars and exchange funds. Pledges and short sales of the Company's securities are also prohibited under the Insider Trading Policy.

Elements & Analysis of Other Compensation

In addition to direct compensation, Plexus uses several other types of compensation, some of which are not subject to annual Committee action. These include benefits, retirement plans and employment or change in control agreements. These are intended to supplement the previously described compensation methodologies by focusing on long-term employee security and retention. Certain of these plans allow employees to acquire Plexus stock.

BENEFITS

We generally provide health and welfare benefits to our executive officers on the same basis as other salaried employees in the United States, although some benefit programs, as discussed elsewhere, are specifically targeted to our executive officers' specific circumstances. The Committee approved additional perquisites and other benefits for our CEO and the other executive officers in addition to those received by all U.S. salaried employees. The additional perquisites and other benefits for certain of our executive officers are: a company car, additional life and disability insurance due to the dollar limits of the Company's disability insurance policies, and limited personal use of private flight hours. The Company leases flight hours on a jet to support business travel during the fiscal year and the Plexus Corp. Jet Policy allows our executives the ability to use flight hours, if available, on the jet for certain "personal non-entertainment" flights. We do not reimburse for taxes related to any imputed income related to personal travel. As a result of local law and custom, different but comparable insurance programs and other benefits may apply to personnel who are located in countries outside of the United States, as well as to executive officers who may be temporarily assigned outside of the United States, if any.

RETIREMENT PLANNING - 401(K) PLAN

The 401(k) Plan, which is available to substantially all U.S. employees, allows employees to defer a portion of their annual salaries into their personal accounts maintained under the 401(k) Plan. In addition, Plexus matches a portion of each employee's contributions, up to the maximum allowed per calendar year pursuant to the terms of the plan. For the 2024 calendar year, the maximum allowed is \$13,800. Employees have a choice of investment alternatives, including a Plexus stock fund.

RETIREMENT PLANNING - SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

In response to Internal Revenue Code (the "Code") limitations on compensation that may be attributed to tax qualified retirement plans (such as the 401(k) Plan), we have also developed a supplemental executive retirement plan. Plexus' supplemental executive retirement plan (the "SERP") is a deferred compensation plan that allows participants to defer taxes on current income. The SERP covers our executive officers and certain other executives, and provides a retirement savings alternative to address their particular circumstances and promote a long-term commitment to Plexus until retirement. All U.S.-based executive officers participate in the SERP. Under the SERP, those executive officers may elect to defer compensation and Plexus may also make discretionary contributions. The SERP allows the investment of deferred compensation amounts on behalf of the participants into individual accounts and, within these accounts, into one or more designated mutual funds or other investments. These investment choices do not include Plexus stock. Deferred amounts and any earnings that may be credited become payable upon termination, retirement from Plexus or in accordance with the executive's individual deferral election.

Additionally, the Company may credit a participant's account with a discretionary employer contribution. Any employer contributions to the SERP require approval of the Committee. The SERP provides a vehicle for the Company to restore the lost deferral and matching opportunity caused by tax regulation limitations on such deferrals and matched contributions for highly compensated individuals; the Committee believes these limitations make supplemental retirement plans common practice in

general industry. The Committee also believes that further retirement compensation through the SERP is appropriate based on the market for executive compensation and its desire to provide an incentive for executives to remain with Plexus through retirement.

FISCAL 2024 PLAN ACTIVITY

- Contribution Formula. The SERP provides for an annual discretionary contribution of 9% of the executive's total targeted cash compensation, and we made such a contribution in fiscal 2024. Total targeted cash compensation is defined as base salary plus the targeted annual incentive plan cash incentive at the time of the Company's contribution.
- Employer Contributions. For fiscal 2024, the total employer contributions to the SERP accounts was \$607,026 for all named executive officer participants as a group, including \$221,912 for Mr. Kelsey. See footnote 6 to the "Summary Compensation Table."

EMPLOYMENT, RETIREMENT, AND CHANGE IN CONTROL AGREEMENTS

We do not generally have employment agreements with our executive officers other than our CEO. All executive officers, including Mr. Kelsey, have change in control agreements to help assure that these individuals will not be distracted by personal interests and will maintain their focus on shareholders in the case of a potential acquisition of Plexus, as well as to maintain their continuing loyalty. During fiscal 2024, we also entered into a retirement agreement with Mr. Frisch.

Mr. Kelsey's employment agreement, Mr. Frisch's retirement agreement, and the change in control agreements for Mr. Kelsey and our other executive officers are described below in "Executive Compensation-Employment Agreements and Potential Payments Upon Termination or Change in Control." Please refer to the discussions therein for a further explanation of those agreements.

TAX ASPECTS OF EXECUTIVE COMPENSATION

The Committee considers the potential tax deductibility under the Code for executive compensation. However, at times and under certain circumstances, it believes that it is more important to provide appropriate incentives irrespective of tax consequences.

Section 280G of the Code imposes a 20% excise tax upon executive officers who receive "excess parachute payments" upon a change in control to the extent the payments received by them meet or exceed an amount approximating three times their average annual compensation. The excise tax applies to all payments over one times average annual compensation. Plexus would also lose its tax deduction for the "excess" payments. Excise tax gross-up provisions have been eliminated from all change in control agreements, and our agreements use a "best net" approach to minimize the possibility that an excise tax might be due or that a loss of the tax deduction might occur.

The Code also provides a surtax under Section 409A relating to various features of deferred compensation arrangements that do not comply with the requirements of Section 409A. We generally seek to structure our compensation arrangements either to comply with Section 409A or qualify for an exemption from Section 409A.

COMPENSATION COMMITTEE REPORT

The duties and responsibilities of the Compensation Committee of the board of directors are described above under “Corporate Governance—Board Committees—Compensation and Leadership Development Committee” and are set forth in a written charter adopted by the board, which is available on the Company’s website. The Committee reviews and reassesses this charter annually and recommends any changes to the board for approval.

As part of the exercise of its duties, the Committee has reviewed and discussed with management the above “Compensation Discussion and Analysis” contained in this proxy statement. Based upon that review and those discussions, the Committee recommended to the board of directors that the Compensation Discussion and Analysis be incorporated by reference in Plexus’ annual report to shareholders on Form 10-K and included in this proxy statement.

MEMBERS OF THE COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE:

Joann M. Eisenhart, Chair

Joel Quadracci

Karen M. Rapp

Michael V. Schrock

Jennifer B. Wuamett

EXECUTIVE COMPENSATION

This section provides further information about the compensation paid to, and other compensatory arrangements with, our named executive officers.

Summary Compensation Table for Fiscal 2024

The following table sets forth a summary of the compensation of our named executive officers. More detailed information is presented in the other tables and explanations that follow.

Name	Year	Salary (\$) ¹	Bonus(\$) ²	Stock Awards (\$) ³	Non-Equity Incentive Plan Compensation (\$) ⁴	All Other Compensation (\$) ⁵	Total (\$)
Todd P. Kelsey President & CEO	2024	\$1,049,231	—	\$6,127,875	\$920,997	\$288,285	\$8,386,388
	2023	\$1,083,846	—	\$5,562,053	\$2,199,544	\$280,903	\$9,126,346
	2022	\$1,023,076	—	\$4,077,029	\$2,092,884	\$247,486	\$7,440,475
Patrick J. Jermain Executive VP & CFO	2024	\$620,615	—	\$1,740,173	\$334,971	\$134,368	\$2,830,127
	2023	\$610,769	—	\$1,664,552	\$756,168	\$130,332	\$3,161,821
	2022	\$576,538	—	\$1,549,737	\$725,225	\$125,655	\$2,977,155
Steve J. Frisch Former Chief Strategy Officer ⁶	2024	\$635,053	—	\$3,291,364	\$362,817	\$230,773	\$4,520,007
	2023	\$644,231	—	\$1,987,639	\$867,804	\$144,495	\$3,644,169
	2022	\$620,385	—	\$1,669,231	\$837,062	\$136,597	\$3,263,275
Oliver Mihm Executive VP & COO	2024	\$540,154	—	\$1,410,400	\$274,437	\$126,010	\$2,351,001
	2023	\$518,462	—	\$1,294,233	\$595,660	\$117,884	\$2,526,239
	2022	\$459,375	—	\$1,001,834	\$536,055	\$104,937	\$2,102,201
Angelo M. Ninivaggi Executive VP, CAO, GC & Secretary	2024	\$528,962	—	\$1,034,980	\$268,701	\$122,955	\$1,955,598
	2023	\$524,231	—	\$971,146	\$624,464	\$120,790	\$2,240,631
	2022	\$501,538	—	\$785,218	\$552,022	\$112,471	\$1,951,249

¹ Includes amounts voluntarily deferred by the named persons under the Company's retirement plans. The amounts deferred under the SERP are also included in the "Executive Contributions in Last FY" column of the "Nonqualified Deferred Compensation" table below.

