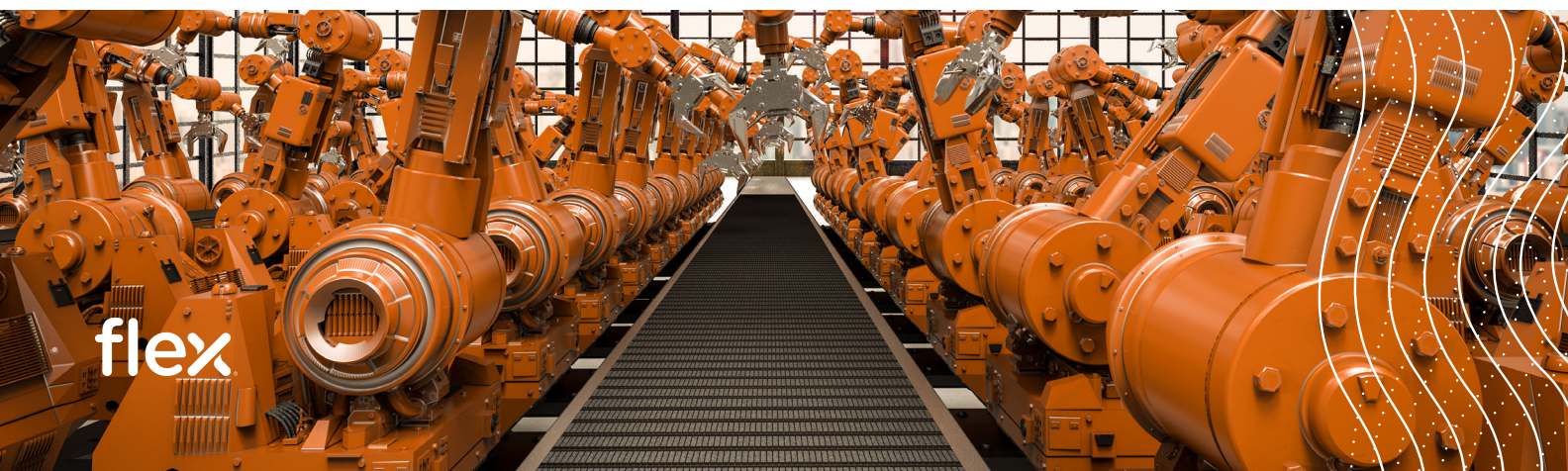
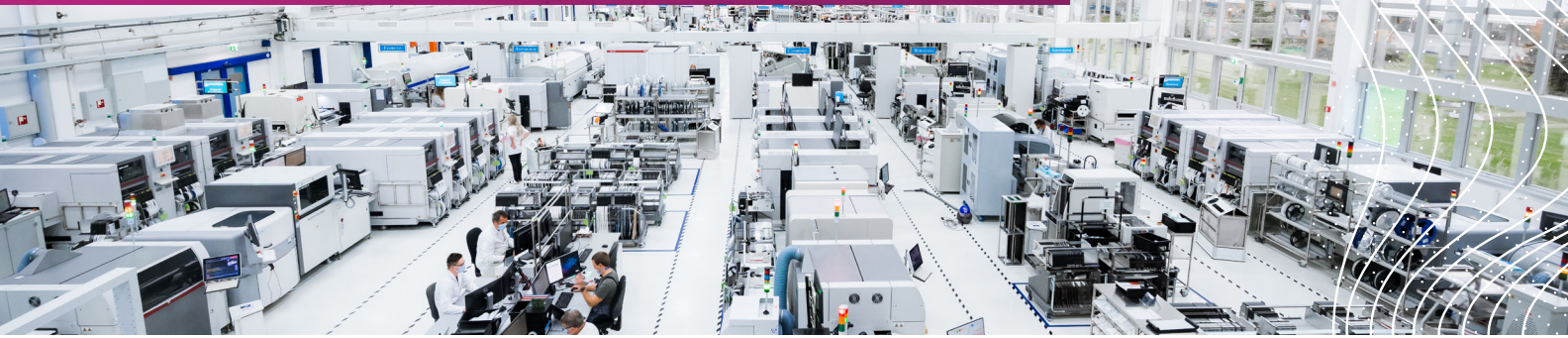




Flex forward

2021 ANNUAL REPORT



flex

Message from our CEO



Revathi Advaiti
CEO

June 25, 2021

"This year, we showed the power of our company, our culture, and our community working together to not just endure, but to make a difference."

Dear fellow shareholder,

Over the past year, we have all witnessed unprecedented events and change that touched every person and every industry. In times of crisis, the understandable response is to focus on weathering the storm. I have long believed it is in the toughest situations that we find what we are truly made of, and the culture is tested and shines through. I am very proud of what we accomplished this year. We showed the power of our company, our culture, and our community working together to not just endure, but to make a difference.

As the world changed, Flex evolved and helped our customers succeed. When our customers urgently needed help to expand the global availability of critical medical devices, we delivered. When our customers needed to rapidly adapt digital infrastructure to support a tectonic shift in workloads to enable work and education from home, we delivered. As economies began to recover but were faced with new global supply chain and logistical disruptions, again we delivered.

We are certainly not immune to the impact of all these extraordinary events. It has been difficult, requiring great effort and sacrifice, but we have proved our resilience and adaptability. We did not stop there, however. Upholding our values, through it all, we supported our employees, their families and communities, particularly in geographies that were exceptionally impacted by COVID-19. Not losing sight of our longer-term responsibilities, we made significant progress on our environmental, social, and governance efforts, improving rankings and taking on new challenges.

I want to sincerely thank our Flex colleagues for their incredible dedication and contributions in not only getting us through this very unusual year but delivering our record financial results. Our Flex teams showed empathy and compassion as we helped each other navigate this very difficult pandemic. We saw our employees live our new values every day and strengthen our inclusive, high-performing culture through action. Our efforts to reinvigorate our culture are taking root and I believe we are on the right path to making our culture a key differentiator for Flex. I also want to thank our customers and suppliers for their trust and partnership and our shareholders who have stood by us and believe in the potential of Flex.

Staying focused in uncertain times

Last year, we outlined our Flex Forward strategy to align our purpose to make great products for our customers that create value and improve people's lives. Flex touches many industries that are currently going through rapid evolution, which plays to our strengths and positions us to help our customers successfully navigate their dynamic environments.

From advanced medical and industrial solutions, to the electric-vehicle and autonomous mobility revolutions, the expansion of cloud and 5G communications, and to a whole new generation of technology and lifestyle convergence, our targeted markets are large, diverse and have strong, long-term secular drivers. To help our customers compete, we not only need to deliver on our current projects but also continue to be at the forefront of technology.

Real transformation is difficult in the best of times, but we persevered through the year, leading to progress across the four pillars of our strategy: improving our portfolio mix; continuing to build on our advanced technology and manufacturing capabilities; improving operational efficiency and execution; and adapting our systems to leverage the power of data and intelligence.

Our progress this year was validated through record results. In fiscal year 2021, we achieved record full year adjusted gross and operating margins, as well as record level adjusted earnings per share. We also generated the highest level of free cash flow in seven years. It is still early in our transformation; however, the trend is clear: Flex is executing well against its long-term strategy and delivering on our commitments to shareholders.

Taking a balanced approach

With approximately 160,000 employees at over 100 facilities in approximately 30 countries, taking a balanced stakeholder approach is an operational and moral imperative. It has long been foundational in Flex's culture to be a leader in environmental, social, and governance issues, given the fact we produce so many diverse products and impact so many people around the world. Even while dealing with the day-to-day challenges of last year, we certainly did not lose sight of our long-term commitment to creating a sustainable future.

During extreme times such as we have seen over the last year, this meant making sure our employees and their families were safe both at work and at home. We initiated our Flex Guard mask production program at the beginning of the year, and, one year later, we've made over 100 million masks, keeping all of our employees covered daily, while also donating almost 22 million masks to families and local communities. Some of the situations that emerged this past year required even more urgent responses, such as sending care packages to employees' homes to provide necessities in short supply during extreme lock-down events, or ensuring our employees and their families received the acute medical care they needed, despite chaotic regional outbreaks.

We also made progress this year on our goals to improve employees' day-to-day lives and further their career development. We improved the flexibility and convenience of our health and wellness programs, adding additional on-site health centers in some of our major factories. We rolled out a new e-learning education platform to provide more opportunities for self and career betterment. We continued to expand our access to emotional and mental health programs and reinvigorated our employee resource groups (ERGs) as one of the initiatives to help promote a sense of belonging inside Flex.

Flex achieved a number of sustainability milestones this year, building on our nearly 20-year foundation. Flex was included for the second year in a row in the S&P Sustainability yearbook. Sustainalytics ranked Flex #1 in the electronics manufacturing sub-industry category, and we were ranked in the top 50 globally out of approximately 13,000 companies overall. We continued our progress in creating circular economy solutions, which has enabled our customers to improve their lifecycle management, and we developed new revenue streams to help further our sustainability progress.

Guided by our purpose and values, we introduced our new 2030 sustainability goals this year. Flex was accepted into the rigorous Science Based Targets initiative to dramatically lower green-house gas emissions. We set new targets for reducing waste and water usage by 2025. We will continue to improve employee safety and certify all of our manufacturing and logistics sites with 'Responsible Business Alliance factory of choice' status by 2025. We will also further expand employee training and wellness programs. A full list of our 2030 sustainability goals can be found on our company's website.

Looking toward the future

We have outlined our strategy, made significant progress on improving operational efficiencies and systems, and improved our mix by winning and expanding into higher-value businesses and driven the right kind of growth where our capability is valued by customers. Over time, this strategy will continue to drive growth, improve margins, lead to strong cash flow generation, and grow shareholder value.

As I look to fiscal year 2022 and beyond, I remain very optimistic and confident in our future. While we recognize that there are near-term challenges (including global component and logistical issues and ongoing regional outbreaks of COVID-19), the underlying near and longer-term demand indicators remain strong.

The fundamentals in each of our target markets also remain favorable, as do general trends towards advanced outsourced manufacturing. Through multiple crises, companies are realizing the value of our global supply-chain and manufacturing capabilities. We continue to see increasing product complexity as a driver of our business, as many traditional industries strive to incorporate more features utilizing leading-edge technologies, including expanded capabilities around connectivity, data collection, and compute. We are experiencing new business wins as well as deepening relationships with current customers through the differentiation of our technology, global scale, talented workforce, experience and customer trust. These successes are creating a virtuous cycle that will continue to drive Flex forward.

There is certainly still more work to do, but this year's progress is a testament to the potential of the Flex model and the strength of our culture. I believe in our strategy, I believe in our people, and I am excited to continue on our transformative path.

A handwritten signature in black ink, appearing to read "Rena Wilson". The signature is fluid and cursive, with a large initial "R" and "W".

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FLEX LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 199002645H)

**Wednesday
August 4, 2021**
9:00 a.m., Pacific time

Flex Ltd.
6201 America Center Drive,
San Jose, CA 95002, U.S.A.

Vote via Internet
at www.proxyvote.com



Vote by Mail
Sign and return your proxy card in the
postage-paid envelope



Vote in Person at the Meeting
on August 4, 2021 at 9:00 a.m., Pacific time



Please refer to the enclosed proxy materials or the information forwarded by your bank or other holder of record to see which voting methods are available to you.

Notice of Annual General Meeting of Shareholders

To Be Held on August 4, 2021

To Our Shareholders:

You are cordially invited to attend, and notice is hereby given of, the annual general meeting of shareholders of Flex Ltd., which will be held at our offices located at 6201 America Center Drive, San Jose, CA 95002, U.S.A., at 9:00 a.m., Pacific time, on August 4, 2021, for the purposes summarized below and described in more detail in the accompanying proxy statement.

Special notice regarding COVID-19. The health and safety of our employees, shareholders, and community members is of utmost importance to us. In consideration of current public health concerns, we ask that you follow recommended guidance, mandates, and applicable executive orders from federal and state authorities, particularly as they relate to social distancing and attendance at public gatherings. If you are not feeling well or think you may have been exposed to COVID-19, we ask that you vote by proxy for the 2021 annual general meeting. Should further developments with the COVID-19 situation necessitate that we change any material aspects of the annual general meeting, we will make public disclosure of such changes. We thank you for your cooperation as we prioritize the safety of our community and our shareholders.

We urge you to read the entire proxy statement carefully before voting. Unless the context requires otherwise, references in this notice and the proxy statement to "Flex," "the Company," "we," "us," "our" and similar terms mean Flex Ltd. and its subsidiaries. Flex is incorporated under the Companies Act (Chapter 50) of Singapore, which we refer to as the "Singapore Companies Act" or the "Companies Act."

Important Notice Regarding Electronic Availability of Proxy Statement and Annual Report

We are pleased to furnish proxy materials to our shareholders on the Internet, as permitted by Securities and Exchange Commission rules. On or about June 25, 2021, we will mail to our shareholders (including all of our registered shareholders) a Notice of Availability of Proxy Materials on the Internet (referred to as the Notice) containing instructions on how to: (i) access the proxy statement and our annual report, (ii) submit their proxies via the Internet, and (iii) request a printed copy of our proxy materials.

Proxy Voting Matters

You may revoke your proxies at any time before they are voted. Registered shareholders who are present at the meeting may revoke their proxies and vote in person or, if they prefer, may abstain from voting in person and allow their proxies to be voted.

Voting Matters at the Annual General Meeting

We are asking shareholders to vote on five proposals at the meeting:

- To re-elect all of our eleven Directors nominated for re-election (*Proposal No. 1*);
- To approve the re-appointment of Deloitte & Touche LLP as our independent auditors for the 2022 fiscal year and to authorize the Board of Directors, upon the recommendation of the Audit Committee, to fix their remuneration (*Proposal No. 2*);
- To approve, on a non-binding, advisory basis, our executive compensation (*Proposal No. 3*);
- To approve a general authorization for the Board of Directors to allot and issue ordinary shares (*Proposal No. 4*); and
- To approve a renewal of the Share Purchase Mandate permitting Flex to purchase or otherwise acquire its own issued ordinary shares (*Proposal No. 5*).

Resolutions Proposed for Shareholder Approval as Ordinary Business

Each of the resolutions proposed for approval by our shareholders is as follows:

1. To re-elect each of the following Directors, who will retire pursuant to Article 94 of our Constitution, to the Board of Directors:
 - (a) Revathi Advaiti;
 - (b) Michael D. Capellas;
 - (c) John D. Harris II;
 - (d) Michael E. Hurlston;
 - (e) Jennifer Li;
 - (f) Erin L. McSweeney;
 - (g) Marc A. Onetto;
 - (h) Willy C. Shih, Ph.D.;
 - (i) Charles K. Stevens, III;
 - (j) Lay Koon Tan; and
 - (k) William D. Watkins.
2. To consider and vote upon a proposal to re-appoint Deloitte & Touche LLP as our independent auditors for the fiscal year ending March 31, 2022, and to authorize our Board of Directors, upon the recommendation of the Audit Committee of the Board of Directors, to fix their remuneration.

Resolutions Proposed for Shareholder Approval as Special Business

Each of the resolutions proposed for approval by our shareholders is shown below:

3. To consider and vote on the following non-binding, advisory resolution:

"RESOLVED THAT, the shareholders of Flex approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers, as disclosed pursuant to Item 402 of SEC Regulation S-K, including the Compensation Discussion and Analysis and the compensation tables and related disclosures contained in the section of the accompanying proxy statement captioned 'Executive Compensation'."

This resolution is being proposed to shareholders as required pursuant to Section 14A of the U.S. Securities Exchange Act of 1934, as amended. The shareholders' vote on this resolution is advisory and non-binding in nature, will have no legal effect and will not be enforceable against Flex or its Board of Directors.

4. To pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 161 of the Singapore Companies Act, Cap. 50, but subject otherwise to the provisions of the Singapore Companies Act, Cap. 50 and our Constitution, authority be and hereby is given to our Directors to:

- (a) (i) allot and issue ordinary shares in our capital ("Ordinary Shares"); and/or
- (ii) make or grant offers, agreements, options, performance shares, performance units, restricted share units, or other compensatory equity awards, that might or would require Ordinary Shares to be allotted and issued, whether after the expiration of this authority or otherwise (including but not limited to the creation and issuance of warrants, debentures or other instruments convertible into Ordinary Shares),

at any time to and/or with such persons and upon such terms and conditions and for such purposes as our Directors may in their absolute discretion deem fit, and with such rights or restrictions as our Directors may think fit to impose and as are set forth in the Constitution of the Company; and

- (b) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) allot and issue Ordinary Shares in pursuance of any offer, agreement, option, performance share, performance unit, restricted share unit, or other compensatory equity award, made or granted by our Directors while this resolution was in force, and unless revoked or varied by the Company in general meeting, that such authority shall continue in force until (i) the conclusion of our next annual general meeting or (ii) the expiration of the period within which our next annual general meeting is required by law to be held, whichever is the earlier."

5. To pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT:

- (a) for the purposes of Sections 76C and 76E of the Singapore Companies Act, Cap. 50, the exercise by our Directors of all of our powers to purchase or otherwise acquire issued Ordinary Shares in the capital of the Company not exceeding in aggregate the number of issued Ordinary Shares representing 20% of the total number of issued Ordinary Shares outstanding as of the date of the passing of this resolution (excluding treasury shares and any Ordinary Shares which are held by our subsidiary under Sections 21(4B) or 21(6C) of the Companies Act, as at that date) at such price or prices as may be determined by our Directors from time to time up to the maximum purchase price described in paragraph (c) below, whether by way of:

- (i) market purchases on the Nasdaq Global Select Market or any other stock exchange on which our Ordinary Shares may for the time being be listed and quoted; and/or
- (ii) off-market purchases (if effected other than on the Nasdaq Global Select Market or, as the case may be, any other stock exchange on which our Ordinary Shares may for the time being be listed and quoted) in accordance with any equal access scheme(s) as may be determined or formulated by our Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Singapore Companies Act, Cap. 50,

and otherwise in accordance with all other laws and regulations and rules of the Nasdaq Global Select Market or, as the case may be, any other stock exchange on which our Ordinary Shares may for the time being be listed and quoted as may be applicable, be and hereby is authorized and approved generally and unconditionally;

- (b) unless varied or revoked by our shareholders in a general meeting, the authority conferred on our Directors pursuant to the mandate contained in paragraph (a) above may be exercised by our Directors at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:
 - (i) the date on which our next annual general meeting is held; or
 - (ii) the date by which our next annual general meeting is required by law to be held;

- (c) the maximum purchase price (excluding brokerage commission, applicable goods and services tax, and other related expenses) that may be paid for an Ordinary Share purchased or acquired by us pursuant to the mandate contained in paragraph (a) above, shall not exceed:
 - (i) in the case of a market purchase of an ordinary share, the highest independent bid or the last independent transaction price, whichever is higher, of our Ordinary Shares quoted or reported on the Nasdaq Global Select Market or, as the case may be, any other stock exchange on which our Ordinary Shares may for the time being be listed and quoted, or shall not exceed any volume weighted average price, or other price determined under any pricing mechanism, permitted under SEC Rule 10b-18, at the time the purchase is effected; and
 - (ii) in the case of an off-market purchase pursuant to an equal access scheme, at a premium of up to but not greater than 5 percent above the average of the closing price per Ordinary Share over the five trading days before the day on which the purchases are made; and
- (d) our Directors, acting independently or individually, be and hereby are authorized to complete and do all such acts and things (including executing such documents as may be required) as such Director(s) may consider expedient or necessary to give effect to the transactions contemplated and/or authorized by this resolution."

Notes

Singapore Financial Statements

At the 2021 annual general meeting, our shareholders will have the opportunity to discuss and ask any questions that they may have regarding our Singapore audited financial statements for the fiscal year ended March 31, 2021, together with the directors' statement and auditors' report thereon, in compliance with Singapore law. Shareholder approval of our audited financial statements is not being sought by the accompanying proxy statement and will not be sought at the 2021 annual general meeting.

Eligibility to Vote at Annual General Meeting

Receipt of Notice. The Board of Directors has fixed the close of business on June 9, 2021 as the record date for determining those shareholders of the Company who are entitled to receive copies of this notice and accompanying proxy statement. However, all shareholders of record on August 4, 2021, the date of the 2021 annual general meeting, will be entitled to vote at the 2021 annual general meeting.

Quorum

Representation of at least 33-1/3% of all outstanding Ordinary Shares of the Company is required to constitute a quorum to transact business at a general meeting of our shareholders.

Proxies

A shareholder entitled to attend and vote at the 2021 annual general meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. A proxy need not also be a shareholder. **Even if you plan to attend the meeting, we encourage you to vote promptly. You may vote your shares through one of the methods described in the enclosed proxy statement. A proxy card submitted by mail must be received by Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 not less than 48 hours before the time appointed for holding the 2021 annual general meeting. Please review the instructions on the proxy card and notice of availability of proxy materials regarding the submission of proxies via the Internet, which provide, among other things, for the transmission of voting instructions up until 11:59 p.m. Eastern Time the day before the meeting.** You may revoke your proxy at any time before it is voted. Registered shareholders who are present at the meeting may revoke their proxies and vote in person or, if they prefer, may abstain from voting in person and allow their proxies to be voted.

Disclosure Regarding Share Purchase Mandate Funds

Only funds legally available for purchasing or acquiring our issued Ordinary Shares in accordance with our Constitution and the applicable laws of Singapore will be used by us to purchase or acquire our own issued Ordinary Shares pursuant to the proposed renewal of the Share Purchase Mandate referred to in this notice. We intend to use our internal sources of funds and/or borrowed funds to finance the purchase or acquisition of our issued Ordinary Shares. The amount of financing required for us to purchase or acquire our issued Ordinary Shares, and the impact on our financial position, cannot be ascertained as of the date of this notice, as these will depend on, among other things, the number of Ordinary Shares purchased or acquired, the price at which such Ordinary Shares are purchased or acquired, and whether the Ordinary Shares purchased or acquired are held in treasury or cancelled. Our net tangible assets and the consolidated net tangible assets of the Company and its subsidiaries will be reduced by the purchase price (including any expenses) of any Ordinary Shares purchased or acquired and cancelled or held as treasury shares. We do not anticipate that the purchase or acquisition of our Ordinary Shares in accordance with the Share Purchase Mandate would have a material impact on our financial condition and cash flows.

Personal Data Privacy

By submitting an instrument appointing a proxy or representative to attend, speak and vote at the 2021 annual general meeting and any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by us (or our agents or service providers) so we (or our agents or service providers) can process, administer and analyze proxies and representatives appointed for the 2021 annual general meeting (including any adjournment thereof) and prepare and compile the attendance lists, minutes and other documents relating to the 2021 annual general meeting (including any adjournment thereof), and in order for us (or our agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations or guidelines (collectively, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy or representative to us (or our agents or service providers), the shareholder has obtained the prior consent of such individual for the collection, use and disclosure by us (or our agents or service providers) of such personal data for the Purposes, and (iii) agrees that the shareholder will indemnify us in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

By order of the Board of Directors,



Tay Hong Chin Regina
Company Secretary
Singapore
June 25, 2021

You should read the entire proxy statement carefully before you return your proxy card or otherwise submitting your proxy appointment through electronic communications in the manner set out in the accompanying proxy statement.

Important Notice Regarding the Availability of Proxy Materials for the 2021 Annual General Meeting of Shareholders to Be Held on August 4, 2021. This notice of the annual general meeting and the accompanying proxy statement and our annual report to shareholders are available on our website at <https://investors.flex.com/financials>.




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Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the proxy statement carefully before voting. For more complete information regarding the Company's 2021 fiscal year performance, please review the Company's 2021 Annual Report. For additional information regarding voting rights and proxy solicitation, please see "Other Matters" on page 93.




 Place: 6201 America Center Drive, San Jose, CA 95002, U.S.A.	 Time and Date: 9:00 a.m., Pacific time August 4, 2021	 Record Date: June 9, 2021
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Voting Matters at the Annual General Meeting

Proposal	Recommendation	Page Reference
1. Re-election of directors	✓ FOR each nominee	36
2. Re-appointment of Deloitte & Touche LLP	✓ FOR	43
3. Advisory vote on executive compensation	✓ FOR	46
4. General authorization to allot and issue ordinary shares	✓ FOR	82
5. Authorization to repurchase ordinary shares	✓ FOR	83

How to Cast Your Vote

Each Ordinary Share is entitled to one vote for each director nominee and one vote for each of the other proposals. Your vote is important to us, and we encourage you to vote using one of these methods:

Vote in Person at the Meeting		If you are a beneficial holder and hold your shares through a bank, broker, or other nominee, you must request a "legal proxy" from the nominee in order to vote at the meeting. You will find instructions on how to request a "legal proxy" at www.proxyvote.com .
Vote via Internet		at www.proxyvote.com Follow the instructions on your Notice. If you are a beneficial holder and hold your shares through a bank, broker, or other nominee, your nominee may not permit you to vote online.
Vote by Mail		Sign and return your proxy card. If you do not have a proxy card, you can request one by contacting us at: Flex Ltd. 6201 America Center Drive San Jose, California 95002 (408) 577-4632

Sustainability Highlights (pg. 18)

We strive to make a lasting positive impact for our employees, customers and shareholders and aim to follow social and environmental practices that make our partners and shareholders proud. Our efforts have been widely recognized, garnering awards for sustainability including being named one of the World's Most Admired Companies and inclusion in S&P Global's Sustainability Yearbook. Below are some highlights of our sustainability practices.

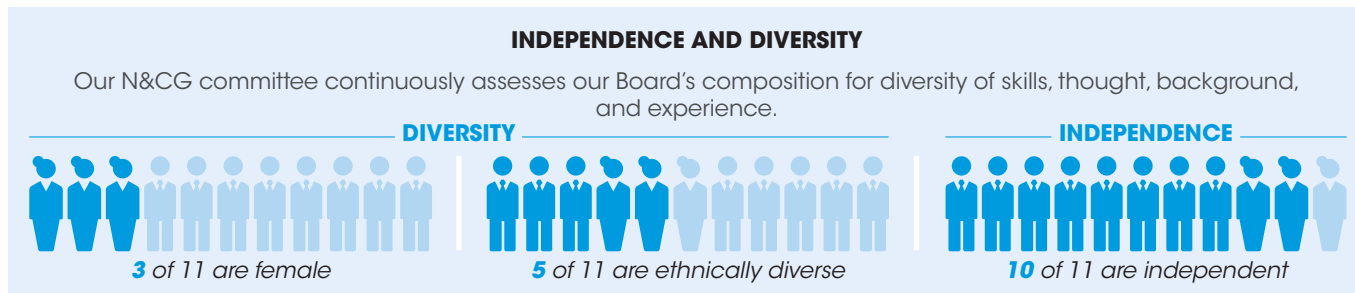
2030 Sustainability Goals	We established new sustainability goals through 2030 against a refreshed framework centered on our world, our people and our approach spanning several pillars.
Science Based Targets initiative	We joined the Science Based Targets initiative (SBTi), the global movement of leading companies working to reach the Paris Agreement's goal of limiting global temperature rise, setting ambitious goals, including a commitment to cut operational emissions in half by 2030.
Inclusion and Diversity	We re-committed to our mission to provide a safe environment with growth opportunities for our employees to prosper by establishing clear inclusion and diversity goals and investing in supporting initiatives. As of March 31, 2021, approximately 44% of our global workforce was female and 27% of our Board of Directors were female.
Flex Foundation	We partnered with nonprofit organizations, community leaders and governments to promote inclusive and sustainable economic growth, employment, and decent work for all through grants, corporate and employee donations, and volunteerism. In calendar year 2020, our Flex Foundation donated \$1.5 million in grants to support COVID-19 relief efforts and associations that support ethnic and cultural minorities around the globe.

Corporate Governance Highlights (pg. 24)

Flex strives for excellence in corporate governance practices, which we recognize is fundamental to maintaining the trust of our shareholders, customers, and employees. Flex's management and Board of Directors, continually evaluate processes and implement procedures designed to maintain strong governance and operational standards. Below are some highlights of our corporate governance practices.

Diverse Directors	We purposefully elect directors with diverse backgrounds and skillsets to best oversee the management of Flex.
Refreshed Board	We continuously evaluate the composition of the Board. Five new directors have joined Flex in the past three years. Our average tenure is approximately five years.
Environmental, Social, Governance Oversight	We regularly assess our corporate governance structure to ensure comprehensive oversight of Flex's management, practices, and operations. This year we increased the number of ESG updates to the Board and its committees and supplemented the Board's areas of oversight to include human capital management and diversity strategy and initiatives.
Shareholder Outreach	We value the input and engagement of our shareholders. As part of our commitment to our shareholders, we maintain an annual outreach program with participation from management and directors. During fiscal year 2021, we proactively contacted twenty firms representing approximately 74% of our share voting power and members of management and our Board chair held discussions with holders of approximately 32% of our share voting power.

Board Nominees (pg. 36)



The following table provides summary information about each nominee standing for re-election to the Board. All directors, excluding Ms. Advaiti, are independent.

Name	Principal Occupation	Committee Memberships	Director Since	Number of Additional Public Company Boards
Revathi Advaiti	CEO, Flex Ltd.	None	2019	1
Michael D. Capellas <i>Board Chair</i>	Principal, Capellas Strategic Partners	Nominating and Corporate Governance ☆	2014	2
John D. Harris II	Retired Vice President of Business Development, Raytheon Company	Compensation and People	2020	1
Michael E. Hurlston	President and Chief Executive Officer, Synaptics Incorporated	Audit	2020	2*
Jennifer Li	General Partner, Changcheng Investment Partners	Compensation and People	2018	1
Erin L. McSweeney	Executive Vice President, Chief of Staff to CEO, UnitedHealth Group Incorporated	Compensation and People ☆ Nominating and Corporate Governance	2020	0
Marc A. Onetto	Principal, Leadership from the Mind and the Heart LLC	Audit	2014	0
Willy C. Shih, Ph.D.	Professor of Management Practice in Business Administration, Harvard Business School	Compensation and People	2008	0
Charles K. Stevens, III	Retired Chief Financial Officer, General Motors	Audit ☆ Nominating and Corporate Governance	2018	3
Lay Koon Tan	Retired President, Chief Executive Officer and member of the Board of Directors, STATS ChipPAC Ltd.	Audit	2012	0
William D. Watkins	Retired Chief Executive Officer, Imergy Power Systems, Inc.	Nominating and Corporate Governance	2009	2

☆ Chair

📄 Audit Committee Financial Expert

* On June 21, 2021, Ubiquiti Inc. filed an 8-K disclosing that on June 18, 2021, Mr. Hurlston notified Ubiquiti Inc. of his decision to resign from the Ubiquiti Inc. Board of Directors, effective as of August 3, 2021. As of August 4, 2021, the date of our 2021 annual general meeting of shareholders, Mr. Hurlston will only be on one additional public company board.

Executive Compensation Highlights (pg. 47)

Our pay-for-performance compensation philosophy aims to tie actual pay delivery to performance. We believe above-target performance should be rewarded when achieved, and below-target performance should lead to reduced compensation, including zero payouts for incentive elements when performance thresholds are not met. We also believe we should deliver a significant portion of executive pay in the form of equity awards, which are directly aligned with value delivered to shareholders.

One-Time COVID-19-Related Pay Actions

- ✓ **No merit increases to base salaries and temporary COVID-19-related reductions:** In order to address COVID-19-related uncertainty and preserve cash during the initial stage of the pandemic, NEO salaries were reduced for the first half of the fiscal year by 50% for the CEO and 30% for the other NEOs.
- ✓ **The bonus plan was eliminated for the first half of the fiscal year to address COVID-19-related uncertainty and preserve cash, with no offsetting increase in the second half.**

Annual, Regular Cycle Pay Actions

- ✓ **Base Salaries:** The only executive to receive an increase to his annualized salary was Mr. Hartung. This increase was designed to align his salary to market and to recognize the increased responsibilities associated with his promotion to the role of President, Agility.
- ✓ **Bonus payouts for the second half of the year were above target, but below target on a full-year basis:** We exceeded our financial goals in the second half of the year despite the challenges and uncertainty encountered in fiscal year 2021. Our CEO's fiscal year 2021 bonus paid out at 82.3% of target (164.6% based on second-half results). Bonuses for the other continuing NEOs paid out between 74.6% and 88.7% (149% and 177% based on second-half results).
- ✓ **Long-term incentive awards were held flat vs. prior year (with PSUs valued at face value),** with the exception of Mr. Hartung who received a higher grant than the prior year due to his promotion.
- ✓ **Performance share plan (TSR) payout = 0%:** No payouts were earned under the TSR PSUs for the three-year performance cycle ending in fiscal year 2021 (PSUs vesting in June 2020), as the threshold performance level was not achieved.

Business Summary

What We Do

Flex is the manufacturing partner of choice that helps a diverse customer base design and build products that improve the world. Through the collective strength of a global workforce and responsible, sustainable operations, Flex delivers technology innovation, supply chain, and manufacturing solutions to diverse industries and end markets.

We provide design, manufacturing and supply chain services through a network of over 100 locations in approximately 30 countries across five continents. We have established global scale through an extensive network of innovation labs, design centers, and manufacturing and services sites in the world's major consumer and enterprise products markets (Asia, the Americas, and Europe) in order to serve the supply chain needs of both multinational and regional companies. Our services provide customers with a competitive advantage by delivering leading-edge manufacturing technology, supply chain expertise, improved product quality, increased flexibility, faster time to market, and overall value. Our customers leverage our services to meet their requirements throughout the entire lifecycle of their products.

Flex offers solutions that span from initial design through ramp-up and volume manufacturing as well as through end of life and circularity offerings. This full range of capabilities provides our customers with expertise across the entire value chain. Technology innovation is at the center of our ability to deliver these end-to-end capabilities.

For fiscal year 2021, our reporting business segments were Flex Agility Solutions and Flex Reliability Solutions.

Flex Agility Solutions			Flex Reliability Solutions		
Communications, Enterprise, and Cloud, including data infrastructure, edge infrastructure and communications infrastructure	Lifestyle, including appliances, consumer packaging, floorcare, micro mobility and audio	Consumer Devices, including mobile and high velocity consumer devices	Automotive, including autonomous, connectivity, electrification, and smart technologies	Health Solutions, including medical devices, medical equipment and drug delivery	Industrial, including capital equipment, industrial devices, renewable including our Nexttracker business, grid edge, and power systems

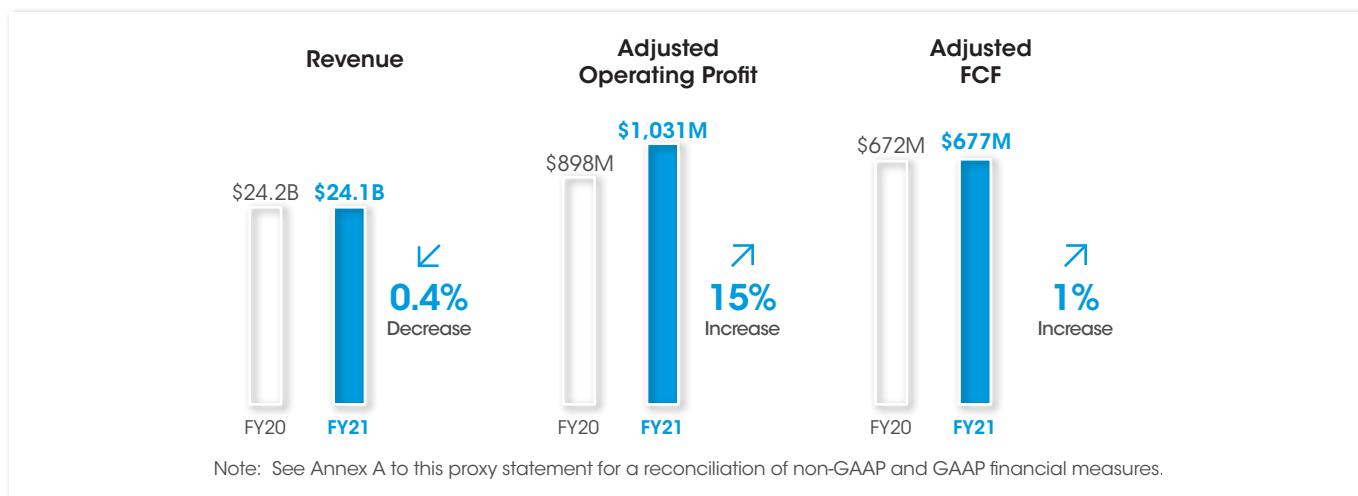
Flex Forward: Our Strategy

Over the past several years, Flex has been engaged in, and continues to execute on, a long-term strategy focused on operating with discipline through continuous portfolio evolution and driving higher value-added services that align with and service our customers' needs and requirements in order to drive operating and financial results. In particular, we are working to increase profit margins, capitalize on prior investments, manage our business mix, and return to strong free cash flow generation. The Company is focused on disciplined, sustainable execution on our core business processes as well as disciplined growth in areas that can drive margin improvement and provide value for the Company and our customers. We believe that our continued business transformation is strategically positioning us to take advantage of the long-term, future growth prospects for outsourcing of advanced manufacturing and design capabilities. This transformation is also enabling us to invest in developing our own products and processes that make us a stronger partner to our customers.

Fiscal Year 2021 Highlights

Performance and Company Highlights for Fiscal Year 2021

During fiscal year 2021, we achieved overall positive results on several fronts. Key financial highlights from the fiscal year include:



Who We Are

As part of our strategic planning and culture initiative process that started in 2019, we updated our vision and mission statements to align to our strategy and to reflect our aspirations for our major stakeholders. We also developed a purpose statement that is intended to provide clarity and a framework for why Flex exists and what kind of company we want to be. Culture underlies our stakeholder experience. Our values are intended to reflect and guide our behaviors and shape our culture. We endeavor for our value-driven culture to align us as we pursue our purpose, uphold our mission, live our values, advance toward our vision, and activate our strategy.

In support of cultivating an inclusive, high-performing culture, we recently introduced four specific behaviors that support our values and continued progress on our Flex Forward strategy. These behaviors, called our Ways of Working, bring our values to life through actions and are intended to provide a framework for how we make decisions. The purpose of these behaviors is to enable us to put our culture into practice and provide an accountability system through training and development as well as performance management systems to ensure our desired behaviors become a part of our everyday working norms.

Vision

Our direction

Our vision is to become the world's most trusted global technology, supply chain and manufacturing solutions partner.

Purpose

Our reason for being

Our purpose as a company, why we exist, is to make great products for our customers that create value and improve people's lives.

Mission

Our approach

Our mission has five elements:

1. Provide a safe environment with growth opportunities for our employees to prosper.
2. Leverage our global supply chain know-how to minimize risk and complexity for our customers.
3. Use our manufacturing expertise to make products that contribute positively to the world.
4. Steward sustainable manufacturing and operations practices to minimize environmental impact.
5. Deliver consistent results and increased value to our shareholders.

Values

Our philosophy

How we live our values define our culture:

- We support each other as we strive to find a better way.
- We move fast with discipline and purpose.
- We do the right thing always.

Ways of Working

Our behaviors

We bring our values to life through four actions:

1. Respect and Value Others.
2. Collaborate and Share Openly.
3. Learn and Adapt.
4. Honor Commitments.

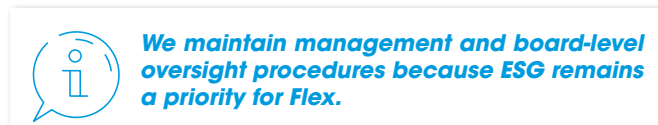
Sustainability

Flex's purpose is to make great products for our customers that create value and improve people's lives. Sustainability is at the core of our purpose and is embedded in our culture. We work to have a lasting positive impact in the form of value for our employees, customers and investors and we aim for the social and environmental change that makes our stakeholders proud. We seek to address material issues, risks, and opportunities by conforming to internal and external standards and thoughtfully executing our social and environmental management system, programs, and initiatives.

We strive for social and environmental betterment through our robust management systems. Our sustainability system, which is modeled largely on the Responsible Business Alliance (RBA) requirements, consolidates several management systems into one, and incorporates current environmental, labor, human rights, health, safety, and ethics standards. As a founding member of the RBA, Flex is committed to modelling its requirements.

In partnership with our customers and suppliers, we are committed to significantly lowering emissions through science-based targets, investing in our communities, advancing a safe, inclusive, and respectful work environment for all, and driving environmental, social and governance (ESG) focused practices with transparency.

