

**FLEX LTD.**  
**NOMINATING, GOVERNANCE AND PUBLIC RESPONSIBILITY COMMITTEE CHARTER**  
**(as Amended through March 21, 2023)**

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**I. Purpose**

The purpose of the Nominating, Governance and Public Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Flex Ltd. (the “Company”) is to assist the Board in fulfilling its responsibilities with respect to:

- assessing the composition and performance of the Board and the committees of the Board and evaluating the performance of each individual director;
- identifying, recruiting, evaluating and recommending candidates to be presented for appointment or election to serve as members of the Board, consistent with criteria approved by the Board;
- shaping and overseeing the application of the Company’s environmental, social, and corporate governance policies and procedures; and
- overseeing any Board communications with shareholders, shareholder proposals and shareholder activism.

**II. Membership and Meetings**

The Committee shall consist of two or more members of the Board. Each member of the Committee shall be “independent” as defined by the Nasdaq Stock Market Listing Standards and by the Company’s Director Independence Guidelines in the “Guidelines with Regard to Certain Governance Matters” (the “Governance Guidelines”). The Committee members (a) will be appointed by the Board on the recommendation of the Committee, (b) will serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (c) may be removed by the Board in its discretion.

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone, video conference or similar means of remote communication.

A majority of the total number of members of the Committee will constitute a quorum for all Committee meetings. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. When appropriate, the Committee may form, and delegate authority to, subcommittees.

The Committee shall keep minutes of its proceedings and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes and all consents shall be retained with the minutes of the proceedings of the Board. The Committee shall report to the Board regularly and as the Committee or the Board deems necessary.

**III. Responsibilities and Duties**

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

## **Board and Committee Composition; Director Selection**

- Identify, recruit and evaluate candidates for service as members of the Board and as members of committees of the Board consistent with criteria approved by the Board, including assessing a candidate's independence and, in the case of candidates for membership on the Board's Audit Committee, financial literacy and expertise.
- Recommend qualified candidates to the Board for appointment or to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.
- Review and consider shareholder-recommended candidates for nomination to the Board.
- Annually evaluate the leadership structure, composition and performance of the Board and of the other committees of the Board and recommend any appropriate changes to the Board.
- Maintain and promote an inclusive and diverse environment for the Board and the committees of the Board.
- Annually evaluate the independence, skills, and contributions of each individual Board member.
- Review and consider proxy statement proposals submitted for shareholder approval.
- Review and make recommendations to the Board for the compensation of the Company's non-employee directors for Board and Committee service including approval of grants of equity awards to non-employee directors.
- Oversee the new director orientation and continuing education programs for directors.

## **Environmental, Social, and Corporate Governance**

- Review and revise, as necessary, the corporate governance procedures and policies of the Company.
- Review the Company's corporate responsibility and sustainability policies and programs, considering such matters as human rights, social issues, climate change and environmental risks and opportunities.
- Review and assess current and emerging environmental, social, and corporate governance issues, trends, regulatory developments, and best practices.
- Monitor assessments of the Company's corporate governance program and applicable proxy advisory services policies and reports.
- Review the Company's annual sustainability report.

## **Shareholder Engagement**

- Oversee any Board communications and engagement with shareholders.
- Assess and make recommendations to the Board regarding shareholder proposals properly submitted by shareholders and issues pertaining to shareholder rights and shareholder activism.

## **Additional Responsibilities**

- Annually evaluate the composition and performance of the Committee.

- Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- At least annually, evaluate Flex’s share ownership guidelines and monitor compliance therewith.
- Review and approve all transactions between the Company and any related person. “Related-person transaction” shall have the meaning ascribed to such term under applicable law, the rules of the Nasdaq Stock Market and the Company’s Governance Guidelines.
- Review and approve the Company’s Code of Business Conduct and Ethics (“Code of Conduct”); approve any requested waivers of the Code of Conduct related to the executive officers or members of the Board.
- Except as otherwise delegated to the Audit Committee, review and recommend for approval any standing resolutions on delegation of authority to management.
- Perform any other activities required by applicable law, rules or regulations and perform other activities that are consistent with this Charter, the Company’s Constitution and governing laws, as the Committee or the Board deems necessary or appropriate.

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

*Qualifications for Director Candidates.* The Company seeks to achieve a balance and diversity of knowledge, experience and capability with respect to the directors serving on the Board. To this end, the Committee seeks candidates with diverse backgrounds who possess knowledge and skills in areas of importance to the Company, including the highest professional and personal ethics and values, an understanding of the Company’s business and industry, a high level of education, broad-based business acumen, and the ability to think strategically. Further, in the pool for each search the Board undertakes, the Committee considers a candidate’s ability to contribute to the diversity of the Board (including diversity of experience, viewpoints, background, race, gender, age and cultural background). Although the Committee uses these and other criteria to evaluate candidates, the Committee has no specified minimum criteria for candidates. The Committee generally recruits, evaluates, and recommends nominees for the Board based upon recommendations from the Company’s directors and management. From time to time, the Committee may retain a third-party search firm to help identify potential candidates. The Committee will also consider recommendations submitted by shareholders and will evaluate such prospective nominees using the same standards that are applicable for all Board candidates.

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

*Communications with the Board.* The Company’s shareholders may communicate with the Board of Directors by sending an e-mail to Board@flex.com. Communications submitted to this e-mail address are regularly reviewed by the Company’s CEO, CFO, or General Counsel and are submitted to the Chair of the Board, the entire Board of Directors, or individual directors, as appropriate, depending on the facts and circumstances outlined in the communication. Certain items that are unrelated to the duties and responsibilities of the Board of Directors are generally redirected or excluded, as appropriate.

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

The Committee shall have the authority to obtain advice and assistance from legal or other advisors, including the retention of a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such advisors or search firm, including

sole authority to approve the advisor's or firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, to compensate advisors employed by the Committee.