² The "Bonus" column, in accordance with SEC regulations, would include only discretionary bonus payments apart from VICP. Payments under the VICP, including payments for achieving individual objectives, are set forth in the "Non-Equity Incentive Plan Compensation" column. Since our named executive officers' individual objectives are specific and performance against them is measured, we believe that payments under the VICP that relate to the achievement of individual objectives are properly reflected in the "Non-Equity Incentive Plan Compensation" column.

³ This column represents the grant date fair value computed in accordance with Accounting Standards Codification Topic 718 (“ASC 718”) of RSUs and PSUs granted under the Incentive Plan and its predecessor, which are explained further below under “Grants of Plan-Based Awards.” GAAP requires us to determine compensation expense for stock-related awards granted to our employees based on the estimated fair value of the equity instrument at the time of grant. Compensation expense is recognized over the vesting period. The assumptions that we used to determine the valuation of the awards are discussed in footnote 9 to our consolidated financial statements.

Vesting of 50% of the PSUs reported in each fiscal year above is based on a three-point annual average of the Company’s absolute economic return performance and vesting of the other 50% depends on the relative TSR of Plexus stock as compared to companies in the S&P 400 Index, each over a three year performance period. The 2024 PSUs are reported in the “Stock Awards” column at “target” performance; participants can earn twice the number of PSUs granted for performance at “maximum” for the economic return portion and one and a half times the number of PSUs granted for performance at “maximum” for the TSR portion. The value of the fiscal 2024 PSUs at the maximum performance level would be as follows for each named executive officer: Mr. Kelsey—\$5,255,397; Mr. Jermain—\$1,492,930; Mr. Frisch—\$1,774,987; Mr. Mihm—\$1,209,017; and Mr. Ninivaggi—\$887,272.

For Mr. Frisch, this column also includes \$1,222,346 of incremental fair value related to award modifications in accordance with ASC 718 on his outstanding equity related to his retirement agreement. Please see “Retirement Agreement with Mr. Frisch” under the section “Employment Agreements & Potential Payments” for additional details.

Please also see the “Grants of Plan-Based Awards” table below for further information about equity awards granted in fiscal 2024, and the “Outstanding Equity Awards at Fiscal Year End” table below for information regarding all outstanding equity awards at the end of fiscal 2024.

⁴ The “Non-Equity Incentive Plan Compensation” column represents amounts that were earned during each fiscal year under the VICP. Under the VICP, annual cash incentives for executive officers are determined by a combination of the degree to which Plexus achieves specific pre-set corporate financial goals during the fiscal year and the executive officer’s performance on individual objectives. We include more information about the VICP under “Compensation Discussion and Analysis—Elements and Analysis of Direct Compensation—Annual Incentive” above, as well as under “Grants of Plan-Based Awards” below.

The amounts shown in the “2024” row were earned in fiscal 2024 and were paid in fiscal 2025, the amounts shown in the “2023” row were earned in fiscal 2023 and were paid in fiscal 2024, and the amounts shown in the “2022” row were earned in fiscal 2022 and were paid in fiscal 2023.

There were no deferrals of the amounts payable in fiscal 2025 related to the VICP award earned based on fiscal 2024 performance. Mr. Frisch deferred \$86,780 of the amounts payable in fiscal 2024 related to the VICP award earned based on fiscal 2023 performance. There were no deferrals of the amounts payable in fiscal 2023 related to the VICP award earned based on fiscal 2022 performance.

- ⁵ The amounts listed under the column entitled “All Other Compensation” in the table include Company contributions to the 401(k) Plan and the SERP, the value of the company car benefit provided to the executive, additional life and disability insurance coverage and relocation. Per person detail is listed in the table below:

Name	Year	Company Matching Contribution to 401(k) Plan (\$)	Company Contribution to SERP (\$)	Company Car Benefit (\$)	Additional Life and Disability Insurance (\$)	Other (\$)	Total (\$)
Todd P. Kelsey	2024	\$13,800	\$221,912	\$22,750	\$815	\$29,008	\$288,285
	2023	\$13,200	\$228,164	\$22,793	\$657	\$16,089	\$280,903
	2022	\$12,200	\$210,738	\$23,912	\$636	—	\$247,486
Patrick J. Jermain	2024	\$13,800	\$103,332	\$16,421	\$815	—	\$134,368
	2023	\$13,200	\$101,091	\$15,384	\$657	—	\$130,332
	2022	\$12,200	\$93,399	\$19,420	\$636	—	\$125,655
Steven J. Frisch ⁶	2024	\$13,800	\$108,585	\$41,132	\$815	\$66,441	\$230,773
	2023	\$13,200	\$109,514	\$21,124	\$657	—	\$144,495
	2022	\$12,200	\$103,294	\$20,467	\$636	—	\$136,597
Oliver Mihm	2024	\$13,800	\$87,505	\$23,890	\$815	—	\$126,010
	2023	\$13,200	\$83,492	\$20,541	\$651	—	\$117,884
	2022	\$12,200	\$71,738	\$20,410	\$589	—	\$104,937
Angelo M. Ninivaggi	2024	\$13,800	\$85,692	\$22,648	\$815	—	\$122,955
	2023	\$13,200	\$83,877	\$23,056	\$657	—	\$120,790
	2022	\$12,200	\$76,735	\$22,902	\$634	—	\$112,471

For Mr. Kelsey, the amounts reported in “Other” reflect the aggregate incremental costs associated with Mr. Kelsey’s personal usage of Company aircraft for a non-Plexus board meeting. The aggregate incremental cost of the personal use reflects the incremental charter costs to Plexus and excludes certain fixed contract costs. For Mr. Frisch, the amounts reported in “Other” reflect \$53 of vacation payout upon his retirement and \$66,388 for the lease payoff on his executive vehicle which was provided to him at retirement. The Company did not provide a gross up for taxes on these amounts for Mr. Kelsey and Mr. Frisch.

- ⁶ Mr. Frisch retired as the Company’s Chief Strategy Officer effective September 28, 2024.

Grants of Plan-Based Awards for Fiscal 2024

The table below sets forth information about equity awards that were granted to the named executive officers in fiscal 2024 under the Incentive Plan, as well as information about *potential* cash incentive awards dependent on quantifiable corporate performance and individual goals that those executive officers could have earned for fiscal 2024 performance under the VICP. As a result of corporate performance, cash incentive awards based on these criteria were earned under the VICP for fiscal 2024, as set forth under the “Non-Equity Incentive Compensation” column in the “Summary Compensation Table” above. We provide further information about potential compensation under the VICP and awards under the Incentive Plan in fiscal 2024, as well as additional information about those plans, following the table.