Sustainability Governance and Strategy



Given our commitment to sustainability, we recognize the importance of a strong foundation of sustainability governance. Our Board of Directors engages in an annual review of Flex's sustainability program including our ESG efforts and participates in an annual ESG director education session. Our Nominating and Governance Committee oversees Flex's sustainability risks and remediation efforts, including the Company's corporate responsibility and sustainability policies and programs with respect to human rights, climate change, and social and environmental risks.

Our executive management team receives regular sustainability updates. In addition, we have a Corporate Sustainability Leadership Committee, a multidisciplinary group composed of global leaders throughout the Company who represent the key functional areas with responsibility for sustainability efforts, including operations, human resources, supply chain, regulatory compliance, account management, and communications. This committee meets quarterly to share information with people across various teams within Flex who are directly responsible for implementing and managing sustainability initiatives.

We endeavor to align our efforts with global sustainability organizations and initiatives, including the United Nations Global Compact, that contribute to broader calls to action and collective progress toward a healthier future. This year we joined the Science Based Targets initiative, and in connection with joining such initiative, we have adopted greenhouse gas emissions reduction targets necessary to meet the Paris Agreement goals, including limiting global warming to 1.5°C above preindustrial levels.

2030 Sustainability Goals



In fiscal year 2021, continuing our purpose-driven journey, we developed our next set of long-term sustainability goals that focus on key areas where we can make a measurable, direct, and positive impact. We've set new sustainability goals through 2030 against a refreshed framework centered on our world, our people and our approach spanning several pillars.

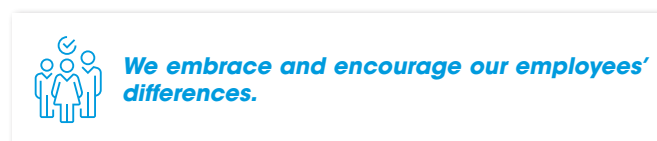
In partnership with our customers and suppliers, we are committed to:

- Significantly lowering emissions through science-based targets;
- Investing in our communities;
- Advancing a safe, inclusive and respectful work environment for all; and
- Driving ESG-centric practices with transparency in our communities.

Notable 2030 goals include:

- We commit to reduce absolute scope 1 and 2 GHG emissions 50% by 2030 from a 2019 base year.
- We commit to reduce total health and safety case incident rate (TCIR) to below 0.2 by 2030.
- We commit that 50% of our 'Preferred Suppliers' will set their own GHG emissions reduction targets by 2025 and 100% by 2030.

Sustainability and Our People



Our approximately 160,000 global employees are at the core of who we are and what we do. We believe that our performance is driven by our workforce. As a result, we consistently review and refine our human capital management programs, policies, and procedures to ensure that they attract, select, develop, engage and retain strong, diverse talent. Our policies, philosophy and strategies support the inclusion of all people in our working environment. Further, we're committed to respecting the human rights of our employees and improving their quality of life.

Human Capital Management Governance

Because our employees are central to our success as a business, the Board plays an active role in overseeing our human capital management efforts. The Compensation and People Committee of our Board of Directors is responsible for assisting the Board in discharging this oversight duty and continues to work closely with the executive management team in helping to shape our newly defined culture and focus efforts on developing formal human capital management and talent development initiatives to better support our workforce as the Company continues to evolve.

The Compensation and People Committee oversight activities in this area include, among other aspects, receiving periodic updates (not less than twice annually) regarding, and overseeing any significant change to, our human capital management strategy including corporate culture, inclusion, pay and opportunity equity, diversity, social initiatives and results, and talent training, development and retention programs. Additionally, the Compensation and People Committee reviews the performance of and succession planning for our CEO and executive officers.

Workplace Culture and Talent Management

Recognizing the importance of a healthy workplace culture, we launched a culture initiative in 2019 designed to define and communicate who we are and who we want to be as a company. This process resulted in the promulgation of our vision, purpose, mission, values, and ways of working. We developed and continue to execute on programs to embed our culture into our daily actions including employee engagement through surveys and round table discussions with our executive leadership; virtual development and volunteer programs; and recognition programs.

Inclusion & Diversity

A key aspect of our corporate mission is to provide a safe environment with growth opportunities for our employees to prosper. One way we pursue this goal is by prioritizing inclusion and diversity. We recognize the value of our human capital as an asset to our business. We also recognize that the sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities, and talent that our employees invest in their work represents a significant part of our culture, enhances our reputation and contributes to our success. We embrace and encourage our employees' differences, and nurture a sense of collective pride and belonging. We strive to ensure that all Flex employees are empowered to do their best and advance in their careers.

We are proud of the success we have had in making Flex a more inclusive and diverse workplace. Looking forward, we plan to execute on our commitment to inclusion and diversity by establishing, publishing, and working towards corporate goals including:

- Increasing female representation globally at the director level and above;
- Increasing racial and ethnic diversity in the United States at the director level and above so our leadership will reflect our organization and the communities in which we operate;
- Holding leadership accountable for inclusion and diversity outcomes; and
- Achieving parity in pay in the U.S. by 2022.

Talent attraction, development, and retention

Talent attraction, development, and retention are critical to our success and core to our mission as a company. To support the advancement of our employees, we provide training and development programs and opportunities encouraging advancement from within while we continue to fill our team with strong and experienced external talent. We leverage both formal and informal programs, including in-person (as health and safety practices and policies allow), virtual, social and self-directed learning, mentoring, coaching, and external development to identify, foster, and retain top talent. Employees have access to courses through our learning and development platform, Flex Learn. In 2020, 31,996 of our employees completed 397,408 hours of training programs. Flex has undertaken initiatives to keep employees who are working from home engaged during COVID-19, including virtual learning programs and check-in sessions.

We are also focused on completing talent and performance reviews. Our in-depth talent reviews serve to identify high potential talent to advance in roles with greater responsibility, assess learning and development needs, and establish and refresh succession plans for critical leadership roles across the enterprise. Our performance review process promotes transparent communication of team member performance, which we believe is a key factor in our success. The performance and the talent reviews enable ongoing assessments, reviews, and mentoring to identify career development and learning opportunities for our employees.

As a part of our efforts to improve employee experiences at Flex, we conduct the annual enterprise-wide employee engagement Flex Voice survey. Our leadership uses the results of the survey to continue developing our strengths and measure opportunities for improvement. This year 94% of employees completed the Flex Voice survey and the results reflected increased enthusiasm and engagement.

COVID-19 and Employee Health & Safety

Flex is committed to providing a safe and injury-free workplace. We promote a “zero-injury” culture through health and safety management systems that implement a data-driven and risk-based approach in monitoring and reporting performance regularly. In calendar year 2020, we decreased our incident rate by 21% compared to 2019. Furthermore, as a part of our 2030 Sustainability Goals, we have committed to reducing total case incident rate to below 0.2 by 2030 and to certifying all manufacturing operations with ‘RBA factory of choice’ by 2025.

We provide programs and tools aimed at improving physical, mental, financial, and social well-being, with increased focus during the COVID-19 pandemic. Our programs give our employees access to a variety of innovative, flexible, and convenient health and wellness programs, including on-site health centers in some of our major factories, which were increasingly critical this year for our essential workers who have worked on site since the start of the COVID-19 pandemic.

The COVID-19 pandemic is felt by every citizen, country, community, and company. At Flex, our first priority is ensuring the health and safety of our employees, suppliers and business partners, while supporting essential manufacturing for infrastructure services and critical healthcare products to aid in the global response to the pandemic.

We took several actions in response to the COVID-19 pandemic:

- ✓ On a company-wide basis, we deployed the contingency and resiliency plans that are encompassed in our business continuity programs.
- ✓ Our leadership teams initiated enhanced health and safety measures across all facilities, as our foremost focus has been the health and safety of our employees.
- ✓ We modified practices at our manufacturing locations and offices to require personal protective equipment, sanitization measures, temperature checks, and social distancing well before these measures were mandated.

As one of the world’s largest medical device manufacturers, we recognized that we had a responsibility to do our part to join the fight against this disease. With many of the products we make for our healthcare customers related to critical care becoming scarce, we ramped up our efforts to expand delivery of critical products, including ventilators, personal protective equipment, oxygen concentrators, patient monitors, infusion pumps, and ICU beds. At the heart of this extraordinary effort are the tens of thousands of Flex workers in our factories who continue to work around the clock to live up to our purpose.



2020 Sustainability Impact

During the 2020 calendar year, we continued our focus on ESG activities as highlighted below.

Our World: Environmental and Community Achievements

- We achieved a 13% reduction in global gross Scope 1 and 2 emissions compared to 2019, exceeding our CO2 emission reduction goal by at least 10%, normalized for revenue.
- We decreased our water consumption by 17% year-over-year, exceeding our goal.
- We celebrated Earth Day with an at-home challenge. From 30 sites around the world, participating employees shared hundreds of examples of how they support a more sustainable future at-home.
- We completed 544 community activities, despite the challenges of COVID-19.
- 6,900 of our volunteers gave over 42,000 hours back to their local communities.
- 91.5% of our sites implemented community activities throughout 2020.
- In 2020, we donated masks to our communities, targeting local schools and smaller non-profits.

Our People: Employee, Health and Safety, and Inclusion and Diversity Achievements

- We re-committed ourselves to fostering a safe, ethical, and inclusive work environment for all employees.
- We engaged our employees and received their feedback through coffee talks and town halls, lunch and learn sessions, management workshops, leadership skills trainings, recognition programs and annual surveys, and continue to undertake such employee engagement.
- In 2020, more than 5,000 employees benefitted from our Employee Scholarship Program, more than twice as many as in 2019.
- We ensure all of our sites have a health and safety management system, which we verify through audits performed by the corporate team. Additionally, all sites are also required to convene committees to address safety issues and concerns and we undertake targeted respect and dignity audits of high-risk sites.
- We decreased our health and safety incident rate by 21%, compared to 2019.
- We participate in RBA Task Forces on the UN Guiding Principles, Trafficking and Forced Labor, Transparency, and Environmental Compliance, which set guidelines for the working hours and conditions for employees.
- As of March 31, 2021, 44% of our global workforce and 27% of our Board of Directors were female.
- 24,000 employees across 56 sites participated in our People with Diversabilities Awareness Week, up by 5,000 from 2019.
- We launched our cross-functional Global Inclusion Counsel, led by our CEO, of 12 members that represent diverse viewpoints.
- In partnership with McKinsey, we offered leadership development opportunities through their Management Accelerator and Executive Leadership Program to 56 Black employees.
- We enhanced SheLeads, our leadership development program for women employees.
- We launched the Inclusive Leadership Experience for U.S. people managers, which focused on leading with inclusion through unconscious bias training. In 2020, 97% of our U.S. managers undertook such training, and in 2021, we plan to expand this training outside the U.S.
- We partnered with organizations such as the Business Roundtable, The Valuable 500, and INROADS to amplify our impact in recruiting and retaining diverse talent.
- We invested in seven employee resource groups designed to help to create a sense of belonging and support retention and attraction. These groups have steadily grown in membership and also held cultural awareness activities throughout the past year. Our employee resource groups include Asian Pacific Flex Network, Black Flex Network, LantinX, People with DiversAbilities, Women in Flex, Women in Tech, and Veterans at Flex.

Our Approach: Ethics, Supply Chain, Governance, and Partner Achievements

- 99% of our employees completed the annual Code of Business Conduct and Ethics ("CoBCE") online training.
- We continued to prioritize remedying hotline reports, addressing a variety of issues through guidance, review and/or investigation.
- Participation in our supplier due diligence assessment increased by 26% compared to the previous year, totaling 2,226 completed social and environmental assessments.
- We screened 100% of our new global suppliers using social and environmental criteria.
- We have trained and certified 58 social and environmental supplier auditors internally, up nearly 12% from 2019.
- In response to the COVID-19 global pandemic, our Board mobilized quickly, working closely with the Brand Protection and Security team to transition to a mobile workforce, manufacture and distribute personal protective equipment, and respond to the unique challenge of being a global company navigating fast-evolving regulation worldwide.
- We started a strong partnership with our customers and suppliers to reduce Greenhouse Emissions ("GHG") through their own emissions reduction targets.

Sustainability Partnerships and Recognition

In addition to being a founding member of the RBA, we are also a member of the Responsible Minerals Initiative, Global Business Initiative on Human Rights, GRI Community, the Business for Social Responsibility Network, the Globally Promoting Responsible Waste Stewardship, the Business Ethics Leadership Alliance by Ethisphere Company, the UN Global Compact Network, the Silicon Valley Leadership Group, the Boston College Center for Corporate Citizenship, the Ellen MacArthur Foundation, and the Supplier Ethical Data Exchange. Additionally, Flex has signed the WBCSD Pledge for Access to Safe Water, Sanitation, and Hygiene at the Workplace. Finally, our CEO, who is a member of the Business Roundtable ("BRT"), signed the new BRT Statement on the Purpose of a Corporation, which declares that corporations have a role beyond meeting investors' financial expectations.

Our commitment to sustainability has earned us positive feedback from shareholders and recognition from some of the most prestigious sustainability ratings agencies.



Flex Sustainability Rankings 2020

- In February 2021, Flex was named one of the World's Most Admired Companies by FORTUNE magazine based on nine criteria including social responsibility
- Flex received an A- in CDP Climate Change for a second consecutive year and a historic A in Water Security
- Flex obtained EcoVadis' "Platinum Recognition Level" ESG rating
- Flex received Negligible Risk (8.6) score from Sustainalytics
- Flex was again awarded ISS' Prime status for Corporate ESG performance
- For the 5th consecutive year, Flex is a constituent of Financial Times Stock Exchange-Russell Group's FTSE4Good Index, receiving a score of 4.1 out of 5
- Flex again qualified for inclusion in S&P Global's Sustainability Yearbook

Further information regarding our sustainability program and achievements, including demographic data, can be found in our annual sustainability reports at flex.com/about/sustainability. The information on our website and in the sustainability report is not a part of this Proxy Statement and is not incorporated by reference.

Corporate Governance

We are proud of Flex's legacy of corporate governance throughout the past 50+ years. We continually build on that legacy with ethical business oversight, robust risk management, and pay-for-performance compensation programs in order to ensure accountability to our shareholders, customers, employees, and communities.



Board of Directors

Our Board of Directors oversees and provides policy guidance on our strategic and business planning processes, oversees the conduct of our business by senior management, and is principally responsible for the succession planning for our key executives, including our Chief Executive Officer. We strive to maintain optimal board composition to ensure diverse, insightful and dedicated oversight of our vision, purpose, and mission.

Board Leadership Structure

Our Board of Directors believes the most effective leadership structure for Flex at the present time is for the roles of CEO and Chair of the Board to be separated, and for the Chair of the Board to be an independent director. Flex has separated the roles of Chair and CEO since 2003. Our Board of Directors believes that having an independent Chair ensures a greater role for the independent directors in the oversight of the Company, and also provides the continuity of leadership necessary for the Board to fulfill its responsibilities. The Board retains the authority to modify this leadership structure as appropriate to best address the Company's needs at any given time and to serve the best interests of our shareholders, customers, and employees.

Ms. Advaiti has served as our Chief Executive Officer and a member of our Board of Directors since February 11, 2019. The Board appointed Mr. Capellas, an independent director, as Chair of the Board in 2017. The following chart demonstrates how the Company has separated these two leadership roles.

	Michael D. Capellas Board Chair <ul style="list-style-type: none">• Oversees CEO succession• Oversees the board evaluation process• Calls meetings of the Board and independent directors• Provides management with feedback regarding the information that is necessary for the independent directors to effectively and responsibly perform their duties• Acts as a liaison between the independent directors and the CEO on sensitive/critical issues		Revathi Advaiti Chief Executive Officer <ul style="list-style-type: none">• Sets strategic direction for the Company• Provides day-to-day leadership over Company operations• Focuses on execution of business strategy, growth and development• Sets the tone-at-the-top for company culture• Develops and oversees enterprise-wide initiatives
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Attendance and Meetings

Each of our directors is committed to providing prudent oversight of our business through regularly scheduled meetings, special meetings, ad hoc conversations, and time spent with management. In fiscal year 2021, our Board of Directors held a total of 10 meetings, and our committees held a collective total of 29 meetings. We have a rigorous attendance tracking program and recorded an average attendance rate of 99% (with every director attending over 75% of the Board and applicable committee meetings held during their period of service in fiscal 2021).

All directors are encouraged to attend the annual general meeting, but attendance is not required. Every director who was on the Board at the time attended the Company's 2020 annual general meeting.

Our non-employee directors meet at regularly scheduled executive sessions without management participation. During fiscal year 2021, our non-employee directors met in executive session 9 times.

Director Independence

As required by the listing standards of The Nasdaq Stock Market LLC ("Nasdaq"), a majority of the members of our Board must qualify as "independent," as affirmatively determined by our Board. Flex's director independence guidelines incorporate the definition of "independence" adopted by Nasdaq. Using these guidelines, our Board has determined that each of the Company's directors, other than Ms. Advaiti, is independent. Ms. Jill Greenthal was determined to be independent during the period that she served as a director. This means that the directors designated as "independent" do not have any business or family relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director or has any otherwise disqualifying relationship.

In making the independence determinations, the Board and the Nominating and Corporate Governance Committee considered certain transactions, relationships, and arrangements involving some of the directors and concluded that such transactions, relationships, and arrangements did not impair the independence of the director. In particular, the following relationships were considered:

Mr. Hurlston is the Chief Executive Officer of Synaptics Incorporated ("Synaptics"). Flex has purchased or sold goods and services from Synaptics on an arms'-length basis in the ordinary course of its business during fiscal year 2021. The amount that Flex paid to Synaptics, and the amount received in each fiscal year by Flex from Synaptics, did not exceed the greater of \$1 million or 2% of Flex's consolidated gross revenues.

Messrs. Capellas, Harris, Stevens, and, Watkins, and Ms. Li, are non-employee directors of other companies with respect to which Flex purchased or sold goods and services on an arms'-length basis in the ordinary course of its business during fiscal year 2021, including of ABB Ltd., Avaya Holdings Corp., Cisco Systems, Inc., Eastman Chemical Company, Masco Corporation, Maxim Integrated Products, Inc., Synaptics Incorporated, and Tenneco Inc.

Director Candidates

Our Nominating and Corporate Governance Committee strives to achieve a balance and diversity of knowledge, experience, and capabilities on our Board and to ensure that our Board has the benefit of a variety of skills derived from our directors' business and professional experience. To that end, the Nominating and Corporate Governance Committee engages in Board succession planning by assessing the need to adjust the size of the Board or supplement the Board's expertise in a substantive area, and by determining whether prospective nominees have relevant skills and experience. For more information on specific qualities and skills we look for in potential directors, see Proposal 1, which begins on page 36.

As part of its continuous review of our Board composition, the Nominating and Corporate Governance Committee decided that our Board would benefit from a broader array of perspectives and skills and engaged a third-party search firm to assist it in identifying and assessing potential director candidates. In September 2020, the Board appointed a new independent director, Mr. Michael Hurlston. Mr. Hurlston brings a wealth of business and technology leadership experience, to the Board of Directors. Furthermore, in November 2020, the Board appointed a new independent director, Mr. John D. Harris II. Mr. Harris provides extensive sales and marketing expertise, along with a familiarity with the manufacturing and technology industries, to the Board of Directors. Both Messrs. Hurlston and Harris were identified as potential candidates by the third-party search firm.

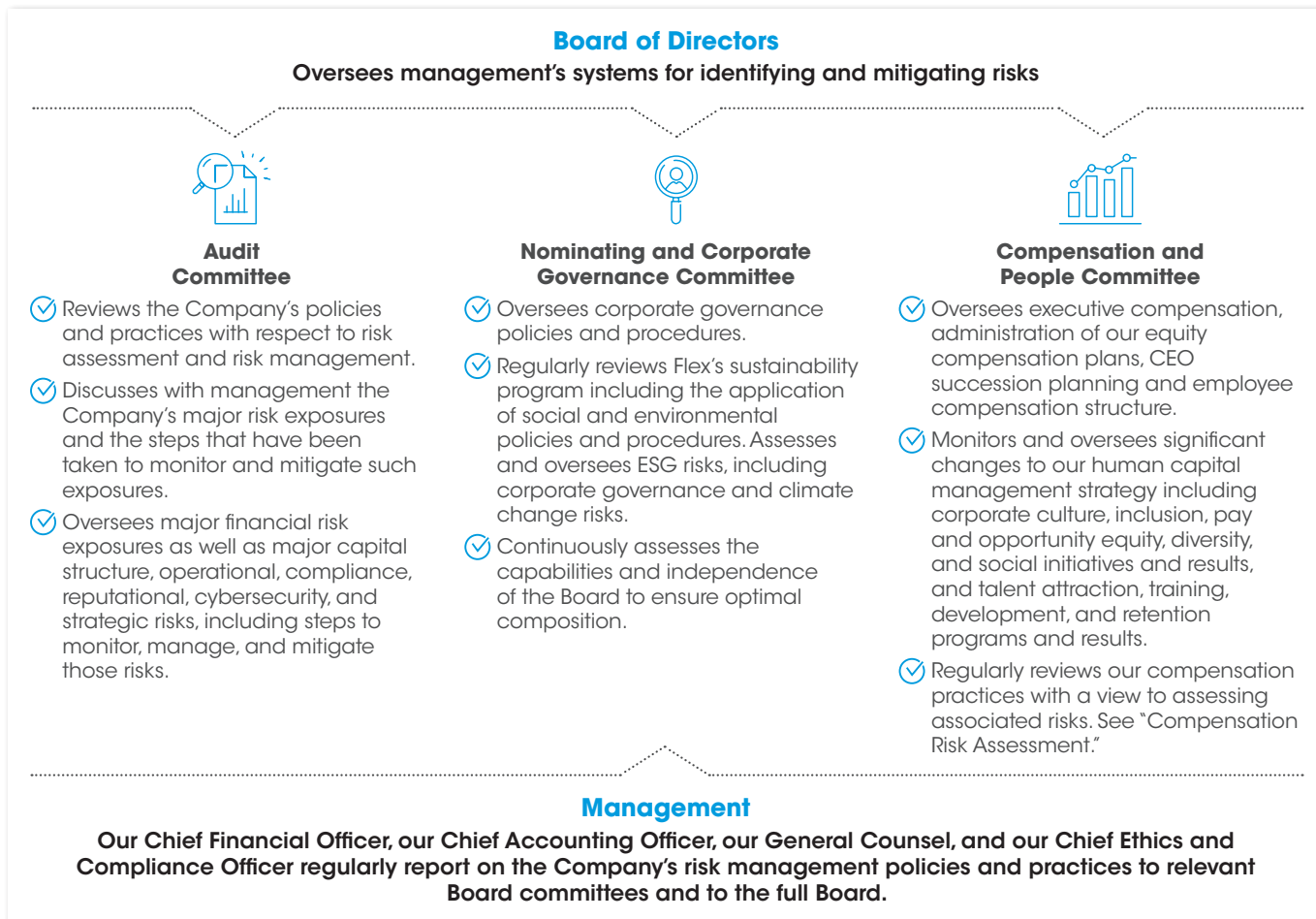
The 2020 additions of Messrs. Hurlston and Harris further enhance the diversity of background and expertise of the Board of Directors, which will aid the Company as we continue to execute on our strategy and solidify our culture. These additions to the Board underpin our commitment to fostering a diverse and inclusive workplace and inviting fresh perspectives to support and oversee management in its day-to-day operations, while maintaining a balance between the institutional wisdom and experience of long-serving directors and the agility and novel viewpoints of newer directors. Messrs. Hurlston and Harris are being nominated by the Board of Directors for re-election by our shareholders at our 2021 annual general meeting.

The Nominating and Corporate Governance Committee generally recruits, evaluates, and recommends nominees for our Board based upon recommendations from our directors and management. From time to time, we retain a third-party search firm to help identify potential candidates. The Nominating and Corporate Governance Committee will consider recommendations submitted by shareholders and will evaluate such prospective nominees using the same standards that are applicable for all Board candidates. Shareholders can recommend qualified candidates for our Board by contacting our corporate secretary at Flex Ltd., No. 2 Changi South Lane, Singapore 486123. Submissions for individuals who meet the criteria outlined above will be forwarded to the Nominating and Corporate Governance Committee for review and consideration. Shareholder recommendations for our 2022 annual general meeting should be made before February 25, 2022 to ensure adequate time for meaningful consideration. We did not receive any such recommendations from our shareholders for the 2021 annual general meeting.

Board's Role in Risk Oversight

Flex's enterprise risk management process is designed to identify risks that could affect our ability to achieve business goals and strategies, to assess the likelihood and potential impact of significant risks to the Company's business, and to prioritize risk control and mitigation.

Our Board of Directors' role in risk oversight involves both the full Board of Directors and each of its committees. The Board as a group is regularly updated on specific risks in the course of its review of corporate strategy and business plans and as part of reports to the Board by its standing committees. The Board believes that Flex's leadership structure, with an independent Chair, supports the Board's risk oversight function by ensuring a strong role for the independent directors.

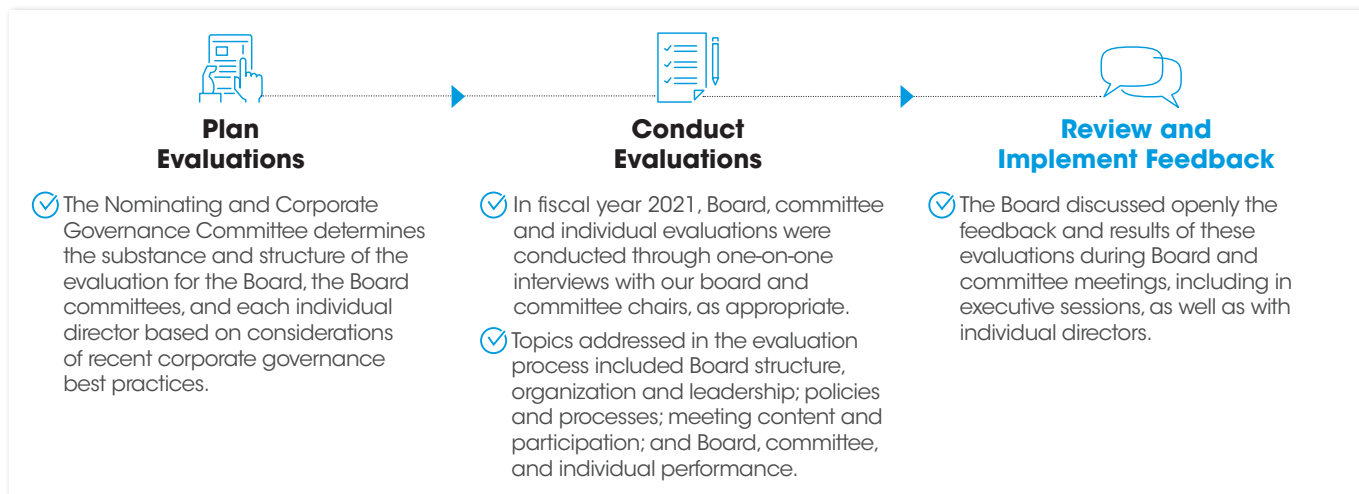


Flex has a resiliency framework that includes crisis management, information technology, disaster recovery and business continuity planning. Combined, these programs form a readiness umbrella for crisis situations designed to meet the needs of our Company. Every crisis is situational, and the framework we have adopted is adaptable. For example, to address the multifaceted implications of COVID-19, Flex has assembled a worldwide crisis management team of senior leadership, which gives us both a centralized view of the global impact of COVID-19 and a single point of strategic orchestration. Additionally, we organized several global specialized teams to focus on specific areas. Regionally, we activated seven crisis management teams, chaired by regional leaders to guide the response to COVID-19 in specified geographies for all Flex sites and operations. Finally, every major Flex site has a local crisis management team to execute actions and measures.

Our Board of Directors is regularly informed by our resiliency advisory, crisis management, and executive leadership teams and remains actively engaged in identifying, monitoring, and mitigating the risks to Flex's stakeholders that arise from time to time. The Board continues to focus on overseeing and managing risks associated with the COVID-19 pandemic, including financial, cybersecurity and employee health and safety risks. As the world continues to address the ongoing global pandemic and recover in certain areas, the Board continues to meet regularly and work closely with our management teams to review information, assess potential issues, and oversee the development and implementation of strategies to effectively navigate this ongoing global pandemic.

Board Evaluations

Self-evaluations are a critical component of a well-functioning Board and an annual undertaking at Flex. Each year, our Nominating and Corporate Governance Committee determines the substance and structure of the evaluation for the Board, the Board committees, and each individual director based on prevailing corporate governance practices.



Succession Planning

On at least an annual basis, the Board, with the assistance of the Compensation and People Committee, reviews and assesses succession plans for the Chief Executive Officer position and for other executive officers in order to ensure that Flex continues to have the talent we need to successfully develop and execute our strategy and conduct our business. This review includes a broader discussion about developing and retaining executive talent. Directors become familiar with potential successors for key executive positions through various means, including regular organization and talent reviews, presentations to the Board, and formal and informal meetings.

Board Committees

Our Board has delegated oversight responsibility for certain risks and operations to its three standing committees: Audit, Compensation and People, and Nominating and Corporate Governance. The directors who serve on each committee have in-depth and relevant experience, knowledge and expertise. In addition, all three standing committees are composed entirely of independent directors, including, for the Audit and Compensation and People Committees, directors who meet the heightened independence requirements prescribed by the Securities and Exchange Commission ("SEC") and Nasdaq for members of such committees. Our Board has adopted, and annually reviews, a charter for each standing committee. All three charters are available on our website under "Investor Relations—Corporate Governance." All committees regularly meet in executive session without members of management present.

Audit Committee

Members:

- Charles K. Stevens, III (Ind) ☆
- Michael E. Hurlston (Ind)
- Marc A. Onetto (Ind)
- Lay Koon Tan (Ind)
- ☆ Chair

Meetings during fiscal 2021: **10**

Average attendance during fiscal 2021: **97%**



Each director on our Audit Committee is financially literate and our Board has determined that Messrs. Stevens and Tan qualify as "audit committee financial experts" as defined in SEC rules.

Purpose:

To assist the Board in overseeing Flex's financial statements, accounting and financial reporting processes and systems of internal control, independent auditors, capital structure and financial risk, cybersecurity, and compliance with legal and regulatory requirements.

Key Responsibilities:

- **Facilitate Communication:** Coordinate and facilitate communication regarding our financial statements and accounting and financial reporting processes and systems of internal control among our independent auditors, our financial and senior management and our Board.
- **Auditor Appointment & Pre-Approval of Audit Services:** Select, appoint and determine the compensation of our independent auditors.
- **Enterprise Risk Management:** Regularly review and guide management's identification, monitoring, and mitigation of risk.
- **Cybersecurity:** Regularly review our cybersecurity programs and policies and oversee other risks relating to the Company's information controls and security.

Compensation and People Committee

Members:

- Erin L. McSweeney (Ind) ☆
- John D. Harris II (Ind)
- Jennifer Li (Ind)
- Willy C. Shih, Ph.D. (Ind)
- ☆ Chair

Meetings during fiscal 2021: **12**

Average attendance during fiscal 2021: **97%**

Purpose:

To assist the Board in overseeing Flex's compensation and succession of executive officers, administer equity plans, and direct our global human capital management strategy.

Key Responsibilities:

- **NEO Compensation:** Determine the compensation of the Company's Chief Executive Officer and the other NEOs.
- **CEO Succession:** Assist the Board of Directors in succession planning for our CEO and other executive officers.
- **Equity Compensation:** Administer our equity compensation plans, including the granting of our incentive, equity-based compensation awards.
- **Human Capital Management Strategy:** Oversee the Company's global human capital management strategy, including corporate culture, inclusion and diversity initiatives, and high-level talent attraction, retention, and training programs.

Delegation of Authority

When appropriate, our Compensation and People Committee may form and delegate authority to subcommittees. In addition, the Compensation and People Committee may delegate to our Chief Executive Officer its authority to grant equity awards to employees who are not directors, executive officers, or other senior level employees who report directly to the Chief Executive Officer.

Compensation and People Committee Interlocks and Insider Participation

No member of the Compensation and People Committee has ever served as an officer of Flex. None of our directors has an interlocking or other relationship with another board or compensation committee that would require disclosure under Item 407(e)(4) of SEC Regulation S-K.

Nominating and Corporate Governance Committee

Members:

- Michael Capellas (Ind) ☆
- Erin L. McSweeney (Ind)
- Charles K. Stevens, III (Ind)
- William D. Watkins (Ind)
- ☆ Chair

Meetings during fiscal 2021: 7

Average attendance during fiscal 2021: 100%

Purpose:

To assist the Board in overseeing Flex's board composition, shareholder communications, and environmental, social, and corporate governance policies and procedures.

Key Responsibilities:

- **Board Performance and Composition:** Regularly review the composition and performance of the Board and its committees and make recommendations to the Board regarding Board and committee membership.
- **Director Nominations:** Recruit, evaluate, and recommend to the Board, individuals for appointment or election to serve as directors.
- **Environmental, Social, and Corporate Governance Policies:** Shape and oversee our corporate governance, including the Company's environmental, social, and corporate governance policies and procedures. Review and enhance on an ongoing basis our corporate governance policies, principles, and practices.
- **Shareholder Communications:** Oversee Board communications with shareholders.

Director Education

Flex is a complex company operating in an ever-changing, multi-national geopolitical landscape. To ensure our directors stay abreast of the new and changing risks we face, we maintain a robust continuing director education program.

The key objectives of our program are to:

- ✓ Keep directors current on leading and next-level boardroom practices
- ✓ Ensure decisions and judgments are based on sound interpretations of the current and expected future environment
- ✓ Guarantee that directors understand emerging issues so they can engage management in knowledge-based discussions about associated opportunities, risks, and challenges
- ✓ Strengthen any weaknesses of individual board members
- ✓ Update directors' knowledge about corporate governance issues, compliance matters and industry trends

Each year, the Nominating and Corporate Governance Committee designs the structure and substance of the annual director continuing education program.

In fiscal year 2021, our director education program was conducted utilizing briefings prepared by internal experts and education sessions conducted by external experts.

The director education topics included:

- ✓ Corporate governance trends
- ✓ Inclusion and diversity oversight and evolving best practices

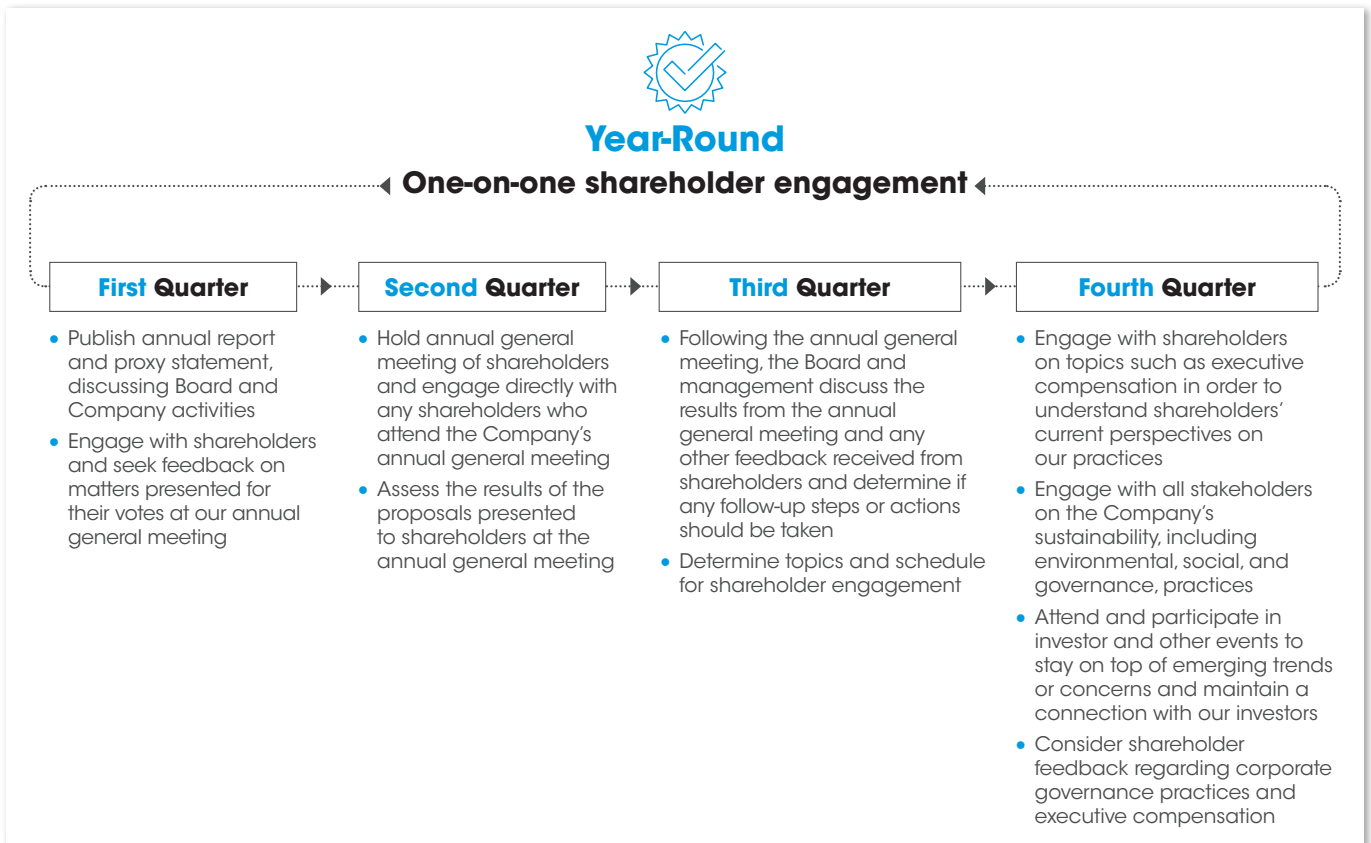
We also encourage our directors to participate in appropriate educational programs offered by organizations outside of the Company, such as shareholder advisory firms, accounting firms, corporate governance trade organizations, law firms, and universities, to assist our directors in maintaining their expertise in areas related to the work of the Board and the directors' committee assignments. The Company reimburses directors for all reasonable fees and expenses associated with attending such programs, up to \$10,000 per director in any fiscal year.

Stakeholder Engagement and Outreach

Our Board and management team engage on a year-round basis with a range of stakeholders, including not only our shareholders, but also our dedicated workforce, trusted vendors, and global customers. As part of Flex’s dedication to having a positive impact on all of our stakeholders the Company has designed an engagement program that offers ongoing opportunities to provide feedback and influence Flex’s corporate activity and sustainable growth.

Year-Round Shareholder Engagement

The Company’s Board of Directors and management team understand that engagement benefits our shareholders and the Company equally. Because ongoing shareholder engagement is a priority, we maintain a robust engagement program throughout the year, as shown below.



2021 Shareholder Engagement Highlights

Over the past twelve months, in addition to the other shareholder engagement activities described above, our Chair of the Board, Michael Capellas, along with certain members of our executive leadership, proactively reached out to shareholders to solicit feedback about our business, corporate governance, and executive compensation programs in one-on-one sessions.



During these meetings, we listened to our shareholders provide feedback on our environmental, social, and governance programs, policies, and procedures, as well as additional considerations. Mr. Capellas played an integral role in conducting these meetings and shared the feedback with our Board of Directors.

Shareholder Outreach Focus Areas	Feedback and Response
<p>Corporate governance highlights:</p> <ul style="list-style-type: none"> • Board structure and refreshment • Diversity on the Board • Sustainability and ESG • Human capital management initiatives • Global Response to COVID-19 	<p>We received positive feedback from our shareholders regarding our corporate governance program and enhancements made – including our director recruiting efforts, the strength of our diverse and skilled Board and our sustainability program.</p>

Corporate Governance Policies

Built upon our dedication to corporate governance, Flex has implemented a comprehensive corporate governance framework that includes our Code of Business Conduct and Ethics (“CoBCE”), Corporate Governance Guidelines, and Board Committee Charters. All are available on the Corporate Governance page of the Investor Relations section of our website.

Flex is a company built on relationships, and trust is the cornerstone of all relationships. We build on that trust by striving to do the right thing. Our values are shaped by a commitment to transparency, accountability, respect and inclusion.

Our CoBCE provides the framework of ethics that governs our business. Among other things, our CoBCE provides guidance and policy regarding ethics, compliance, harassment, conflicts of interests, antitrust and competition, bribery, insider trading, cyber and information security, and environmental protection. The CoBCE applies to all of our directors, officers, and employees, and we require everyone to participate in annual training on the CoBCE and related topics. In calendar year 2020, we achieved our goal to conduct in-person CoBCE training at every Flex site with direct labor employees and 99% of our employees worldwide completed CoBCE training. In keeping with SEC rules, we use the Investor Relations section of our website to disclose any substantive amendment to, or material waiver from, any provision of the CoBCE that applies to our principal executive officer, principal financial officer, principal accounting officer, controller, or any individual who performs similar functions. The CoBCE is reviewed at least every three years.

Our Corporate Governance Guidelines provides guidance and policy regarding director qualifications, committee structure, director and officer share ownership, director independence, and related-party transactions. The Corporate Governance Guidelines apply to all of our directors and officers and are reviewed on an annual basis.

Shareholder Communications with our Board of Directors

Our shareholders may communicate with our 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 nature of the communication. Correspondence that is unrelated to the duties and responsibilities of the Board of Directors will be redirected or excluded, as appropriate.

Fiscal Year 2021 Non-Management Directors' Compensation

Non-Employee Director Compensation Program

Objective of Non-Employee Director Compensation Program

The key objective of our non-employee director compensation program is to attract and retain a diverse group of highly-qualified directors with the necessary skills, experience, and character to serve on the Company's Board of Directors. By using a combination of cash and equity-based compensation, the Nominating and Corporate Governance Committee intends to recognize the time commitment, expertise, and potential liability relating to active Board service, while also aligning the interests of our directors with the long-term interests of our shareholders. For a further discussion of the specific experience, attributes, skills and qualifications our directors bring to the Company, see "Proposal No. 1: Re-election of Directors – Qualifications of Nominees" on page 37.

Review of Non-Employee Director Compensation Program

The Nominating and Corporate Governance Committee, annually at minimum, reviews and makes recommendations to our Board for the compensation of our non-employee directors. Management, with input and guidance from our independent compensation consultant, assists the Nominating and Corporate Governance Committee in this task by compiling director compensation data from the annual reports and proxy statements of companies in our peer comparison group. For information regarding our peer group, see "Compensation Discussion and Analysis–Competitive Positioning" on page 56.

In fiscal year 2021, the Nominating and Corporate Governance Committee retained Frederic W. Cook & Co., Inc. ("FW Cook"), to help the Committee determine whether the compensation paid to our non-employee directors is competitive when compared to the practices of our peers. The Nominating and Corporate Governance Committee reviewed, among other things, the existing cash compensation of our non-employee directors and the grant date fair value of restricted share unit awards. With FW Cook's assistance, the Nominating and Corporate Governance Committee also considered compensation trends and share ownership guidelines for non-employee directors. The Nominating and Corporate Governance Committee concluded that our program remains competitive.

Components of Non-Employee Director Compensation Program

Our non-employee director compensation program consists of two components:

- Annual cash compensation, in amounts that vary based on committee and chair services; and
- Annual discretionary restricted share unit awards.

Non-employee directors can elect to receive their annual cash compensation, or any portion thereof, in the form of fully-vested, unrestricted shares of the Company.

The share election option and structure of our non-employee director compensation program emphasizes equity compensation, which rewards increases in stock price, over cash fees. The Board of Directors believes our overall pay mix, which is consistent with peer practice, supports alignment of directors' interests with those of Flex's shareholders.

In addition to the compensation provided to our non-employee directors, each non-employee director is reimbursed for any reasonable out-of-pocket expenses incurred in connection with attending in-person meetings of the Board of Directors and Board committees, as well as for any fees incurred in attending continuing education courses for directors up to \$10,000 per director in any fiscal year.

We do not pay Management directors for Board service in addition to their regular employee compensation. The compensation paid to our Management director, Ms. Advaiti, for services provided as our CEO is discussed in the sections of this proxy statement titled "Compensation Discussion and Analysis" and "Executive Compensation."

Fiscal Year 2021 Annual Compensation

Under the Singapore Companies Act, we may only provide cash compensation to our non-employee directors for services rendered in their capacity as directors with the prior approval of our shareholders at a general meeting. Our shareholders approved the current cash compensation arrangements for our non-employee directors at certain of our previous annual general meetings, with the most recent modifications approved at our 2017 annual general meeting. The current arrangements include the following annual cash retainers, all of which are paid quarterly in arrears:

Amount (\$)	Who receives
90,000	Each non-employee director
15,000	Each member of the Audit Committee and the Compensation and People Committee, including the chairs
40,000	Chairs of the Audit Committee and the Compensation and People Committee
8,000	Each member of the Nominating and Corporate Governance Committee, including the chair
15,000	Chair of the Nominating and Corporate Governance Committee
50,000	Chairman of the Board, in addition to applicable retainers listed above

The cash compensation for non-employee directors who serve less than a full quarter is pro-rated for the number of days actually served. Non-employee directors do not receive any non-equity incentive compensation or participate in any pension plan or deferred compensation plan.

At our 2013 annual general meeting of shareholders, our shareholders approved a change in the structure of our non-employee director compensation program that allows non-employee directors to receive compensation in the form of Company shares, cash, or a combination thereof, at the director's election. Accordingly, each non-employee director can elect to receive the annual retainer(s) described above, in whole or in part, in the form of fully-vested, unrestricted Flex Ordinary Shares. A director making such an election will receive shares having an aggregate value equal to the portion of cash compensation exchanged, with the value based on the closing price of our shares on the date the compensation would otherwise have been paid in cash.

COVID-19 Related Non-Employee Director Compensation Changes

At end of fiscal year 2020, in light of the uncertainty created by the effects of the COVID-19 pandemic and the Company's initiatives to reduce operating and corporate costs, our Board of Directors decreased all non-employee director cash compensation payments by 30% for the first two quarters of fiscal year 2021.

Fiscal Year 2021 Equity Compensation

Yearly Restricted Share Unit Awards

Each non-employee director is eligible to receive grants of restricted share unit awards at the discretion of our Board of Directors. In accordance with the compensation program recommended by the Nominating and Corporate Governance Committee and approved by the Board, each non-employee director receives, following each annual general meeting, a restricted share unit award with an aggregate fair market value of \$185,000 on the date of grant. These yearly restricted share unit awards vest in full on the day immediately prior to the next year's annual general meeting. During fiscal year 2021, each non-employee director received restricted share unit awards covering 15,866 Ordinary Shares under this program.

Initial Awards

Upon initially becoming a director of the Company, each non-employee director receives a pro-rated portion of the annual restricted share unit award granted to our continuing directors. These awards vest on the date immediately prior to our next annual general meeting. In connection with her appointment to the Board on June 3, 2020, Ms. McSweeney received a restricted share unit award covering 3,097 Ordinary Shares under this program. In connection with his appointment to the Board on September 15, 2020, Mr. Hurlston received a restricted share unit award covering 14,707 Ordinary Shares. In connection with his appointment to the Board on November 23, 2020, Mr. Harris received a restricted share unit award covering 7,988 Ordinary Shares.

Compensation for the Non-Employee Chair of the Board

In keeping with the Company's philosophy pertaining to non-employee director compensation, the Nominating and Corporate Governance Committee seeks to provide competitive compensation to the non-employee Chair of the Board that recognizes the extensive time commitment and additional responsibilities the Chair role entails while ensuring the Chair's interests remain aligned with the long-term interests of our shareholders. Flex's Chair, Mr. Capellas, brings deep experience, a dedication to serving the Company, institutional knowledge, and strong leadership to Flex, among other skills and qualifications (see also "Proposal No. 1: Re-election of Directors – Qualifications of Nominees" on page 37).

The Nominating and Corporate Governance Committee, with the assistance of FW Cook, reviewed the compensation of the Chair of the Board. As with the review of compensation for the non-employee directors generally, this review considered whether the compensation paid to our Chair was competitive when compared to the practices of our peer group of companies. The review by FW Cook supported the view that our Chair compensation is competitive with the market and aligned with shareholder interests.

Components of Compensation for the Non-Employee Chair

In June 2017, in connection with his appointment as Chair of the Board and as Chair and member of the Nominating and Corporate Governance Committee, Mr. Capellas elected to continue his previous practice of receiving fully-vested Ordinary Shares of the Company under the director share election program in lieu of cash compensation. In addition to the cash and equity grants described above, our non-employee Chair is entitled to receive, following each annual general meeting, an additional yearly restricted share unit award with an aggregate fair market value of \$50,000 on the date of grant. These shares will vest on the day immediately prior to the next year's annual general meeting.

Director Share Ownership Guidelines

We increased Flex's director share ownership guidelines during fiscal year 2020 to require our non-employee directors to hold a minimum number of our Ordinary Shares equivalent to five (5) times their annual cash retainer (currently \$90,000) for serving as a director. Directors should reach this goal within five years of the date they are elected to our Board. As the minimum holding requirements were increased in fiscal year 2020 (from the previous requirement of four times the annual cash retainer), non-employee directors then in office were given an additional three-year grace period to meet this obligation. All of our non-employee directors have already met the higher minimum share ownership requirements or are on target to be in compliance with the requirements before the applicable deadline.

Director Summary Compensation in Fiscal Year 2021

The following table sets forth the fiscal year 2021 compensation for our non-employee directors.

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Share Awards (\$) ⁽²⁾	All Other Compensation (\$)	Total (\$)
Michael D. Capellas ⁽³⁾	—	373,550	—	373,550
Jill A. Greenthal ⁽⁴⁾	25,965	—	—	25,965
John D. Harris II ⁽⁵⁾⁽⁶⁾	—	164,650	—	164,650
Michael E. Hurlston ⁽⁵⁾⁽⁷⁾	3,196	216,489	—	219,685
Jennifer Li ⁽⁶⁾	44,625	229,625	7,649	281,899
Erin L. McSweeney ⁽⁵⁾	76,529	218,636	—	295,165
Marc A. Onetto	89,250	185,000	—	274,250
Willy C. Shih, Ph.D.	89,250	185,000	—	274,250
Charles K. Stevens, III	118,272	185,000	—	303,272
Lay Koon Tan ⁽⁹⁾	—	274,250	—	274,250
William D. Watkins	130,050	185,000	—	315,050
Lawrence A. Zimmerman ⁽¹⁰⁾	88,462	185,000	—	273,462

(1) This column represents the amount of cash compensation earned in fiscal year 2021 for Board and committee service. Non-employee director cash compensation payments were decreased by 30% for the first two quarters of fiscal year 2021 as part of the Company's efforts to reduce costs in response to the COVID-19 pandemic.

- (2) This column represents the grant date fair value of restricted share unit awards granted in fiscal year 2021 in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. The grant date fair value of restricted share unit awards is the closing price of our Ordinary Shares on the date of grant. For additional information regarding the assumptions made in calculating the amounts reflected in this column, see Note 5 to our audited consolidated financial statements for the fiscal year ended March 31, 2021, "Share-Based Compensation," included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2021. No option awards were granted in fiscal year 2021.
- (3) In lieu of his cash compensation, Mr. Capellas elected to receive fully vested Ordinary Shares of the Company under the director share election program for his Board and Committee service. As a result, Mr. Capellas received 9,344 restricted share units, the value of which is reflected in the table above under "Share Awards."
- (4) Ms. Greenthal did not stand for re-election at the Company's 2020 Annual General Meeting on August 7, 2020.
- (5) Mr. Harris, Mr. Hurlston and Ms. McSweeney were appointed to the Board of Directors on November 23, 2020, September 15, 2020 and June 3, 2020, respectively.
- (6) In lieu of his cash compensation, Mr. Harris elected to receive fully vested Ordinary Shares of the Company under the director share election program for his Board and Committee service. As a result, Mr. Harris received 1,909 restricted share units, the value of which is reflected in the table above under "Share Awards."
- (7) In lieu of his cash compensation, Mr. Hurlston elected to receive fully vested Ordinary Shares of the Company under the director share election program for his Board and Committee service. As a result, Mr. Hurlston received 2,873 restricted share units, the value of which is reflected in the table above under "Share Awards."
- (8) In lieu of half of her cash compensation for her Board and Committee service, Ms. Li elected to receive fully vested Ordinary Shares of the Company under the director share election program. As a result, Ms. Li received 3,008 restricted share units, the value of which is reflected in the table above under "Share Awards." In addition, Ms. Li incurred U.S. Federal and California state taxes as a result of serving on our Board of Directors. The Company agreed to compensate Ms. Li in equity in connection with her double taxation. Ms. Li received a net amount of \$7,649 in cash for her tax equalization in 2018 and 2019, on October 29, 2020. These amounts are reflected in the table above under "All Other Compensation."
- (9) In lieu of his cash compensation for his Board and Committee service, Mr. Tan elected to receive fully vested Ordinary Shares of the Company under the director share election program. As a result, Mr. Tan received 6,018 restricted share units, the value of which is reflected in the table above under "Share Awards."
- (10) Mr. Zimmerman retired from the Company's Board of Directors effective February 28, 2021.

The table below shows the aggregate number of Ordinary Shares underlying unvested restricted share units held by our non-employee directors as of the 2021 fiscal year-end:

Name	Number of Ordinary Shares Underlying Outstanding Restricted Share Units (#)
Michael D. Capellas	20,154
Jill A. Greenthal	0
John D. Harris II	7,988
Michael E. Hurlston	14,707
Jennifer Li	15,866
Erin L. McSweeney	15,866
Marc A. Onetto	15,866
Willy C. Shih, Ph.D.	15,866
Charles K. Stevens, III	15,866
Lay Koon Tan	15,866
William D. Watkins	15,866
Lawrence A. Zimmerman	15,866

The directors do not hold any share options.

Treatment of Unvested Restricted Share Unit Awards upon a Change of Control

All of our non-employee directors have outstanding restricted share unit awards. Information regarding the treatment of outstanding restricted share units is described in the section titled "Potential Payments Upon Termination or Change in Control."

Proposals to be Considered at the 2021 Annual General Meeting of Shareholders

Proposal No. 1: Re-election of Directors

Article 94 of our Constitution requires that at each annual general meeting, all of the current directors must retire from office.

Retiring directors are eligible for re-election. Upon the recommendation of our Nominating and Corporate Governance Committee, the Board of Directors has nominated all 11 of our incumbent directors, who will retire from office at the 2021 annual general meeting as required by Article 94 of our Constitution, for re-election.

If any nominee under Proposal No. 1 fails to receive the affirmative vote of a majority of the shares present and voting on the resolution to approve his or her re-election (that is, if the number of shares voted "FOR" the director nominee does not exceed the number of votes cast "AGAINST" that nominee), he or she will not be re-elected and the size of the Board will be reduced accordingly. Abstentions, if any, will have no effect.

The Singapore Companies Act provides that we must have at all times at least one director ordinarily resident in Singapore. As Mr. Tan is the only member of our Board of Directors who is ordinarily resident in Singapore, if Mr. Tan is not re-elected at the 2021 annual general meeting, he shall be deemed to continue in his role as a director until we appoint another director to the Board who is ordinarily resident in Singapore.

The proxy holders intend to vote all proxies for the nominees for directors listed below under "Nominees to our Board of Directors." If any nominee is unable or declines to serve as a director at the time of the 2021 annual general meeting, the proxies will be voted for any nominee designated by the present Board of Directors, in accordance with Article 99 of our Constitution, to fill the vacancy. As of the date of this proxy statement, our Board of Directors is not aware of any nominee who is unable or will decline to serve as a director.



The Board recommends a vote **"FOR"** the re-election of each of the Director nominees.

Nominees to our Board of Directors

Flex is committed to having a diverse and predominantly independent Board of Directors representing a range of critical skills. Our nominees represent a responsible blend of long-serving directors who have in-depth knowledge of our business and newer members who bring fresh perspectives and additional skills.

Board refreshment

Since 2017



Qualifications of Nominees

Our Nominating and Corporate Governance Committee is responsible for assessing the composition and performance of the Board of Directors and its committees, and for recruiting, evaluating, and recommending candidates to be presented for appointment or election to our Board. The general attributes we expect all directors to have are high professional and personal ethics and values, an understanding of the Company's business and industry, advanced education, broad-based business acumen, and the ability to think strategically. In addition, the Company and the Nominating and Corporate Governance Committee are committed to actively seeking highly-qualified diverse candidates (including diversity of experience, expertise, gender, race, and ethnicity) for consideration when the Board undertakes director searches.











The following matrix highlights many of the specific experience, attributes, skills and qualifications that our nominees for director bring to the Company and that are considered when evaluating and recommending candidates for appointment or election to our Board. Each director candidate has self-identified the following demographic information.

		Revathi Advaiti	Michael Capellos	John Harris	Michael Hurlston	Jennifer Li	Erin McSweeney	Marc Omeito	Willy Shih	Charles Stevens	Lay Koon Tan	William Watkins
Strategic Skills	Environmental and Sustainability	✓	✓			✓				✓	✓	✓
	Human Capital Management	✓	✓	✓		✓	✓		✓	✓	✓	✓
	Global Operations	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Supply Chain	✓	✓	✓	✓			✓	✓			
	Technology	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓
	Business Development and Strategic Planning	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Core Competencies	Corporate Governance	✓	✓	✓	✓	✓	✓		✓	✓		✓
	Financial and Audit	✓	✓		✓	✓		✓		✓	✓	✓
	Risk and Compliance	✓	✓	✓	✓	✓		✓		✓	✓	✓
	Industry Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Background	Number of Additional Public Company Boards	1	2	1	2*	1	0	0	0	3	0	2
	Gender	Female	Male	Male	Male	Female	Female	Male	Male	Male	Male	Male
	Race/Ethnicity	Asian	White	Black Native American	White	Asian	White	White	Asian	White	Asian	White
	Independence		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Tenure on Flex's Board	2	7	0	0	3	1	7	13	2	9	12

* On June 21, 2021, Ubiquiti Inc. filed an 8-K disclosing that on June 18, 2021, Mr. Hurlston notified Ubiquiti Inc. of his decision to resign from the Ubiquiti Inc. Board of Directors, effective as of August 3, 2021. As of August 4, 2021, the date of our 2021 annual general meeting of shareholders, Mr. Hurlston will only be on one additional public company board.

Proposal No. 1: Re-election of Directors

Nominees to our Board of Directors

Strategic Skills		Environmental and Sustainability	Experience in environmental and sustainability topics, which is instrumental to Flex's foundation of sustainability governance and the Company's position as a leader in sustainability efforts.
		Human Capital Management	Experience in human resources, compensation and benefits, recruiting and retaining employees, succession planning, and developing and maintaining a strong workplace culture. Our Board recognizes that human capital management is a high priority for the Company as an important component to maintaining our competitiveness and world-class capabilities and as we focus on hiring and retaining the world's best talent.
		Global Operations	Experience operating in a global context by managing international enterprises, residence abroad, and studying other cultures adds impactful insight and diversity to our Board's oversight of Flex's global footprint, including its workforce and operations in 30 countries across five continents, and enables our Board to support management in producing solutions across international markets.
		Supply Chain	Experience in executive positions overseeing supply chain management and exposure to supply chain issues, which is invaluable in overseeing and guiding Flex's supply chain services that involve a network of over 100 locations across the globe.
		Technology	Experience in the technology sector enables our Board to guide Flex's strategy regarding the design and manufacturing of enterprise and consumer products.
		Business Development and Strategic Planning	Executive level experience with business and customer development and long-term strategic planning and execution, allowing our Board to actively support the development and execution of Flex's long-term strategy and continued business transformation.
Core Competencies		Corporate Governance	Experience on other public company boards, demonstrating an understanding of Flex's reporting obligations and responsibilities to our shareholders, and positioning our Board to adopt best practices in public company corporate governance
		Financial and Audit	Experience in accounting and audit functions and the ability to analyze financial statements and oversee budgets, providing critical oversight and support of Flex's financial reporting and responsibility to shareholders and other stakeholders.
		Risk and Compliance	Experience identifying, mitigating, and managing risk in enterprise operations, which allows our Board to fulfill its risk oversight responsibilities.
		Industry Leadership	Experience in executive positions within the technology sector or within the manufacturing sector - areas that are fundamental to Flex's business, strategic plan, and growth

The Nominating and Corporate Governance Committee considered the specific experience described in the biographical snapshots below in determining that each individual nominee should serve on our Board of Directors.

Revathi Advaiithi	
<p>CEO, Flex Ltd</p> <p>Director Since: 2019</p> <p>Age: 53</p> <p>Board Committee(s):</p> <ul style="list-style-type: none"> • None <p>Other Public Company Boards:</p> <ul style="list-style-type: none"> • Uber Technologies, Inc. 	<p>Career Highlights:</p> <ul style="list-style-type: none"> • CEO of Flex since February 2019 • President and Chief Operating Officer, Electrical Sector, of Eaton Corporation plc, a power management company (September 2015 to February 2019) • President of Electrical Sector, Americas of Eaton (April 2012 to August 2015) • Other positions of increasing responsibility at Eaton between 2008 and 2012, including vice president and general manager of the Electrical Components Division • Several senior roles within the sourcing and supply chain functions at Honeywell between 2002 and 2008, including vice president and general manager of Honeywell's Field Solutions business • Various positions at Eaton between 1995 and 2002, including leading the Electrical Sector in the Americas and Asia-Pacific, with a three-year assignment in Shanghai

Michael D. Capellas, Chair of the Board

Principal, Capellas Strategic Partners

Director Since: **2014**

Chair Since: **2017**

Age: **66**

INDEPENDENT

Board Committee(s):

- Nominating and Corporate Governance ☆

Other Public Company Boards:

- Cisco Systems, Inc. (since 2006)
- The Beauty Health Company (since 2020)

Recent Prior Public Company Experience:

- MuleSoft, Inc. (from 2015 to 2018)

Career highlights:

- Principal at Capellas Strategic Partners since June 2013
- Chairman of the Board of VCE Company, LLC (a joint venture between EMC Corporation and Cisco, with investments from VMware, Inc. and Intel Corporation) (January 2011 to November 2012)
- Chief Executive Officer of VCE (May 2010 to September 2011)
- Chairman and Chief Executive Officer of First Data Corporation (September 2007 to March 2010)
- Senior Advisor at Silver Lake Partners (October 2006 to July 2007)
- Chief Executive Officer of MCI, Inc., previously WorldCom, Inc., (November 2002 to January 2006)
- President of MCI (March 2004 to January 2006)
- Chairman of the Board of WorldCom (November 2002 to March 2004), and a member of the board of directors of MCI until January 2006
- President of Hewlett-Packard Company (May 2002 to November 2002)
- Mr. Capellas held various positions with Compaq, including President and Chief Executive Officer for three years and Chairman of the Board for two years
- Other positions of increasing responsibility at Compaq, including Chief Information Officer and Chief Operating Officer

John D. Harris II

Retired Vice President of Business Development, Raytheon Company

Director Since: **2020**

Age: **60**

INDEPENDENT

Board Committee(s):

- Compensation and People

Other Public Company Boards:

- Cisco Systems, Inc. (since 2021)

Career highlights:

- Retired Vice President of Business Development for Raytheon Company, and chief executive officer of Raytheon International, Inc. (September 2013 to April 2020)
- Vice President and General Manager of Raytheon Intelligence, Information and Services for Raytheon Company (April 2012 to September 2013)
- President, Raytheon Technical Services Company (May 2010 to April 2012)
- Vice President, Contracts and Supply Chain for Raytheon Company (May 2005 to May 2010)
- Vice President, Contracts for Raytheon Company (June 2003 to May 2005)
- Other positions of increasing responsibility at Raytheon, including Chief Information Officer and Chief Operating Officer

Michael E. Hurlston

President and Chief Executive Officer, Synaptics Incorporated

Director Since: **2020**

Age: **54**

INDEPENDENT

Board Committee(s):

- Audit

Other Public Company Boards:

- Synaptics Incorporated (since 2019)
- Ubiquiti Inc.* (since 2020)

Career highlights:

- President and Chief Executive Officer of Synaptics Incorporated since August 2019
- Chief Executive Officer and a member of the Board of Directors of Finisar Corporation (January 2018 to August 2019)
- Senior Vice President and General Manager of the Mobile Connectivity Products/Wireless Communications and Connectivity Division and other positions of increasing responsibility over a 16-year career at Broadcom Limited and its predecessor corporation

* On June 21, 2021, Ubiquiti Inc. filed an 8-K disclosing that on June 18, 2021, Mr. Hurlston notified Ubiquiti Inc. of his decision to resign from the Ubiquiti Inc. Board of Directors, effective as of August 3, 2021. As of August 4, 2021, the date of our 2021 annual general meeting of shareholders, Mr. Hurlston will only be on one additional public company board.

Proposal No. 1: Re-election of Directors

Nominees to our Board of Directors

Jennifer Li

General Partner, Changcheng Investment Partners

Director Since: **2018**

Age: **53**

INDEPENDENT

Board Committee(s):

- Compensation and People

Other Public Company Boards:

- ABB Ltd. (since 2018)

Recent Prior Public Company Experience:

- Philip Morris International
Inc. (2010 to 2021)

Career highlights:

- General Partner of Changcheng Investment Partners (since 2018)
- Chief Executive Officer and General Managing Director of Baidu Capital, the investment arm of Baidu, Inc. (the largest Internet search engine in China and the third-largest independent search engine in the world) (2017 to 2018)
- Chief Financial Officer, Baidu, Inc. (2008 to 2017), responsible for a wide range of corporate functions, including Finance, Human Resources, International Operations, Marketing, Communications, and Purchasing
- Various senior finance positions at General Motors companies in China, Singapore, the United States, and Canada (1994 to 2008), rising to Chief Financial Officer of GM China and Financial Controller of the North American Operations of GMAC

Erin L. McSweeney

Executive Vice President, Chief of Staff to CEO, UnitedHealth Group Incorporated

Director Since: **2020**

Age: **56**

INDEPENDENT

Board Committee(s):

- Compensation and People
☆

Other Public Company Boards:

- None

Career highlights:

- Executive Vice President, Chief of Staff for CEO, UnitedHealth Group Incorporated (since February 2021)
- Executive Vice President, Chief Human Resource Officer, Optum, Inc. (the health services platform of UnitedHealth Group) (2017 to February 2021)
- Several positions of increasing responsibility at EMC (now Dell EMC), including Executive Vice President and Chief Human Resources Officer (2015-2017); Senior Vice President, Human Resources, Products and Marketing (2013-2015); and Chief Human Resources Officer and Vice President, Virtual Computing Environment (2009-2012)

Marc A. Onetto

Principal, Leadership from the Mind and the Heart LLC

Director Since: **2014**

Age: **70**

INDEPENDENT

Board Committee(s):

- Audit

Other Public Company Boards:

- None

Career highlights:

- Principal providing executive leadership consulting through his company "Leadership from the Mind and the Heart LLC" (since 2013)
- Senior Vice President of Worldwide Operations and Customer Service for Amazon.com (2006 to 2013)
- Executive Vice President of Worldwide Operations for Solectron Corporation, which was acquired by Flex in 2007 (June 2003 to June 2006)
- Various positions over a 15-year career with General Electric, including Vice President of GE Corporate's European operations and head of global supply chain and operations, global quality, and global Component Division for GE Medical Systems
- Various positions over a 12-year career with Exxon Corporation in supply operations, information systems, and finance
- Serves on the Business Board of Advisors of the Tepper School of Business at Carnegie-Mellon University

Willy C. Shih, Ph.D.

Professor of Management Practice in Business Administration, Harvard Business School

Director Since: **2008**

Age: **70**

INDEPENDENT

Board Committee(s):

- Compensation and People

Other Public Company Boards:

- None

Career Highlights:

- Professor of Management Practice in Business Administration, Harvard Business School (since January 2007)
- Executive Vice President of Thomson, a provider of digital video technologies (August 2005 to September 2006)
- Intellectual property consultant (from February to August 2005) and Senior Vice President (1997 to 2005) of Eastman Kodak Company
- Ph.D. in Chemistry, the University of California, Berkeley
- Broad industry career experience, including significant roles at globally recognized organizations including IBM and Silicon Graphics

Charles K. Stevens, III

Retired Chief Financial Officer, General Motors

Director Since: **2018**

Age: **61**

INDEPENDENT

Board Committee(s):

- Audit ☆
- Nominating and Corporate Governance

Other Public Company Boards:

- Eastman Chemical Company (since 2020)
- Masco Corporation (since 2018)
- Tenneco Inc. (since 2020)

Career Highlights:

- Advisor to General Motors Company (September 2018 to March 2019)
- Chief Financial Officer and Executive Vice President of General Motors Company (January 2014 to September 2018), responsible for leading the financial and accounting operations on a global basis
- Chief Financial Officer for North America at General Motors North America, Inc. (January 2010 to 2014)
- Led GM's financial operations for U.S. Sales, Service and Marketing, GM Canada (2006 to 2008), GM Mexico (2008 to 2010), North America Manufacturing, Customer Care and Aftersales, and Global Connected Consumer
- Interim Chief Financial Officer of GM South America (December 2011 to January 2013)
- Various leadership positions at GM in China, Singapore, Indonesia, and Thailand

Lay Koon Tan

Retired President, Chief Executive Officer and member of the Board of Directors, STATS ChipPAC Ltd.

Director Since: **2012**

Age: **62**

INDEPENDENT

Board Committee(s):

- Audit

Other Public Company Boards:

- None

Career Highlights:

- Founding President and Chief Executive Officer and a member of the Board of Directors of STATS ChipPAC Ltd. (a leading service provider of semiconductor packaging design, bump, probe, assembly, test and distribution solutions) (August 2004 to November 2015) after leading the formation of the company, and of its predecessor, ST Assembly Test Services Ltd. (June 2002 to 2004)
- Chief Financial Officer, ST Assembly Test Services Ltd. (May 2000 to August 2004)
- Investment banker with Salomon Smith Barney, the global investment banking unit of Citigroup Inc.
- Various senior positions in government and financial institutions in Singapore

William D. Watkins

Retired Chief Executive Officer, Imergy Power Systems, Inc.

Director Since: **2009**

Age: **68**

INDEPENDENT

Board Committee(s):

- Compensation and People
- Nominating and Corporate Governance

Other Public Company Boards:

- Maxim Integrated Products, Inc. (since 2008)
- Avaya Holdings Corp. (since 2017, Chair of the Board)

Career Highlights:

- Chief Executive Officer (September 2013 to August 2016) and Chairman of the Board (January 2015 to August 2016) of Imergy Power Systems, Inc., a leading innovator in cost-effective energy storage products
- Chairman of the Board (February 2013 to December 2013) and Chief Executive Officer (January 2010 to February 2013) of Bridgelux, Inc.
- Chief Executive Officer (2004 to January 2009) and President and Chief Operating Officer (2000 to 2004) of Seagate Technology, responsible for Seagate's hard disc drive operations, including recording heads, media, and other components, and related R&D and product development organizations
- Various other positions with Seagate (1996 to 2000)

Proposal No. 2: Re-Appointment of Independent Auditors for Fiscal Year 2022 and Authorization of our Board to Fix Their Remuneration

Our Audit Committee has approved, subject to shareholder approval, the re-appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm to audit our financial statements and records for the fiscal year ending March 31, 2022, and to perform other appropriate services. In addition, pursuant to Section 205(16) of the Singapore Companies Act, our Board of Directors is requesting that the shareholders authorize the directors, upon the recommendation of the Audit Committee, to fix the auditors' remuneration for services rendered through the 2022 annual general meeting. We expect that a representative from Deloitte & Touche LLP will be present at the 2021 annual general meeting. This representative will have the opportunity to make a statement and is expected to be available to respond to appropriate questions.

Deloitte & Touche LLP has been the Company's independent registered public accounting firm since 2002. The Company has been advised by Deloitte & Touche LLP that neither it nor any of its associates has any direct or material indirect financial interest in the Company.

Principal Accountant Fees and Services

Set forth below are the aggregate fees billed by Deloitte & Touche LLP, a member firm of Deloitte Touche Tohmatsu, and its respective affiliates for services performed during fiscal years 2021 and 2020. All audit and permissible non-audit services reflected in the fees below were pre-approved by the Audit Committee in accordance with established procedures.

(in millions)	Fiscal year	
	2021 (\$)	2020 (\$)
Audit Fees	11.6	11.5
Audit-Related Fees	0.1	0.1
Tax Fees	0.9	1.0
All Other Fees	0.0	0.0
Total	12.6	12.6

Audit Fees consist of fees for professional services rendered by our independent registered public accounting firm for the audit of our annual consolidated financial statements included in our Annual Report on Form 10-K (including services related to rendering an opinion under Section 404 of the Sarbanes-Oxley Act of 2002) and the review of our consolidated financial statements included in our Quarterly Reports on Form 10-Q. These fees include fees for services that are normally incurred in connection with statutory and regulatory filings or engagements, such as comfort letters, statutory audits, and consents and the review of documents filed with the SEC.

Audit-Related Fees consist of fees for assurance and related services by our independent registered public accounting firm that are reasonably related to the performance of the audit and not included in Audit Fees.

Tax Fees consist of fees for professional services rendered by our independent registered public accounting firm for tax compliance, tax advice, and tax planning services, including assistance regarding federal, state and international tax compliance, return preparation, tax audits and customs and duties.

All Other Fees consist of fees for professional services rendered by our independent registered public accounting firm for permissible non-audit services.

Audit Committee Pre-Approval Policy

Our Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by our independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year, and any pre-approval is detailed as to the particular service or category of services. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee also may pre-approve particular services on a case-by-case basis.

Our Audit Committee has determined that the provision of non-audit services under appropriate circumstances may be compatible with maintaining the independence of Deloitte & Touche LLP, and that all such services provided by Deloitte & Touche LLP to us in the past were compatible with maintaining such independence. The Audit Committee is sensitive to the concern that some non-audit services, and related fees, could impair independence. However, the Audit Committee also recognizes that in some areas, services that are identified by the relevant regulations as "tax fees" or "other fees" are sufficiently related to the audit work performed by Deloitte & Touche LLP that it would be highly inefficient and unnecessarily expensive

to use a separate firm to perform those non-audit services. The Audit Committee intends to evaluate each such circumstance on its own merits, and to approve the performance of non-audit services where it believes efficiency can be obtained without meaningfully compromising independence.



The Board recommends a vote **"FOR"** the re-appointment of Deloitte & Touche LLP as our independent auditors for fiscal year 2022 and authorization of the Board, upon the recommendation of the Audit Committee, to fix their remuneration.

Message from the Audit Committee

We, the members of Flex's Audit Committee, assist our Board of Directors in overseeing financial accounting and reporting processes; systems of internal controls; the appointment, compensation and oversight of our external auditor; and our compliance with legal and regulatory requirements. We are committed to the values of independence and transparency in the discharge of our duties.

In furtherance of independent oversight, our committee is composed entirely of independent and financially literate directors, including two audit committee financial experts. Further, we annually assess the independence of our external auditors considering any non-audit fees or services and the tenure of our lead audit partner.

We also take measures to ensure transparency between ourselves, members of management, and our external auditors including holding regular private sessions with external auditors, maintaining open lines of communication with members of management, and performing annual assessments of the qualifications and work quality of our external auditors.

We typically hold 6 meetings each fiscal year, in connection with regularly scheduled Board meetings and the filing of year-end financial results. Additionally, we meet as needed to address emerging concerns including financial and accounting practices and ethics and compliance concerns. Specifically, in discharging our oversight duties at each regularly scheduled Audit Committee meeting, we:

- review and discuss with management and Deloitte our quarterly earnings press releases, related periodic reports filed with the SEC, and our audited financial statements for the fiscal year, as well as the overall quality of our financial reporting process;
- receive updates from Flex's Chief Ethics and Compliance Officer regarding legal and compliance matters including reports about the receipt and resolution of employee or other concerns raised regarding financial reporting and other compliance matters;
- receive and discuss Audit and Risk Management Services ("ARMS") reports;
- review and discuss accounting and tax regulatory, procedural, and program updates;
- review and discuss with management, internal audit and Deloitte the evaluation, execution, and effectiveness of the Company's internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002; and
- inquire about significant business, operational and reporting risks and assessed the steps management is taking to control these risks.

Additionally, each quarter, we review and discuss updates from Flex's Chief Information Officer regarding topics such as cybersecurity and information security. For an exhaustive discussion of our responsibilities we invite you to review our Audit Committee charter which we assess on an annual basis and revise, if necessary.

Audit Committee Report

The Audit Committee has reviewed and discussed with management and with our independent auditors, Deloitte & Touche LLP, our audited consolidated financial statements for the fiscal year ended March 31, 2021, as well as management's assessment and our independent auditors' evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2021. Flex management represented to the Audit Committee that our audited consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America.

The Audit Committee also discussed with our independent auditors the matters required to be discussed by the applicable rules of the Public Company Accounting Oversight Board and the SEC. The Audit Committee also has discussed with our independent auditors the firm's independence from Company management and the Company, and reviewed the written disclosures and letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence. The Audit Committee also has considered whether the provision of non-audit services by our independent auditors is compatible with maintaining the independence of the auditors. The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by our independent auditors. All audit and permissible non-audit services performed by our independent auditors during fiscal years 2021 and 2020 were pre-approved by the Audit Committee in accordance with established procedures.

Our independent auditors perform an independent audit of our consolidated financial statements in accordance with generally accepted auditing standards and express an opinion on these consolidated financial statements. In addition, our independent auditors express their own opinion on the effectiveness of our internal control over financial reporting. The Audit Committee monitors these processes.

Based on the Audit Committee's discussions with management and our independent auditors and based on the Audit Committee's review of our audited consolidated financial statements together with the reports of our independent auditors on the consolidated financial statements and the representations of our management with regard to these consolidated financial statements, the Audit Committee recommended to the Company's Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2021, which was filed with the SEC on May 19, 2021.

Submitted by the Audit Committee of the Board of Directors:

Charles K. Stevens, III

Michael E. Hurlston

Marc A. Onetto

Lay Koon Tan

Proposal No. 3: Non-Binding, Advisory Resolution on Executive Compensation

We are asking our shareholders to approve, in a non-binding, advisory vote, the compensation of our named executive officers (NEOs) as reported in this proxy statement in the "Compensation Discussion and Analysis" and the compensation tables and accompanying narrative disclosure under "Executive Compensation."

Flex's compensation philosophy is that pay should be meaningfully aligned with performance. Our pay programs are designed to tie actual pay delivery for our executives to performance against the Company's short-term and long-term performance goals and the creation of shareholder value. A key objective of our compensation programs is to attract, retain and motivate superior executive talent by providing competitive pay opportunities and then paying for the achievement of rigorous Company objectives, while balancing the need to avoid excessive or inappropriate risk-taking and maintaining an appropriate cost structure.

We urge shareholders to carefully read the Compensation Discussion and Analysis section of this proxy statement. The Compensation Discussion and Analysis describes how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives and shows the link between our performance and our executives' incentive compensation. We also encourage shareholders to review the Summary Compensation Table and the other related compensation tables and narrative, which provide detailed information on the compensation of our NEOs.

While the vote on this resolution is advisory and not binding on the Company, each member of the Compensation and People Committee and the Board values the opinions of our shareholders and will consider the outcome of the vote on this resolution when making decisions regarding future executive compensation arrangements. We have held a say-on-pay advisory vote on an annual basis since 2011; the next say-on-pay vote is anticipated to occur at our 2022 annual general meeting.



The Board recommends a vote **"FOR"** the approval of the non-binding, advisory resolution on executive compensation.

Message from the Compensation and People Committee

Over the course of the year, our CEO, Ms. Advaiti, led our progress, guided by four strategic business goals: improving our portfolio mix; continuing to build on our advanced technology and manufacturing capabilities; improving operational efficiency and execution; and adapting our systems to leverage the power of data and intelligence. We, the Compensation and People Committee, are committed to compensation programs that help drive Flex's focus on disciplined growth. We periodically assess our compensation programs to ensure they are appropriately aligned with our business strategy and are achieving their objectives. In addition, we regularly review external data and best practices in executive compensation to ensure our compensation programs and associated governance provisions remain shareholder-friendly and keep pace with evolving market trends. For fiscal year 2021, we recommended, and our Board approved certain changes in our compensation policies and practices that enhance our alignment with best practices. For information regarding these changes, see "Compensation Discussion and Analysis– Summary of Compensation Program Changes for Fiscal Year 2021" (page 50).

Compensation and People Committee Report

The Compensation and People Committee of the Board of Directors has reviewed and discussed with management the Compensation Discussion and Analysis that follows this report. Based on this review and discussion, the Compensation and People Committee recommended to the Board of Directors that the "Compensation Discussion and Analysis" be included in the Company's proxy statement for the 2021 annual general meeting of shareholders.