Name	Award Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stocks or Units (#)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$) ¹	Target (\$) ¹	Maximum (\$) ¹	Threshold (#) ¹	Target (#) ¹	Maximum (#) ¹		
Todd P. Kelsey	VICP	12/15/2023	\$0	\$1,485,000	\$2,970,000	—	—	—	—	—
	PSUs ²	1/29/2024	—	—	—	7,450	31,860	56,270	—	\$2,978,742
	RSUs ³	1/29/2024	—	—	—	—	—	—	33,920	\$3,149,133
Patrick J. Jermain	VICP	12/15/2023	\$0	\$540,102	\$1,080,204	—	—	—	—	—
	PSUs ²	1/29/2024	—	—	—	2,115	9,050	15,985	—	\$846,124
	RSUs ³	1/29/2024	—	—	—	—	—	—	9,630	\$894,049
Steven J. Frisch	VICP	12/15/2023	\$0	\$585,000	\$1,170,000	—	—	—	—	—
	PSUs ²	1/29/2024	—	—	—	2,515	10,760	19,005	—	\$1,006,000
	RSUs ³	1/29/2024	—	—	—	—	—	—	11,450	\$1,063,018
	Modification ⁴	5/31/2024	—	—	—	—	—	—	—	\$1,222,346
Oliver Mihm	VICP	12/15/2023	\$0	\$442,497	\$884,994	—	—	—	—	—
	PSUs ²	1/29/2024	—	—	—	1,715	7,330	12,945	—	\$685,319
	RSUs ³	1/29/2024	—	—	—	—	—	—	7,810	\$725,080
Angelo M. Ninivaggi	VICP	12/15/2023	\$0	\$433,249	\$866,497	—	—	—	—	—
	PSUs ²	1/29/2024	—	—	—	1,260	5,380	9,500	—	\$503,007
	RSUs ³	1/29/2024	—	—	—	—	—	—	5,730	\$531,973

¹ Amounts in the rows labeled “VICP” reflect potential cash incentive payments for fiscal 2024.

As a result of Plexus’ actual performance in fiscal 2024, overall cash incentive awards were earned based on corporate financial performance between the target and maximum payout levels, as reflected in the “Summary Compensation Table” and discussed under the caption “Compensation Discussion and Analysis—Annual Incentive Compensation (At Risk).”

² For more information regarding these awards, see the discussion under the caption “Compensation Discussion and Analysis—Long-Term Incentives.”

³ The RSUs vest on January 29, 2027, assuming continued employment. See the discussion below under the caption “Compensation Discussion and Analysis—Long-Term Incentives.”

⁴ Reflects \$462,763 of incremental fair value related to PSU award modifications and \$759,583 of incremental fair value related to RSU award modifications, in each case relating to Mr. Frisch’s outstanding equity awards in connection with his retirement in accordance with ASC 718. Please see “Retirement Agreement with Mr. Frisch” under the section “Employment Agreements & Potential Payments” for additional details.

Outstanding Equity Awards at Fiscal 2024 Year-End

The following table sets forth information about Plexus stock awards held by the named executive officers that were outstanding as of September 28, 2024. No named executive officers held stock options at the end of fiscal 2024.

Name	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ¹	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ¹
Mr. Kelsey	26,770 ²	\$3,652,499	—	—
	31,290 ³	\$4,269,208	—	—
	33,920 ⁴	\$4,628,045	—	—
	—	—	17,115 ⁶	\$2,335,171
	—	—	51,005 ⁷	\$6,959,122
	—	—	56,270 ⁸	\$7,677,479
Mr. Jermain	6,850 ²	\$934,614	—	—
	9,360 ³	\$1,277,078	—	—
	9,630 ⁴	\$1,313,917	—	—
	6,250 ⁵	\$852,750	—	—
	—	—	4,380 ⁶	\$597,607
	—	—	15,270 ⁷	\$2,083,439
	—	—	15,985 ⁸	\$2,180,993
Mr. Frisch	10,960 ²	\$1,495,382	—	—
	11,180 ³	\$1,525,399	—	—
	11,450 ⁴	\$1,562,238	—	—
	—	—	7,005 ⁶	\$955,762
	—	—	18,230 ⁷	\$2,487,301
	—	—	19,005 ⁸	\$2,593,042
Mr. Mihm	6,580 ²	\$897,775	—	—
	7,280 ³	\$993,283	—	—
	7,810 ⁴	\$1,065,596	—	—
	—	—	4,200 ⁶	\$573,048
	—	—	11,870 ⁷	\$1,619,543
	—	—	12,945 ⁸	\$1,766,216
Mr. Ninivaggi	5,150 ²	\$702,666	—	—
	5,460 ³	\$744,962	—	—
	5,730 ⁴	\$781,801	—	—
	—	—	3,300 ⁶	\$450,252
	—	—	8,910 ⁷	\$1,215,680
	—	—	9,500 ⁸	\$1,296,180

¹ Based on the \$136.44 per share closing price of our common stock on September 28, 2024, the last trading day of fiscal 2024.

² Consists of RSUs awarded in fiscal 2022 under the Incentive Plan. The RSUs vest on January 31, 2025, based on continued service through that date.

- ³ Consists of RSUs awarded in fiscal 2023 under the Incentive Plan. The RSUs vest on January 30, 2026, based on continued service through that date.
- ⁴ Consists of RSUs awarded in fiscal 2024 under the Incentive Plan. The RSUs vest on January 29, 2027, based on continued service through that date.
- ⁵ Consists of RSUs awarded in fiscal 2022 under the Incentive Plan. The RSUs vest on May 12, 2025 based on continued service through that date.
- ⁶ Consists of PSUs awarded in fiscal 2022 under the Incentive Plan. Vesting of the PSUs depends on the relative TSR of our common stock as compared to the S&P 400 Index over a three year performance period that concludes on January 31, 2025. As of the end of fiscal 2024, the Company's relative TSR of our common stock was between the target and maximum levels; therefore, this portion of the award is reflected in the aggregate amount reported above for the fiscal 2022 PSUs at the maximum achievement level.
- ⁷ Consists of PSUs awarded in fiscal 2023 under the Incentive Plan. Vesting of 50% of the PSUs is based on a three-point annual average of the Company's absolute economic return performance during the three year performance period, and vesting of the other 50% of the PSUs depends on the relative TSR of our common stock as compared to the S&P 400 Index over a three year performance period that concludes on January 30, 2026. As of the end of fiscal 2024, the Company's economic return performance was between the target and maximum levels; therefore, this portion of the award is reflected in the aggregate amount reported above for the fiscal 2023 PSUs at the maximum achievement level. The relative TSR of our common stock was between the target and maximum levels; therefore, this portion of the award is reflected in the aggregate amount reported above for the fiscal 2023 PSUs at the maximum achievement level.
- ⁸ Consists of PSUs awarded in fiscal 2024 under the Incentive Plan. Vesting of 50% of the PSUs is based on a three-point annual average of the Company's absolute economic return performance during the three year performance period, and vesting of the other 50% of the PSUs depends on the relative TSR of our common stock as compared to the S&P 400 Index over a three year performance period that concludes on January 29, 2027. As of the end of fiscal 2024, the Company's economic return performance was between the target and maximum levels; therefore, this portion of the award is reflected in the aggregate amount reported above for the fiscal 2024 PSUs at the maximum achievement level. The relative TSR of our common stock was below the threshold; therefore, this portion of the award is reflected in the aggregate amount reported above for the fiscal 2024 PSUs at the maximum achievement level.

See "Compensation Discussion and Analysis—Elements and Analysis of Direct Compensation—Long-Term Incentives" for additional information regarding awards.

Option Exercises & Stock Vested in Fiscal 2024

The following table sets forth information about the Plexus PSUs and RSUs that vested for named executive officers in fiscal 2024.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ¹
Mr. Kelsey	63,871	\$6,679,872
Mr. Jermain	16,443	\$1,718,417
Mr. Frisch	24,049	\$2,537,300
Mr. Mihm	11,639	\$1,259,998
Mr. Ninivaggi	12,359	\$1,292,085

¹ Based on the closing share price of the Company's common stock on the vesting dates for PSUs and RSUs.

Nonqualified Deferred Compensation in Fiscal 2024

Plexus does not maintain any defined benefit pension plans. Plexus' only retirement savings plans are defined contribution plans—the 401(k) Plan for all qualifying U.S. employees, the SERP for executive officers (and certain other executives) and certain foreign plans. Since these are defined contribution plans, Plexus' obligations are fixed at the time contributions are made, rather than Plexus being liable for future potential shortfalls in plan assets to cover the fixed benefits that are promised in defined benefit plans.

The 401(k) Plan is open to all U.S. Plexus employees meeting specified service and related requirements. Under the plan, employees may voluntarily contribute up to 75% of their annual compensation, up to a maximum Code mandated limit of \$23,000 (\$30,500 if age 50 or older) in calendar year 2024; Plexus will match 100% of the first 4.0% of salary which an employee defers, up to \$13,800 in calendar year 2024. There are several investment options available to participants under the 401(k) Plan, including a Plexus stock fund.

Plexus maintains the SERP as an additional deferred compensation mechanism for its executives. Under the SERP, an executive may elect to defer compensation through the plan, and Plexus may credit the participant's account with a discretionary employer contribution. Participants are entitled to the payment of deferred amounts and any earnings which may be credited thereon upon termination or retirement from Plexus, subject to the participants' deferral elections and Section 409A of the Code. The SERP allows the investment of deferred compensation held on behalf of the participants into individual accounts and, within these accounts, into one or more designated mutual funds or investments, which are intended to mirror the options available under the 401(k) Plan; however, the investment choices in the SERP do not include Plexus stock.

The SERP also allows for discretionary Plexus contributions. As discussed in "Compensation Discussion and Analysis—Elements and Analysis of Other Compensation—Retirement Planning - Supplemental Executive Retirement Plan," the Committee determined the current Company contribution to the SERP after reviewing a competitive analysis prepared by Willis Towers Watson. As a result, the discretionary contribution is 9% of the executive's total targeted cash compensation. The Committee may also choose to make additional or special contributions from time to time; no such contributions were made in fiscal 2024 to the named executive officers.

The following table includes information regarding contributions under the SERP. Since the 401(k) Plan is a tax-qualified plan generally available to all qualified U.S. employees, contributions on behalf of the executive officers and earnings in that plan are not included in this table; however, Company contributions under both the SERP and the 401(k) plan are among the items included in the “All Other Compensation” column in the “Summary Compensation Table” above.

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$) ¹
Mr. Kelsey	—	221,912	761,314	—	3,622,576
Mr. Jermain	—	103,332	500,916	—	2,458,328
Mr. Frisch	86,780	108,585	183,298	—	2,281,280
Mr. Mihm	—	87,505	174,011	—	821,491
Mr. Ninivaggi	8,700	85,692	275,595	—	1,670,210

¹ Of the amounts reported in the “Aggregate Balance at Last Fiscal Year End” column, the following amounts were previously reported in the Summary Compensation Tables in the Company’s Proxy Statements for its prior annual meetings of shareholders: Mr. Kelsey—\$1,746,075; Mr. Jermain—\$1,387,693; Mr. Frisch—\$1,542,905; Mr. Mihm—\$155,230; and Mr. Ninivaggi—\$550,694.

Employment Agreements & Potential Payments

UPON TERMINATION OR CHANGE IN CONTROL

This section provides information about specific agreements with our named executive officers relating to employment and post-employment compensation.

Plexus does not generally have employment agreements with its executive officers. However, the Committee and the board continue to believe that it is important to have an employment agreement with our CEO to set forth the terms of their employment, to provide incentives for him to continue with the Company over the long term and to protect the Company from competition post-employment. The Company entered into an employment agreement with Mr. Kelsey in 2016 in connection with his appointment as our President and CEO (the “Employment Agreement”). In May 2024, the Company entered into a retirement agreement (the “Retirement Agreement”) with Mr. Frisch which is described below.

All of our executive officers have change in control agreements that provide, in certain circumstances, for payments to the executive officers in the event of a change in control of Plexus.

Retirement Agreement with Mr. Frisch

In May 2024, the Company entered into a Retirement Agreement with Mr. Frisch in connection with his planned retirement effective September 28, 2024 (his “Retirement Date”). Under the terms of the Retirement Agreement, the parties agreed that Mr. Frisch's base salary and participation in the Company's annual Variable Incentive Compensation Plan (“VICP”) would cease on the Retirement Date, and he would no longer be eligible to receive grants of any additional equity awards. Mr. Frisch would receive payment under the VICP based on actual fiscal 2024 attainment, to be paid at the same time as other participants in the VICP (as disclosed in the Summary Compensation Table). The parties also agreed that the Company would buy out the lease of his company vehicle and transfer the title to Mr. Frisch on his Retirement Date (as disclosed in the Summary Compensation Table), and if Mr. Frisch elected to receive COBRA coverage following his Retirement Date, then the Company would continue to subsidize a portion of his monthly premium for a period of 18 months after the Retirement Date as though he were an active employee (a value of approximately \$30,700, which equals 18 multiplied by the employer portion of his currently selected health plan premium). In addition, in consideration of Mr. Frisch's 34 years of service to the Company and his agreement to the restrictive covenants contained in the Retirement Agreement, including those relate to non-competition, non-interference and non-disparagement, as well as Mr. Frisch's general release of claims against the Company, Mr. Frisch will also continue to vest in his unvested RSUs and unvested PSUs that exist as of the Retirement Date, provided that he complies with the restrictive covenants. His unvested RSUs will continue to vest on the existing vesting schedule, and his unvested PSUs will vest based on final performance results for the performance periods that are identified in the original grant agreements. The value of his unvested RSUs and PSUs that will continue to vest, assuming PSUs are earned at target was \$8,092,256 as of September 28, 2024 (calculated by multiplying Plexus' closing stock price of \$136.44 per share on September 28, 2024 by the number of RSUs and PSUs that were unvested as of such date).

Employment Agreement with Mr. Kelsey

The Employment Agreement between the Company and Mr. Kelsey specifies when the Company may terminate Mr. Kelsey for cause, as well as when Mr. Kelsey may leave the Company for good reason, and determines the compensation payable upon termination. The definitions of “cause” and “good reason” are substantially similar to those under the Company’s change in control agreements.

If Mr. Kelsey is terminated for cause or voluntarily leaves without good reason, dies or becomes disabled, the Company is not required to make any further payments to Mr. Kelsey other than with respect to obligations accrued on the date of termination. If Mr. Kelsey’s termination is due to his death or disability, any previously granted equity awards without performance goals, such as RSUs, would automatically vest and any performance stock units would vest pro rata based on his length of service during the performance period and actual Company performance.

If the Company terminates Mr. Kelsey without cause, or he resigns with good reason, Mr. Kelsey is entitled to receive his base salary for a two year period following his separation date (the “Separation Period”), a VICP cash incentive award keyed to the actual attainment of performance targets for the year in which Mr. Kelsey is involuntarily terminated, prorated based on the number of the days in the period in which he was employed, and a payment equal to 100% of his target annual VICP cash incentive award as in effect prior to the separation date on each December 15 during the Separation Period. In addition, Mr. Kelsey would also receive an amount equal to the maximum allowable Company contributions for a full plan year under the 401(k) Plan and the Company’s deferred compensation plans during the Separation Period. Mr. Kelsey would also be eligible to participate in the Company’s medical, dental and vision plans, subject to his payment of any premiums required by such plans, for a two year period following his separation; if a non-active employee is not eligible to participate in such plans, the Company will instead provide Mr. Kelsey with the cost of premium continuation coverage. In addition, Mr. Kelsey would receive a lump-sum payment equal to the value of continued participation in the Company’s other welfare plans, company car and other similar plans and arrangements for two years. Any payments triggered by a termination of employment are to be delayed until six months after termination, as required by Section 409A of the Code (except if such payment(s) qualify for an exception thereto). The Employment Agreement does not provide for any tax gross-up payments.