Submitted by the Compensation and People Committee of the Board of Directors:

Erin L. McSweeney

John D. Harris II

Jennifer Li

Willy C. Shih, Ph.D.

Compensation Discussion and Analysis

This CD&A is organized into the following key sections:

Executive Summary	47
Compensation Philosophy	53
Compensation-Setting Process and Decisions for Fiscal Year 2021	54
Fiscal Year 2021 Executive Compensation	57

Introduction

In this Compensation Discussion and Analysis (CD&A) section, we discuss the material elements of our compensation programs and policies, including our overall compensation philosophy and program objectives, and how and why the Compensation and People Committee arrived at specific compensation policies and decisions involving our NEOs. Our NEOs for fiscal year 2021 were:

Name	Position
Revathi Advaiithi	Chief Executive Officer
Christopher Collier⁽¹⁾	Former Chief Financial Officer
Paul R. Lundstrom⁽²⁾	Chief Financial Officer
Francois P. Barbier	President, Global Operations and Components
Paul Humphries⁽³⁾	Former President, Flex Reliability Solutions
Michael Hartung⁽⁴⁾	President, Flex Agility Solutions
Scott Offer	Executive Vice President, General Counsel

(1) Mr. Collier resigned from his position of Chief Financial Officer effective September 1, 2020 and remained with the Company as an advisor through March 31, 2021.

(2) Mr. Lundstrom became our Chief Financial Officer effective September 1, 2020

(3) Mr. Humphries retired from his position of President, Flex Reliability Solutions effective November 30, 2020 and remained with the Company as an advisor through March 31, 2021.

(4) Mr. Hartung was promoted to his position of President, Flex Agility Solutions, and became an NEO, effective April 7, 2020

Executive Summary

Our pay programs are designed to align executives' compensation with performance against the Company's short-term and long-term objectives and the creation of shareholder value. We use a mix of performance metrics that are intended to reward different aspects of Company achievement.

Performance and Company Highlights for Fiscal Year 2021

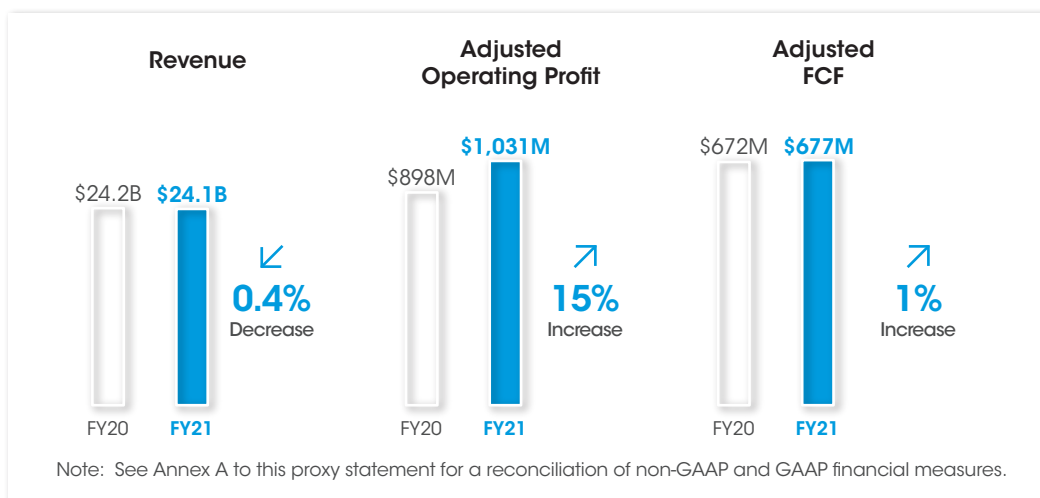
Flex's operating performance set a number of records in fiscal year 2021 despite macroeconomic headwinds, translating into shareholder return (TSR) of 64%.

In fiscal year 2021, we continued to execute against and made significant progress on strategic transformation goals, despite global disruptions:

- Revenue saw only a small decline of approximately 0.4% year-over-year despite the macroeconomic challenges, and in part due to the transformational strategy to shift mix to higher margin markets.
- Adjusted operating profit (OP) improved by 15% year-over-year and adjusted free cash flow (FCF) improved by 1%.
- In addition to the achievements above, the Company set fiscal year records on adjusted gross margin (7.3%), adjusted operating margin (4.3%), and adjusted earnings per share (EPS) (\$1.57) and GAAP EPS (\$1.21). We also closed the year at an all-time high quarter-end cash position (\$2.6B).

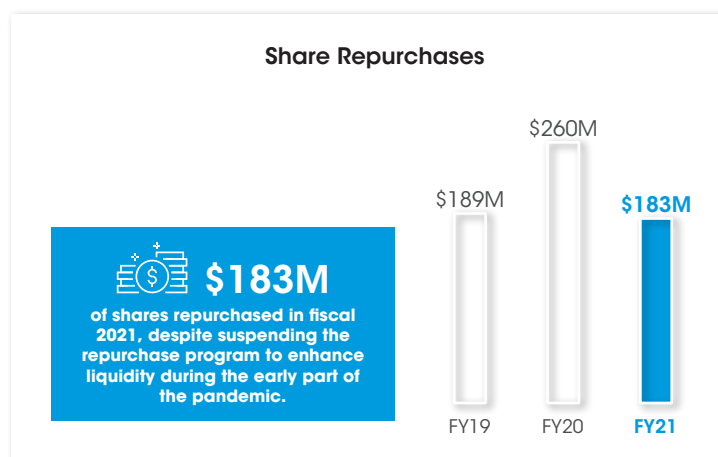
Within the short-term program for the NEOs in fiscal 2021, we used the following metrics: revenue, adjusted OP, and adjusted FCF. These were the same metrics we focused on in our quarterly performance updates to shareholders. In the past, we had a fourth metric—adjusted EPS which was removed for fiscal year 2021 because it overlapped with adjusted OP, and because it was added to the fiscal year 2022 performance share units (PSUs) plan as a three-year measurement.

Our recent history of performance on the three short-term metrics, shown below, highlights our improved margins, profitability, and cash flow in fiscal year 2021.⁽¹⁾

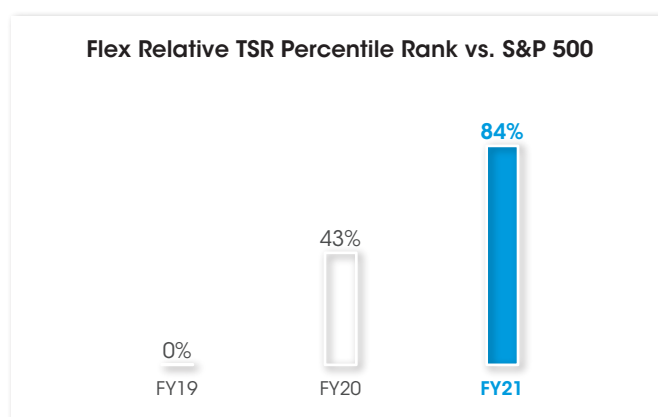


Our adjusted FCF performance and improved profitability, achieved despite the COVID-19 pandemic, supported our return of capital to shareholders through our share repurchase program, as shown below. Although the rate of repurchases slowed in fiscal year 2021 compared to the prior year, this was due to temporary efforts to enhance liquidity during the early part of the COVID-19 pandemic. Despite the challenges experienced in fiscal year 2021, the volume of repurchases nearly matched the fiscal year 2019 amount.

(1) See Annex A to the proxy statement for a reconciliation of non-GAAP and GAAP financial metrics.



We consider the operating performance measures described above to be the key drivers of our total TSR, which is compared to the return of the S&P 500 index (TSR) to determine the funding for our PSUs. Absolute stock price performance is an implicit metric for our PSUs and our service-based restricted share unit awards (RSUs) because it determines the value our NEOs ultimately realize from their PSU and RSU awards at vesting. As noted above, our absolute TSR for fiscal year 2021 was 64%, and our TSR percentile rank for each of the past three fiscal years is shown below.



Compensation Highlights for Fiscal Year 2021

Our pay-for-performance compensation philosophy aims to tie actual pay delivery to performance. We believe above-target performance should be rewarded when achieved, and below-target performance should lead to reduced compensation, including zero payouts for incentive elements when performance thresholds are not met. We also believe we should deliver a significant portion of executive pay in the form of equity awards, which are directly aligned with value delivered to shareholders.

One-Time COVID-19-Related Pay Actions

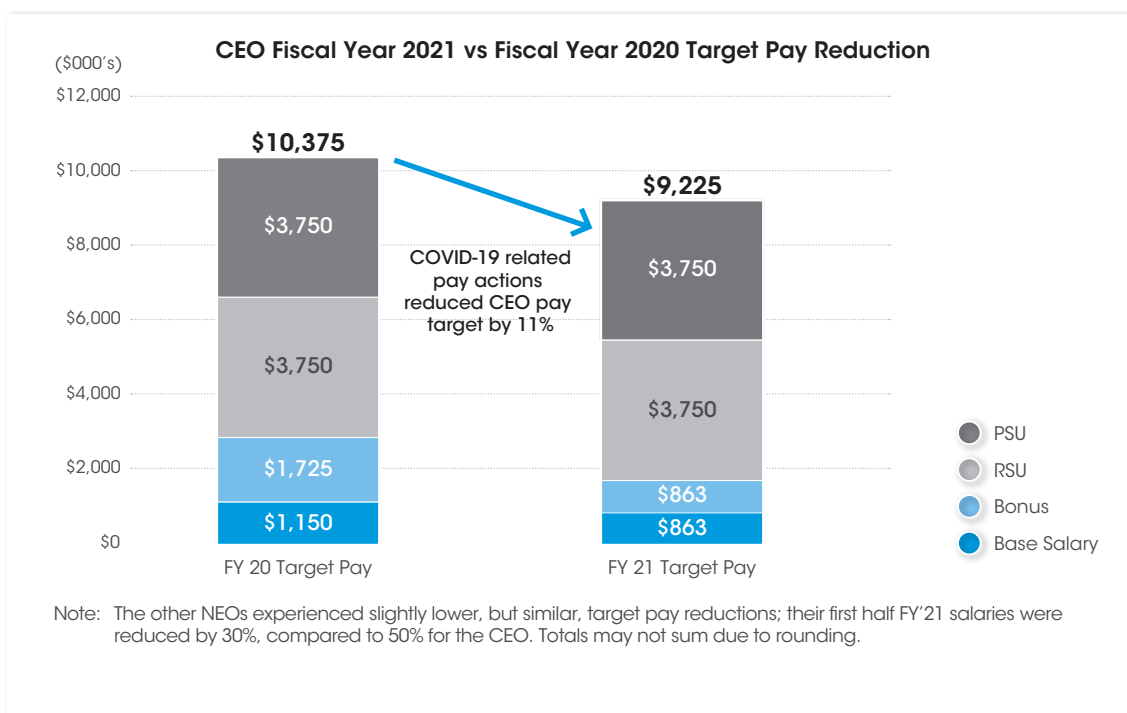
- ✓ **No merit increases to base salaries and temporary COVID-19-related reductions:** In order to address COVID-19-related uncertainty and preserve cash during the initial stage of the pandemic, NEO salaries were reduced for the first half of the fiscal year by 50% for the CEO and 30% for the other NEOs.
- ✓ **The bonus plan was eliminated for the first half of the fiscal year to address COVID-19-related uncertainty and preserve cash, with no offsetting increase in the second half.**

Annual, Regular Cycle Pay Actions

- ✔ **Base Salaries:** The only executive to receive an increase to his annualized salary was Mr. Hartung. This increase was designed to align his salary to market and to recognize the increased responsibilities associated with his promotion to the role of President, Agility.
- ✔ **Bonus payouts for the second half of the year were above target, but below target on a full-year basis:** We exceeded our financial goals in the second half of the year despite the challenges and uncertainty encountered in fiscal year 2021. Our CEO's fiscal year 2021 bonus paid out at 82.3% of target (164.6% based on second-half results). Bonuses for the other continuing NEOs paid out between 74.6% and 88.7% (149% and 177% based on second-half results).
- ✔ **Long-term incentive awards were held flat vs. prior year (with PSUs valued at face value),** with the exception of Mr. Hartung who received a higher grant than the prior year due to his promotion as described in Base Salaries section below.
- ✔ **Performance share plan (TSR) payout = 0%:** No payouts were earned under the TSR PSUs for the three-year performance cycle ending in fiscal year 2021 (PSUs vesting in June 2020), as the threshold performance level was not achieved.

Impact of COVID-19 Related Executive Compensation Reductions

The COVID-19-related pay actions listed above (temporary salary and bonus target reductions) reduced the pay opportunity in fiscal year 2021 as illustrated below for the CEO.



Summary of Compensation Program Changes for Fiscal Year 2021

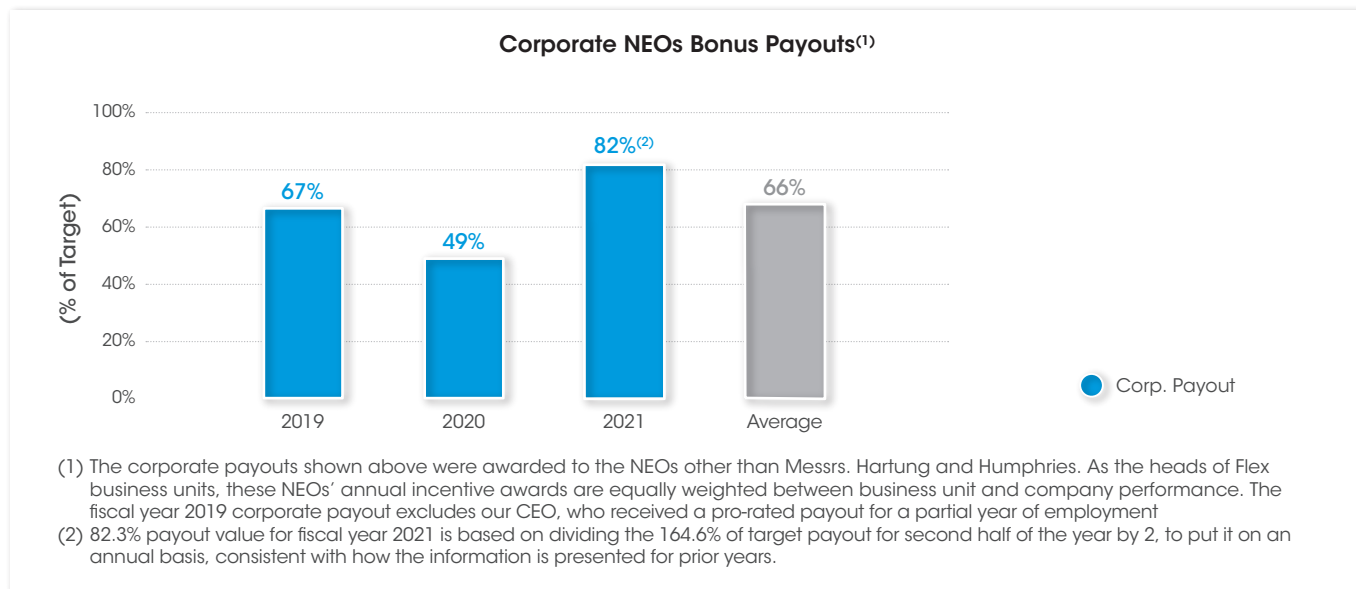
The Company made a number of program design changes for fiscal year 2021, driven by the need to adapt to a rapidly changing business environment during the COVID-19 pandemic and continuously evolve our compensation programs to ensure we are offering a compelling value proposition to employees in a manner that aligns their interests with those of our shareholders. The following is a summary of key program changes, in addition to temporary salary reductions and bonus elimination during the first half of fiscal year 2021 described above.

Program Element	Fiscal Year 2021 Design Changes	Rationale for Change
Compensation Peer Group	Market cap was added as an additional screening criterion to the existing revenue filter in order to better reflect Flex’s profitability within the peer group. This change resulted in a peer group with a lower median market cap.	Adjust the peer group to include companies more representative of the Company’s market cap.
Bonus Metrics	Bonus metrics and weightings were changed to place greater emphasis on elements of performance that management could most directly influence during a period of heightened uncertainty.	Adapt to greater uncertainty of the business environment as a result of COVID-19. Eliminate overlap between adjusted OP and adjusted EPS.
RSUs	RSU vesting schedules were changed from four years to three years, ratable. This change impacted all participants in the plan, representing over 1,000 employees.	Align to dominant practice within the technology industry to remain competitive.
TSR PSUs⁽¹⁾	TSR PSU measurement methodology was changed from a point-to-point measurement to three distinct performance periods—12 months, 24 months and 36 months—within a three-year vesting cycle.	Minimize the potential impact of short-term share price volatility at the end of the performance period. Provide a payout more reflective of the shareholder experience over the entire three-year cycle.
Retirement, Death and Disability Treatment of RSUs, PSUs, and NQDC	The treatment of RSU, PSUs, and Non-Qualified Deferred Contributions (“NQDC”) following termination due to retirement, death and disability was updated.	Align treatment to current market norms. In the case of retirement, align participants’ interests with the Company’s need to ensure a smooth transition of their responsibilities.

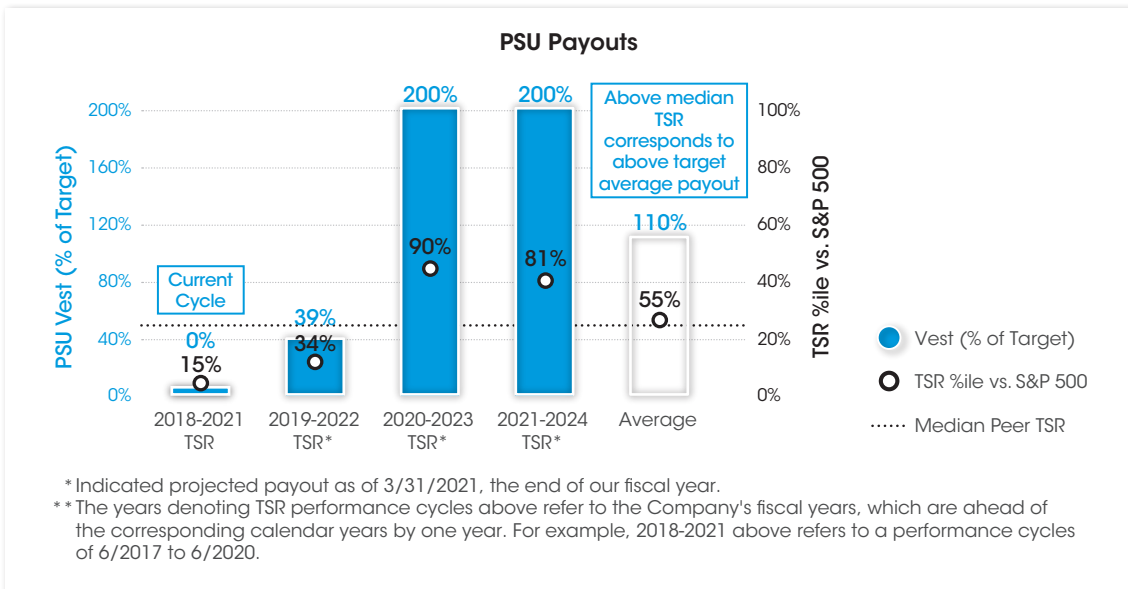
(1) For fiscal year 2022, PSUs will be equally weighted between TSR and adjusted EPS growth.

Pay and Performance Alignment for Fiscal Year 2021

The key vehicles we use to ensure that compensation realized by our executives is aligned with results generated for our shareholders are the annual incentive bonus and PSU programs. We set rigorous targets under our annual bonus plan, resulting in funding of our NEO bonuses that has averaged 66% of target over the last three years (82.3% in fiscal year 2021). Over the first two years of this period, performance results fell short of target. There was no bonus opportunity in the first half of fiscal year 2021, but performance results substantially exceeded target for the second half of the year, resulting in a payout of 164.6% of target for the final two fiscal quarters or 82.3% of the full year target opportunity, as shown below.

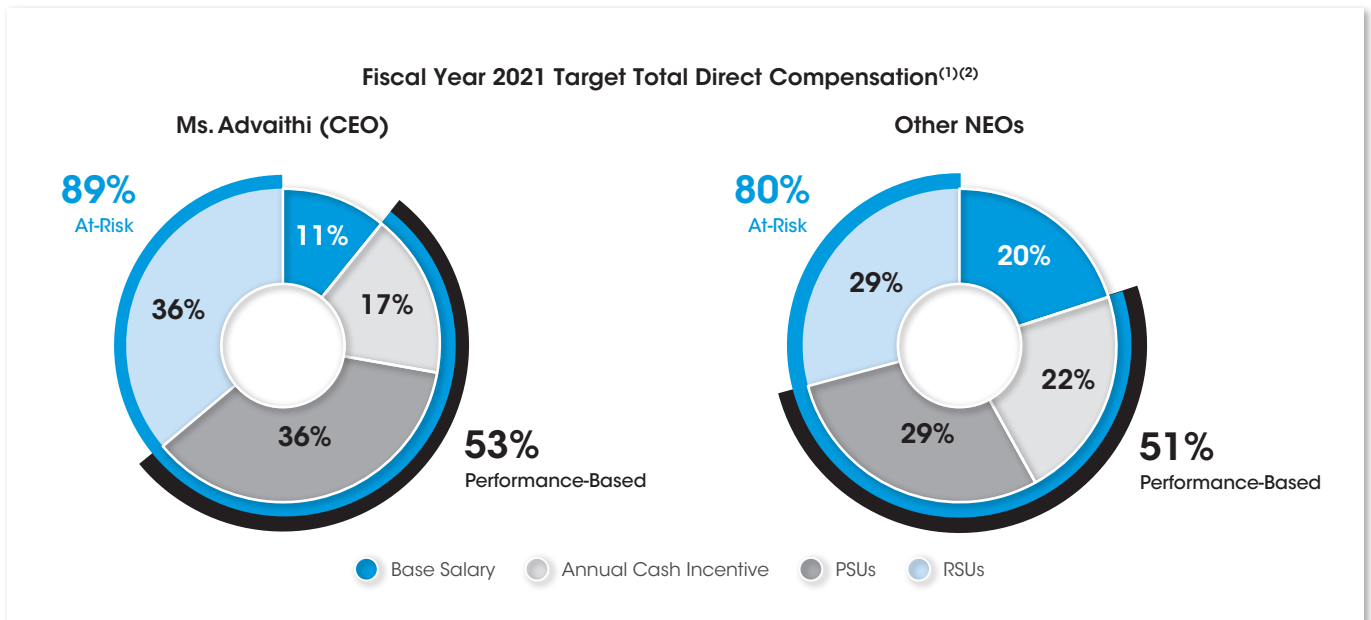


PSUs are a major component of our NEOs' target total direct compensation. As illustrated below, our most recently completed performance cycle funded at 0% (for the cycle ending in fiscal year 2021), based on TSR that was below the threshold performance level against the S&P 500.

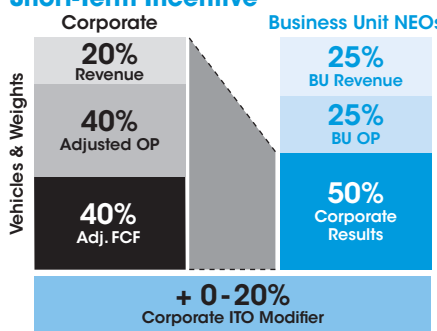


Fiscal Year 2021 Executive Compensation Summary

Our executive compensation program is structured to be competitive and allow us to attract and retain a high caliber leadership team. Further, it is intended to provide direct alignment between pay and performance. The illustrations below describe the key elements of direct compensation for our executives in fiscal year 2021 and show how those elements were allocated. A significant portion of pay is performance-based and 89% of target compensation is at risk for our CEO and 80% is at risk for our other NEOs.



(1) PSUs are shown at face value (the target number of shares awarded multiplied by the closing stock price on the grant date).
 (2) Based on annualized salary and annual cash incentive values excluding the impact of temporary salary reductions as well as the elimination of bonuses for the first 6 months of fiscal year 2021.

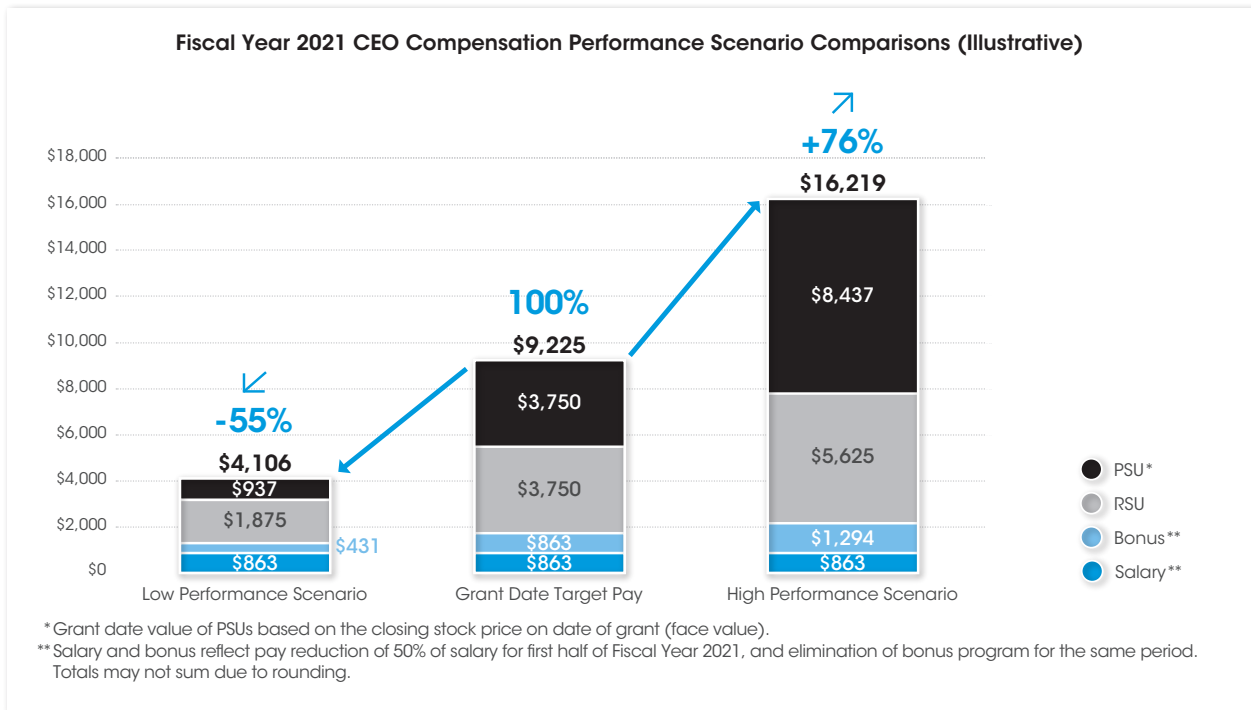
Compensation Element	Description
Base salary	<ul style="list-style-type: none"> In fiscal year 2021, only one NEO received a salary increase (of 27.3%) because he assumed a new role.
Short-Term Incentive	 <ul style="list-style-type: none"> Corporate executives are measured entirely on Flex financial objectives. For fiscal year 2021, 100% of the award opportunity was based on objectives for the second half of the year. Business unit (BU) NEO metrics are evenly split between corporate and BU results (BU revenue and BU OP). For fiscal year 2021, we removed the EPS metric due to its significant overlap with OP. We increased the weightings of adjusted OP (from 30% to 40%) and FCF (from 25% to 40%) to focus participants on meeting profit commitments and converting this profit into FCF. We added an inventory turnover measure (ITO) as a modifier of other metrics, as this is an area the Company was striving to improve in fiscal year 2021.
Long-Term Incentive	<ul style="list-style-type: none"> 50% are PSUs that may be earned based on Flex's TSR versus that of the S&P 500 over 12-, 24- and 36-month periods within a three-year vesting cycle. 50% are RSUs that vest equally over a three-year period.
Deferred Compensation	<ul style="list-style-type: none"> Long-term cash incentives under our Deferred Compensation Plan have a target value equal to 30% of salary for each NEO, with 50% of funding fixed and 50% of funding linked to corporate bonus payout results.

Compensation Philosophy

Flex's compensation philosophy is that pay should be meaningfully aligned with performance. Our pay programs are designed to tie actual pay delivery for our executives to performance against the Company's short-term and long-term objectives and the creation of shareholder value. A key purpose of our compensation programs is to attract, retain and motivate superior executive talent by providing competitive pay opportunities and then paying for the achievement of rigorous performance goals, while balancing the need to avoid excessive or inappropriate risk-taking and maintaining an appropriate cost structure. We actively manage our pay-for-performance philosophy as described below.

Element	Overview
Base salaries and target cash compensation	<ul style="list-style-type: none"> We regularly benchmark pay against a set of industry peers. Base salaries and target cash compensation are competitively positioned for our NEOs to manage fixed costs and emphasize paying for performance.
Substantial emphasis on at-risk compensation	<ul style="list-style-type: none"> Programs are designed to link pay delivery to the achievement of pre-determined performance goals that directly correlate with enhanced shareholder value. 89% of Ms. Advaiti's fiscal year 2021 target total direct compensation was at-risk and 80% of target total direct compensation for our other NEOs, on average, was at-risk. 100% of at-risk compensation is based on achievement of core financial metrics or is subject to market risk based on absolute or relative TSR performance. All incentive outcomes were based on a formulaic calculation of results against pre-determined financial or TSR-based performance targets. The Board, or the Compensation and People Committee if so delegated by the Board, maintains the authority to adjust annual incentive bonus payouts if such payouts do not align with the Company's overall performance.
Focus on long-term performance	<ul style="list-style-type: none"> While measurement of short-term results maintains day-to-day focus, we believe that shareholder value is built over the long term. For Ms. Advaiti's fiscal year 2021 target total direct compensation, 72% was in the form of long-term incentives, half of which are linked to achievement of TSR performance versus the S&P 500. On average, 58% of target total direct compensation for our other NEOs was in the form of long-term incentives, half of which are tied to achievement of long-term TSR performance versus the S&P 500. We emphasize the NEOs' alignment with our shareholders' long-term interests by enforcing rigorous, and recently increased, share ownership guidelines.

Our compensation program is highly responsive to changes in our operating and stock price performance, as illustrated below with respect to our CEO's total direct compensation.



Illustrative Assumptions	Bonus & PSU Payouts	Stock Price
Low Performance Scenario	50% of Target	\$5.43 (Grant Price - 50%)
High Performance Scenario	150% of Target	\$16.29 (Grant Price + 50%)

Compensation-Setting Process and Decisions for Fiscal Year 2021

Alignment with Compensation and Corporate Governance Best Practices

The Compensation and People Committee regularly reviews our compensation programs, peer company data, and best practices in executive compensation. We have adopted corporate governance and compensation practices and policies that our Compensation and People Committee, along with our Board, believes help to advance our compensation goals and philosophy.

What We Do

- ✓ Our Compensation and People Committee is composed entirely of independent members with a robust review process.
- ✓ We use a pay-for-performance executive compensation model that focuses primarily on corporate performance, with a significant portion of executive compensation at-risk and long-term.
- ✓ We maintain a clawback policy so we could recoup compensation paid to an executive officer in the event of a material restatement of financial results where a covered officer engaged in fraud or misconduct that created the need for the restatement.
- ✓ Our Compensation and People Committee retains an independent compensation advisor.
- ✓ We conduct regular shareholder outreach and consider shareholder advisory votes and views in determining executive compensation strategies.
- ✓ We maintain robust share ownership guidelines for NEOs and Directors.
- ✓ We prohibit “share recycling” and options/SAR repricing (including cash buyouts) under our 2017 Amended and Restated Plan.

What We Do Not Do

- ✗ We do not enter into NEO employment agreements.
- ✗ We do not allow hedging or short sales of Company equity, and we do not permit pledging of Company equity as collateral for loans.
- ✗ We do not provide excise tax gross-ups with respect to compensation awarded following change-of-control events.
- ✗ We do not have single trigger accelerated vesting of equity awards upon a change in control.
- ✗ We do not maintain a supplemental executive retirement plan.
- ✗ We do not provide excessive or non-customary executive perquisites.
- ✗ We do not pay dividends or dividend equivalents on our unvested equity awards.

Compensation and People Committee

The Compensation and People Committee is responsible for recommending to our Board the compensation of our Chief Executive Officer and all other NEOs. The Compensation and People Committee also oversees management’s decisions concerning the compensation of other Company officers, administers our equity compensation plans, and evaluates the effectiveness of our overall executive compensation programs. Our Compensation and People Committee also reviews the Company’s talent assessment and succession planning.

The Compensation and People Committee regularly assesses our compensation programs to ensure they are appropriately aligned with our business strategy and are achieving their objectives. The Compensation and People Committee also reviews market trends and changes in competitive pay practices. Based on its review and assessment, the Compensation and People Committee regularly approves changes in our compensation programs or recommends such changes to our Board.

Independent Consultants and Advisors

The Compensation and People Committee has the authority to retain and terminate any independent, third-party compensation consultants and to obtain advice and assistance from internal and external legal, accounting, and other advisors. During fiscal year 2021, the Compensation and People Committee retained FW Cook as its independent compensation consultant.

In fiscal year 2021, FW Cook furnished the Compensation and People Committee with reports on the following topics: peer group composition, compensation data and analysis relating to the compensation of our NEOs, short- and long-term compensation program design, compensation program risk assessment, annual share utilization and shareholder dilution levels resulting from equity plans, and executive share ownership and retention values.

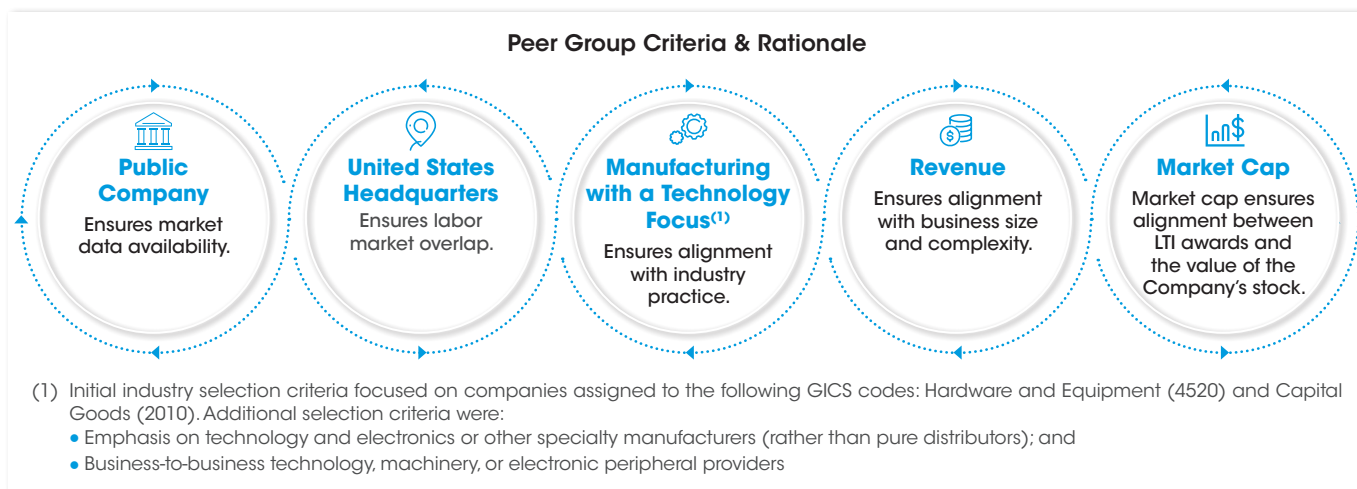
FW Cook informed the Compensation and People Committee, and the committee agreed, that there are no personal or business relationships between any FW Cook employee and any member of the Compensation and People Committee or any NEO beyond the Flex relationship. Based on this information and other factors, including the factors set forth under Rule 10C-1 under the Securities Exchange Act of 1934, as amended (referred to in this proxy statement as the Exchange Act), the Compensation and People Committee assessed the independence of FW Cook and concluded that no conflict of interest exists that would prevent FW Cook from independently advising the Compensation and People Committee. Outside of engaging on executive and Board member compensation and related matters, FW Cook does not provide any other services to the Company.

Role of Executive Officers in Compensation Decisions

The Compensation and People Committee meets with our Chief Executive Officer and other executives to obtain recommendations with respect to the structure of our compensation programs. The CEO and certain other executives also assess the performance of other individual executives and make recommendations regarding their compensation. Decisions related to the compensation of the CEO (including recommendations to the Board regarding the same) are made independently by the Compensation and People Committee, without input from management. In addition, our CEO and other executives develop recommendations for performance measures and target payout opportunities under our incentive bonus plan based on management’s business forecast—both at the Company and business unit levels. These recommendations are approved by the Compensation and People Committee as well as by our Board when appropriate.

Competitive Positioning

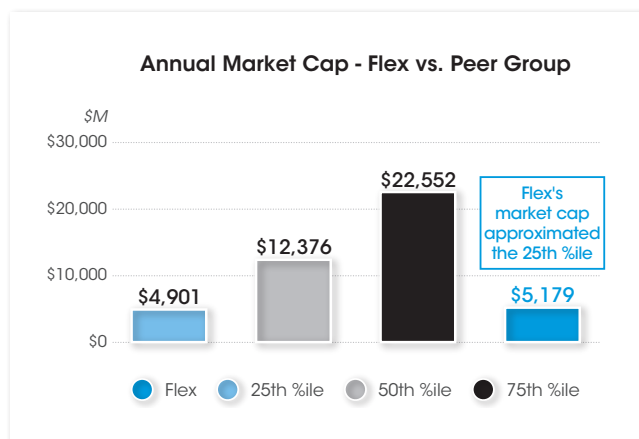
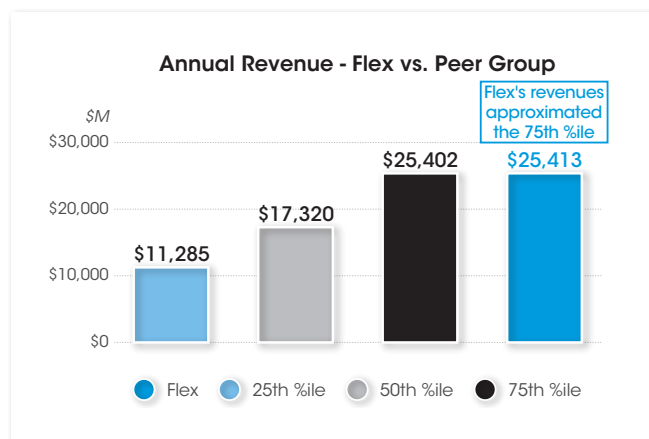
Relying upon data provided by our independent compensation consultant, the Compensation and People Committee undertakes a review, on an annual basis, of the compensation peers that we use to provide insight into market-competitive pay programs, levels and practices. The criteria used to develop the peer group was updated from prior years to widen the revenue screen and add a market capitalization screen. These changes resulted in a peer group that is better aligned with Flex’s size and that naturally evolves with Flex over time. In January 2020, FW Cook presented, and the Compensation and People Committee approved, 14 companies that are comparable to Flex as our compensation peers for fiscal year 2021 considering the following criteria:



Our peer group for fiscal year 2021 compensation decisions consisted of the following companies:

Arrow Electronics, Inc.	Jabil, Inc.	Synnex Corporation
Avnet, Inc.	PACCAR Inc	Textron
Corning Incorporated	Parker-Hannifin Corporation	Western Digital Corporation
Cummins Inc.	Sanmina Corporation	Xerox Holdings Corporation
Hewlett Packard Enterprise Company	Seagate Technology Plc	

The peer group revenue and market cap summary statistics, as of the time of the analysis, are shown below.



In addition to our peer group companies, the Compensation and People Committee reviews standardized surveys of large technology and manufacturing firms to evaluate the competitiveness of Flex's compensation programs in the context of general compensation practices.

Fiscal Year 2021 Executive Compensation

Base Salary

The Compensation and People Committee typically reviews base salaries every year and makes recommendations to the Board of Directors about adjusting or maintaining salary levels to reflect competitive market data, individual performance, internal equity and promotions or changes in responsibilities. At the end of fiscal year 2020, in light of the uncertainty created by the effects of the COVID-19 pandemic and the Company's initiatives to reduce costs, the CEO and the other NEOs proposed, and the Compensation and People Committee and the Board of Directors approved, reductions of base salaries for our NEOs – by 50% for the CEO and by 30% for the other NEOs—during the first two quarters of fiscal year 2021.