Mr. Kelsey would also receive accrued and vested benefits under the 401(k) Plan and the SERP, and payment for accrued but unused vacation, upon a termination of employment for any reason; those amounts are not included in “Potential Benefits Table” below. See “Nonqualified Deferred Compensation” above for further information.

If Mr. Kelsey is terminated by Plexus without cause or he resigns with good reason, his equity awards would be treated in accordance with the terms of the Incentive Plan and predecessor plans, with Mr. Kelsey being deemed a continuing employee for purposes of applying the vesting and exercisability provisions of any equity awards held by him on his separation date that were granted more than one year prior to such date; see “Treatment of Equity Awards” below for more information.

Under Mr. Kelsey’s Employment Agreement, the Company is protected from competition by Mr. Kelsey after the termination of his employment. Upon termination, Mr. Kelsey agrees to not interfere with the relationships between the active customers and suppliers, as well as employees, of the Company for two years, and to not compete with the Company over the same period. Further, Mr. Kelsey has agreed to related confidentiality requirements after the termination of his employment.

Pursuant to his change in control agreement, Mr. Kelsey is eligible to receive three times salary plus benefits in the event of a termination of his employment in connection with a change in control. If both the Employment Agreement and the change in control agreement apply to a particular termination,

Mr. Kelsey will receive benefits under whichever agreement provides the higher amount of benefits in the aggregate. As discussed below, the Company's change in control agreements with its executive officers, including Mr. Kelsey, do not contain excise tax gross-up provisions.

CHANGE IN CONTROL AGREEMENTS

Plexus has change in control agreements with its executive officers and certain other key employees. Under the terms of these agreements, if there is a change in control of Plexus, as defined in the agreement, the executive officers' authorities, duties and responsibilities shall remain at least commensurate in all material respects with those prior to the change in control. Their compensation may not be reduced, their benefits must be commensurate with those of similarly situated executives of the acquiring firm and their location of employment must not be changed significantly as a result of the change in control.

Determination of Benefit Levels

In general, the change in control agreements with our executive officers provide that, upon termination in the event of a change in control, executive officers will receive compensation equaling three times annual base salary plus targeted bonus, and an amount equal to a continuation of health and retirement benefits for that period. Certain other key employees also have change in control agreements on substantially the same terms, although generally with multipliers of one or two times annual base salary plus targeted bonus. In determining which employees should have change in control agreements, the Committee utilizes its guidelines, which focus on position, responsibilities and compensation level in order to minimize subjectivity.

There are not any excise tax gross-up provisions in any of the change in control agreements. As discussed below, the change in control agreements with all participants allow for a reduction in payments under a "best net" approach, providing either the full amount of the total payment or an amount equal to the total payment reduced by an amount necessary to avoid adverse excise tax consequences to the executive officer.

In addition, under the Incentive Plan and its predecessor, upon a change in control, unvested awards will generally automatically vest for all award holders (for PSUs, the performance period will be deemed to have concluded as of the date of the change in control, performance will be calculated and vesting will be determined).

The Committee reviews the benefit levels under these agreements annually. It is the Committee's view that the level of benefits, combined with the "double trigger" requiring both a change in control and a termination of employment, as well as the elimination of excise tax gross-up provisions, provides an appropriate balancing of the interests of the Company, its shareholders and its executives. Benefit levels are believed to be in line with competitive standards and Plexus' overall compensation policy and level of other benefits, as well as necessary and appropriate to attract and retain executive talent. Therefore, offering a package that is consistent with market practices is appropriate to help motivate executives to focus on the Company's shareholders, even when the circumstance might jeopardize their employment.

The Committee periodically reviews the scope and context of the change in control agreements. The Committee continues to believe that the change in control agreements will help motivate executive officers to respond appropriately, for the benefit of the Company and its shareholders, in the case of a proposed acquisition of the Company that they might perceive would jeopardize their employment.

Operation of Change in Control Agreements

Within 24 months after a change in control, in the event that any covered executive officer is terminated other than for cause, death or disability, or if an executive officer terminates his or her employment with good reason, Plexus is obligated to pay the executive officer, in a cash lump sum, an amount equal to three times (one to two times for other key employees) the executive officer's base salary plus targeted cash incentive payment, and to continue retirement payments and certain other benefits. There are not any excise tax gross-up provisions in any of the change in control agreements. The agreements provide that a cap may apply if the total potential payments would be subject to any excise taxes imposed by Section 4999 of the Code because such potential payments would exceed three times base compensation determined under that section. In that case, total potential payments would be capped just below the excise tax threshold if the net uncapped amount that otherwise would have been retained by the executive officer (after such individual would pay the excise tax) would be less than the capped amount (with no imposed excise tax).

The agreements do not preclude termination of the executive officer, or require payment of any benefit, if there has not been a change in control of Plexus, nor do they limit the ability of Plexus to terminate these persons thereafter for cause.

Under our change in control agreements:

- A termination for "cause" would occur if the executive officer willfully and continually fails to perform substantial duties or willfully engages in illegal conduct or gross misconduct which injures Plexus.
- After a change in control, an executive may terminate for "good reason" which would include: requiring the executive to perform duties inconsistent with the duties provided under his or her agreement; Plexus not complying with provisions of the agreement or requiring the executive to move; or any attempted termination of employment which is not permitted by the agreement.
- A change in control would occur in the event of a successful tender offer for Plexus, other specified acquisitions of a substantial portion of the Company's outstanding stock, a merger or other business combination involving the Company, a sale of substantial assets of the Company, a contested director's election or a combination of these actions followed by any or all of the following actions: change in management or a majority of the board of the Company or a declaration of a "change in control" by the board of directors.

TREATMENT OF EQUITY AWARDS

None of the named executive officers' held outstanding stock options as of the end of fiscal 2024. RSUs that have yet to vest are generally forfeited on termination of employment, but immediately vest upon a change in control. PSUs that have yet to vest are also generally forfeited on a termination of employment, but are prorated following the conclusion of the performance period on death or retirement prior to the end of such period; on a change in control, the performance period is deemed over and any PSUs earned based on performance during such period vest at that time. See "Outstanding Equity Awards at Fiscal Year End" above for information as to the named executive officers' outstanding equity awards at September 28, 2024.

SEVERANCE

Plexus does not have employment agreements with its executive officers other than Mr. Kelsey. It also does not have a formal severance plan for other types of employment termination, except in the event of a change in control as described above. Although Plexus has a general practice of providing U.S. salaried employees with two weeks' severance pay for every year worked (generally to a maximum of 13 weeks) in the case of termination without cause, actual determinations are made on a case-by-case basis. Therefore, whether and to what extent Plexus would provide severance benefits to the named executive officers, or other executive officers, upon termination (other than due to death, permanent disability or a change in control) would depend upon the facts and circumstances at that time. As such, we are unable to estimate the potential payouts under other employment termination scenarios.

POTENTIAL BENEFITS TABLE

The following table provides information as to the amounts which will be payable (a) to Mr. Kelsey under his Employment Agreement if he is terminated by Plexus or if he resigns, (b) to the named executive officers (other than Mr. Frisch) in the event of death or permanent disability, and (c) to the named executive officers in the event they were terminated without cause, or the executive terminated with good reason, in the event of a change in control (other than Mr. Frisch). Because Mr. Frisch retired during 2024, we have disclosed the value of the benefits that he actually received in connection with his retirement above under the heading "Retirement Agreement with Mr. Frisch" above and have excluded him from the table below in accordance with SEC rule. The payments in the table below are calculated assuming a termination as of September 28, 2024, the last day of our previous fiscal year. The table includes only benefits that would result from the stated event, not vested benefits that are payable irrespective of the reason for termination.