The following table sets forth the base salaries of our NEOs for fiscal year 2021.

Name and Title	Annualized Base Salary for Fiscal Year 2020 (\$)	Annualized Base Salary for Fiscal Year 2021 (\$)	Percentage Change (\$)	Actual Base Salary for Fiscal Year 2021 (with Reduction) (\$)	Percentage Change (with Reduction)
Revathi Advaiithi Chief Executive Officer	1,150,000	1,150,000	0%	862,500	-25%
Christopher Collier Chief Financial Officer	710,000	710,000	0%	603,500	-15%
Paul R. Lundstrom Chief Financial Officer	N/A	700,000	N/A	390,833	N/A
Francois P. Barbier President, Global Operations and Components	710,000	710,000	0%	603,500	-15%
Paul Humphries, President, Reliability Solutions	710,000	710,000	0%	603,500	-15%
Michael Hartung ⁽¹⁾ President, Agility Solutions	N/A	700,000	N/A	514,023	N/A
Scott Offer Executive Vice President, General Counsel	629,200	629,200	0%	534,820	-15%

(1) Mr. Hartung was the only executive to receive an increase to his annualized salary. During fiscal year 2021, Mr. Hartung's salary was increased from \$550,000 to \$700,000 to align his salary to market and to recognize the increased responsibilities associated with his promotion to the role of President, Agility.

Incentive Bonus Plan

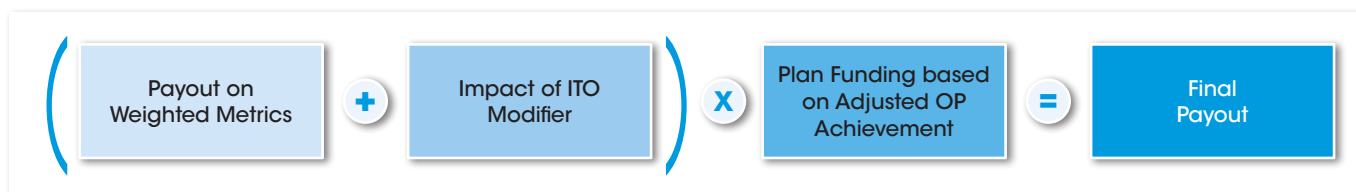
The Company cancelled the incentive bonus plan for the first half of fiscal year 2021. This decision was made as our fiscal year 2021 (which began on April 1, 2020) closely coincided with the global outbreak of the COVID-19 pandemic and peak uncertainty in the business environment and our ability to forecast financial performance. The bonus plan was restored for the second half of fiscal year 2021, and the incentive payouts were based entirely on achievement of the financial performance objectives listed below during those six months (with bonus opportunities set at 50% of the full year target amounts).

In designing the incentive bonus plan, our Chief Executive Officer and management team develop and recommend performance metrics and targets, which are reviewed and are subject to final approval by the Compensation and People Committee. Fiscal year 2021 corporate level performance metrics, weightings, and changes relative to fiscal year 2020 were as follows:

Metrics	Fiscal Year 2020 Weightings	Fiscal Year 2021 Weightings
Adjusted OP	30%	40%
Adjusted EPS	25%	None, removed
Adjusted FCF	25%	40%
Revenue Growth	20%	20%
Inventory Turnover (ITO)		Used as a modifier

The adjusted EPS metric was removed because it overlapped with adjusted OP. Concurrent with this change, we increased the weightings of adjusted OP and FCF to focus participants on meeting profit commitments and converting this profit into free cash flow by being efficient with working capital and inventory management. We added ITO as this is an area the Company was focused on improving in fiscal year 2021. The ITO metric incentivizes participants to focus on improving the efficiency of our capital spend (not tying it up in inventory) and minimizing inventory obsolescence risk. The ITO modifier could have added 5% to 20% to the aggregate payout achieved on other metrics, if the targeted ITO performance range had been achieved. Targeted performance range on this metric was not reached.

Adjusted OP acts as both a metric within the plan, and the overall funding metric of our global bonus program, as illustrated below. Adjusted OP achievement generates an enterprise-wide funding pool based on the same adjusted OP targets as used for the Corporate NEO bonus plan. To the extent corporate OP funding is either above or below the enterprise-wide payout, a corresponding adjustment is made to align the two. The funding generated by our OP achievement acts to ensure affordability and alignment to shareholder returns.



Performance for BU Presidents is measured at both the corporate and segment (business unit) levels, with a 50% weighting on each. The corporate performance is as defined above. The metrics for segment performance are segment OP and revenue, weighted equally. We reduced the weighting of segment results (from 100% in fiscal year 2020 to 50% in fiscal year 2021) to emphasize the importance of enterprise-wide performance, and to encourage a balanced approach between accountability for segment performance and cooperation across the enterprise.

The following table summarizes the key features of our fiscal year 2021 incentive bonus plan.

Feature	Component	Objectives
Performance targets	<ul style="list-style-type: none"> Based on key short-term Company and business unit financial metrics 	<ul style="list-style-type: none"> Aligns executive incentives with performance Rewards achievement of short-term objectives
Performance measures	<ul style="list-style-type: none"> Revenue growth and adjusted OP at the Company and business unit level, and adjusted FCF and ITO at the company level Weightings for these metrics are fixed, and measured at the corporate level for all executives and at the business unit level for business unit executives 	<ul style="list-style-type: none"> Emphasizes pay-for-performance by linking individual compensation to performance on metrics that are key drivers of shareholder value Promotes accountability by tying payouts to achievement of minimum performance thresholds
Bonus payments	<ul style="list-style-type: none"> Based entirely on achievement of financial performance objectives, with no individual performance component Target bonus opportunities set at percentage of base salary, based on executive's level of responsibility Annual bonuses range from 0% of target to a maximum of 200% of target (subject to elimination of first half bonuses for fiscal year 2021) No payout awarded for any measure where threshold performance is not achieved The Board, or the Compensation and People Committee if so delegated by the Board, has the authority to adjust bonus payouts if appropriate in the context of the Company's overall performance 	<ul style="list-style-type: none"> Reflects the Company's emphasis on pay-for-performance by linking individual compensation to financial performance Encourages accountability by conditioning bonus payments on the achievement of at least the minimum performance thresholds

Non-GAAP Adjustments

We used adjusted non-GAAP performance measures (adjusted OP and adjusted FCF) for our incentive bonus plan in fiscal year 2021. Using adjusted measures eliminates the distorting effect of certain unusual income or expense items. The adjusted performance measures are consistent with those used in our quarterly earnings releases. The adjustments were intended to align award payout opportunities with the underlying growth of our business and avoid misalignment in outcomes based on unusual items.

In calculating non-GAAP financial measures, we excluded certain items to make it easier to compare the Company's operating performance on a period-to-period basis because such items are not, in the Compensation and People Committee's view, related to the Company's ongoing operational performance. The non-GAAP measures are used to evaluate more accurately the Company's operating performance, to calculate return on investment, and to benchmark performance against competitors. For fiscal year 2021, non-GAAP adjustments consisted of excluding after-tax stock-based compensation expense; amortization of intangible, customer-related assets impairments; restructuring charges; the impact of adopting a new revenue standard; legal and other; interest and other, net; and other charges (income), net. All adjustments are subject to approval by the Compensation and People Committee to ensure that payout levels are consistent with performance. See Annex A to this proxy statement for a reconciliation of non-GAAP and GAAP financial measures.

Target Incentive Awards

Fiscal year 2021 bonus targets for the NEOs as a percent of base salary were not increased from fiscal year 2020 and are shown below.

Name and Title	Fiscal year 2021 Target Bonus (% of Salary)	Fiscal year 2021 Target ⁽¹⁾ (\$)
Revathi Advaiti Chief Executive Officer	150%	1,725,000
Christopher Collier ⁽²⁾ Chief Financial Officer	110%	0
Paul R. Lundstrom ⁽³⁾ Chief Financial Officer	110%	449,167
Francois P. Barbier President, Global Operations and Components	110%	781,000
Paul Humphries President, Reliability Solutions	110%	781,000
Michael Hartung President, Agility Solutions	100%	700,000
Scott Offer Executive Vice President, General Counsel	100%	629,200

(1) Targets shown exclude the impact of first half fiscal year 2021 temporary pay reductions.

(2) Mr. Collier resigned from his position with the Company prior to the payout of fiscal year 2021 bonuses. Under the terms of our bonus plan, due to the timing of his resignation, Mr. Collier was not eligible for payment of a fiscal year 2021 bonus.

(3) Target bonus value shown is pro-rated for Mr. Lundstrom's September 1, 2020 hire date.

Incentive Payouts for CEO, CFO, General Counsel and President, Global Operations and Components

The table below sets forth the payout opportunities that were available to Ms. Advaiti, and Messrs. Lundstrom, Barbier, and Offer based on different levels of corporate performance. These targets are considered rigorous and were validated within the context of analyst expectations. Bonuses for Messrs. Humphries and Hartung were based on the results of their respective business units.

No payout is made with respect to any metric if the threshold performance level is not achieved. Payouts at the maximum level for the annual bonus would require sustained strong performance.

Performance targets are determined based on Board-approved financial plans—both at company and business unit levels. Maximum payout levels were tied to "stretch" levels of performance.

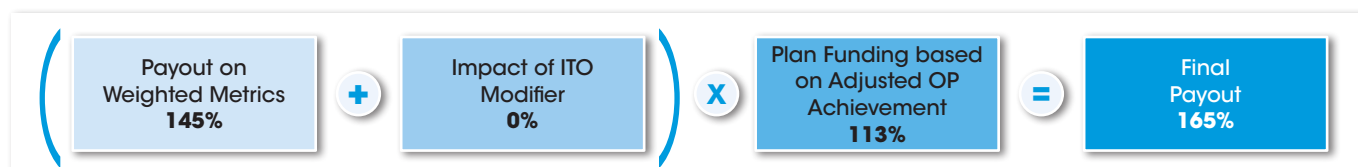
	Weight	Payout (% of Target)					Actual Performance (\$)	Actual Payout (% of Target)
		Threshold ⁽¹⁾	95%	100%	105%	200%		
Revenue (\$000s)	20%	\$11,488	\$12,362	\$12,487	\$12,612	\$13,736	12,986	137%
Adjusted OP (\$000s)	40%	\$428	\$562	\$570	\$579	\$656	621	157%
Adjusted FCF (\$000s)	40%	\$178		\$357		\$535	424	138%

● Actual Payout Based on Performance

(1) Threshold performance on the Revenue metric was 92% of target, which would result in 40% of target payouts. For the Adjusted OP metric, threshold performance was 75% of target, resulting in a payout of 10% of target. For the Adjusted FCF metric, threshold performance was 50% of target, resulting in a payout of 50% of target.

The targeted ITO performance was not reached and there was no modification based on this measure.

For fiscal year 2021, the Company's performance resulted in payouts as shown below:



The 113% adjusted OP funding factor was calculated based on funding achieved at 157% of target (based on adjusted OP performance above), and an enterprise-wide average payout before application of funding metric, of approximately 138%.

Incentive Payouts for Business Unit Presidents

We treat the business unit performance measures as confidential. As described above, 50% of the annual bonus for the business unit presidents was based on the results of their respective business units, evenly split between revenue and adjusted OP. The remaining 50% of the performance measure weighting, including the impact of the ITO modifier and the plan funding, was the same as for corporate executives outlined previously. The combination of these inputs resulted in a payout of 149% of target for Mr. Humphries, and 177% of target for Mr. Hartung.

Final Incentive Awards for the NEOs

The bonus payout levels for our NEOs were as follows:

Name	Fiscal Year 2021 Annual Incentive Bonus Target (Potential Bonus as a percentage of Base Salary)	Fiscal Year 2021 Annual Incentive Actual Bonus (\$)	Fiscal Year 2021 Actual Annual Incentive Bonus as a Percentage of Full Year Target Bonus ⁽¹⁾
Revathi Advaiti	150%	1,419,503	82.3%
Christopher Collier ⁽²⁾	110%	0	0%
Paul R. Lundstrom	110%	633,633	82.3%
Francois P. Barbier	110%	642,685	82.3%
Paul Humphries	110%	582,275	74.6%
Michael Hartung	100%	621,145	88.7%
Scott Offer	100%	517,769	82.3%

(1) Percentages shown are based on an unreduced salary and annual bonus target.

(2) Mr. Collier resigned from his position with the Company prior to the payout of fiscal year 2021 bonuses. Under the terms of our bonus plan, due to the timing of his resignation, Mr. Collier was not eligible for payment of a fiscal year 2021 bonus.

Long-Term Share-Based Incentive Compensation

In fiscal year 2021, the Board, upon the recommendation of the Compensation and People Committee, granted share-based long-term incentives to our senior executives as an incentive to maximize the Company's long-term performance and drive shareholder value creation. These long-term incentives are designed to align the interests of the NEOs with those of our shareholders and to give each NEO a significant incentive to manage the Company from the perspective of an owner with a direct stake in the business. Long-term equity awards are also intended to promote retention, as unvested shares are forfeited if an executive voluntarily leaves the Company.

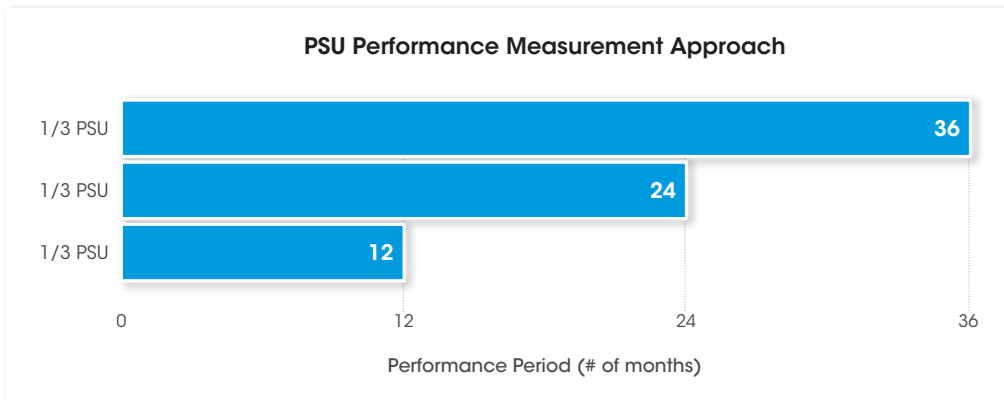
Restricted Share Unit Awards (RSUs)

Fifty percent of each NEOs' share-based long-term incentive award is in the form of RSUs. Starting with fiscal year 2021 awards, these service-based RSUs vest in three equal installments on the first three anniversaries of the grant date, subject to continued employment. Payouts are made in shares, so the value of an RSU award goes up or down based on share price performance from the grant date, further aligning the interests of the executive with long-term shareholder value creation. Before an RSU vests, the holder has no ownership rights in our shares and is not entitled to dividends or dividend equivalents.

Performance Share Units (PSUs)

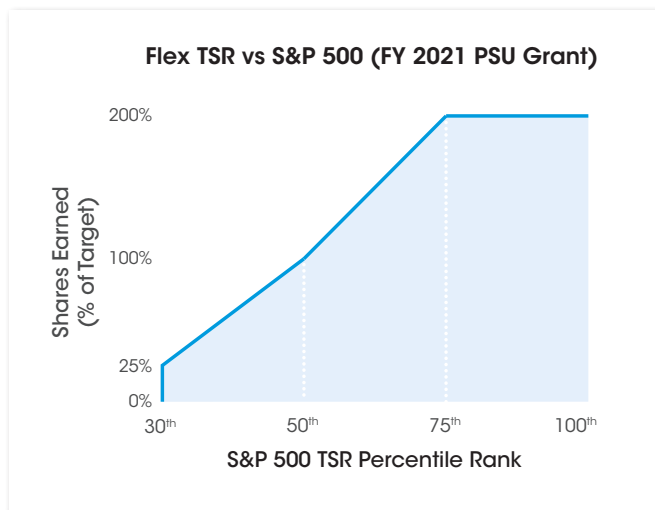
The other fifty percent of our NEOs’ share-based long-term incentive awards (based on face value of the awards) is in the form of TSR-based PSUs. (The actual grant value mix may deviate somewhat from this 50/50 RSU/PSU split due to fluctuations in the Monte Carlo valuations for the TSR-based PSUs.) The Compensation and People Committee believes this allocation between RSUs and PSUs promotes retention, links long-term compensation to the Company’s long-term performance and shareholder outcomes, and limits the dilutive effect of equity awards.

The PSU awards granted in fiscal year 2021 will be earned (or not) based upon Flex’s percentile rank of TSR over a three-year period compared to the S&P 500 constituents. In prior years, our PSU awards used a point-to-point measurement of TSR over the entire three-year performance cycle. For fiscal year 2021, the Compensation and People Committee moved to three discrete measurement periods—of 12-, 24-, and 36- months—within each three-year cycle, as illustrated below. TSR PSU final payout will be based on the average payouts of these three performance periods.



The use of discrete measurement periods aims to minimize the potential impact of short-term share price volatility at the end of the performance period. The Compensation and People Committee believes this approach focuses NEOs on the achievement of sustainable long-term stockholder returns and provides a payout that is more reflective of the shareholder experience over the entire three-year cycle. Except in the event of an employee’s death or disability, no portion of a PSU award is earned or distributed until the conclusion of the full three-year performance period.

The number of shares earned is dependent on the percentile rank achieved, within each of the 12-, 24- and 36- month periods, as shown below.



Note: Straight-line interpolation is used to determine shares earned when results are between targets.

Grants During Fiscal Year 2021

The Compensation and People Committee and the Board considered the following factors when determining the value of the 2021 NEO equity awards:

- Peer group compensation data for similarly situated executives;
- Future potential to contribute to the Company's growth and potential to grow in current role and expand scope of responsibility and contribution over time;
- Individual performance and internal equity; and
- Peer group data on annual share usage and overall shareholder dilution.

Long-Term Incentive Awards

The table below summarizes the approved PSU and service-based RSU awards granted to our NEOs in fiscal year 2021.

Executive Officer	Target TSR-Based PSUs (Shares)	Service-Based RSUs (Shares)	Target Total Equity Award Value (\$)
Revathi Advaiti	345,303	345,304	7,499,992
Christopher Collier	129,673	129,673	2,816,498
Paul R. Lundstrom	135,622	316,455	4,999,972
Francois P. Barbier	100,550	100,550	2,183,946
Paul Humphries	100,550	100,550	2,183,946
Michael Hartung	55,248	55,249	1,199,997
Scott Offer	80,570	80,571	1,749,991

The target award values shown above vary from the values shown in the Summary Compensation Table because the accounting cost of our PSUs is based on a Monte Carlo valuation. The intended award value above was calculated as the target number of shares multiplied by the share price on the date of the grant. The actual value to be earned will depend on Flex's multi-year TSR performance versus the S&P 500 as well as its absolute TSR performance.

Payouts of Prior PSUs

The performance period for the TSR-based PSUs granted in fiscal year 2018 ended in fiscal 2021. The fiscal year 2018 TSR PSU grants measured our TSR versus the constituents of the S&P 500 from June 29, 2017 (the grant date) through June 29, 2020 (the performance period end), using a trailing 90-day average trading price for both the beginning and the end of the performance period. Our three-year TSR achievement of -42.4% over the performance period was below the 30th percentile threshold level, resulting in a 0% payout for this award.

Administration of Equity Award Grants

As a matter of good corporate governance, equity awards are not timed in relation to the release of material information.

Benefits

Non-qualified Deferred Compensation Awards

Each of the NEOs participates in the 2010 Deferred Compensation Plan (NQDC plan), intended to promote retention by providing a long-term savings opportunity on a tax-efficient basis. In addition to voluntary contributions, Flex makes annual awards to the NEOs under the NQDC plan; the key terms of which are summarized below.

NQDC Plan Design Element	Description
Annual Targeted Amount	<ul style="list-style-type: none"> • Target amount is 30% of each participant’s base salary (for ongoing contributions). • Maximum amount is 37.5% of each participant’s base salary, if the performance-based portion is funded at maximum. <ul style="list-style-type: none"> • Subject to approval of Compensation and People Committee • Subject to offsets for non-U.S. executives’ pension and other benefits
Funding Basis	<ul style="list-style-type: none"> • 50% of the targeted funding (15% of salary at target) is based on the corporate funding level of the annual corporate bonus plan. • 50% of the targeted funding (15% of salary) is not tied to performance.
Vesting Schedule	<ul style="list-style-type: none"> • Flex’s contributions, together with earnings on those contributions, will vest in full after four years, provided the participant remains employed by the Company.
Investment of Balances	<ul style="list-style-type: none"> • Deferred balances in a participant’s account are deemed to be invested in hypothetical investments designated by the participant. • Investment options generally mirror those available under the Company’s tax-qualified 401(k) plan. • The appreciation, if any, in the account balances is due solely to the performance of these underlying investments.
Distribution Options	<ul style="list-style-type: none"> • Vested balances may be distributed upon termination of employment either through a lump sum payment or in installments over a period of up to ten years, as elected by the participants. • Participants also may elect in-service distributions through a lump sum payment or in installments over a period of up to ten years.

The deferred account balances are unfunded and unsecured obligations of the Company, receive no preferential standing, and are subject to the same risks as any of the Company’s other general obligations.

Initial Company contributions are 50% of base salary and are not tied to Company performance. Thereafter, annual Company contributions are equal to 30% at target (37.5% at maximum) of each participant’s base salary (subject to offsets for non-U.S. executives’ pension and other benefits). Mr. Barbier receives Company contributions to his French pension in lieu of deferred compensation contributions.

The Company may make an additional discretionary matching contribution in connection with voluntary deferrals to reflect limitations on our matching contributions under our 401(k) plan.

Company Deferred Compensation Awards for Fiscal 2021

For fiscal year 2021, Ms. Advaiithi and Messrs. Collier, Humphries and Offer each received deferred cash awards with a value that averaged about 22.3% of their respective fiscal year 2020 base salaries. Mr. Hartung received a deferred cash award with a value of 14.9% of his fiscal year 2020 base salary. Mr. Lundstrom received his initial deferred cash contribution of 50% of his base salary in connection with his hiring.

Voluntary Contributions

Under the 2010 Deferred Compensation Plan, participants may defer up to 70% of their base salary and bonus, net of certain statutory and benefit deductions. Participants are 100% vested in their own deferrals at all times.

Additional Information

For additional information about the NEOs’ contributions to their respective deferral accounts, Company contributions to the NEOs’ deferral accounts, earnings on the NEOs’ deferral accounts, withdrawals from the NEOs’ deferral accounts, and deferral account balances as of the end of fiscal year 2021, see the section titled “Executive Compensation—Nonqualified Deferred Compensation in Fiscal Year 2021.”

Executive Perquisites

Perquisites represent a small part of the overall compensation program for the NEOs. In fiscal year 2021, we paid the premiums on long-term disability insurance for all of our NEOs.

While Company aircraft are generally used for Company business only, under our Policy Regarding Use of Corporate Airplanes effective in fiscal year 2020, our Chief Executive Officer and Chief Financial Officer and their spouses and guests were permitted to use Company aircraft for personal travel if the aircraft were not needed for business purposes at the time.

Commencing in fiscal year 2021, our Chief Executive Officer and Chief Financial Officer and their spouses and guests are not permitted to use Company aircraft for personal travel.

Relocation Assignments

We agreed to reimburse documented and reasonable expenses that Ms. Advaiti incurred in her relocation to the San Francisco Bay Area where Flex is headquartered. In fiscal year 2021 these expenses consisted of a \$140,505 reimbursement for home sale commission and associated expenses, \$2,550 for car shipment, \$435 for relocation management fees and a \$158,351 tax equalization payment for federal and state income taxes imposed on these reimbursements, consistent with our standard relocation policy at the executive officer level. These expenses were incurred and reimbursed during September and October of 2020, and reimbursed by December of the same year, which was within 22 months of Ms. Advaiti's start date with the Company. These were the final expenses associated with Ms. Advaiti's relocation. These benefits are quantified under the "All Other Compensation" column in the Summary Compensation Table.

In accordance with our executive relocation policy, we agreed to reimburse documented and reasonable expenses that Mr. Lundstrom incurred in his relocation to the San Francisco Bay Area where Flex is headquartered. In fiscal year 2021 these expenses consisted of \$29,649 for moving expenses, \$17,185 for temporary housing, \$6,305 for home purchase closing costs, \$8,000 relocation allowance to cover miscellaneous expenses, and \$57,910 tax equalization payment for federal and state income taxes imposed on these reimbursements, consistent with our standard relocation policy at the executive officer level. These were the final expenses associated with Mr. Lundstrom's relocation. These benefits are quantified under the "All Other Compensation" column in the Summary Compensation Table.

The Company does not provide tax equalization payments in scenarios outside of a relocation, where in certain limited circumstances, in order for the executive to receive a true reimbursement of a relocation-related expense, such payments are necessary.

In connection with Mr. Barbier's international assignment to the Company's San Jose facility, we agreed to reimburse him for certain relocation expenses, including a housing allowance of \$6,600 per month and an auto allowance of up to \$1,200 per month. These benefits are quantified under the "All Other Compensation" column in the Summary Compensation Table. For Mr. Barbier, the amount includes \$163,458 in tax equalization payments related to his international assignment.

401(k) Plan; French Defined Contribution Pension Plan

Under our 401(k) Plan, all of our employees are eligible to receive matching contributions. We also offer annual discretionary matching contributions based on Company performance and other economic factors as determined at the end of the fiscal year. For fiscal year 2021, we elected not to make discretionary contributions on behalf of any NEO. We do not provide an excess 401(k) plan for our executive officers.

Mr. Barbier participates in defined contribution pension schemes mandated under French law. For fiscal year 2021, the Company made required contributions aggregating approximately \$36,580 (this amount was converted into dollars from Euros based on the average exchange rate for the 2021 fiscal year) consistent with the terms of his international assignment. To avoid duplication of benefits, the Company's contributions to the defined contribution schemes mandated under French law on Mr. Barbier's behalf make Mr. Barbier ineligible for Company-paid non-qualified deferred compensation contributions (equal to 30% of base salary at target for other NEOs). Had Mr. Barbier been a participant in the Company-paid non-qualified deferred compensation program, his target contribution for fiscal year 2021 would have been approximately \$213,000.

Other Benefits

Executive officers are eligible to participate in all of the Company's employee benefit plans, such as medical, dental, vision, group life, disability, and accidental death and dismemberment insurance, in each case on the same basis as other U.S. employees, subject to applicable law.

Compensation Arrangements for Mr. Lundstrom

In connection with Mr. Lundstrom's appointment as Chief Financial Officer, we entered into an offer letter with Mr. Lundstrom on August 7, 2020. Key terms of the offer letter are as summarized below.

Regular Compensation Elements

Pay Element	Value	Note
Annual Base Salary	\$700,000	Salary was subject to 30% salary reduction for the first half of fiscal year 2021 due to COVID-19-related economic uncertainty, in line with the treatment of other NEOs (other than the 50% reduction for the CEO)
Annual Bonus Target	110% of salary	Mr. Lundstrom became a participant in our fiscal year 2021 Bonus Plan at the same time as the other NEOs, when it was reintroduced for the second half of fiscal year 2021
Annual LTI Grant	\$2,000,000	Annual LTI grant design is the same as for other NEOs in every respect, other than the grant date tied to commencement of employment
Deferred Compensation Plan – Initial, One-Time Company Contribution	\$350,000 (50% of annualized salary)	Per the terms of our Deferred Compensation Plan, new executive officer hires are credited with an initial funding payment of 50% of salary, which cliff vests on the fourth anniversary of funding date
Deferred Compensation Plan – Annual Company Contribution	Target is 30% of base salary	Participation will be on the same terms as the other NEOs, as described in the section entitled "Benefits." Half of the 30% contribution target will be performance-based (tied to the funding of our bonus plan)

The total value of buy-out and inducement compensation elements listed below was significantly lower than the value of forfeited compensation at Mr. Lundstrom's prior employer as of the date of his resignation. The buy-out was delivered in the form of cash bonus and time-vested RSUs to offset Mr. Lundstrom's forfeiting of substantial incentive value at his prior employer which was not replaced by Flex.

Pay Element	Value	Purpose and Explanation
Cash Sign-on Bonus	\$500,000	<ul style="list-style-type: none"> Partial buy-out of compensation forfeited upon leaving prior employer Mr. Lundstrom is required to repay this bonus, if, within 24 months of the employment commencement date, either he voluntarily terminates his employment with the Company (other than for "good reason") or the Company terminates his employment for "cause" (as such terms are defined in the Company's Executive Severance Plan)
RSUs	\$2,500,000	<ul style="list-style-type: none"> Partial buy-out of compensation forfeited upon leaving prior employer RSUs vest in three equal annual installments, <u>subject to continued employment through the vesting dates</u>
TSR PSUs	\$500,000	<ul style="list-style-type: none"> Inducement to join the Company is 100% performance-based The design of this award is the same as the TSR PSUs granted to the other NEOs, as described on page 62
Total	\$3,500,000	

Mr. Lundstrom's termination benefits are the same as those of other NEOs.

Termination and Change of Control Arrangements

The NEOs are entitled to certain termination and change of control benefits. These benefits are described and quantified under the section titled “Executive Compensation—Potential Payments Upon Termination or Change of Control.”

The Compensation and People Committee has adopted the Flex Ltd. Executive Severance Plan (the “Severance Plan”), which covers senior level employees of the Company, including all of the NEOs except the Chief Executive Officer, whose severance benefits were defined under a letter agreement entered into in connection with her hiring. Under the Severance Plan, in the event of a termination of employment by the Company without “cause” or by a participant for “good reason” (as each such term is defined in the Severance Plan), the participant will receive the following benefits, subject to the participant entering into and complying with a transition and release agreement in a form provided by the Company (“Transition Agreement”):

Severance Plan Termination Benefit	Description
Salary and Benefits Continuation	<ul style="list-style-type: none"> Salary and benefits coverage continuation for duration of transition period provided in the Transition Agreement
Bonus Treatment	<ul style="list-style-type: none"> Pro-rated portion of annual bonus, based on actual performance through the end of the performance period
Equity Vesting	<ul style="list-style-type: none"> Time-vested and performance-based RSUs, PSUs, and deferred compensation awards continue vesting during the transition period Following the transition period, accelerated vesting of RSUs and deferred compensation awards that would have vested during the one-year period following the transition period. <ul style="list-style-type: none"> Continued vesting is subject to the participant’s release of claims and compliance with post-termination covenants under the Transition Agreement All other unvested awards are forfeited

During the period when an NEO is transitioning out of his or her role, participants are required to discharge their transition duties and comply with other terms and conditions set forth in the Transition Agreement, including customary non-competition, non-solicitation, non-disclosure, non-disparagement, and cooperation provisions. Any violation of such obligations may result in cessation of benefits and trigger clawback rights of the Company.

Ms. Advaiithi’s employment may be terminated by Ms. Advaiithi or the Company at any time, with or without “cause.” Pursuant to the letter agreement entered into with Ms. Advaiithi at her hiring, in the event that Ms. Advaiithi terminates her employment for “good reason” or is terminated without cause, Ms. Advaiithi would be entitled to receive, subject to execution and non-revocation of a standard release of claims, the benefits summarized below:

Termination Benefit	Description
Sign-On Compensation Acceleration	<ul style="list-style-type: none"> Acceleration of sign-on equity and deferred compensation contribution
Cash Compensation Continuation	<ul style="list-style-type: none"> Two years’ continued payment of base salary and two years of her target annual bonus amount
Equity and Deferred Compensation Vesting	<ul style="list-style-type: none"> Two years’ continued vesting of outstanding equity awards and deferred compensation
Benefits Coverage	<ul style="list-style-type: none"> Two years’ continued benefits coverage
“Good Reason” Definition	<ul style="list-style-type: none"> Material diminution in position, authority, duties or responsibilities; assignment of any duties materially inconsistent with status as an officer Failure by the Company to obtain the written assumption of the Executive Severance Plan by a successor to the Company Material reduction in target base salary and target bonus opportunity Mandatory relocation of 50 miles or more

The following are the termination benefits applicable for all NEOs in the event of a change of control:

Termination Benefit	Description
Deferred Compensation Vesting	<ul style="list-style-type: none"> Under our 2010 Deferred Compensation Plan, vesting of initial and annual awards will accelerate Acceleration triggered only if employment is terminated without cause or by the executive for good reason within two years of the change of control (i.e., "double trigger" accelerated vesting)
Equity Vesting	<ul style="list-style-type: none"> Under the terms of our equity incentive plans, unvested awards will automatically accelerate if not assumed or replaced by the acquirer on an economically equivalent basis (double trigger) Under the terms of our equity plans, the Compensation and People Committee also has the ability to provide that certain awards may automatically accelerate upon an involuntary termination of service within a designated time period (not to exceed eighteen months) following a change of control

The Company reviewed and updated termination benefits applicable to all NEOs in the event of death, disability and retirement. The purpose of this review and resulting policy updates was to align treatment to current market norms, and in the case of retirement, to align participants' interests with the Company's need to ensure a smooth transition of their responsibilities. Updated provisions became effective starting with fiscal year 2021 RSU, PSU and NQDC awards, and are summarized below.

Termination Scenario	Description of RSU, PSU and NQDC Treatment
Death or Disability	<ul style="list-style-type: none"> RSU and NQDC vesting will accelerate upon the occurrence of these events PSU vesting will accelerate based upon actual TSR performance for completed periods during the measurement period and target TSR performance for unfinished periods during the measurement period, and pro-rated for length of time employed during the performance period.
Retirement	<ul style="list-style-type: none"> Retirement is defined as: <ul style="list-style-type: none"> Sum of age and service credits is equal to at least 65 Minimum length of service is 5 years Minimum age is 55 Unvested RSUs and NQDC would continue to vest, with PSUs vesting based on actual performance at the end of the performance cycle Unvested PSUs would be pro-rated for length of time employed during the performance period, and would continue to vest based on actual performance at the end of the performance cycle

Termination Arrangements for Mr. Collier

In connection with Mr. Collier's resignation, the Company and Mr. Collier entered into an Executive Transition Agreement, effective as of August 6, 2020. Pursuant to the Executive Transition Agreement, effective September 1, 2020, Mr. Collier was no longer an executive officer. Instead, he became a senior advisor to the Company's Chief Executive Officer and provided services related to the transition of duties to the new Chief Financial Officer and several key business initiatives for the period from September 1, 2020, through March 31, 2021 (the "Collier Transition Period").



Mr. Collier was not eligible for separation payments under the terms of the Company's Executive Severance Plan and all equity compensation awards that remained unvested upon the expiration of the Transition Period were forfeited.

Mr. Collier received his base salary payable pursuant to the Company's standard payroll schedule during the Collier Transition Period, but he was not eligible for an annual bonus with respect to fiscal year 2021. Mr. Collier's outstanding equity awards continued to vest during the Collier Transition Period in accordance with their terms. All equity compensation awards that remained unvested upon the expiration of the Transition Period were forfeited. The Executive Transition Agreement provides that Mr. Collier will be subject to perpetual confidentiality and non-disparagement covenants, and includes a general release and a customary cooperation provision. Mr. Collier was not eligible for separation payments under the terms of the Company's Executive Severance Plan based on his resignation from the Company.

Termination Arrangements for Mr. Humphries

Mr. Humphries announced his retirement effective November 30, 2020. In connection with his retirement, Mr. Humphries entered into an Executive Transition Agreement with the Company, effective November 26, 2020. Pursuant to the Executive Transition Agreement, Mr. Humphries was no longer an executive officer but remained an employee of the Company and provided services related to the transition of his duties through March 31, 2021 (the "Humphries Transition Period").

Mr. Humphries received his base salary payable pursuant to the Company's standard payroll schedule during the Humphries Transition Period. The Executive Transition Agreement provides that Mr. Humphries will be subject to perpetual confidentiality and non-disparagement covenants, and includes a general release and a customary cooperation provision. Mr. Humphries was not eligible for separation payments, nor was he provided any preferential vesting of outstanding equity compensation.

Due to Mr. Humphries's retirement eligibility, and independent of the terms of the Executive Transition Agreement, on March 31, 2021, he was eligible for and received a bonus payment based on actual performance under the Company's fiscal year 2021 incentive bonus plan pursuant to the Company's bonus policy. Mr. Humphries was also eligible for continued vesting of his deferred compensation award that was granted in July 2020 pertaining to fiscal year 2020 under the Company's deferred compensation plan. His PSU awards were prorated through his service end date and will be paid out based on performance at the end of the original performance periods. Mr. Humphries's fiscal year 2021 RSU award will continue vesting in accordance with the terms of the award. All other RSU and NQDC awards that remained unvested at the expiration of the Humphries Transition Period were forfeited.

Actual termination benefits received by Mr. Humphries are disclosed in "Executive Compensation—Potential Payments Upon Termination or Change of Control" below.

Executive Share Ownership Guidelines

We maintain robust share ownership guidelines in order to closely align the interests of management with those of our shareholders. The ownership guidelines for our NEOs are summarized below.

Ownership Guideline Design Element	Description
Targeted Ownership Value	<ul style="list-style-type: none"> • CEO – 6x salary • CFO – 3.5x salary • Other NEOs – 2.5x salary
Forms of Ownership Counted Toward Guideline	<ul style="list-style-type: none"> • All Ordinary Shares held outright by our executives • Unvested service-based RSUs
Compliance Period	<ul style="list-style-type: none"> • 5 years for new hires or newly promoted executives • If an executive's stock ownership requirement is increased, a three-year compliance transition period will be provided to acquire the incremental shares

Our Nominating and Corporate Governance Committee monitors the share ownership of management. The Company has determined that the NEOs either are in compliance or are on target to be in compliance with the applicable ownership requirements by the applicable deadline.

Executive Incentive Compensation Recoupment Policy

Our Executive Incentive Compensation Recoupment Policy covers our executive officers and the direct reports of our Chief Executive Officer, and applies to bonuses or awards under the Company's short- and long-term incentive plans, awards under our equity incentive plans, and contributions under our deferred compensation plans where the contributions are based on the achievement of financial results. In the event of a material restatement of financial results where a covered officer engaged in fraud or misconduct that caused the need for the restatement, the Board will have discretion to recoup incentive compensation of any covered officer if and to the extent the amount of compensation that was paid or that vested would have been lower if the financial results had been properly reported. In the case of equity awards that vested based on the achievement of financial results that were subsequently reduced, the Board also may seek to recover gains from the sale or disposition of vested shares (including shares purchased upon the exercise of options that vested based on the achievement of financial results). In addition, the Board will have discretion to cancel outstanding equity awards where the financial results that were later restated were considered in granting such awards. The Board may seek recoupment only in cases where the restatement occurs within 36 months of the publication of the audited financial statements that are restated.

Hedging and Pledging Policy

Our insider trading policy prohibits short-selling, trading in options or other derivatives on our shares, and engaging in hedging transactions by all employees (including executive officers) and directors. Our insider trading policy also prohibits using our shares as collateral for margin accounts or pledging our shares as collateral for loans.

Compensation Risk Assessment

With the assistance of FW Cook, the Compensation and People Committee reviewed our compensation policies and practices and determined that our compensation programs do not encourage excessive or inappropriate risk-taking. The Compensation and People Committee believes that the design and mix of our compensation programs appropriately encourage our executive and senior officers to focus on the creation of long-term shareholder value. In its review, the Compensation and People Committee noted the following features:

- The Company's pay levels are generally aligned with market pay levels.
- The Company's compensation programs utilize best practices designed to mitigate risk, including:
 - Balanced mix of short-term cash and long-term equity pay;
 - Incentive programs that pay out based on a mix of performance metrics over varying time frames;
 - Long-term incentive program that includes both service-based RSUs and performance-based PSUs;
 - Incentive programs that have payout caps and reasonable leverage;
 - Share ownership guidelines and anti-hedging/pledging policies that encourage long-term equity ownership;
 - Compensation and People Committee having the ability to exercise discretion over formulaic incentive plan outcomes; and
 - Board-adopted, incentive compensation recoupment policy.