Executive Officer; Context of Termination	Cash Payments (\$) ¹	Early Vesting of RSUs (\$) ²	Early Vesting of PSUs (\$) ³	Additional Retirement Benefits (%) ⁴	Other Benefits (\$) ⁵	Total (\$)
Mr. Kelsey - Termination by Plexus for Cause or Resignation without Good Reason	—	—	—	—	—	—
Mr. Kelsey - Termination by Plexus without Cause or Resignation with Good Reason	\$6,655,000	—	—	\$471,425	\$31,677	\$7,158,102
Mr. Kelsey - Death or Disability	— ⁶	\$12,549,751	\$5,017,598	—	—	\$17,567,349
Mr. Kelsey - Change in Control	\$7,755,000	\$12,549,751	\$9,831,866	\$707,137	\$265,382	\$31,109,136
Mr. Jermain - Death or Disability	— ⁶	\$4,378,360	\$1,423,559	—	—	\$5,801,919
Mr. Jermain - Change in Control	\$3,552,000	\$4,378,360	\$2,809,300	\$351,397	\$265,079	\$11,356,136
Mr. Mihm - Death or Disability	— ⁶	\$2,956,655	\$1,181,916	—	—	\$4,138,571
Mr. Mihm - Change in Control	\$3,024,000	\$2,956,655	\$2,296,285	\$303,915	\$291,702	\$8,872,557
Mr. Ninivaggi - Death or Disability	— ⁶	\$2,229,430	\$894,358	—	—	\$3,123,788
Mr. Ninivaggi - Change in Control	\$2,943,000	\$2,229,430	\$1,720,508	\$298,475	\$294,081	\$7,485,494

¹ Cash payments in the context of a termination in connection with change in control represent payments relating to the executives' base salary and VICP cash incentive awards to the extent they would be paid after termination, based on the salary in effect at the end of fiscal 2024 and the target VICP cash incentive payment for fiscal 2024. Under the change in control agreements, this payment equals three years' salary, as it was in effect at the time of termination, plus three times the targeted VICP compensation for the year of termination.

As discussed above, pursuant to Mr. Kelsey's employment agreement, if he is terminated without cause, or he resigns with good reason, he is entitled to receive his base salary for a two year period following his separation date and a pro-rated VICP cash incentive award for the year of involuntary termination. In addition, Mr. Kelsey would also receive two annual payments following his termination each equal to 100% of his target annual VICP cash incentive award as in effect prior to the separation date.

² All outstanding unvested RSUs would become vested upon a change in control. The amount shown is the value of the unvested RSUs based on Plexus' closing stock price of \$136.44 per share on the last trading date of fiscal 2024.

³ The performance period for outstanding PSUs would be deemed to end upon a change in control and vesting would be determined at that time. The amount shown is the value of all outstanding unvested PSUs, assuming target payout for fiscal 2022, fiscal 2023 and fiscal 2024 performance as of the change in control date. Amounts reported for the Death and Disability scenario are pro-rated at target performance for the portions of the cycles unearned at the end of fiscal 2024. The amounts above were calculated using Plexus' closing stock price of \$136.44 per share on the last trading day of fiscal 2024.

⁴ Under the change in control agreements, the Company would be required to continue payments to the 401(k) Plan and SERP for three years at the same level during the year preceding the change in control.

Similar provisions for a termination without cause apply with respect to Mr. Kelsey's Employment Agreement, with such obligations continuing for two years. This column represents the total amount of those payments. The executive officers would also receive accrued and vested benefits under the 401(k) Plan and the SERP, and payment for accrued but unused vacation, upon a termination of employment for any reason; those amounts are not included in the table. See "Nonqualified Deferred Compensation" for further information.

- ⁵ The amounts in the context of a termination in connection with a change in control include continuing payments of health and welfare benefits, company car and other benefits for three years, as provided in the agreements. Mr. Kelsey would receive similar benefits for two years in the event he is terminated without cause, or he resigns with good reason, as described above.
- ⁶ Excludes life or disability insurance payments from third party insurers.

PAY RATIO DISCLOSURE

Pursuant to Item 402(u) of Regulation S-K, we are providing the following information for fiscal 2024, which includes a ratio of the total annual compensation of Mr. Kelsey to the median annual total compensation of all employees other than our CEO (the “Pay Ratio”):

- CEO total annual compensation: \$8,386,388
- Median employee total annual compensation: \$17,758
- Ratio of CEO to median employee compensation: 472

In determining our median employee, a list was prepared of all of our global employees (excluding the CEO) and their annual compensation as of the last day of our fiscal year (September 28, 2024). Annual compensation included base pay, which was determined via payroll records and annualized for those employees who were not employed for a full year at the time of the calculation. For foreign employees, we used the then-current exchange rate in order to convert such amounts into U.S. dollars. For purposes of the pay ratio disclosed above, the total compensation of both the CEO and the median employee for fiscal 2024 were calculated based on the definition of total compensation for purposes of the Summary Compensation Table.

SEC rules for identifying the median employee and calculating the pay ratio allow companies to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions. No employees were excluded when constructing the list of our global employees, but the Pay Ratio reported above may not be comparable to the pay ratio calculated by other companies, as other companies have different circumstances, employee populations and compensation practices, and may utilize different methodologies, exclusions, estimates and assumptions.

PAY VERSUS PERFORMANCE

The information below presents the relationship between the compensation of the company's NEOs and certain performance measures in accordance with Item 402(v) of Regulation S-K ("Pay Versus Performance Table"). For a discussion of the company's compensation programs and pay for performance philosophy, please refer to the section captioned "Compensation Discussion and Analysis," above.

PAY VERSUS PERFORMANCE TABLE

The information below presents the relationship between compensation actually paid (CAP) of the company's NEOs and certain performance measures in accordance with Item 402(v) of Regulation S-K.

Year (a)	Summary Compensation Table Total for Principal Executive Officer (PEO) (b) ¹	Compensation Actually Paid to PEO ² (c)	Average Summary Compensation Table Total for Non-PEO Named Executive Officers (NEOs) ¹ (d)	Average Compensation Actually Paid to Non-PEO NEOs ² (e)	Value of Initial fixed \$100 Investment Based On:		Net income (millions) (h)	Economic Return ⁴ (i)
					TSR (f)	Peer Group TSR ³ (g)		
2024	\$8,386,388	\$18,253,444	\$2,914,183	\$5,283,092	192	187	\$112	2.4%
2023	\$9,126,346	\$10,334,185	\$2,893,215	\$3,201,416	131	138	\$139	3.0%
2022	\$7,440,475	\$8,036,717	\$2,573,470	\$2,768,126	123	113	\$138	3.5%
2021	\$7,623,221	\$12,903,150	\$2,295,676	\$3,638,865	128	136	\$139	7.0%

¹ Mr Kelsey is the PEO for the covered years. Our Non-PEO NEOs for the covered years are as follows:

2021	2022	2023	2024
Patrick Jermain	Patrick Jermain	Patrick Jermain	Patrick Jermain
Steven Frisch	Steven Frisch	Steven Frisch	Steven Frisch
Angelo Ninivaggi	Angelo Ninivaggi	Angelo Ninivaggi	Angelo Ninivaggi
Ronnie Darroch	Oliver Mihm	Oliver Mihm	Oliver Mihm

² CAP was determined by making the following adjustments relating to equity awards to total compensation as reported in the Summary Compensation Table for each year as computed in accordance with Item 402(v) of Regulation S-K:

	PEO				NEOs			
	2024	2023	2022	2021	2024	2023	2022	2021
Summary Compensation Table Total	\$8,386,388	\$9,126,346	\$7,440,475	\$7,623,221	\$2,914,183	\$2,893,215	\$2,573,470	\$2,295,676
Value of Stock Awards Disclosed in the Summary Compensation Table	-\$6,127,875	-\$5,562,053	-\$4,077,029	-\$5,078,974	-\$1,869,229	-\$1,479,393	-\$1,251,505	-\$1,234,451
Year End Fair Value of Stock Awards Granted in the Year and Unvested at Year-End	\$10,694,417	\$6,341,463	\$5,694,429	\$7,262,713	\$2,728,882	\$1,679,270	\$1,707,928	\$1,765,111
Year-Over Year Change in Fair Value of Stock Awards Granted in a Prior Year and Outstanding and Unvested at Year-End	\$4,754,977	-\$50,132	-\$372,461	\$1,997,562	\$1,360,282	-\$8,589	-\$91,165	\$510,435
Change in Fair Value of Stock Awards Granted in a Prior Year that Vested in the Year	\$545,537	\$478,561	-\$648,697	\$1,098,628	\$148,974	\$116,913	-\$170,602	\$302,094
Compensation Actually Paid	\$18,253,444	\$10,334,185	\$8,036,717	\$12,903,150	\$5,283,092	\$3,201,416	\$2,768,126	\$3,638,865

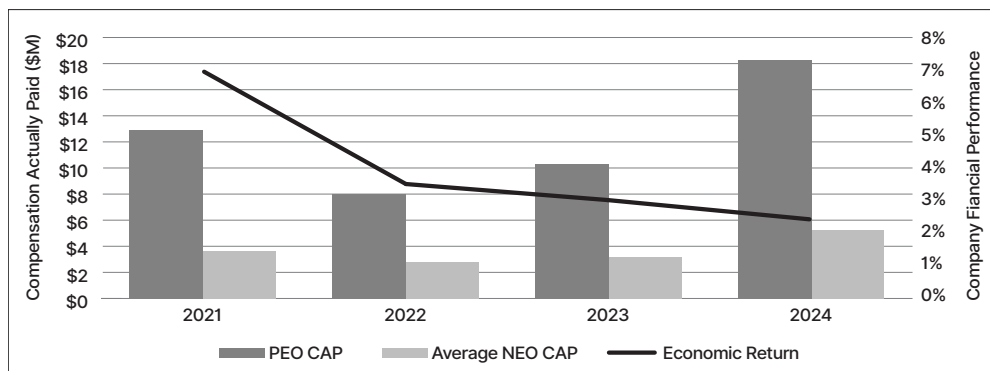
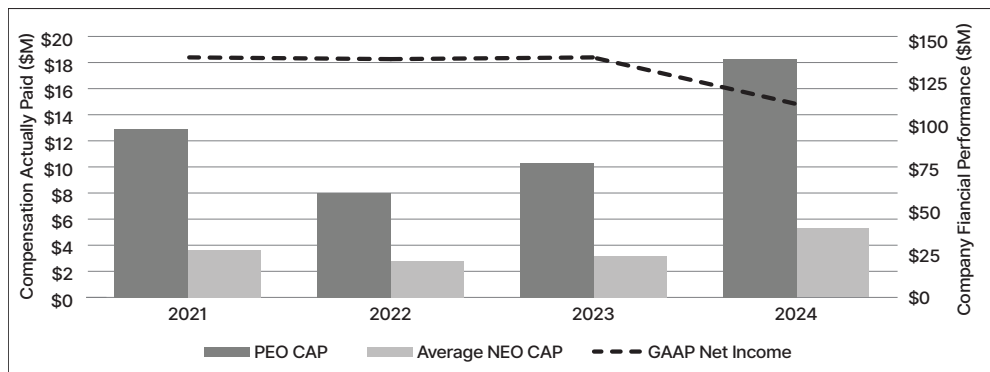
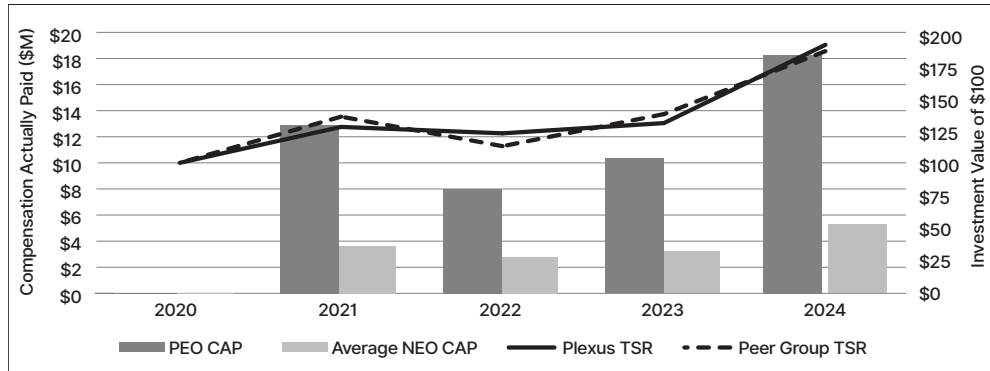
The valuation methodologies used to calculate fair values for each measurement date for PEOs and NEOs during the applicable years do not materially differ from those used at the time of grant of each respective award.

³ Represents the cumulative TSR for the Nasdaq-Electronic Components & Equipment Index.

⁴ Represents annual economic return as calculated for PSU performance, which is defined as the difference between ROIC, defined as tax-effected annual operating income divided by average invested capital and WACC.

ANALYSIS OF THE INFORMATION PRESENTED IN THE PAY-VERSUS-PERFORMANCE TABLE

In accordance with Item 402(v) of Regulation S-K, the following graphs illustrate the relationship between the amounts disclosed in the Pay Versus Performance Table, above, as CAP to TSR, Peer Group Total Shareholder Return, GAAP Net Income and Economic Return.



TABULAR LIST OF PERFORMANCE MEASURES

The following table lists the financial performance measures that the Company considers to be the most important financial performance measures used by the Company to link compensation actually paid to its NEOs for the most recently completed fiscal year to performance of the Company.

Economic Return
Relative TSR
Return on Invested Capital
Revenue

COMPENSATION & RISK

During fiscal 2024, the Company reviewed its compensation policies, programs and procedures, including the incentives they create and mitigating factors that may reduce the likelihood of excessive risk taking, to determine whether they present a significant risk to the Company. Management assessed risk factors associated with specific compensation programs, as well as enterprise-level compensation risk factors, and a risk rating was assigned to each factor. The program-specific risk factors assessed included payout potential, payout as a percentage of total compensation, risk of manipulation, discretion to modify awards, overall plan design and market appropriateness. Enterprise-level risk factors evaluated included the balance between performance rewarded and the sustainability of that performance, the overall compensation mix, consistency between annual and long-term objectives as well as metrics, achievability of performance goals without undue risk-taking, the relationship of long-term awards to the Company's pay philosophy, stock ownership requirements, the weighting and duration of performance metrics, the value of severance packages, the degree to which pay programs (including retirement benefits) and/or grants may be considered disproportionate, and the interaction of compensation plans with the Company's financial performance and strategy. The Compensation Committee reviewed management's evaluation process as well as its results, and determined that both the process and conclusions reached were reasonable.

Based on this review, the Company has concluded that its compensation policies, programs and procedures are not reasonably likely to have a material adverse effect on the Company.

PROPOSAL 2 - ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

Board
Recommendation

An advisory proposal to approve the compensation of the Company's named executive officers, as disclosed under the headings "Compensation Discussion and Analysis" and "Executive Compensation"

FOR

SEC rules require publicly-traded companies like Plexus to hold an advisory vote of their shareholders at least once every three years to approve the named executive officer compensation, as disclosed in the company's proxy statement pursuant to Item 402 of Regulation S-K; Plexus discloses this information in "Compensation Discussion and Analysis" and "Executive Compensation" herein. Plexus currently holds these votes annually.

As described in "Compensation Discussion and Analysis" above, we design our executive compensation programs to attract, motivate and retain the talent needed to lead a complex global organization, to drive global financial and operational success, to create an ownership mindset and to appropriately balance Company performance and individual contributions towards the achievement of success. A meaningful portion of our executive officers' compensation is at risk, reflecting the Company's emphasis on pay that reflects performance and drives long-term shareholder value. We believe the Company's compensation program as a whole is well suited to promote the Company's objectives in both the short and long term.