Executive Compensation

The following table sets forth the fiscal years 2019, 2020 and 2021 compensation for:

- Revathi Advaiti, our Chief Executive Officer;
- Christopher Collier, our former Chief Financial Officer;
- Paul R. Lundstrom, our Chief Financial Officer; and
- Francois P. Barbier, Paul Humphries, Michael Hartung, and Scott Offer.

The executive officers included in the Summary Compensation Table are referred to in this proxy statement as our NEOs. A detailed description of the plans and programs under which our NEOs received the following compensation can be found in the section titled "Compensation Discussion and Analysis" of this proxy statement. Additional information about these plans and programs is included in the additional tables and discussions that follow the Summary Compensation Table.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$) ⁽⁵⁾	Bonus (\$) ⁽⁶⁾	Share Awards (\$) ⁽⁷⁾	Non-Equity Incentive Plan Compensation (\$) ⁽⁸⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽⁹⁾	All Other Compensation (\$) ⁽¹⁰⁾	Total (\$)
Revathi Advaiti Chief Executive Officer ⁽¹⁾	2021	862,500	—	8,970,983	1,419,503	—	317,264	11,570,250
	2020	1,150,000	—	8,566,406	843,698	—	252,827	10,812,931
	2019	165,865	3,000,000	1,999,995	234,792	—	118,113	5,518,765
Christopher Collier Chief Financial Officer ⁽²⁾	2021	603,500	205,998	3,368,905	—	8,275	15,219	4,201,897
	2020	707,500	283,685	3,216,965	381,987	—	57,681	4,647,818
	2019	700,000	279,966	5,349,008	512,849	90,201	79,222	7,011,246
Paul R. Lundstrom Chief Financial Officer ⁽³⁾	2021	390,833	500,000	5,550,597	633,633	—	127,610	7,202,673
Francois P. Barbier President, Global Operations and Components	2021	603,500	—	2,612,289	642,685	151,598	361,865	4,371,937
	2020	710,000	—	2,494,472	381,987	—	433,362	4,019,821
	2019	710,000	—	5,194,693	520,176	23,717	422,750	6,871,336
Paul Humphries President, High Reliability Solutions ⁽⁴⁾	2021	603,500	243,099	2,612,289	582,275	1,291,305	14,024	5,346,492
	2020	710,000	278,411	2,494,472	177,459	—	13,528	3,673,870
	2019	710,000	288,532	5,194,693	815,264	66,465	13,476	7,088,430
Michael Hartung President, Agility Solutions	2021	514,023	—	1,435,354	621,145	—	17,000	2,587,522
Scott Offer Executive Vice President, General Counsel	2021	534,820	—	2,093,219	517,769	20,610	14,496	3,180,914
	2020	623,150	—	1,998,820	307,742	20,393	12,368	2,962,473
	2019	559,116	—	4,514,224	370,803	—	14,115	5,458,258

(1) Ms. Advaiti was appointed Chief Executive Officer effective February 11, 2019, approximately one and a half months before the end of the fiscal year 2019.

(2) Mr. Collier resigned from his position of Chief Financial Officer effective September 1, 2020.

(3) Mr. Lundstrom was appointed as Chief Financial Officer effective September 1, 2020.

(4) Mr. Humphries retired from his position of President, Reliability Solutions effective November 30, 2020.

(5) Includes amounts contributed by executive to deferred compensation plan and 401(k) savings plan accounts.

(6) This column shows (except with respect to Ms. Advaiti and Mr. Lundstrom) the unvested portion of deferred compensation accounts that vested during these respective fiscal years. For additional information about the Company's deferred compensation arrangements, see the section titled "Compensation Discussion and Analysis—Deferred Compensation Awards" of this proxy statement and the discussion under the section titled "Nonqualified Deferred Compensation in Fiscal Year 2021" of this proxy statement. The amount shown for Ms. Advaiti for fiscal year 2019 is a sign-on bonus paid upon commencement of employment with Flex. The amount shown for Mr. Lundstrom for fiscal year 2021 is a sign-on bonus paid upon commencement of employment with Flex, which he is required to repay, if, within 24 months of the employment commencement date, either he voluntarily terminates his employment with the Company (other than for "good reason") or the Company terminates his employment for "cause" (as such terms are defined in the Company's Executive Severance Plan).

(7) Share awards consist of service-based RSUs and TSR PSUs. The amounts in this column do not reflect compensation actually received by the NEOs, nor do they reflect the actual value that will be realized by the NEO. Instead, the amounts reflect the grant date fair value for grants made by us in fiscal years 2019, 2020 and 2021, calculated in accordance with FASB ASC Topic 718. The TSR PSUs included in this column are at the target number of shares as follows for fiscal year 2021: 345,303 PSUs, or \$5,220,981 for Ms. Advaiti; 129,673 PSUs, or \$1,960,656 for Mr. Collier; 135,622 PSUs, or \$2,050,605 for Mr. Lundstrom; 100,550 PSUs, or \$1,520,316 for Mr. Barbier; 100,550 PSUs, or \$1,520,316 for Mr. Humphries; 55,248 PSUs, or \$835,350 for Mr. Hartung; and 80,570 PSUs, or \$1,218,218 for Mr. Offer.

For additional information regarding the assumptions made in calculating the amounts reflected in this column, see Note 5 to our audited consolidated financial statements, "Share-Based Compensation," included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2021.

(8) The amounts in this column represent incentive cash bonuses earned in fiscal year 2021. For additional information, see the section titled "Compensation Discussion and Analysis—Fiscal Year 2021 Executive Compensation—Incentive Bonus Plan" of this proxy statement.

(9) The amounts in this column represents the above-market earnings on the vested portions of the nonqualified deferred compensation account of our NEOs. None of our NEOs participated in any defined benefit or actuarial pension plans in any period presented. Above-market earnings represent the difference between market interest rates determined pursuant to SEC rules and earnings credited to the vested portion of the NEOs' deferred compensation accounts. See the Nonqualified Deferred Compensation in Fiscal Year 2021 table of this proxy statement for additional information.

(10) The following table provides a breakdown of compensation included in the "All Other Compensation" column for fiscal year 2021:

Name	Pension/ Savings Plan Company Match Expenses/ Social Security (\$) ⁽¹⁾	Medical/ Enhanced Long-Term Disability (\$) ⁽²⁾	Relocation/ Expatriate Assignment Expenses (\$) ⁽³⁾	Tax Reimbursements (\$) ⁽⁴⁾	Other (\$)	Total (\$)
Revathi Advaiti	12,458	2,965	143,490	158,351	—	317,264
Christopher Collier	13,132	2,087	—	—	—	15,219
Paul R. Lundstrom	7,000	1,560	61,140	57,910	—	127,610
Francois P. Barbier	36,580	38,678	93,600	193,007	—	361,865
Paul Humphries	11,548	2,476	—	—	—	14,024
Michael Hartung	14,968	2,032	—	—	—	17,000
Scott Offer	11,531	2,965	—	—	—	14,496

(1) The amounts in this column represent the Company's regular employer matching contributions to the 401(k) saving plan accounts for Ms. Advaiti and Messrs. Collier, Lundstrom, Humphries, Hartung and Offer. In the case of Mr. Barbier, it represents Company contributions to the mandatory social security programs under applicable French law. Amounts for Mr. Barbier have been converted into dollars from Euros based on the average exchange rate for the 2021 fiscal year.

(2) The amounts in this column represent the Company's contribution to the executive long-term disability program, which provides additional benefits beyond the basic employee long-term disability program. An amount equal to \$36,147 represents medical and accidental death and disability premiums paid for Mr. Barbier for his French benefits. The amount was converted into dollars from Euros based on the average exchange rate for the 2021 fiscal year.

(3) These amounts represent the costs associated with Ms. Advaiti's, Mr. Lundstrom's and Mr. Barbier's respective relocation and commuting to the Company's San Jose facility. The relocation amounts for Ms. Advaiti represent home sale expenses of \$140,505, automobile shipment of \$2,550 and a relocation management fee of \$435. The relocation and commuting amounts for Mr. Lundstrom represent home purchase expenses of \$6,305, household goods shipment of \$29,649, temporary living expenses of \$17,185 and miscellaneous allowance of \$8,000. The relocation amounts for Mr. Barbier represent housing allowances of \$79,200 and vehicle allowances of \$14,400.

(4) For Mr. Barbier, the amount includes reimbursement of \$163,458 for the incremental taxes due as a result of his relocation to the Company's San Jose facility, \$24,947 for taxes dues on tax preparation fees and \$4,602 for the payment of Basic Social Security (which amount was converted into dollars from Euros based on the average exchange rate for the 2021 fiscal year). See the section titled "Compensation Discussion and Analysis—Benefits—Executive Perquisites" of this proxy statement.

Grants of Plan-Based Awards in Fiscal Year 2021

The following table presents information about non-equity incentive plan awards and RSU and PSU awards that we granted in our 2021 fiscal year to our NEOs. We did not grant any stock options to our NEOs during our 2021 fiscal year.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Share Awards: Number of Shares of Stock or Units (#) ⁽³⁾	Grant Date Fair Value of Share Awards (\$) ⁽⁴⁾
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Revathi Advaiti	6/03/2020				86,325	345,303	690,606		5,220,981
	6/03/2020							345,304	3,750,001
		431,250	862,500	1,725,000					
Christopher Collier	6/03/2020				32,418	129,673	259,346		1,960,656
	6/03/2020							129,673	1,408,249
		195,250	390,500	781,000					
Paul R. Lundstrom	9/15/2020				11,301	45,207	90,414		683,530
	9/15/2020				22,603	90,415	180,830		1,367,075
	9/15/2020							226,039	2,499,991
	9/15/2020							90,416	1,000,001
		192,500	385,000	770,000					
Francois P. Barbier	6/03/2020				25,137	100,550	201,100		1,520,316
	6/03/2020							100,550	1,091,973
		195,250	390,500	781,000					
Paul Humphries	6/03/2020				25,137	100,550	201,100		1,520,316
	6/03/2020							100,550	1,091,973
		195,250	390,500	781,000					
Michael Hartung	6/03/2020				13,812	55,248	110,496		835,350
	6/03/2020							55,249	600,004
		175,000	350,000	700,000					
Scott Offer	6/03/2020				20,142	80,570	161,140		1,218,218
	6/03/2020							80,571	875,001
		157,300	314,600	629,200					

- (1) These amounts show the range of possible payouts under our cash incentive programs for fiscal year 2021. The amounts correspond to the range of possible payouts under the incentive bonus plan. The targets reflect that the bonus plan was eliminated for the first half of the fiscal year. The maximum payment represents 200% of the target payment. The threshold payment represents 50% of target payout levels. For the annual incentive bonus plan, the amounts actually earned for fiscal year 2021 are reported as Non-Equity Incentive Plan Compensation in the Summary Compensation Table. For additional information, see the section titled "Compensation Discussion and Analysis—Fiscal Year 2021 Executive Compensation—Incentive Bonus Plan" of this proxy statement.
- (2) These rows show the range of estimated future vesting of TSR PSUs granted in fiscal year 2021 under our 2017 Plan. The TSR PSUs cliff vest after three years, with vesting based on the percentile rank of the Company's TSR relative to the return of the S&P 500 Index. The maximum payout for each executive officer represents 200% of the target payout. The threshold payout for each NEO represents 25% of target payout levels. For additional information, see the section titled "Compensation Discussion and Analysis—Fiscal Year 2021 Executive Compensation—Long-Term Share-Based Incentive Compensation" of this proxy statement.
- (3) Shows the number of service-based RSUs granted in fiscal year 2021 under our 2017 Plan. For each NEO, the RSUs vest in three annual installments at a rate of 33% per year, provided that the executive continues to remain employed on the vesting dates. For additional information, see the section titled "Compensation Discussion and Analysis—Long-Term Share-Based Incentive Compensation—Grants During Fiscal Year 2021" of this proxy statement.
- (4) This column shows the grant date fair value of service-based RSUs and TSR PSUs, at the target level, under FASB ASC Topic 718 granted to our NEOs in fiscal year 2021. The grant date fair value is the amount that we will expense in our financial statements over the awards' vesting schedule. For service-based RSUs, the grant date fair value is the closing price of our Ordinary Shares on the grant date. For TSR PSUs where vesting is contingent on meeting a market condition, the grant date fair value was calculated using a Monte Carlo simulation. Additional information on the valuation assumptions is included in Note 5 of our audited consolidated financial statements, "Share-Based Compensation," included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2021.

Outstanding Equity Awards at 2021 Fiscal Year-End

The following table presents information about outstanding share awards held by our NEOs as of March 31, 2021. The table shows information about: (i) service-based RSUs and (ii) PSUs.

The market value of the share awards is based on the closing price of our Ordinary Shares as of March 31, 2021, which was \$18.31. For PSUs, the number of unearned shares and the market values shown assume all performance criteria are met at either threshold, or target, depending on performance through March 31, 2021. For additional information on our equity incentive programs, see the section titled "Compensation Discussion and Analysis—Long-Term Share-Based Incentive Compensation" of this proxy statement.

Name	Share Awards			
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽¹⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽²⁾
Revathi Advaiithi	65,104 ⁽³⁾	1,192,054	—	—
	292,969 ⁽³⁾	5,364,262	781,250 ⁽¹¹⁾	14,304,688
	345,304 ⁽³⁾	6,322,516	690,606 ⁽¹²⁾	12,644,996
Christopher Collier	21,038 ⁽⁴⁾	385,206	—	—
	41,153 ⁽⁴⁾	753,511	82,306 ⁽¹⁰⁾	1,507,023
	110,020 ⁽⁴⁾	2,014,466	293,384 ⁽¹¹⁾	5,371,861
	129,673 ⁽⁴⁾	2,374,313	259,346 ⁽¹²⁾	4,748,625
Paul R. Lundstrom	316,455 ⁽⁵⁾	5,794,291	271,244 ⁽¹²⁾	4,966,478
Francois P. Barbier	19,446 ⁽⁶⁾	356,056	—	—
	38,450 ⁽⁶⁾	704,020	76,899 ⁽¹⁰⁾	1,408,021
	85,311 ⁽⁶⁾	1,562,044	227,494 ⁽¹¹⁾	4,165,415
	100,550 ⁽⁶⁾	1,841,071	201,100 ⁽¹²⁾	3,682,141
Paul Humphries	19,656 ⁽⁷⁾	359,901	—	—
	38,450 ⁽⁷⁾	704,020	76,899 ⁽¹⁰⁾	1,408,021
	85,311 ⁽⁷⁾	1,562,044	227,494 ⁽¹¹⁾	4,165,415
	100,550 ⁽⁷⁾	1,841,071	201,100 ⁽¹²⁾	3,682,141
Michael Hartung	3,443 ⁽⁸⁾	63,041	—	—
	7,138 ⁽⁸⁾	130,697	14,275 ⁽¹⁰⁾	261,375
	21,778 ⁽⁸⁾	398,755	58,074 ⁽¹¹⁾	1,063,335
	55,249 ⁽⁸⁾	1,011,609	110,496 ⁽¹²⁾	2,023,182
Scott Offer	13,388 ⁽⁹⁾	245,134	—	—
	26,188 ⁽⁹⁾	479,502	52,376 ⁽¹⁰⁾	959,005
	68,360 ⁽⁹⁾	1,251,672	182,290 ⁽¹¹⁾	3,337,730
	80,571 ⁽⁹⁾	1,475,255	161,140 ⁽¹²⁾	2,950,473

(1) This column includes TSR PSUs granted in fiscal years 2019, 2020 and 2021 under our 2017 Plan, where vesting is based on the Company's TSR relative to the return of the S&P 500 Index.

(2) The projected payout for the TSR PSUs for the 2018-2021 cycle is shown at target. The projected payouts for the TSR PSUs for the 2019-2022 and 2020-2023 cycles are reported at maximum.

(3) 65,104 will vest on February 11, 2022; 292,969 shares vest at a rate of 97,656 shares per year for three years, with the first vesting date on June 11, 2021; and 345,304 shares vest at a rate of 115,101 shares per year for three years, with the first vesting date on June 3, 2021.

(4) 21,038 vest on June 29, 2021; 41,153 shares vest at a rate of 20,576 shares per year for two years, with the first vesting date on June 19, 2021; 110,020 shares vest at a rate of 36,673 shares per year for three years, with the first vesting date on June 11, 2021; and 129,673 shares vest at a rate of 43,224 shares per year for three years, with the first vesting date on June 3, 2021. Mr. Collier resigned from his position of Chief Financial Officer effective September 1, 2020, and the unvested shares were forfeited upon the end of his transition date on March 31, 2021.

(5) 316,455 shares vest at a rate of 105,485 shares per year for three years, with the first vesting date on September 15, 2021.

(6) 19,446 shares vest on June 29, 2021; 38,450 shares vest at a rate of 19,225 shares per year for two years, with the first vesting date on June 19, 2021; 85,311 shares vest at a rate of 28,437 shares per year for three years, with the first vesting date on June 11, 2021; and 100,550 shares vest at a rate of 33,516 shares per year for three years, with the first vesting date on June 3, 2021.

- (7) 19,656 shares vest on June 29, 2021; 38,450 shares vest at a rate of 19,225 shares per year for two years, with the first vesting date on June 19, 2021; 85,311 shares vest at a rate of 28,437 shares per year for three years, with the first vesting date on June 11, 2021; and 100,550 shares vest at a rate of 33,516 shares per year for three years, with the first vesting date on June 3, 2021. Mr. Humphries retired from his position of President, Flex Reliability Solutions effective November 30, 2020. The unvested shares granted prior to June 3, 2020 forfeited upon the end of his transition date on March 31, 2021. The awards granted on June 3, 2020 will continue to vest per the retirement clause in the award agreement.
- (8) 3,443 shares vest on June 29, 2021; 7,138 shares vest at a rate of 3,569 shares per year for two years, with the first vesting date on June 14, 2021; 21,778 shares vest at a rate of 7,259 shares per year for three years, with the first vesting date on June 14, 2021; and 55,249 shares vest at a rate of 18,416 shares per year for three years, with the first vesting date on June 3, 2021.
- (9) 13,388 shares vest on June 29, 2021; 26,188 shares vest at a rate of 13,094 share per year for two years, with the first vesting date on June 19, 2021; 68,360 shares vest at a rate of 22,787 per year for three years, with the first vesting date of June 11, 2021; and 80,571 shares vest at a rate of 26,857 shares per year for three years, with the first vesting date on June 3, 2021.
- (10) Shares vest on June 19, 2021 assuming a target payout.
- (11) Shares vest on June 11, 2022 assuming a maximum payout.
- (12) Shares vest on June 3, 2023 assuming a maximum payout.

Shares Vested in Fiscal Year 2021

The following table presents information for each of our NEOs regarding the number of shares acquired upon the vesting of share awards in the form of RSUs and PSUs during fiscal year 2021 and the value realized, in each case before payment of any applicable withholding tax and broker commissions. There were no option exercises by our NEOs in 2021 and the NEOs do not hold any unexercised options.

Name	Share Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
Revathi Advaiithi	162,760	2,237,462
Christopher Collier	374,946	5,669,309
Paul R. Lundstrom	—	—
Francois P. Barbier	363,007	5,547,629
Paul Humphries	363,621	5,553,971
Michael Hartung	18,270	189,126
Scott Offer	366,712	5,850,635

(1) The amounts in this column reflect the aggregate dollar amount realized upon the vesting of RSUs determined by multiplying the number of Ordinary Shares underlying such awards by the market value of the underlying shares on the vesting date.

Pension Benefits in Fiscal Year 2021

Our NEOs do not receive any compensation in the form of pension benefits.

Nonqualified Deferred Compensation in Fiscal Year 2021

Each of our NEOs participates in our 2010 Deferred Compensation Plan, except for Mr. Barbier, who no longer participates in this plan. Our deferred compensation program is intended to promote retention by providing a long-term savings opportunity on a tax-efficient basis. Beginning in fiscal year 2011, we replaced our existing deferred compensation plans with the 2010 Deferred Compensation Plan. Under the 2010 plan, participating officers may defer up to 70% of their base salary and bonus, net of certain statutory and benefit deductions. The Company may make a discretionary matching contribution for these deferrals to reflect limitations on our matching contribution under our 401(k) plan. Under this plan, we may also make annual contributions, in amounts up to 37.5% of each participant's base salary (subject to offsets for non-U.S. executives' pension and other benefits), which will cliff vest after four years. For these annual contributions, 50% of the funding is paid as a percent of base salary and the remaining 50% is performance-based, up to a maximum of 150%. This aligns to the distribution of performance and time-based elements in our long-term compensation programs. Amounts credited to the deferral accounts are deemed to be invested in hypothetical investments selected by a participant or an investment manager on behalf of each participant. Participants in the 2010 Deferred Compensation Plan may receive their vested deferred compensation balances upon termination of employment at such time as is specified in their deferral agreements, which may include a lump sum payment or installment payments made over a period of years. Participants also may elect in-service distributions through a lump sum payment or in installments over a period of up to ten years.

Under each of our deferred compensation plans, we entered into trust agreements providing for the establishment of irrevocable trusts into which we are required to deposit cash or other assets as specified in the applicable deferral agreement, equal to the aggregate amount required to be credited to the participant's deferral account, less any applicable taxes to be withheld. The deferred account balances of the participants in deferred compensation plans are unfunded and unsecured obligations of the Company, receive no preferential standing, and are subject to the same risks as any of our other general obligations.

For a discussion of the contributions granted to each of the NEOs and their vesting terms, including vesting upon the executive's termination or a change of control of the Company, see the sections titled "Compensation Discussion and Analysis—Fiscal Year 2021 Executive Compensation—Deferred Compensation Awards" of this proxy statement and "Executive Compensation—Potential Payments Upon Termination or Change of Control" below.

The following table presents information for fiscal year 2021 about: (i) contributions to the NEOs deferred compensation plan accounts by the executive; (ii) contributions to the NEOs' deferred compensation plan accounts by the Company; (iii) aggregate earnings (or losses) on the deferred compensation plan accounts; (iv) aggregate withdrawals and distributions from the deferred compensation plan accounts; and (v) the deferred compensation plan account balances as of the end of the fiscal year. For fiscal year 2021, Ms. Advaiti and Messrs. Collier, Humphries and Offer each received deferred cash awards with a value that averaged about 22.3% of their respective 2020 base salaries. Mr. Hartung received a deferred cash award with a value of 14.9% of his 2020 base salary. Mr. Lundstrom received his initial deferred cash contribution of 50% of his base salary in connection with his hiring.

Nonqualified Deferred Compensation Table

Name	Executive Contributions in Last Fiscal Year (\$) ⁽¹⁾	Registrant Contributions in Last Fiscal Year (\$) ⁽²⁾	Aggregate Earnings (Losses) in Last Fiscal Year (\$) ⁽³⁾	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Fiscal Year-End (\$) ⁽⁴⁾
Revathi Advaiti	—	256,870	74,737	—	2,351,688
Christopher Collier	95,497	158,589	94,470	549,351	3,459,782
Paul R. Lundstrom	—	350,000	23,054	—	373,054
Francois P. Barbier ⁽⁵⁾	—	—	170,596	—	1,147,872
Paul Humphries	88,729	158,589	1,609,376	1,101,793	5,565,544
Michael Hartung	—	53,335	334	57,564	239,330
Scott Offer	65,731	140,541	87,259	—	923,239

(1) Reflects the salary payments deferred by our NEOs during the fiscal year. These amounts are included in the Summary Compensation Table under the "Salary" and "Bonus" columns, as applicable.

(2) These amounts represent contributions under the 2010 deferred compensation plan. These awards cliff vest after four years. None of these awards have vested under this plan as of March 31, 2021. These amounts, including any earnings or losses thereon, will be reported under the "Bonus" column of the Summary Compensation Table upon vesting in future years if the executive continues to be a NEO. For additional information on these contributions and their vesting terms, including vesting upon the executive's termination or change of control of the Company, see the sections titled "Compensation Discussion and Analysis—Fiscal Year 2021 Executive Compensation—Deferred Compensation Awards" of this proxy statement and "Executive Compensation—Potential Payments Upon Termination or Change of Control."

(3) Reflects earnings (or losses) for each NEO on both the vested and unvested portions of the executive's deferred compensation account(s). The above-market portion of the earnings on the vested portion of the executive's deferred compensation account(s) is included under the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column in the Summary Compensation Table. Any earnings that vest in a given year are reported in the "Bonus" column in the Summary Compensation Table.

(4) The amounts in this column have previously been reported in the Summary Compensation Table for this and prior fiscal years as follows: Christopher Collier—\$2,550,637; Francois P. Barbier—\$1,241,756; and Paul Humphries—\$3,064,819, and Scott Offer—\$20,610. The amounts in this column include the following unvested balances related to the respective 2010 deferred compensation plan account of the NEOs: Revathi Advaiti—\$2,351,688; Christopher Collier—\$446,568; Paul R. Lundstrom—\$373,054; Paul Humphries—\$435,082; Michael Hartung—\$239,330 and Scott Offer—\$682,502.

(5) Mr. Barbier does not participate in the 2010 Deferred Compensation Plan. The information in the table reflects earnings on the account balance of his senior management plan account.

Potential Payments Upon Termination or Change of Control

As described in the section titled "Compensation Discussion and Analysis" of this proxy statement, our NEOs do not have employment agreements with us. Our NEOs are eligible for certain termination and change of control benefits under our Executive Severance Plan, the 2010 Deferred Compensation Plan and under our equity incentive plans. Additionally, severance benefits for Ms. Advaiti were included in her employment offer letter.

Acceleration of Vesting of Deferred Compensation

If the employment of any participant in the 2010 Deferred Compensation Plan is involuntarily terminated by the Company without cause or is terminated by the executive with good reason within two years following a change of control (as defined in the 2010 Deferred Compensation Plan), the entire unvested portion of the deferred compensation account of the NEO will vest.

Acceleration of Vesting of Equity Awards

The number of unvested equity awards held by each NEO as of March 31, 2021 is listed above in the Outstanding Equity Awards at 2021 Fiscal Year-End table. All unvested outstanding equity awards held by our NEOs at the end of fiscal year 2021 were granted under the 2010 Plan and 2017 Plan, which provide certain benefits to plan participants in the event of the termination of such participant's employment or a change of control of the Company. The terms of these benefits are described below.

Treatment of Certain Awards Upon Retirement

Subject to any waiver by the Compensation and People Committee, all unvested RSU awards and unvested stock options held by a plan participant will be forfeited if the participant ceases to provide services to the Company for any reason. However, certain award agreements for TSR PSUs granted under our 2017 Plan prior to June 2020 provide that if a plan participant ceases to provide services to the Company due to a qualifying retirement (meaning a voluntary termination of service after the participant has attained the age of sixty (60) years and completed at least ten (10) years of service as an employee of the Company), then the award will not terminate and a pro-rata number of shares subject to the award shall be issued to the participant upon the vesting of the award agreement pursuant to the original performance criteria. Also, certain award agreements for RSUs and TSR PSUs granted under our 2017 Plan starting in June 2020 provide that if a plan participant ceases to provide services to the Company due to a qualifying retirement (meaning a voluntary termination of service after the participant has attained the age of fifty-five (55) years; completed at least five (5) years of service as an employee of the Company; and the sum of age and service is equal to at least 65), then the award will not terminate. RSUs would continue to vest, and a pro-rata number for the length of time employed during the performance period shall be issued to the participant at the end of the performance cycle for TSR PSUs. At the current time, Messrs. Barbier and Humphries are the only NEOs that satisfy the retirement criteria.

Treatment of Certain Awards Upon Death or Disability

Certain award agreements for RSUs and TSR PSUs granted under our 2017 Plan starting in June 2020 provide that if a plan participant ceases to provide services to the Company due to death or disability, then the awards will accelerate after the qualifying termination. RSUs will immediately vest. TSR PSUs will be pro-rated and immediately vest as follows: completed cycles will vest based on actual performance and unfinished cycles will vest at target.

Double-Trigger Vesting Upon a Change of Control

Our equity incentive plans are "double trigger" plans, meaning that unvested RSU awards vest immediately only if (i) there is a change of control of the Company and (ii)(x) such awards are not converted, assumed or replaced by the successor or survivor corporation or (y) if provided by the Compensation and People Committee as described below, the service of the award recipient is involuntarily terminated within a designated period following the effective date of such change of control.

Under the terms of the 2010 Plan and the 2017 Plan (together, the "Plans"), unless otherwise provided in the applicable award agreement or other agreement between the Company and the participant, in the event of a change of control of the Company (as defined in the Plans) in which the participant's awards are not converted, assumed, or replaced by a successor or survivor corporation, or a parent or subsidiary thereof, then all forfeiture restrictions on such awards will lapse immediately prior to the change of control and, following the consummation of such a change of control, all such awards will terminate and cease to be outstanding.

Where awards under the Plans are assumed or continued after a change of control, the Compensation and People Committee may provide that one or more awards will automatically accelerate upon an involuntary termination of service within a designated period (not to exceed eighteen (18) months) following the effective date of such change of control. If the Compensation and People Committee so determines, immediately upon an involuntary termination of service following a change of control all forfeiture restrictions on such award will lapse.

2019 Executive Severance Plan

On January 17, 2019, the Compensation and People Committee adopted the Flex Ltd. Executive Severance Plan (the "Severance Plan"). The Severance Plan covers senior level employees of the Company, including the Company's Chief Financial Officer and other NEOs, but not including the Company's Chief Executive Officer. Under the Plan, in the event of a termination of

employment by the Company without “cause” or by a participant for “good reason” (each such term as defined in the Plan), the participant will receive the following benefits, subject to the participant entering into and complying with a transition and release agreement in a form provided by the Company (“Transition Agreement”):

- continuation of base salary and benefits coverage during the transition period provided in the Transition Agreement and pro rata payment of annual bonus;
- continued vesting of RSUs, PSUs and deferred compensation awards during the transition period; and
- following the transition period, accelerated vesting of RSUs and deferred compensation awards that would have vested during the one-year period following the transition period.

During the transition period, the participant will be required to discharge his or her transition duties and comply with other terms and conditions to be set forth in the Transition Agreement, including customary non-competition, non-solicitation, non-disclosure, non-disparagement and cooperation provisions. Any violation of such obligations may result in cessation of benefits and clawback rights of the Company.

There are no tax gross-ups in the severance plan.

CEO Severance Benefits

Pursuant to the terms of the CEO offer letter, dated February 11, 2019, in the event of a termination of employment by the Company without “cause” or by the CEO for “good reason” (each such term as defined in the Severance Plan), the CEO will receive the following benefits:

- continuation of base salary, target bonus and benefits coverage for 24 months;
- 2 years continued vesting on outstanding RSUs, PSUs, and deferred compensation awards; and
- subject to execution of a release agreement, accelerated vesting and immediate payment of sign-on compensation (cash bonus, deferred compensation contribution, and sign-on equity RSU award).

Potential Payments Upon Termination or Change of Control as of March 31, 2021

The following table and accompanying notes show the estimated payments and benefits that would have been provided to each NEO as a result of (i) the accelerated vesting of deferred compensation in the case of a change of control with a termination of employment and (ii) the accelerated vesting of restricted and performance share unit awards in the event of a change of control if such awards are not assumed by the successor company in connection with the change of control, (iii) involuntary termination without cause or voluntary termination for good reason under the Company’s Severance Plan, (iv) retirement, or (v) death or disability. Mr. Collier voluntarily terminated from the Company on September 1, 2020 and under the terms of applicable plans was not eligible for any termination benefits. Mr. Humphries retired from the Company on November 30, 2020 and remained on as an advisor through March 31, 2021. Under the terms of the applicable plans, he was therefore not eligible for termination benefits for any other scenario outside of retirement.

Calculations for this table assume that the triggering event took place on March 31, 2021, the last business day of fiscal year 2021, and are based on the price per share of our Ordinary Shares on such date, which was \$18.31. The following table does not include potential payouts under our NEOs’ nonqualified deferred compensation plans relating to vested benefits.

Name	Change in Control with Termination (\$)	Change in Control and No Assumption of Award ⁽¹⁾ (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ⁽²⁾ (\$)	Retirement ⁽³⁾ (\$)	Death or Disability ⁽⁴⁾ (\$)
Revathi Advaiti					
Base Salary Continuation ⁽⁵⁾	2,300,000	—	2,300,000	—	—
Benefits Continuation ⁽⁵⁾	44,381	—	44,381	—	—
Bonus Payments ⁽⁵⁾	3,450,000	—	3,450,000	—	1,419,503
Vesting of Deferred Compensation ⁽⁵⁾⁽⁶⁾	2,351,688	—	2,094,764	—	256,924
Vesting of Service-based RSUs ⁽⁵⁾	8,983,216	12,878,833	8,983,216	—	6,322,516
Vesting of Performance-based RSUs	7,152,344	13,474,842	7,152,344	—	—
Pro Rata Vesting of PSUs	—	—	—	—	1,737,949
Total	24,281,629	26,353,675	24,024,705	—	9,736,892

Name	Change in Control with Termination (\$)	Change in Control and No Assumption of Award ⁽¹⁾ (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ⁽²⁾ (\$)	Retirement ⁽³⁾ (\$)	Death or Disability (\$) ⁽⁴⁾
Christopher Collier					
Base Salary Payment Continuation ⁽⁷⁾	—	—	—	—	—
Benefits Continuation ⁽⁷⁾	—	—	—	—	—
Bonus Payments ⁽⁸⁾	—	—	—	—	—
Vesting of Deferred Compensation ⁽⁶⁾	—	—	—	—	—
Vesting of Service-based RSUs ⁽⁵⁾	—	—	—	—	—
Vesting of Performance-based RSUs	—	—	—	—	—
Pro Rata Vesting of PSUs	—	—	—	—	—
Total	—	—	—	—	—
Paul R. Lundstrom					
Base Salary Payment Continuation ⁽⁷⁾	700,000	—	700,000	—	—
Benefits Continuation ⁽⁷⁾	20,981	—	20,981	—	—
Bonus Payments ⁽⁸⁾	633,633	—	633,633	—	633,633
Vesting of Deferred Compensation	370,914	—	—	—	370,914
Vesting of Service-based RSUs ⁽⁹⁾	3,862,842	5,794,291	3,862,842	—	5,794,291
Vesting of Performance-based RSUs ⁽⁹⁾	—	2,483,239	—	—	—
Pro Rata Vesting of PSUs	—	—	—	—	493,619
Total	5,588,370	8,277,530	5,217,456	—	7,292,457
Francois P. Barbier					
Base Salary Payment Continuation ⁽⁷⁾	710,000	—	710,000	—	—
Benefits Continuation ⁽⁷⁾	80,428	—	80,428	—	—
Bonus Payments ⁽⁸⁾	642,685	—	642,685	642,685	642,685
Vesting of Deferred Compensation ⁽⁶⁾	—	—	—	—	—
Vesting of Service-based RSUs ⁽⁹⁾	3,328,813	4,463,557	3,328,813	1,841,071	1,841,071
Vesting of Performance-based RSUs ⁽⁹⁾	1,408,021	5,331,799	1,408,021	—	—
Pro Rata Vesting of PSUs	—	—	—	3,063,574 ⁽¹⁰⁾	506,070
Total	6,169,947	9,795,356	6,169,947	5,547,330	2,989,826
Paul Humphries					
Base Salary Payment Continuation ⁽⁷⁾	—	—	—	—	—
Benefits Continuation ⁽⁷⁾	—	—	—	—	—
Bonus Payments ⁽⁸⁾	—	—	—	582,275	582,275
Vesting of Deferred Compensation ⁽⁶⁾	—	—	—	158,622	158,622
Vesting of Service-based RSUs ⁽⁹⁾	—	—	—	1,841,071	1,841,071
Vesting of Performance-based RSUs ⁽⁹⁾	—	—	—	—	—
Pro Rata Vesting of PSUs	—	—	—	3,063,574 ⁽¹⁰⁾	506,070
Total	—	—	—	5,645,542	3,088,038

Executive Compensation

Potential Payments Upon Termination or Change of Control as of March 31, 2021

Name	Change in Control with Termination (\$)	Change in Control and No Assumption of Award ⁽¹⁾ (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ⁽²⁾ (\$)	Retirement ⁽³⁾ (\$)	Death or Disability (\$) ⁽⁴⁾
Michael Hartung					
Base Salary Payment Continuation ⁽⁷⁾	700,000	—	700,000	—	—
Benefits Continuation ⁽⁷⁾	20,967	—	20,967	—	—
Bonus Payments ⁽⁸⁾	621,145	—	621,145	—	621,145
Vesting of Deferred Compensation ⁽⁶⁾	239,330	—	123,856	—	53,346
Vesting of Service-based RSUs ⁽⁹⁾	1,133,957	1,604,102	1,133,957	—	1,011,609
Vesting of Performance-based RSUs ⁽⁹⁾	261,375	1,804,634	261,375	—	—
Pro Rata Vesting of PSUs	—	—	—	—	278,056
Total	2,976,774	3,408,736	2,861,300	—	1,964,156
Scott Offer					
Base Salary Payment Continuation ⁽⁷⁾	629,200	—	629,200	—	—
Benefits Continuation ⁽⁷⁾	19,993	—	19,993	—	—
Bonus Payments ⁽⁸⁾	517,769	—	517,769	—	517,769
Vesting of Deferred Compensation ⁽⁶⁾	635,805	—	314,404	—	140,571
Vesting of Service-based RSUs ⁽⁹⁾	2,542,582	3,451,563	2,542,582	—	1,475,255
Vesting of Performance-based RSUs ⁽⁹⁾	959,005	3,634,352	959,005	—	—
Pro Rata Vesting of PSUs	—	—	—	—	405,512
Total	5,304,354	7,085,915	4,982,953	—	2,539,107

(1) The amounts shown represent the estimated value of the accelerated vesting of RSUs and PSUs (at target) following a change of control under the terms of our equity incentive plans, which assumes that such RSUs are not assumed or replaced by the successor corporation or its parent. If such awards are assumed or replaced in a change of control transaction, the vesting of such awards will not accelerate; provided, that the Compensation and People Committee may determine that awards under the Plans may be accelerated if the executive is involuntarily terminated within a certain period (not to exceed 18 months) following a change of control. PSUs may be accelerated on a pro-rata basis following a change of control. All amounts shown in this column represent the intrinsic value of the awards based on the closing price of our Ordinary Shares on March 31, 2021, the assumed date of the triggering event.

(2) The amounts shown represent, except for Ms. Advaiti, the estimated value of amounts payable under the Severance Plan subject to the participant entering into and complying with a Transition Agreement.

(3) For termination of service due to retirement, (i) RSUs granted starting in June 2020 will continue to vest; (ii) the PSUs will not terminate; and (iii) a pro-rata number of vested shares shall be issued to the executive upon the vesting of the award pursuant to achieving the performance criteria at the end of the original performance period. The amounts reported assume vesting at 100% of target shares.

(4) For termination of service due to death or disability, (i) RSUs granted starting in June 2020 will immediately vest in full, and (ii) PSUs granted starting in June 2020 will be pro-rated and immediately vest as follows: completed cycles will vest based on actual performance and unfinished cycles will vest at target. The amounts disclosed above are target amounts as the cycles have not yet been completed.

(5) Represents two years' continued payment of base salary and two years of target annual bonus amount, two years' continued vesting of outstanding equity awards and deferred compensation, two years' continued benefits coverage, and accelerated vesting of sign-on RSUs and deferred compensation awards.

(6) The amount shown represents the portion of the unvested balance of the executive's deferred compensation account that would vest in the event the executive is terminated by the Company without cause or resigns with good reason following a change of control of the Company (as defined in the 2010 deferred compensation plan) or the amount that would continue vesting upon an executive's retirement. No executive's deferred compensation account will vest upon a change of control (without any termination following such change of control).

(7) Assumes a 12-month transition period for illustrative purposes (actual transition period length may differ), during which the Company would continue base salary payments and maintain benefits.

(8) Represents payment of a pro-rated portion of the participant's annual bonus.

(9) Includes RSUs and PSUs that vest between April 1, 2021 to March 31, 2023.

(10) The amounts shown represent TSR PSU performance at target through March 31, 2021.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, we are providing the following disclosure about the median annual total compensation of our employees in relation to the annual total compensation of our Chief Executive Officer.

For the fiscal year ended March 31, 2021, we had revenues of \$24.1 billion. Flex's physical infrastructure includes over 100 facilities in approximately 30 countries, staffed by approximately 160,000 employees, providing customers with truly global scale and strategic geographic distribution capabilities. As of March 31, 2021, approximately 80% of the Company's manufacturing capacity was located in emerging markets, including Brazil, China, Hungary, India, Indonesia, Malaysia, Mexico, Poland, Romania, and Ukraine. To better understand the following pay ratio disclosure, it is important to recognize that our compensation programs are designed to reflect local market practices across our global operations. We offer market-based competitive wages and benefits in all geographies in which we operate. Our CEO's compensation is structured to align pay with performance, with pay levels set in line with our peers that are companies of similar size and scale complexity.

Fiscal Year 2021 Pay Ratio

- The annual total compensation of our median employee among all non-contractor employees (excluding the CEO) was \$7,543.
- Our CEO's annual total compensation, as reported in the Summary Compensation Table, was \$11,570,250.

Based on this information, the ratio of the annual total compensation of our CEO relative to the annual total compensation of our median employee was 1534 to 1.

The pay ratio disclosed above is a reasonable estimate, calculated in a manner consistent with the SEC rules based on our payroll and employment records and the methodologies described below. The SEC rules for identifying the median compensated employee and calculating the pay ratio allow companies to use different methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices. As such, the pay ratio disclosed by other companies may not be comparable to the pay ratio disclosed above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios. Moreover, there are a number of factors that make a meaningful comparison of pay ratios difficult, such as industry-specific pay differentials, the geographic location of employee populations, and the size and nature of a company's manufacturing operations.

Identification of the Median Employee

For purposes of identifying our median employee, we used target total annual cash compensation multiplied by the FTE % factor as reflected in our global human resources information system, such that those that only work part-time were included at the part-time pay rate and not converted to a full-time equivalent pay level. We selected this compensation approach because it captures both base salary as well as bonuses and other cash payments that may be provided to employees in our varying work geographies. We measured actual compensation for the median employee using the 12-month period ending March 31, 2021. No cost-of-living adjustments were made.

Our median employee is a full-time employee working in Mexico. The employee's annual total compensation in 2021 was \$7,543. For purposes of this disclosure, we converted the employee's total compensation from Mexican Pesos to U.S. dollars using the exchange rate (20.73 MXN to 1 USD) as of March 31, 2021, a decrease from 23.3975 in 2020.

Calculation of Median Employee's Compensation and CEO's Annualized Compensation

In determining the annual total compensation in 2021 of approximately \$7,543 for our median employee, as required by SEC rules, we calculated the employee's compensation in accordance with Item 402(c)(2)(x) of Regulation S-K, consistent with how we determine our CEO's total compensation for fiscal year 2021 in the Summary Compensation Table.

Proposal No. 4: Ordinary Resolution to Authorize Ordinary Share Issuances

We are incorporated in the Republic of Singapore. Under Singapore law, our directors may only issue Ordinary Shares and make or grant offers, agreements, options performance shares, performance units, restricted share units, or other compensatory equity awards that might or would require the issuance of Ordinary Shares, with the prior approval of our shareholders. We are submitting this proposal because we are required to do so under the laws of Singapore before we can issue any Ordinary Shares in connection with our equity compensation plans, possible future strategic transactions, or public and private offerings.

If this proposal is approved, and unless revoked or varied by the Company in general meeting, the authorization would be effective from the date of the 2021 annual general meeting until the earlier of (i) the conclusion of the 2022 annual general meeting or (ii) the expiration of the period within which the 2022 annual general meeting is required by law to be held. Under the Singapore Companies Act, the 2022 annual general meeting is required to be held within six months after the date of our 2022 fiscal year end (except that Singapore law allows for a one-time application for an extension of up to a maximum of two months to be made with the Singapore Accounting and Corporate Regulatory Authority).

Our Board believes it is advisable and in the best interests of the Company for our shareholders to authorize our directors to issue Ordinary Shares and to make or grant offers, agreements, options performance shares, performance units, restricted share units, or other compensatory equity awards that might or would require the issuance of Ordinary Shares. In the past, the Board has issued shares or made agreements that would require the issuance of new Ordinary Shares in the following situations:

- in connection with strategic transactions and acquisitions;
- pursuant to public and private offerings of our Ordinary Shares or instruments convertible into our Ordinary Shares; and
- in connection with our equity compensation plans and arrangements.

If this proposal is not approved, we would not be permitted to issue any new Ordinary Shares, including shares issuable pursuant to compensatory equity awards (other than shares issuable on exercise or settlement of outstanding options, performance share units, restricted share units and other instruments convertible into or exercisable for Ordinary Shares, which were previously granted when the previous shareholder approved share issue mandates were in force). If we are unable to rely upon equity as a component of compensation, we would have to review our compensation practices, and would likely have to substantially increase cash compensation to retain key personnel.

Notwithstanding this general authorization to issue our Ordinary Shares, we will be required to seek shareholder approval with respect to future issuances of Ordinary Shares where required under the rules of Nasdaq, such as where the Company proposes to issue Ordinary Shares that will result in a change in control of the Company or in connection with a private offering involving the issuance of Ordinary Shares representing 20% or more of our outstanding Ordinary Shares at a price less than the lower of the closing price or the five-day average closing price of our Ordinary Shares.

Our Board expects that we will continue to issue Ordinary Shares and grant options, performance shares, performance unit awards, and restricted share unit awards in the future under circumstances similar to those in the past. As of the date of this proxy statement, other than issuances of Ordinary Shares or agreements that would require the issuance of new Ordinary Shares in connection with our equity compensation plans and arrangements, we have no specific plans, agreements or commitments to issue any Ordinary Shares for which approval of this proposal is required. Nevertheless, our Board believes it is advisable and in the best interests of the Company for our shareholders to provide this general authorization because then we can avoid the delay and expense of obtaining shareholder approval at a later date and will have greater flexibility to pursue strategic transactions and acquisitions and to raise additional capital through public and private offerings of our Ordinary Shares and instruments convertible into our Ordinary Shares.

If this proposal is approved, our directors would be authorized to issue, during the period described above, Ordinary Shares subject only to applicable Singapore laws and the rules of Nasdaq. The issuance of a large number of Ordinary Shares could be dilutive to existing shareholders or reduce the trading price of our Ordinary Shares on Nasdaq.

We are not submitting this proposal in response to a threatened takeover. However, in the event of a hostile attempt to acquire control of the Company, we could seek to impede the attempt by issuing Ordinary Shares, which may dilute the voting power of our existing shareholders. This could also have the effect of impeding the efforts of our shareholders to replace an incumbent director with a new director of their choice. These potential effects could limit the opportunity for our shareholders to dispose of their Ordinary Shares at the premium that may be available in takeover attempts.



The Board recommends a vote **"FOR"** the resolution to authorize Ordinary Share issuances.

Proposal No. 5: Ordinary Resolution to Renew the Share Purchase Mandate

Our purchases or acquisitions of our Ordinary Shares must be made in accordance with, and in the manner prescribed by, the Singapore Companies Act, the applicable listing rules of Nasdaq and such other laws and regulations as may apply from time to time.

Singapore law requires that we obtain shareholder approval of a “general and unconditional share purchase mandate” given to our directors if we wish to purchase or otherwise acquire our Ordinary Shares. This general and unconditional mandate is referred to in this proxy statement as the Share Purchase Mandate, and it allows our directors to exercise all of the Company’s powers to purchase or otherwise acquire our issued Ordinary Shares on prescribed terms of the Share Purchase Mandate.

Our shareholders approved a renewal of the Share Purchase Mandate at the annual general meeting of shareholders held in 2020, which will expire on the date of the 2021 annual general meeting. Accordingly, we are seeking approval from our shareholders at the annual general meeting for another renewal of the Share Purchase Mandate. Pursuant to the Singapore Companies Act, share repurchases under our share repurchase plans were subject to an aggregate limit of 20% of our issued Ordinary Shares outstanding as of the date of the annual general meeting held on August 7, 2020. On August 7, 2020, the Board authorized the repurchase of up to an aggregate of \$500 million of Ordinary Shares of the Company to be conducted in tranches. Until the 2021 annual general meeting, any repurchases would be made under the Share Purchase Mandate renewed at the 2020 annual general meeting. As of the date of the 2021 annual general meeting, any repurchases may only be made if the shareholders approve the proposed renewal of the Share Purchase Mandate. The share purchase program does not obligate the Company to repurchase any specific number of shares and may be suspended or terminated at any time without prior notice.

If renewed by shareholders at the annual general meeting, the authority conferred by the Share Purchase Mandate will, unless varied or revoked by our shareholders at a general meeting, continue in force until the earlier of the date of the 2022 annual general meeting or the date by which the 2022 annual general meeting is required by law to be held. Under the Singapore Companies Act, the 2022 annual general meeting is required to be held within six months after the date of our 2022 fiscal year-end (except that Singapore law allows for a one-time application for an extension of up to a maximum of two months to be made with the Singapore Accounting and Corporate Regulatory Authority).

The authority and limitations placed on our share purchases or acquisitions under the proposed Share Purchase Mandate, if renewed at the annual general meeting, are summarized below.

Limit on Allowed Purchases

We may only purchase or acquire Ordinary Shares that are issued and fully paid up. The prevailing limitation under the Singapore Companies Act that is currently in force does not permit us to purchase or acquire more than 20% of the total number of our issued Ordinary Shares outstanding at the date of the annual general meeting. Any of our Ordinary Shares that are held as treasury shares will be disregarded for purposes of computing this 20% limitation. For this purpose, a reference herein to treasury shares in computing the 20% limitation includes a reference to any Ordinary Shares held by our subsidiaries under the limited exceptions in Sections 21(4B) and 21(6C) of the Singapore Companies Act, if applicable.

We are seeking approval for our Board of Directors to authorize the purchase or acquisition of our issued Ordinary Shares not exceeding 20% of our total number of issued Ordinary Shares outstanding as of the date this proposal is approved (excluding any Ordinary Shares that are held as treasury shares as at that date).

Purely for illustrative purposes, on the basis of 488,875,071 Ordinary Shares outstanding as of June 9, 2021, and assuming no additional Ordinary Shares are issued or repurchased on or prior to the date of the annual general meeting, based on the prevailing 20% limit, we would be able to purchase not more than 97,775,015 issued Ordinary Shares pursuant to the proposed renewal of the Share Purchase Mandate.

During fiscal year 2021, we repurchased approximately 10.5 million shares for an approximate aggregate purchase value of \$183 million under the Share Purchase Mandate and cancelled all of these shares.

Duration of Share Purchase Mandate

Purchases or acquisitions of Ordinary Shares may be made, at any time and from time to time, on and from the date the Share Purchase Mandate is approved until the earlier of:

- the date on which our next annual general meeting is held or required by law to be held; or
- the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by our shareholders at a general meeting.

Manner of Purchases or Acquisitions of Ordinary Shares

Purchases or acquisitions of Ordinary Shares may be made by way of:

- market purchases on Nasdaq or any other stock exchange on which our Ordinary Shares may at the time be listed and quoted, through one or more duly licensed dealers appointed by us for that purpose; and/or
- off-market purchases (if effected other than on Nasdaq or, as the case may be, any other stock exchange on which our Ordinary Shares are then listed and quoted), in accordance with an equal access scheme as prescribed by the Singapore Companies Act.

If we decide to purchase or acquire our Ordinary Shares in accordance with an equal access scheme, our directors may impose any terms and conditions as they see fit and as are in our interests, so long as the terms are consistent with the Share Purchase Mandate, the applicable rules of Nasdaq, the provisions of the Singapore Companies Act and other applicable laws. In addition, an equal access scheme must satisfy all of the following conditions:

- offers for the purchase or acquisition of Ordinary Shares must be made to every person who holds Ordinary Shares to purchase or acquire the same percentage of their Ordinary Shares;
- all holders of our Ordinary Shares must be given a reasonable opportunity to accept the offers made; and
- the terms of all of the offers must be the same (except differences in consideration that result from offers relating to Ordinary Shares with different accrued dividend entitlements and differences in the offers solely to ensure that each person is left with a whole number of Ordinary Shares).

Purchase Price

The maximum purchase price (excluding brokerage commission, applicable goods and services tax and other related expenses of the purchase or acquisition) to be paid for each Ordinary Share will be determined by our directors. That price must not exceed:

- in the case of a market purchase, the highest independent bid or the last independent transaction price, whichever is higher, of our Ordinary Shares quoted or reported on Nasdaq or, as the case may be, any other stock exchange on which our Ordinary Shares may at the time be listed and quoted, or shall not exceed any volume weighted average price, or other price determined under any pricing mechanism, permitted under SEC Rule 10b-18, at the time the purchase is effected; and
- in the case of an off-market purchase pursuant to an equal access scheme, 105 percent of the average of the closing price per Ordinary Share over the five consecutive trading days on which our Ordinary Shares are traded on the Nasdaq Global Select Market, or, as the case may be, any other stock exchange on which our Ordinary Shares are at the time listed and quoted, immediately preceding the date on which we effect the off-market purchase.

Treasury Shares

Under the Singapore Companies Act, Ordinary Shares purchased or acquired by us may be held as treasury shares. Some of the provisions on treasury shares under the Singapore Companies Act are summarized below.

Maximum Holdings

The number of Ordinary Shares held as treasury shares may not at any time exceed 10% of the total number of issued Ordinary Shares. For this purpose, the reference to treasury shares includes a reference to any Ordinary Shares held by our subsidiaries under the limited exceptions in Sections 21(4B) and 21(6C) of the Singapore Companies Act, if applicable.

Voting and Other Rights

We may not exercise any right in respect of treasury shares, including any right to attend or vote at meetings. For the purposes of the Singapore Companies Act, we shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights. In addition, no dividend may be paid, and no other distribution of our assets may be made, to the Company in respect of treasury shares, other than the allotment of Ordinary Shares as fully paid bonus shares. A subdivision or consolidation of any treasury share into treasury shares of a greater or smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before the respective subdivision or consolidation.

Disposal and Cancellation

Where Ordinary Shares are held as treasury shares, we may at any time:

- sell the treasury shares for cash;
- transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- cancel the treasury shares; or
- sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance of Singapore.

Sources of Funds

Only funds legally available for purchasing or acquiring Ordinary Shares in accordance with our Constitution and the applicable laws of Singapore shall be used. We intend to use our internal sources of funds and/or borrowed funds to finance any purchase or acquisition of our Ordinary Shares. Our directors do not propose to exercise the Share Purchase Mandate in a manner and to an extent that would materially affect our working capital requirements.

The Singapore Companies Act permits us to purchase or acquire our Ordinary Shares out of our capital and/or profits. Acquisitions or purchases made out of capital are permissible only so long as we are solvent for the purposes of Section 76F(4) of the Singapore Companies Act. A company is solvent if, at the date of the payment made in consideration of the purchase or acquisition (including any expenses, such as brokerage or commission) the following conditions are satisfied: (a) there is no ground on which the company could be found unable to pay its debts; (b) if it is not intended to commence winding up of the company, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition, become less than the value of its liabilities (including contingent liabilities).

Status of Purchased or Acquired Ordinary Shares

Any Ordinary Share that we purchase or acquire will be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to such Ordinary Share will expire on cancellation (unless such Ordinary Share is held by us as a treasury share). The total number of issued shares will be diminished by the number of Ordinary Shares purchased or acquired by us and which are not held by us as treasury shares.

We will cancel and destroy certificates in respect of purchased or acquired Ordinary Shares as soon as reasonably practicable following settlement of any such purchase or acquisition. Where Ordinary Shares are purchased or acquired and held by us as treasury shares, we will cancel and issue new certificates in respect thereof.

Financial Effects

Our net tangible assets and the consolidated net tangible assets of our subsidiaries will be reduced by the purchase price (including any expenses) of any Ordinary Shares purchased or acquired and cancelled or held as treasury shares. We do not anticipate that the purchase or acquisition of our Ordinary Shares in accordance with the Share Purchase Mandate would have a material impact on our consolidated financial condition and cash flows.

The financial effects on us and our group (including our subsidiaries) arising from purchases or acquisitions of Ordinary Shares that may be made pursuant to the Share Purchase Mandate will depend on, among other things, whether the Ordinary Shares are purchased or acquired out of our profits and/or capital, the number of Ordinary Shares purchased or acquired, the price paid for the Ordinary Shares, and whether the Ordinary Shares purchased or acquired are held in treasury or cancelled.

Under the Singapore Companies Act, we may purchase or acquire Ordinary Shares using profits and/or our capital so long as the Company is solvent.

Where the consideration (including any expenses) paid by us to purchase or acquire Ordinary Shares comes out of our profits, such consideration (including any expenses such as brokerage or commission) will correspondingly reduce the amount available for the distribution of cash dividends by us. Where the consideration we pay to purchase or acquire Ordinary Shares comes out of our capital, the amount available for the distribution of cash dividends by us will not be reduced. To date, we have not declared any cash dividends on our Ordinary Shares.

Rationale for the Share Purchase Mandate

We believe a renewal of the Share Purchase Mandate at the annual general meeting will benefit our shareholders by providing our directors with appropriate flexibility to repurchase Ordinary Shares if the directors believe such repurchases would be in the best interests of our shareholders. Our decision to repurchase our Ordinary Shares from time to time will depend on our continuing assessment of then-current market conditions, our need to use available cash to finance acquisitions and other strategic transactions, the level of our debt and the terms and availability of financing.

As noted above, the approval of the Share Purchase Mandate does not obligate the Company to repurchase any specific number of shares and may be suspended or terminated at any time without prior notice. As previously announced, during the first quarter of our fiscal year 2021, the Company suspended its share repurchase activity due to the uncertainty resulting from COVID-19. The Company resumed repurchasing shares under its share repurchase program during the third quarter of its fiscal year 2021.

Take-Over Implications

If, as a result of our purchase or acquisition of our issued Ordinary Shares, a shareholder's proportionate interest in the Company's voting capital increases, such increase will be treated as an acquisition for the purposes of The Singapore Code on Take-overs and Mergers. If such increase results in a change of effective control, or, as a result of such increase, a shareholder or a group of shareholders acting in concert obtains or consolidates effective control of the Company, such shareholder or group of shareholders acting in concert with a director could become obliged to make a take-over offer for the Company under Rule 14 of The Singapore Code on Take-overs and Mergers.

The circumstances under which shareholders (including directors and persons acting in concert with them) will incur an obligation to make a take-over offer are set forth in Rule 14 of The Singapore Code on Take-overs and Mergers, Appendix 2. The effect of Appendix 2 is that, unless exempted, shareholders will incur an obligation to make a take-over offer if, as a result of the Company purchasing or acquiring our issued Ordinary Shares, the voting rights of such shareholders would increase to 30% or more, or if such shareholders hold between 30% and 50% of our voting rights, the voting rights of such shareholders would increase by more than 1% in any period of six months. Shareholders that are in doubt as to their obligations, if any, to make a mandatory take-over offer under The Singapore Code on Take-overs and Mergers as a result of any share purchase by us should consult the Securities Industry Council of Singapore and/or their professional advisers at the earliest opportunity.



The Board recommends a vote **"FOR"** the resolution to approve the proposed renewal of the Share Purchase Mandate.

Information about our Executive Officers

The names, ages and positions of our executive officers as of June 9, 2021 are as follows:

Name	Age	Position
Revathi Advaiti	53	Chief Executive Officer
Paul R. Lundstrom	46	Chief Financial Officer
Francois P. Barbier	62	President, Global Operations and Components
David P. Bennett	51	Chief Accounting Officer
Michael Hartung	53	President, Flex Agility Solutions
Scott Offer	56	Executive Vice President and General Counsel

Revathi Advaiti

Ms. Advaiti has served as our Chief Executive Officer since February 11, 2019. Prior to joining the Company, Ms. Advaiti was President and Chief Operating Officer, Electrical Sector, of Eaton Corporation plc, a power management company, a position she had held since September 1, 2015. Prior to that, she served as President of Electrical Sector, Americas of Eaton from April 1, 2012 through August 31, 2015. She joined Eaton in 1995 and led the Electrical Sector in the Americas and Asia-Pacific, with a three-year assignment in Shanghai. Between 2002 and 2008, Ms. Advaiti worked at Honeywell, where she held several senior roles within the sourcing and supply chain functions of the aerospace sector before being named vice president and general manager of Honeywell's Field Solutions business in 2006. Ms. Advaiti returned to Eaton in 2008 as Vice President and General Manager of the Electrical Components Division. She has a bachelor's degree in mechanical engineering from the Birla Institute of Technology and Science in Pilani, India, and an MBA in international business from Thunderbird-Garvin School of International Business in Glendale, Arizona. Ms. Advaiti serves on the Board of Uber Technologies Inc.

Paul R. Lundstrom

Mr. Lundstrom has served as Chief Financial Officer since August 2020. Prior to that, Mr. Lundstrom was Vice President and Chief Financial Officer of Aerojet Rocketdyne Holdings, Inc., a rocket, missile and energetics propulsion manufacturer, a position he had held since November 2016. Between 1997 and 2016, Mr. Lundstrom worked at United Technologies Corporation (now Raytheon Technologies Corporation), where he held several senior roles including Vice President of Investor Relations; Vice President and Chief Financial Officer, Building & Industrial Systems – North Asia; Vice President and Chief Financial Officer, Climate, Control & Security – Asia; and Vice President and Chief Financial Officer, Carrier Building Systems and Services. He holds a Bachelor of Science in Finance from Truman State University and an MBA from Columbia University. He is a registered Certified Public Accountant in the State of Illinois.

Francois P. Barbier

Mr. Barbier has served as our President, Global Operations and Components since February 2012. Prior to holding this position, Mr. Barbier served as our President, Global Operations since June 2008. Prior to his appointment as President, Global Operations, Mr. Barbier was President of Special Business Solutions and has held a number of executive management roles in Flex Europe. Prior to joining Flex in 2001, Mr. Barbier was Vice President of Alcatel Mobile Phone Division. Mr. Barbier holds an engineering degree in production from Couffignal School in Strasbourg.

David P. Bennett

Mr. Bennett has served as our Principal Accounting Officer since July 2013. Mr. Bennett served as Vice President, Finance from 2009 to 2014, Corporate Controller from 2011 to 2013 and Senior Vice President, Finance from 2014. Prior to joining us in 2005, he was a Senior Manager at Deloitte and Touche LLP. Mr. Bennett is a certified public accountant and earned a bachelor's degree in Business and administration with an emphasis in accounting and finance from the University of Colorado Boulder.

Michael Hartung

Mr. Hartung has served as our President, Flex Agility Solutions since April 2020. Prior to holding this position, Mr. Hartung served as our Senior Vice President of Lifestyle since July 2013 and Vice President of our Capital Equipment market segment from October 2007 to July 2013. Prior to joining us in 2007, Mr. Hartung held positions of increasing responsibility at Solectron Corporation, culminating his career there as Vice President of the Computing & Storage business unit where he was directly responsible for sales, marketing, and account management functions. He holds a bachelor's degree in economics from the University of California, Los Angeles and has attended a variety of executive education programs, most notably at Stanford University.

Scott Offer

Mr. Offer has served as our Executive Vice President and General Counsel since September 2016. Previously, he served as Senior Vice President and General Counsel at Lenovo from January 2016 until August 2016 and had served as Chief Counsel for the Lenovo Mobile Business Group since October 2014. Prior to that, he served as Senior Vice President and General Counsel, Motorola Mobility, a Google company, from August 2010 and Senior Vice President and General Counsel, Motorola Mobility, Inc. from July 2010. Prior to that, he held several senior positions at Motorola. Prior to joining Motorola, he worked for the law firm of Boodle Hatfield. He received his law degree from the London School of Economics and Political Science and is qualified as a lawyer in the United Kingdom and United States.

Equity Compensation Plan Information

As of March 31, 2021, we maintained our 2010 Plan and our 2017 Plan (as amended and restated in 2020), which replaced our 2010 Plan with respect to further grants of equity awards. In addition, we maintained the NEXTracker, Inc. 2014 Equity Incentive Plan and the BrightBox Technologies, Inc. 2013 Stock Incentive Plan (as amended), which we assumed as part of acquisitions during fiscal years 2016 and 2017, respectively. The following table provides information about equity awards outstanding under these plans as of March 31, 2021. The below does not reflect the effect of our fiscal 2022 grants under the 2017 Plan and the vesting of awards in fiscal 2022.

Plan Category	Number of Ordinary Shares to be Issued Upon Exercise of Outstanding Options and Vesting of Restricted Share Unit Awards (a)	Weighted-Average Exercise Price of Outstanding Options ⁽¹⁾ (b)	Number of Ordinary Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Ordinary Shares Reflected in Column (a)) (c)
Equity compensation plans approved by shareholders	17,308,625	\$ —	24,794,493 ⁽²⁾
Equity compensation plans not approved by shareholders ⁽³⁾⁽⁴⁾	272,002 ⁽⁵⁾	\$ 5.28	—
Total	17,580,627⁽⁶⁾	\$ 5.28	24,794,493⁽²⁾

(1) The weighted-average exercise price does not take into account Ordinary Shares issuable upon the vesting of outstanding restricted share unit awards, which have no exercise price.

(2) Consists of Ordinary Shares available for grant under the 2017 Plan. The 2017 Plan provides for grants of up to 22.7 million Ordinary Shares, plus Ordinary Shares available for grant as a result of the forfeiture, expiration or termination of options and restricted share unit awards granted under the 2010 Plan (if such Ordinary Shares are issued under such other stock options or restricted share unit awards, they will not become available under the 2017 Plan).

(3) In connection with the acquisition of NEXTracker, Inc. on September 28, 2015, we assumed the NEXTracker, Inc. 2014 Equity Incentive Plan, including all outstanding options to purchase NEXTracker, Inc. common stock with exercise prices equal to, or less than, \$7.34 per share. Each assumed option was converted into an option to acquire our Ordinary Shares at the applicable exchange rate of 1.4033. As a result, we assumed approximately 5.6 million unvested restricted stock units and unvested options with exercise prices ranging from between \$0.08 and \$10.65 per ordinary share. Options granted under this plan generally have an exercise price not less than the fair value of the underlying shares of NEXTracker, Inc. on the date of grant. The awards generally vest over four years, and options generally expire ten years from the date of grant. Unvested awards are forfeited upon termination of employment.

(4) In connection with the acquisition of BrightBox Technologies, Inc. on May 16, 2016, we assumed the BrightBox Technologies, Inc. 2013 Stock Incentive Plan (as amended), including all outstanding options to purchase BrightBox Technologies, Inc.'s common stock with exercise prices equal to, or less than, \$0.08 per share. Each assumed option was converted into an option to acquire our Ordinary Shares at the applicable exchange rate of 6.4959. As a result, we assumed approximately 0.2 million unvested options with exercise prices ranging from between \$0.45 and \$0.52 per ordinary share. Options granted under this plan generally have an exercise price not less than the fair value of the underlying shares of BrightBox Technologies, Inc. on the date of grant. The options generally vest over four years, and options generally expire ten years from the date of grant. Unvested options are forfeited upon termination of employment.

(5) Consists of Ordinary Shares issuable upon the exercise of outstanding stock options under the NEXTracker equity plan.

(6) Includes 17,308,625 Ordinary Shares issuable upon the vesting of restricted share unit and performance share unit awards and 272,002 Ordinary Shares issuable upon the exercise of outstanding stock options. For awards subject to market performance criteria, the amount reported reflects the number of shares to be issued if the target level is achieved. An additional 3,765,015 shares would be issued if the maximum market performance level is achieved.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information as of June 9, 2021 except as otherwise indicated, regarding the beneficial ownership of our Ordinary Shares by:

- each shareholder known to us to be the beneficial owner of more than 5% of our outstanding Ordinary Shares;
- each of our named executive officers;
- each director; and
- all executive officers and directors as a group.

Unless otherwise indicated, the address of each of the individuals named below is: c/o Flex Ltd., No. 2 Changi South Lane, Singapore 486123.

Information in this table as to our directors, named executive officers and all directors and executive officers as a group is based upon information supplied by these individuals and Forms 3, 4, and 5 filed with the SEC. Information in this table as to our greater than 5% shareholders is based solely upon the Schedules 13G filed by these shareholders with the SEC. Where information regarding shareholders is based on Schedules 13G, the number of shares owned is as of the date for which information was provided in such schedules.

Beneficial ownership is determined in accordance with the rules of the SEC that deem shares to be beneficially owned by any person who has or shares voting or investment power with respect to such shares. Ordinary shares subject to options that are currently exercisable or are exercisable within 60 days of June 9, 2021 and Ordinary Shares subject to restricted share unit awards that vest within 60 days of June 9, 2021 are deemed to be outstanding and to be beneficially owned by the person holding such awards for the purpose of computing the percentage ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated below, the persons and entities named in the table have sole voting and sole investment power with respect to all the shares beneficially owned, subject to community property laws where applicable.

For each individual and group included in the table below, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group by the sum of the 488,875,071 Ordinary Shares outstanding on June 9, 2021 plus the number of Ordinary Shares that such person or group had the right to acquire on or within 60 days after June 9, 2021.

Name and Address of Beneficial Owner	Shares Beneficially Owned	
	Number of Shares	Percent
5% Shareholders:		
PRIMECAP Management Company ⁽¹⁾ 177 E. Colorado Blvd., 11 th Floor, Pasadena, CA 91105	65,016,736	13.30%
Wellington Management Co. LLP ⁽²⁾ 280 Congress Street, Boston, Massachusetts 02210	52,710,291	10.78%
FMR LLC ⁽³⁾ 245 Summer Street, Boston, MA 02210	50,046,737	10.24%

Name of Beneficial Owner	Shares Beneficially Owned	
	Number of Shares	Percent
Named Executive Officers and Directors:		
Revathi Advaiti ⁽⁴⁾	290,984	*
Francois P. Barbier ⁽⁵⁾	295,997	*
Michael Hartung ⁽⁶⁾	34,771	*
Paul R. Lundstrom	—	*
Scott Offer ⁽⁷⁾⁽⁸⁾	401,829	*
Michael D. Capellas ⁽⁹⁾	253,090	*
John D. Harris II ⁽¹⁰⁾	9,897	*
Michael E. Hurlston ⁽¹¹⁾	17,580	*
Jennifer Li ⁽¹²⁾	67,052	*
Erin L. McSweeney ⁽¹²⁾	18,963	*
Marc A. Onetto ⁽¹²⁾⁽¹³⁾	125,274	*
Willy C. Shih, Ph.D. ⁽¹²⁾⁽¹⁴⁾	228,147	*

Name of Beneficial Owner	Shares Beneficially Owned	
	Number of Shares	Percent
Charles K. Stevens, III ⁽¹²⁾	52,034	*
Lay Koon Tan ⁽¹²⁾	201,326	*
William D. Watkins ⁽¹²⁾⁽¹⁵⁾	81,075	*
All executive officers and directors as a group (15 persons) ⁽¹⁶⁾	2,078,019	0.43

* Less than 1%.

(1) Based on information supplied by PRIMECAP Management Company in an amended Schedule 13G filed with the SEC on February 12, 2021. PRIMECAP Management Company has sole voting power over 61,676,002 shares and sole dispositive power over 65,016,736 shares.

(2) Based on information supplied by Wellington Management Co. LLP in an amended Schedule 13G filed with the SEC on February 3, 2021. Wellington Management Co. LLP has shared voting power over 37,699,491 shares and shared dispositive power over 52,710,291 shares.

(3) Based on information supplied by FMR LLC in an amended Schedule 13G filed with the SEC on March 10, 2021. FMR LLC has sole voting power over 5,971,296 of these shares and sole dispositive power over 50,046,737 shares.

(4) Includes 97,656 shares issuable upon settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

(5) Includes 67,108 shares issuable upon settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

(6) Includes 14,271 shares issuable upon settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

(7) Includes 49,269 shares issuable upon settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

(8) Includes 338,849 shares held indirectly by a family trust, in which Mr. Offer is a trustee.

(9) Includes 20,154 shares issuable upon the settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

(10) Includes 7,988 shares issuable upon the settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

(11) Includes 14,707 shares issuable upon the settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

(12) Includes 15,866 shares issuable upon the settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

(13) Includes 109,408 shares held indirectly by a living trust, in which Mr. Onetto is a trustee.

(14) Includes 212,281 shares held indirectly by a revocable trust, in which Mr. Shih is a trustee.

(15) Includes 65,209 shares held indirectly by a family trust, in which Mr. Watkins is a trustee.

(16) Includes 382,215 shares issuable upon settlement of restricted share unit awards that vest within 60 days of June 9, 2021.

Certain Relationships and Related-Person Transactions

Review of Related-Person Transactions

Our Code of Business Conduct and Ethics provides guidance for addressing actual or potential conflicts of interests, including those that may arise from transactions and relationships between us and our executive officers or directors. In addition, in order to formalize our policies and procedures for the review, approval or ratification, and disclosure of related-person transactions, our Board of Directors adopted a Statement of Policy with Respect to Related-Person Transactions. The policy generally provides that the Nominating and Corporate Governance Committee (or another committee comprised solely of independent directors) will review, approve in advance or ratify, all related-person transactions between us and any director, any nominee for director, any executive officer, any beneficial owners of more than 5% of our Ordinary Shares or any immediate family member of any of the foregoing individuals. Under the policy, some ordinary course transactions or relationships are not required to be reviewed, approved or ratified by the applicable Board committee, including, among other things, the following transactions:

- transactions involving less than \$25,000 for any individual related person;
- compensation arrangements with directors and executive officers resulting solely from their service on the Board or as executive officers, so long as such arrangements are disclosed in our filings with the SEC or, if not required to be disclosed, are approved by our Compensation and People Committee; and
- indirect interests arising solely from a related-person's service as a director or ownership, together with all other related-persons, directly or indirectly, of less than a 10% beneficial ownership interest in a third party (other than a partnership) that has entered into or proposes to enter into a transaction with us.

We have various procedures to identify potential related-person transactions, and the Nominating and Corporate Governance Committee works with our management and our Office of General Counsel in reviewing and considering whether any identified transactions or relationships are covered by the policy. Our Statement of Policy with Respect to Related-Person Transactions is included in our Guidelines with Regard to Certain Governance Matters, a copy of which is available along with a copy of the Company's Code of Business Conduct and Ethics on the Corporate Governance page of the Investor Relations section of our website at www.flex.com.

Transactions with Related-Persons

Other than any arrangements described under the sections titled "*Executive Compensation*" and "*Non-Management Directors' Compensation for Fiscal Year 2021*" in this proxy statement, during fiscal year 2021, there was not, nor is there currently proposed, any transaction or series of similar transactions to which we are or will be a party:

- in which the amount involved exceeded or will exceed \$120,000; and
- in which any director, nominee, executive officer, holder of more than 5% of our Ordinary Shares or any member of their immediate family had or will have a direct or indirect material interest.

Shareholder Proposals for the 2022 Annual General Meeting

We must receive shareholder proposals submitted under SEC Rule 14a-8 and intended for inclusion in the proxy statement for our 2022 annual general meeting of shareholders no later than February 25, 2022. Any such shareholder proposals should be mailed to 6201 America Center Drive, San Jose, California, 95002, U.S.A., Attention: Chief Executive Officer. Any such shareholder proposals that are submitted on a timely basis may be included in our proxy statement for the 2022 annual general meeting so long as they satisfy conditions set forth in applicable rules and regulations promulgated by the SEC. Shareholder proposals submitted outside the processes of SEC Rule 14a-8 are subject to the requirements of the Singapore Companies Act, as described in the following paragraph, and applicable rules and regulations promulgated by the SEC. The proxy designated by us will have discretionary authority to vote on any matter properly presented by a shareholder for consideration at the 2022 annual general meeting of shareholders unless notice of such proposal is received by the applicable deadlines prescribed by the Singapore Companies Act.

Under Section 183 of the Singapore Companies Act, registered shareholders representing (i) at least 5% of the total voting rights of all registered shareholders having at the date of the requisition the right to vote at the meeting to which the requisition relates, or (ii) not fewer than 100 registered shareholders holding shares in the Company on which there has been paid up an average sum of at least \$500 per shareholder may, at their expense (unless the Company resolves otherwise), requisition that we include and give notice of their proposal for the 2022 annual general meeting. Any such requisition must satisfy the requirements of Section 183 of the Singapore Companies Act, must be signed by all the parties making the requisition, and must be deposited at our registered office in Singapore, No. 2 Changi South Lane, Singapore 486123, at least six weeks before the 2022 annual general meeting in the case of a requisition requiring notice of a resolution, or at least one before the 2022 annual general meeting in the case of any other requisition.

Incorporation of Certain Documents by Reference

Flex incorporates by reference the following sections of our Annual Report on Form 10-K for the fiscal year ended March 31, 2021:

- [Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations;"](#)
- [Item 7A, "Quantitative and Qualitative Disclosures About Market Risk;"](#) and
- [Item 8, "Financial Statements and Supplementary Data."](#)

Singapore Statutory Financial Statements

Our Annual Report on Form 10-K for the fiscal year ended March 31, 2021, which was filed with the SEC on May 19, 2021, includes our audited consolidated financial statements, prepared in conformity with accounting principles generally accepted in the United States of America, or U.S. GAAP, together with the Independent Registered Public Accounting Firm's Report of Deloitte & Touche LLP, our independent auditors for the fiscal year ended March 31, 2021. We publish our U.S. GAAP financial statements in U.S. dollars, which is the principal currency in which we conduct our business.

Our Singapore statutory financial statements, prepared in conformity with the provisions of the Singapore Companies Act will be made available to our shareholders on our website at <https://investors.flex.com/financials> prior to the date of the 2021 annual general meeting, as required under Singapore law.

Our Singapore statutory financial statements include:

- our consolidated financial statements (which are identical to those included in the Annual Report on Form 10-K, described above);
- supplementary financial statements (which reflect solely the Company's standalone financial results, with our subsidiaries accounted for under the equity method rather than consolidated);
- a Directors' Statement; and
- the Independent Auditors' Report of Deloitte & Touche LLP, our Singapore statutory auditors for the fiscal year ended March 31, 2021.

Other Matters

Electronic Delivery of our Shareholder Communications

We have elected to provide access to our proxy materials to our shareholders by notifying them of the availability of our proxy materials on the Internet. On or about June 25, 2021, we will mail to our shareholders (including all of our registered shareholders) a Notice of Availability of Proxy Materials on the Internet (referred to as the Notice) containing instructions on how to access this proxy statement and our annual report and how to submit their proxies via the Internet. If you hold your shares through a broker, bank or other nominee, rather than directly in your own name, your intermediary will either forward to you printed copies of the proxy materials or will provide you with instructions on how you can access the proxy materials electronically. The Notice will include instructions on how a shareholder may request a printed copy of our proxy materials.

Information About the Meeting

We are furnishing this proxy statement in connection with the solicitation by our Board of Directors of proxies to be voted at the 2021 annual general meeting of our shareholders, or at any adjournments thereof, for the purposes set forth herein.

Proxy Mailing

The Notice or the proxy materials and a proxy card were first mailed on or about June 25, 2021, to shareholders of record as of June 9, 2021.

Costs of Solicitation

The entire cost of soliciting proxies will be borne by us. Following the original mailing of the proxies and other soliciting materials, our directors, officers and employees may also solicit proxies by mail, telephone, e-mail, fax or in person. These individuals will not receive additional compensation for those activities, but they may be reimbursed for any reasonable out-of-pocket expenses. Following the original mailing of the proxies and other soliciting materials, we will request that brokers, custodians, nominees and other record holders of our Ordinary Shares forward copies of the proxies and other soliciting materials to persons for whom they hold Ordinary Shares and request authority for the exercise of proxies. In these cases, we will reimburse such holders for their reasonable expenses if they ask that we do so. We have retained D.F. King & Co., an independent proxy solicitation firm, to assist in soliciting proxies at an estimated fee of \$11,500, plus reimbursement of reasonable expenses.

Registered and Principal Executive Office

The mailing address of our registered office, which also constitutes our principal executive office, is No. 2 Changi South Lane, Singapore 486123.

Voting Rights and Solicitation of Proxies

The close of business on June 9, 2021 is the record date for shareholders entitled to notice of the 2021 annual general meeting. All of the Ordinary Shares issued and outstanding on August 4, 2021, the date of the annual general meeting, are entitled to be voted at the annual general meeting. Shareholders entitled to vote at the annual general meeting will, on a poll, have one vote for each Ordinary Share they hold on each matter to be voted upon. As of June 9, 2021, we had 488,875,071 Ordinary Shares issued and outstanding.