Accordingly, the following resolution will be submitted to our shareholders for approval at the annual meeting:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby approved."

As an advisory vote, this proposal is not binding on the Company. However, the Compensation Committee, which is responsible for designing and administering the Company's executive compensation programs, values the opinions expressed by our shareholders, and will consider the outcome of the vote when making future compensation decisions on the Company's executive compensation programs.

The board unanimously recommends that shareholders vote FOR approval of the compensation of the Company's named executive officers as described in this proxy statement.

CERTAIN TRANSACTIONS

Plexus has a written policy requiring that transactions, if any, between Plexus and its executive officers, directors or employees (or related parties) must be on a basis that is fair and reasonable to the Company and in accordance with Plexus' Code of Conduct and Business Ethics and other policies. Plexus' policy focuses on related party transactions in which its insiders or their families have a significant economic interest; while the policy requires disclosure of all transactions, it recognizes that there may be situations where Plexus has ordinary business dealings with other large companies in which insiders may have some role, but little, if any, stake in a particular transaction. Although these transactions are not prohibited, any such transaction involving an executive officer, director or related party must be approved by either a disinterested majority of the board of directors or by the Audit Committee.

Andy Kelsey, the adult son of Todd Kelsey, Plexus' President and CEO, began working for Plexus in 2015 and is currently serving as a Senior Director of Global Product Development. His annual base salary is \$218,500. Andy participates in the Company's incentive plans, as well as its other benefit plans, on the same basis as other salaried employees.

Please see "Corporate Governance-Director Independence" for a discussion of certain transactions and relationships that the board considered when determining the independence of Plexus' directors. There were no other transactions in an amount or of a nature that were reportable under applicable SEC rules in fiscal 2024.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the board of directors, which was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, oversees and monitors the participation of Plexus' management and independent auditors throughout the financial reporting process and approves the hiring and retention of, and fees paid to, the independent auditors. The Audit Committee also generally reviews other transactions between the Company and interested parties that may involve a potential conflict of interest. No member of the Audit Committee is employed by, or has any other material relationship with, Plexus. The members are all "independent directors" as defined in Rule 5605(a)(2) of the listing standards applicable to the Nasdaq Global Select Market and relevant SEC rules. The Plexus board of directors has adopted a written charter for the Audit Committee, and the current version is available on Plexus' website.

In connection with its function to oversee and monitor the financial reporting process of Plexus, and in addition to its quarterly review of interim unaudited financial statements, the Audit Committee has done the following:

- Reviewed and discussed the audited financial statements for the fiscal year ended September 28, 2024, with Plexus management;
- Discussed with PwC, Plexus' independent auditors, those matters which are required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC; and
- Received the written disclosure and the letter from PwC required by the applicable standards of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with PwC its independence.

Based on the foregoing, the Audit Committee recommended to the board of directors that the audited financial statements be included in Plexus' annual report on Form 10-K for the fiscal year ended September 28, 2024. The Audit Committee further confirmed the independence of PwC.

MEMBERS OF THE AUDIT COMMITTEE:

Rainer Jueckstock, Chair

Randy J. Martinez

Karen M. Rapp

PROPOSAL 3 - RATIFY INDEPENDENT AUDITORS

Board
Recommendation

Ratify the selection of PricewaterhouseCoopers LLP as our independent auditors for fiscal 2025.

FOR

PricewaterhouseCoopers LLP (“PwC”) has served as Plexus’ independent auditors since at least 1985. Subject to ratification by shareholders, the Audit Committee intends to reappoint the firm of PwC as independent auditors to audit the financial statements of Plexus for fiscal 2025. In making its decision to reappoint PwC for fiscal 2025, the Audit Committee considered the qualifications, performance and independence of PwC and the audit engagement team, the quality of its discussions with PwC and the fees charged for the services provided. Although shareholder ratification of the independent auditors is not required by our bylaws or otherwise, we are submitting this matter for ratification to permit shareholders to participate in this important decision. If shareholders fail to ratify the selection of PwC as the Company’s independent auditors for fiscal 2025, the Audit Committee will reconsider the selection, although it will not be required to select a different independent auditor. Representatives of PwC are expected to participate at the annual meeting of shareholders to respond to appropriate questions and make a statement if they desire to do so.

Fees and Services

Fees (including reimbursements for out-of-pocket expenses) paid to PwC for services in the last two fiscal years were as follows:

	2023	2024
Audit fees:	1,900,099	2,011,358
Audit-related fees:	—	—
Tax fees:	—	—
All other fees:	—	—

The above amounts relate to services provided in the indicated fiscal years, irrespective of when they were billed. Audit fees relate to Plexus’ annual integrated audit and quarterly professional reviews. The Audit Committee considered the compatibility of the non-audit services provided by PwC with the maintenance of that firm’s independence.

The Audit Committee generally approves all engagements of the independent auditor in advance, including approval of the related fees. The Audit Committee approves an annual budget (and may from time to time approve amendments thereto), which specifies projects and the approved levels of fees for each. To the extent that items are not covered in the annual budget or fees exceed the budget, management must have such items approved by the Audit Committee or, if necessary between Audit Committee meetings, by the Audit Committee chair on behalf of the Audit Committee. There were no services in fiscal 2023 or 2024 that were not approved in advance by the Audit Committee under this policy.

Householding & Solicitation

A copy (without exhibits) of Plexus' annual report to the SEC on Form 10-K for the fiscal year ended September 28, 2024, will be provided without charge to each record or beneficial owner of shares of Plexus' common stock as of December 6, 2024, on the written request of that person directed to: Shawn Harrison, VP - Investor Relations, Plexus Corp., One Plexus Way, P.O. Box 156, Neenah, Wisconsin 54957-0156. See also the Notice page of this proxy statement. In addition, copies are available on Plexus' website at www.plexus.com under the link titled "Investors," then "Financial Info."

To save printing and mailing costs, in some cases only one notice, annual report and/or proxy statement will be delivered to multiple holders of securities sharing an address unless Plexus has received contrary instructions from one or more of those security holders. Upon written or oral request, we will promptly deliver a separate copy of the annual report or proxy statement, as applicable, to any security holder at a shared address to which a single copy of the document was delivered. You may request additional copies by written request to the address set forth in the paragraph above or as set forth on the first page of this proxy statement. You may also contact Mr. Harrison at that address or at 1.920.969.6000 if you wish to receive a separate annual report and/or proxy statement in the future, or if you share an address with another security holder and wish for delivery of only a single copy of the annual report and/or proxy statement if you are currently receiving multiple copies.

This solicitation is being made on behalf of Plexus by its board of directors. Plexus will pay the expenses in connection with the solicitation of proxies. Upon request, Plexus will reimburse brokers, dealers, banks and voting trustees, or their nominees, for reasonable expenses incurred in forwarding copies of the proxy materials and annual report to the beneficial owners of shares which such persons hold of record. Plexus will solicit proxies by mailing a Notice of Internet Availability of Proxy Materials to all shareholders; paper copies of the proxy materials will be sent upon request as provided above as well as in the Notice of Internet Availability of Proxy Materials.

Proxies may be solicited in person, or by telephone, e-mail or facsimile, by officers and regular employees of Plexus who will not be separately compensated for those services.

SAFE HARBOR AND FAIR DISCLOSURE STATEMENT

The statements contained in this proxy statement that are not historical facts (such as statements in the future tense and statements including believe, expect, intend, plan, anticipate, goal, target and similar terms and concepts), including all discussions of periods which are not yet completed, are forward-looking statements that involve risks and uncertainties. These risks and uncertainties are described in our other SEC filings, particularly within Risk Factors in our fiscal 2024 Form 10-K and any subsequently filed Form 10-Q.

By order of the Board of Directors



Angelo M. Ninivaggi
Executive Vice President, Chief Administrative
Officer, General Counsel and Secretary

Neenah, Wisconsin, December 13, 2024