Proxies

Ordinary shares represented by proxies in the forms made available in connection with this proxy statement that are properly executed and returned to us will be voted at the 2021 annual general meeting, as applicable, in accordance with the executing shareholder's instructions. If your Ordinary Shares are held through a broker, a bank, or other nominee, which is sometimes referred to as holding shares in "street name," you have the right to instruct your broker, bank or other nominee on how to vote the shares in your account. Your broker, bank or other nominee will send you a voting instruction form to use for this purpose.

Quorum and Required Vote

Representation at the 2021 annual general meeting of at least 33-1/3% of all of our issued and outstanding Ordinary Shares is required to constitute a quorum to transact business at the 2021 annual general meeting.

- Consistent with the Company's historical practice, the chair of the 2021 annual general meeting will demand a poll in order to enable the Ordinary Shares represented in person or by proxy to be counted for voting purposes.
- The affirmative vote by a simple majority of the votes cast is required at the 2021 annual general meeting, to re-elect the directors nominated pursuant to Proposal No. 1, to re-appoint Deloitte & Touche LLP as our independent auditors pursuant to Proposal No. 2, to approve the non-binding, advisory resolution regarding executive compensation contained in Proposal No. 3, to approve the ordinary resolution to allot and issue Ordinary Shares contained in Proposal No. 4, and to approve the ordinary resolution to renew the Share Purchase Mandate contained in Proposal No. 5.

Under the Singapore Companies Act and our Constitution, the shareholders may, by passing an ordinary resolution requiring the simple majority of affirmative votes of shareholders present and voting at an annual general meeting, remove an incumbent director and appoint another person as director to replace the removed director provided that such shareholders have satisfied the procedural requirements and deadlines set forth in the Companies Act and our Constitution.

Abstentions and Broker Non-Votes

Abstentions and "broker non-votes" are considered present and entitled to vote at the 2021 annual general meeting for purposes of determining a quorum. A "broker non-vote" occurs when a broker, a bank or other nominee who holds shares for a beneficial owner does not vote on a particular proposal because the broker, bank or other nominee has not received directions from the beneficial owner and does not have discretionary power to vote on that particular proposal. If a broker, bank or other nominee indicates on the proxy card that it does not have discretionary authority to vote as to a particular matter, those shares, along with any abstentions, will not be counted in the tabulation of the votes cast on the proposal being presented to shareholders.

If you are a beneficial owner, your broker, bank or other nominee has authority to vote your shares for or against Proposal No. 2 regarding the re-appointment of our independent auditors, even if the broker does not receive voting instructions from you. Your broker, bank or other nominee, however, does not have the discretion to vote your shares on any other proposals included in this proxy statement without receiving voting instructions from you. **It is very important that you instruct your broker, bank or other nominee how to vote on these proposals.** If you do not complete the voting instructions, your shares will not be considered in the election of directors or any other proposal included in this proxy statement other Proposal No. 2 regarding the re-appointment of our independent auditors.

If you are a registered shareholder and you vote by proxy card without giving specific instructions, your shares represented by proxies will be voted in accordance with the recommendations of the Board (see Voting Matters at the Annual General Meeting, above) at the 2021 annual general meeting.

Our management does not know of any matters to be presented at the 2021 annual general meeting other than those set forth in this proxy statement and in the notices accompanying this proxy statement. If other matters should properly be put before the meeting, the proxy holders will vote on such matters in accordance with their best judgment.

Any shareholder of record has the right to revoke his or her proxy at any time prior to voting at the 2021 annual general meeting by:

- submitting a subsequently dated proxy; or
- by attending the meeting and voting in person.

If you are a beneficial holder who holds your Ordinary Shares through a broker, a bank or other nominee and you wish to change or revoke your voting instructions, you will need to contact the broker, the bank or other nominee who holds your shares and follow their instructions. If you are a beneficial holder and not the shareholder of record, you may not vote your shares in person at the 2021 annual general meeting unless you obtain a legal proxy from the record holder giving you the right to vote the shares.

Singapore Financial Statements; Monetary Amounts

We have prepared, in accordance with Singapore law, Singapore statutory financial statements, which are posted to our website at <https://investors.flex.com/financials>. Except as otherwise stated herein, all monetary amounts in this proxy statement have been presented in U.S. dollars.

Our management does not know of any matters to be presented at the 2021 annual general meeting other than those set forth herein and in the notice accompanying this proxy statement. If any other matters are properly presented for a vote at the 2021 annual general meeting, the enclosed proxies confer discretionary authority to the individuals named as proxies to vote the shares represented by such proxy, as to those matters.

It is important that your shares be represented at the 2021 annual general meeting, regardless of the number of shares you hold. **We urge you to promptly execute and return the accompanying proxy card in the envelope that has been enclosed for your convenience, or to vote or give voting instructions in accordance with the proxy card or Notice.**

Registered shareholders who are present at the 2021 annual general meeting may revoke their proxies and vote in person or, if they prefer, may abstain from voting in person and allow their proxies to be voted.

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports for our beneficial shareholders. This means that only one copy of our proxy materials and our Annual Report on Form 10-K may have been sent to multiple shareholders in your household, unless your bank, broker or nominee received contrary instructions from one or more shareholders in your household. If you want to receive separate copies of our proxy materials or annual reports in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker or other nominee record holder. We will promptly deliver a separate copy of either document to you if you request one by writing or calling us at the contact information listed later on this page.

We incorporate by reference information from Note 5 to our audited consolidated financial statements for the fiscal year ended March 31, 2021, "Share-Based Compensation," included in our Annual Report on Form 10-K and the sections titled "Financial Statements and Supplementary Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosures About Market Risk." **Upon request, we will furnish without charge by first class mail or other equally prompt means within one business day of receipt of such request, to each person to whom a proxy statement is delivered a copy of our Annual Report on Form 10-K (and any exhibit thereto). You may request a copy of such information, at no cost, by writing or telephoning us at:**

**Flex Ltd.
6201 America Center Drive
San Jose, California 95002 U.S.A.
Telephone: (408) 577-4632**

Web links throughout this proxy statement are provided for convenience only, and the content on the referenced websites does not constitute part of, and is not incorporated into, this proxy statement.

Cautionary Note Regarding Forward-Looking Statements:

Except for historical information contained herein, certain matters included in this proxy statement are, or may be deemed to be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. All statements other than statements of historical or current facts, including statements regarding our environmental and other sustainability plans and goals, made in this document are forward-looking. The words "will," "may," "designed to," "believe," "should," "would," "could," "anticipate," "plan," "expect," "intend," "estimate," "goals," "opportunity," "future," "to be," "achieve," "grow," "committed," "seeks," "targets," "continues," "likely," "possible," "might," "potentially," "will," "on track," "working to," "encourage," "continue," "strive," "endeavor," "looking forward," "efforts," and variations of such words and similar expressions identify forward-looking statements, which speak only as of the date of this proxy statement. Because these forward-looking statements are subject to risks and uncertainties, actual results could differ materially from the expectations expressed in the forward-looking statements. Additional information concerning these and other risks is described under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our reports on Forms 10-K and 10-Q that we file with the U.S. Securities and Exchange Commission. In addition, new risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risk factors on our business. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements. We undertake no obligation to update or revise these forward-looking statements to reflect subsequent events or circumstances.

Annex A: Reconciliation of GAAP to Non-GAAP Financial Measures Flex Ltd Reconciliation of GAAP to Non-GAAP Financial Measures

To supplement Flex's unaudited selected financial data presented consistent with Generally Accepted Accounting Principles ("GAAP"), the Company discloses certain non-GAAP financial measures that exclude certain charges and gains, including non-GAAP operating income, non-GAAP net income and non-GAAP net income per diluted share. These supplemental measures exclude restructuring charges, customer-related asset impairments (recoveries), stock-based compensation expense, intangible amortization, other discrete events as applicable and the related tax effects. These non-GAAP measures are not in accordance with or an alternative for GAAP and may be different from non-GAAP measures used by other companies. We believe that these non-GAAP measures have limitations in that they do not reflect all of the amounts associated with Flex's results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate Flex's results of operations in conjunction with the corresponding GAAP measures. The presentation of this additional information is not meant to be considered in isolation or as a substitute for the most directly comparable GAAP measures. We compensate for the limitations of non-GAAP financial measures by relying upon GAAP results to gain a complete picture of the Company's performance.

In calculating non-GAAP financial measures, we exclude certain items to facilitate a review of the comparability of the Company's operating performance on a period-to-period basis because such items are not, in our view, related to the Company's ongoing operational performance. We use non-GAAP measures to evaluate the operating performance of our business, for comparison with forecasts and strategic plans, for calculating return on investment, and for benchmarking performance externally against competitors. In addition, management's incentive compensation is determined using certain non-GAAP measures. Also, when evaluating potential acquisitions, we exclude certain of the items described below from consideration of the target's performance and valuation. Since we find these measures to be useful, we believe that investors benefit from seeing results "through the eyes" of management in addition to seeing GAAP results. We believe that these non-GAAP measures, when read in conjunction with the Company's GAAP financials, provide useful information to investors by offering:

- the ability to make more meaningful period-to-period comparisons of the Company's on-going operating results;
- the ability to better identify trends in the Company's underlying business and perform related trend analyses;
- a better understanding of how management plans and measures the Company's underlying business; and
- an easier way to compare the Company's operating results against analyst financial models and operating results of competitors that supplement their GAAP results with non-GAAP financial measures.

(In millions, except per share amounts) *	Twelve-Month Periods Ended	
	March 31, 2021	March 31, 2020
GAAP gross profit	\$ 1,686	\$ 1,338
Stock-based compensation expense	20	15
Customer related asset impairments (recoveries) ⁽¹⁾	(5)	101
Restructuring charges ⁽²⁾	88	190
Legal and other ⁽⁴⁾	(30)	23
Non-GAAP gross profit	\$ 1,760	\$ 1,668
GAAP income before income taxes	\$ 714	\$ 159
Intangible amortization	62	64
Stock-based compensation expense	79	71
Customer related asset impairments (recoveries) ⁽¹⁾	(7)	106
Restructuring charges ⁽²⁾	101	216
Legal and other ⁽³⁾	1	26
Interest, net ⁽⁴⁾⁽⁶⁾	148	174
Other charges (income), net ⁽⁴⁾⁽⁶⁾	(67)	82
Non-GAAP operating income	\$ 1,031	\$ 898
GAAP provision for income taxes	\$ 101	\$ 71
Intangible amortization benefit	8	8
Other tax related adjustments ⁽⁵⁾	11	(31)
Tax benefit on restructuring and other ⁽⁵⁾	9	56
Non-GAAP provision for income taxes	\$ 129	\$ 105
GAAP net income	\$ 613	\$ 88
Intangible amortization	62	64
Stock-based compensation expense	79	71
Restructuring charges ⁽²⁾	101	216
Customer related asset impairments (recoveries) ⁽¹⁾	(7)	106
Legal and other ⁽³⁾	1	26
Interest and other charges (income), net ⁽⁴⁾	(27)	93
Adjustments for taxes ⁽⁵⁾	(28)	(34)
Non-GAAP net income	\$ 795	\$ 632
Diluted earnings per share:		
GAAP	\$ 1.21	\$ 0.17
Non-GAAP	\$ 1.57	\$ 1.23
Diluted shares used in computing per share amounts	506	512
Net cash provided by (used in) operating activities⁽⁷⁾	\$ 144	\$ (1,533)
Add: Reduction in ABS levels ⁽⁷⁾	797	—
Add: Cash collection of ABS positions and other ⁽⁷⁾	2	2,561
Less: Purchase of property and equipment	(351)	(462)
Add: Proceeds from the disposition of property and equipment	85	106
Adjusted Free Cash Flow	\$ 677	\$ 672

- * Beginning in the second quarter of fiscal year 2021, the Company started reporting all dollar amounts in millions. The figures in the table above have been rounded to millions to conform. In certain circumstances, this change in rounding may result in rounding differences or individual values not adding up to the totals presented.
- (1) Customer related asset impairments (recoveries) may consist of non-cash impairments of property and equipment to estimated fair value for customers we have disengaged or are in the process of disengaging as well as additional provisions for doubtful accounts receivable for customers that are experiencing financial difficulties and inventory that is considered non-recoverable that is written down to net realizable value. In addition, it includes write-downs of inventory that will not be recovered due to significant reductions in future customer demand as the Company reduced its exposure to certain high volatility business in the second quarter of fiscal year 2020. In subsequent periods, the Company may recover a portion of the costs previously incurred related to assets impaired or reduced to net realizable value. These costs and recoveries are excluded by the Company's management in assessing current operating performance and forecasting its earnings trends and are therefore excluded by the Company from its non-GAAP measures.
 - (2) Restructuring charges include severance for rationalization at existing sites and corporate SG&A functions as well as asset impairment, and other charges related to the closures and consolidations of certain operating sites and targeted activities to restructure the business. These costs may vary in size based on the Company's initiatives and are not directly related to ongoing or core business results, and do not reflect expected future operating expenses. These costs are excluded by the Company's management in assessing current operating performance and forecasting its earnings trends and are therefore excluded by the Company from its non-GAAP measures.
 In order to support the Company's strategy and build a sustainable organization, and after considering that the economic recovery from the pandemic will be slower than anticipated, the Company has identified certain structural changes to restructuring the business. These restructuring actions will eliminate non-core activities primarily within the Company's corporate function, align the Company's cost structure with its reorganizing and optimizing of its operations model along its two reporting segments, and further sharpen its focus to winning business in end markets where it has competitive advantages and deep domain expertise. During fiscal year 2021, the Company recognized approximately \$101 million of restructuring charges, most of which related to employee severance.
 During the first half of fiscal year 2020 in connection with geopolitical developments and uncertainties at the time, primarily impacting one customer in China, the Company experienced a reduction in demand for products assembled for that customer. As a result, the Company accelerated its strategic decision to reduce its exposure to certain high-volatility products in both China and India. The Company also initiated targeted activities to restructure its business to further reduce and streamline its cost structure. During fiscal year 2020, the Company recognized \$216 million of restructuring charges. The Company incurred cash charges of approximately \$159 million, that were predominantly for employee severance, in addition to non-cash charges of \$57 million, primarily related to asset impairments.
 - (3) Legal and other consist primarily of costs not directly related to core business results and may include matters relating to commercial disputes, government regulatory and compliance, intellectual property, antitrust, tax, employment or shareholder issues, product liability claims and other issues on a global basis. Legal and other costs include 1) certain loss contingencies where losses are considered probable and estimable accrued in the first quarter of fiscal year 2021, 2) the gain on the sale of real estate in the fourth quarter of fiscal 2021 exited as a result of the disengagement of a certain customer in fiscal year 2020, 3) certain direct and incremental costs associated with the disengagement of a certain customer in the second, third, and fourth quarters of fiscal year 2020, and 4) certain gains resulting from the recognition of prior year expenses paid to the government now considered probable of recovery and reasonably estimable due to a favorable tax ruling received in fiscal year 2020. These costs are excluded by the Company's management in assessing current operating performance and forecasting its earnings trends and are therefore excluded by the Company from its non-GAAP measures.
 - (4) Interest and other charges (income), net consists of various other types of items that are not directly related to ongoing or core business results, such as the gain or losses related to certain divestitures, debt extinguishment costs and impairment charges or gains associated with certain non-core investments. The Company excludes these items because they are not related to the Company's ongoing operating performance or do not affect core operations. Excluding these amounts provides investors with a basis to compare Company performance against the performance of other companies without this variability.
 In fiscal year 2021, the Company recognized realized gains of approximately \$45 million from distribution by one of our non-core investment funds. This was offset by a \$35 million impairment charge, related to a certain investment as a result of the Company's ongoing assessment of recoverability of its investment portfolio and conclusion that the carrying amount of its investment was other than temporarily impaired.
 In fiscal year 2020, the Company incurred debt extinguishment costs of \$7.2 million, related to full repayments of the Notes due February 2020 and Term Loan due November 2021. During fiscal year 2020, and in connection with the Company's ongoing assessment of its investment portfolio strategy, the Company concluded that the carrying amounts of certain non-core investments were other than temporarily impaired and recognized a \$97.7 million total impairment, of which \$74.8 million was recorded in the fourth quarter. The impairments in the fourth quarter of fiscal year 2020 were primarily related to Elementum and certain other non-core investments, reflecting recent market valuation changes, in addition to capturing additional risks due to the economic challenges in light of COVID-19. This was offset by a \$10.9 million realized gain from a distribution by one of our non-core investments in the fourth quarter of fiscal year 2020.
 - (5) Adjustment for taxes relates to the tax effects of the various adjustments that we incorporate into non-GAAP measures in order to provide a more meaningful measure on non-GAAP net income and certain adjustments related to non-recurring settlements of tax contingencies, valuation allowance releases or other non-recurring tax charges, when applicable.
 During the fourth quarter of fiscal year 2021, the Company recorded \$19 million release of valuation allowance mainly related to certain operations in Canada due to the forecasted profitabilities of those subsidiaries.
 During the second quarter of fiscal year 2020, the Company recorded \$8 million withholding tax liabilities for future planned liquidations of certain legal entities. During the third quarter of fiscal year 2020, the Company recorded \$9 million related to the remeasurement of deferred tax positions with specific countries due to the change in their corporate income tax rates.
 The remaining balance is primarily related to adjustment for exchange rate fluctuation on income tax receivable position of an operating subsidiary recognized in a prior period. In addition, the Company has included the tax effects of the various adjustments that we incorporate into Non-GAAP measures under tax benefit on restructuring and other.
 - (6) Certain prior period presentations were reclassified to ensure comparability with the current period presentation. The prior year amounts related to interest expense (income), net are now presented separately under Interest, net and the remaining balances under interest and other, net have been reclassified to other charges (income), net within the unaudited condensed consolidated statements of operations.
 - (7) In fiscal year 2021, we proactively and strategically reduced the outstanding balance of our ABS programs which is fully paid and wind down as year end of fiscal year 2021. Proceeds from our debt issuance replaced the funding from the ABS programs for working capital purposes. We reduced the balance on this short-term financing product by \$797 million year to date, which has the accounting effect of reducing our cash flow from operations and is excluded from our adjusted free cash flow calculation.

During the second quarter of fiscal year 2020, certain invoices were sold and transferred to certain financial institutions under a customer's supplier financing program. However, under the governing law in the jurisdiction of sale, the assignment of receivables is effective against third parties only upon registration of the transferred assets with a governmental agency. The Company was not able to complete the registration of the receivables before the end of the fiscal quarter and accordingly, the Company recognized the \$336 million cash received from the financial institutions as cash inflow under other financing activities, net on the statement of cash flows. The Company subsequently registered all of the invoices in October 2019 and the \$336 million cash was reflected as cash outflow under financing activities, net and operating cash inflow for the three-month period ended December 31, 2019. In the third quarter of fiscal year 2020, the Company amended the existing asset-backed receivable securitization ("ABS") program and removed the requirement for the deferred purchase price receivable. At the effective date of the amendment, approximately \$1.3 billion representing the outstanding balance of sold receivables was repurchased by the Company by exchanging outstanding deferred purchase price receivable of \$0.4 billion and re-investing \$0.9 billion of trade account receivables into the new ABS Programs. Cash collections on repurchased deferred purchase price receivables are reported as investing activities in the condensed consolidated statements of cash flows and were approximately \$0.1 billion and \$0.4 billion for the three-month and twelve-month periods ended March 31, 2020.

The Company utilizes net cash flow from its various A/R sales programs as a low-cost source to fund operations and as a critical net working capital management tool. The Company views and manages all collections under the programs similarly without bifurcation and accordingly provides the adjustment to reflect adjusted free cash flow inclusive of all collections of receivables sold through the programs described above as well as collections on the repurchased receivables as part of the ABS program amendment. The company also excludes the impact related to certain vendor programs that is required for GAAP.

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 March 31, 2021

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-23354

FLEX LTD.

(Exact name of registrant as specified in its charter)

Singapore

(State or other jurisdiction of incorporation or organization)

2 Changi South Lane,

Singapore

(Address of registrant's principal executive offices)

Not Applicable

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

486123

(Zip Code)

Registrant's telephone number, including area code

(65) 6876-9899

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

Title of each class

Ordinary Shares, No Par Value

Trading Symbol(s)

FLEX

Name of each exchange on which registered

The Nasdaq Stock Market LLC

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 Exchange 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 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, smaller reporting company, or an emerging growth company. See 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.

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 September 25, 2020, the aggregate market value of the Company's ordinary shares held by non-affiliates of the registrant was approximately \$5.3 billion based upon the closing sale price as reported on the Nasdaq Global Select Market.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class

Ordinary Shares, No Par Value

Outstanding at May 14, 2021

490,742,161

DOCUMENTS INCORPORATED BY REFERENCE

Document

Parts into Which Incorporated

Proxy Statement to be delivered to shareholders in connection with the Registrant's 2021 Annual General Meeting of Shareholders

Part III

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PART I

FORWARD-LOOKING STATEMENTS

Unless otherwise specifically stated, references in this report to "Flex," "the Company," "we," "us," "our" and similar terms mean Flex Ltd. and its subsidiaries.

Except for historical information contained herein, certain matters included in this annual report on Form 10-K are, or may be deemed to be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. The words "will," "may," "designed to," "believe," "should," "anticipate," "plan," "expect," "intend," "estimate" and similar expressions identify forward-looking statements, which speak only as of the date of this annual report. These forward-looking statements are contained principally under Item 1, "Business," and under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations." Because these forward-looking statements are subject to risks and uncertainties, actual results could differ materially from the expectations expressed in the forward-looking statements. Important factors that could cause actual results to differ materially from the expectations reflected in the forward-looking statements include those described in Item 1A, "Risk Factors" and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations." In addition, new risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risk factors on our business. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements. We undertake no obligation to update or revise these forward-looking statements to reflect subsequent events or circumstances.

ITEM 1. BUSINESS

OVERVIEW

Flex is the manufacturing partner of choice that helps a diverse customer base design and build products that improve the world. Through the collective strength of a global workforce across approximately 30 countries and responsible, sustainable operations, Flex delivers technology innovation, supply chain, and manufacturing solutions to diverse industries and end markets.

In the first quarter of fiscal year 2021, Flex made certain changes in its organization structure as part of its strategy to further drive growth, efficiency and productivity with two focused and complementary delivery models, Flex Agility Solutions and Flex Reliability Solutions, Flex now reports its financial performance based on these two reportable segments:

- Flex Agility Solutions ("FAS"), which is comprised of the following end markets:
 - *Communications, Enterprise and Cloud ("CEC")*, including data infrastructure, edge infrastructure and communications infrastructure;
 - *Lifestyle*, including appliances, consumer packaging, floorcare, micro mobility and audio; and
 - *Consumer Devices*, including mobile and high velocity consumer devices.
- Flex Reliability Solutions ("FRS"), which is comprised of the following end markets:
 - *Automotive*, including autonomous, connectivity, electrification, and smart technologies;
 - *Health Solutions*, including medical devices, medical equipment and drug delivery; and
 - *Industrial*, including capital equipment, industrial devices, renewable including our Nextracker business, grid edge, and power systems.

The FAS segment is optimized for speed to market based on a highly flexible supply and manufacturing system. The FRS segment is optimized for longer product lifecycles requiring complex ramps with specialized production models and critical environments.

Our customers include many of the world's leading technology, healthcare, automotive, and industrial companies. We are focused on establishing long-term relationships with our customers and have been successful in expanding relationships to incorporate additional product lines and services.

In fiscal year 2021, our ten largest customers accounted for approximately 36% of net sales. No customer accounted for greater than 10% of the Company's net sales in fiscal year 2021.

Flex believes that growth in the contract manufacturing services industry will be largely driven by the need for OEMs to respond to rapidly changing industries, markets and technologies, as well as the increasing complexity of supply chains and the continued pressure to be innovative and cost competitive. Additionally, we believe there are significant opportunities for global

manufacturing services providers to win additional business from OEMs in markets or industry segments that have yet to substantially outsource manufacturing. Finally, we believe the COVID-19 pandemic may drive further growth opportunities as it highlights numerous new vulnerabilities and challenges for OEMs, which will require OEMs from all markets and industries to evaluate their supply chain resiliency.

STRATEGY

Flex helps its customers responsibly design and build products that create value and improve people's lives. We do this by providing our customers with product development lifecycle services, from innovation, design, and engineering, to manufacturing, supply chain solutions, logistics, and circularity offerings. Flex's strategy is to continue investing in areas where we can differentiate and add value, whether through engineering and design services, product technologies or developing differentiated processes and business methods. We are strengthening our abilities in software, robotics, AI, factory automation, and other disruptive technologies. We select ethical partners and integrate the supply chain so that our customers can operate efficiently and responsibly. We are committed to investing in our employees and communities, which includes addressing critical environmental issues.

People. To maintain competitiveness and world-class capabilities, we focus on hiring and retaining the world's best talent. We have focused on attracting the best engineering, functional and operational leaders and have accelerated efforts to develop the future leaders of the Company.

Customer Focus. We believe that building strong partnerships with our customers and delivering on our commitments strengthens trust and customer retention. For Flex, customers come first, and we have a relentless focus on delivering distinctive products and services in a cost-effective manner with fast time to market. We are highly collaborative and leverage our global system and processes to operate with speed and responsiveness to provide customers a reliant and resilient supply chain and manufacturing technology solutions and services.

Markets. We focus on companies that are leaders in their industry and value our superior capabilities in design, manufacturing, and supply chain services. Flex focuses on high-growth industries and markets where we have distinctive competence and a compelling value proposition. Examples include investments in specific technologies and industries such as healthcare, automotive, industrial, and energy. Our market-focused approach to managing our business increases customers' competitiveness by leveraging our deep vertical industry and cross-industry expertise, as well as global scale, regional presence and agility to respond to changes in market dynamics.

Operations. We continue to invest in maintaining leadership position in our world-class manufacturing and services capabilities including automation, simulation tools, digitizing our factories and implementing leading edge Industry 4.0 methodologies. We leverage our broad set of capabilities globally to provide a competitive advantage by minimizing logistics, manufacturing costs, and cycle times while increasing flexibility and responsiveness.

SERVICE OFFERINGS

Flex provides design, manufacturing and supply chain services through a network of over 100 locations in approximately 30 countries across four continents. We have established global scale through an extensive network of innovation labs, design centers, and manufacturing and services sites in the world's major consumer and enterprise products markets (Asia, the Americas, and Europe) in order to serve the supply chain needs of both multinational and regional companies. Our services provide customers with a competitive advantage by delivering leading-edge manufacturing technology, supply chain expertise, improved product quality, increased flexibility, faster time to market, and overall value. Our customers leverage our services to meet their requirements throughout their products' entire life cycles.

We believe we have the broadest worldwide product development lifecycle capabilities in the industry, from concept design to manufacturing to aftermarket and end of life services. We believe our key competitive advantages are our people, processes, and capabilities for making products, systems and solutions for customers:

- *Time to market advantage:* Our sophisticated supply chain management tools and expertise allow us to provide customers with access to real-time information that increases visibility and reduces risk throughout the entire product lifecycle. Our experience with new product introductions and manufacturing ramps provides customers with a time to market advantage.
- *Broad range of services:* Our full range of services include innovation and design, engineering, manufacturing, forward and reverse logistics, and circular economy supply chain management. Our deep cross-industry knowledge and multi-domain expertise accelerate the production of increasingly complex products for increasingly interconnected industries.

- *Global scale:* Flex's physical infrastructure includes over 100 facilities in approximately 30 countries, staffed by approximately 160,000 employees, providing customers with truly global scale and strategic geographic distribution capabilities.

We offer global economies of scale in advanced materials and technology sourcing, manufacturing and after-market services, as well as market-focused expertise and capabilities in design and engineering. As a result of extensive experience in specific markets, we have developed a deep understanding of complex market dynamics, giving us the ability to anticipate trends that impact customers' businesses. Our expertise can help improve customers' market positioning by effectively adjusting product plans and roadmaps to efficiently and cost-effectively deliver high quality products that meet their geographic and time to market requirements.

Our services include all processes necessary to design, build, ship, and service a wide range of products for customers. These services include:

Design and Engineering Services. In addition to innovation and design centers, the Company offers a comprehensive range of value-added design, engineering and systems integration services, tailored to specific industries and markets, the needs of customers, and cover a broad range of technical competencies:

- System architecture;
- User interface and industrial design;
- Cross-industry technologies;
- Hardware design;
- Software design; and
- Design for excellence.

Flex is exposed to different or greater potential liabilities from the various design services than those the Company typically face in its core assembly and manufacturing services. See "Risk Factors—*The success of certain of our activities depends on our ability to protect our intellectual property rights; claims of infringement or misuse of intellectual property and/or breach of license agreement provisions against our customers or us could harm our business.*"

Systems Assembly and Manufacturing. Our systems assembly and manufacturing operations generate the majority of our revenues and includes printed circuit board assembly and assembly of systems and subsystems that incorporate printed circuit boards and complex electromechanical components. We assemble electronic products with custom electronic enclosures on either a build-to-order or configure-to-order basis. As customers seek to provide greater functionality in physically smaller products, they increasingly require more sophisticated manufacturing technologies and processes. Our investment in advanced manufacturing equipment and our expertise in innovative miniaturization, packaging and interconnect technologies, enables us to offer a variety of leading-edge manufacturing solutions. We support a wide range of product demand profiles, from low-volume, high-complexity programs, to high-volume production. Our systems assembly and manufacturing capabilities includes enclosures, testing services, and materials procurement and inventory management.

Power Modules. We offer a full-service power supply business that provides a range of solutions from custom to highly scalable system solutions. We have expertise in high efficiency and high-density switching power supplies ranging from 1 to 3,000 watts. Our product portfolio includes chargers for smartphones and tablets, adapters for notebooks and gaming systems, and power supplies for the server, storage, and networking markets.

Logistics. The Flex Global Services business provides after-market and forward supply chain logistics services. Our suite of services is tailored to customers operating in the computing, consumer digital, infrastructure, industrial, mobile, automotive and medical industries.

Reverse Logistics and Repair Services. We offer a suite of integrated reverse logistics and repair solutions that use globally consistent processes, which help increase our customers' brand loyalty by improving turnaround times and raising end-customer satisfaction levels. Our reverse logistics and repair solutions include returns management, exchange programs, complex repair, asset recovery, recycling and e-waste management. We provide repair expertise to multiple product lines such as consumer and midrange products, printers, smart phones, consumer medical devices, notebook personal computers, set-top boxes, game consoles and highly complex infrastructure products.

COMPETITION

Flex's market is extremely competitive. We compete against numerous domestic and foreign manufacturing service providers, as well as current and prospective customers, who evaluate our capabilities in light of their own capabilities and cost structures.

In recent years, we have seen an increased level of diversification by many companies in the technology, automotive and healthcare industries along with the convergence of many industries being transformed by technology advances. Increasingly complex products require highly customized solutions, in turn resulting in significant changes to the overall manufacturing and supply chain landscape.

We believe the principal competitive factors in the contract manufacturing services market are quality and range of services; design and technological capabilities; cost; location of sites; and responsiveness and flexibility. We believe we are extremely competitive with regard to all of these factors.

COMPETITIVE STRENGTHS

We continuously enhance our business through the development and expansion of our product and service offerings. We strive to maintain the efficiency and flexibility of the organization, with repeatable execution that adapts to macro-economic changes to provide clear value to customers, while increasing their competitiveness. We have a focused strategy on delivering value to customers through manufacturing technology, a trusted supply chain, innovation and design services, and domain expertise.

Significant Scope and Global Scale. We believe our global scale and regional capability are a significant competitive advantage, as customers increasingly require a broad range of manufacturing and supply chain services and solutions globally. Increasingly, customers are exploring transitioning to regional based supply chains to take advantage of time to market and specific customization required to win in those markets. Our global expertise, footprint and diverse supply chain network provides customers the ability to quickly adjust to changing regional, trade and manufacturing dynamics.

Trusted Supply Chain. We offer one of the most trusted and resilient global supply chain through a combination of deep expertise, technology, collaboration and disciplined execution to help customers build and deliver products that improve the world.

Long-Standing Customer Relationships. We believe our long-term relationships with key customers are the result of our track record of meeting commitments and delivering value that increases customers' competitiveness.

Extensive Design and Engineering Capabilities. We have an industry-leading global design service offering, with extensive product design engineering resources that provides design services, product development, and solutions to satisfy a wide array of customer requirements across all of the key industries and markets in which we do business.

Geographic, Customer and End Market Diversification. We believe we are operating one of the most well-balanced and diversified portfolios from a product, geographical and customer diversification perspective. No customer accounts for more than 10% of our annual revenue and the ten largest accounted for 36% of the Company's net sales in fiscal year 2021. We believe we are well-positioned to grow faster than the industry average.

Customer and Product Innovation Hubs. We have established state-of-the art innovation hubs in the Americas, Asia and Europe, with differentiated offerings and specialized services for specific industries and markets. These innovation hubs offer customers geographically focused centers of design services, taking their product from concept to volume production and go-to-market in a rapid, cost effective and low risk manner.

Industrial Parks; Cost-Efficient Manufacturing Services. We have developed self-contained industrial parks that co-locate manufacturing and logistics operations with our suppliers in various cost-efficient locations. These sites enhance supply chain management efficiency, while providing multi-technology solution value for customers.

We have deployed manufacturing operations in regions around the world to provide customers with a wide array of solutions where the customers and/or their customers are located. As of March 31, 2021, approximately 80% of the Company's manufacturing capacity was located in emerging markets, including Brazil, China, Hungary, India, Indonesia, Malaysia, Mexico, Poland, Romania, and Ukraine.

HUMAN CAPITAL MANAGEMENT

We believe that the performance of our Company is impacted by our human capital management, and as a result we consistently work to attract, select, develop, engage and retain strong, diverse talent. Our policies, philosophy and strategies support the inclusion of all people in our working environment. Further, we're committed to respecting the human rights of our employees and improving their quality of life.

In 2020, the Company introduced new vision, mission, purpose, and value statements in support of cultivating an inclusive, high-performing culture where employees are empowered and given opportunities to reach their full potential. We are committed to providing a positive and safe workplace for Flex employees, respecting their dignity, creating an inclusive environment, and ensuring access to opportunity. We recognize that we have an opportunity to promote and support a culture of inclusion and diversity, wellness, and health and safety among our employees.

Employees. As of March 31, 2021, our global workforce totaled approximately 167,201 employees including our contractor workforce. In certain international locations, our employees are represented by labor unions and by work councils.

Region:	Number of Employees
Asia	59,252
Americas	76,503
Europe	31,446
Total	<u>167,201</u>

Well-being, Health, and Safety. Flex is committed to providing a safe and injury-free workplace. We provide programs and tools to improve physical, mental, financial, and social well-being, with increased focus during the COVID-19 pandemic. Our programs give access to a variety of innovative, flexible, and convenient health and wellness programs for our global employees, including on-site health centers in some of our major factories, which were increasingly critical this year for our essential workers who have worked on site since the start of the COVID-19 pandemic.

We promote a “zero-injury” culture through health and safety management systems, some of which are certified ISO 45001:2018, that implement a data-driven and risk-based approach in monitoring and reporting performance regularly. Some of the specific goals for which we measure our performance include increasing employee development, social and environmental management system audits, human rights policy training completion, Responsible Business Alliance ("RBA") compliance for rest day requirements, and decreasing safety incident rates.

In response to the COVID-19 pandemic, we deployed our contingency and resiliency plans that are encompassed in our business continuity programs. Our resiliency advisory and crisis management teams defined work streams and activated site teams with hundreds of employees, organizing across our global footprint, and coordinating and communicating with our suppliers and customers. Our leadership teams initiated enhanced health and safety measures across all facilities, as our foremost focus has been the health and safety of our employees. For those employees who could work from home, we provided them with the tools and support to do so. This allowed us to focus resources and additional investment on our manufacturing facilities. We modified practices at our manufacturing locations and offices to require personal protective equipment, sanitization measures, temperature checks, and social distancing. Our protocols to protect employees and safely operate our facilities have been in partnership with several governments, including those in China, Mexico, Malaysia, Brazil, and Europe. These measures enabled us to continue to conduct operations throughout the pandemic and have been recognized by several governments as a role model for employee safety.

Inclusion and Diversity. Inclusion and diversity are key priorities and strengths at Flex and are embedded in the fabric of our culture. Our commitment to diversity is exemplified by the composition of our Board of which three of eleven directors are female and six of eleven directors are ethnically diverse.

In 2020, we continued our progress on improving inclusion and diversity through employee programs. We launched or re-launched our employee resources groups (ERGs) which work to create a community that fosters freedom of self, build cultural awareness and develop a new generation of diverse leaders at Flex by establishing a sustainable structure with executive support that challenges bias and promotes unity. The Company maintains ERG chapters worldwide across five categories: Black, LatinX, Disabilities, Women and Veterans. These groups help to create a sense of belonging and support retention and attraction. Each ERG has an executive sponsor and is supported by senior leaders across the Company. The Company also held cultural awareness activities throughout the year to highlight specific groups including People with disabilities, Black History Month, LatinX Heritage Month, and Women’s History Month.

Additionally, we launched our cross-functional Global Inclusion Counsel, led by our CEO, of 12 members that represent diverse viewpoints. In partnership with McKinsey, we offered leadership development opportunities through their Management Accelerator and Executive Leadership Program to 56 Black employees. We also enhanced SheLeads, our leadership development program for women employees, and implemented a new unconscious bias training for all people managers to, among other things, provide tools to help managers lead more inclusively and improve diversity in recruiting. Furthermore, we leveraged external community partnerships with organizations such as the Business Roundtable, The Valuable 500, and INROADS to amplify our impact in recruiting and retaining diverse talent.

Our commitment to diversity starts at the top with our highly skilled and diverse Board of Directors and female CEO. Our board of directors includes three female directors (representing approximately 27% of directors) and six underrepresented minority directors (representing approximately 54% of directors).

As of March 31, 2021, women represent 44% of our global employees, and underrepresented minorities (those who identify as Black/African American, Hispanic/Latinx, Native American, Pacific Islander and/or two or more races) represent 59% of our U.S. employees. Approximately 17% of our executive team and approximately 21% percent of our leadership team (director level and above) are female. Approximately 11% of our executive team and approximately 33% percent of our U.S. leadership team (director level and above) are comprised of underrepresented minorities.

We established corporate goals to increase the number of employees and leaders from underrepresented groups and will continue to evolve these over time to improve representation. In developing these goals, we focused on hiring, retaining and promoting diversity across the organization. Additionally, we remain committed to parity in pay and opportunity in the U.S. by 2022.

Talent Attraction, Development, and Retention. Talent attraction, development, and retention are critical to our success and core to our mission as a company. To support the advancement of our employees, we provide training and development programs and opportunities encouraging advancement from within as well as continue to fill our team with strong and experienced external talent. We leverage both formal and informal programs, including in-person (as health and safety allows), virtual, social and self-directed learning, mentoring, coaching, and external development to identify, foster, and retain top talent. Employees have access to courses through our learning and development platform, Flex Learn. In 2020, 31,996 of our employees completed 397,408 hours of training programs. Flex has undertaken initiatives to keep employees who are working from home engaged during COVID-19, including virtual learning programs and check-in sessions.

We are also focused on completing talent and performance reviews. Our in-depth talent reviews serve to identify high potential talent to advance in roles with greater responsibility, assess learning and development needs, and establish and refresh succession plans for critical leadership roles across the enterprise. Our performance review process promotes transparent communication of team member performance, which we believe is a key factor in our success. The performance and the talent reviews enable ongoing assessments, reviews, and mentoring to identify career development and learning opportunities for our employees.

As a part of our efforts to improve employee experiences at Flex, we conduct the annual enterprise-wide employee engagement Flex Voice survey. Our leadership uses the results of the survey to continue developing our strengths and measure opportunities for improvement. This year 94% of employees completed the Flex Voice survey and the results reflected increased enthusiasm and engagement.

Compensation and Benefits. Our total rewards are designed to attract, motivate and retain employees. Our compensation philosophy is driven by the desire to attract and retain top talent, while ensuring that compensation aligns with our corporate financial objectives and the long-term interests of our shareholders. Our pay structures offer competitive salaries, bonuses and equity awards in the countries where we operate.

In each of the countries where we have operations, our comprehensive benefit plans offer a locally competitive mix of some or all of the following: medical, dental and vision insurance, short and long-term disability, flexible spending accounts, various types of voluntary coverage, and other benefit programs. We routinely benchmark our salaries and benefits against market peers to ensure our total rewards package remains competitive.

Board Oversight of Human Capital Management. The Compensation and People Committee of our Board of Directors is responsible for assisting the Board in oversight of our human capital management, including among other aspects, receiving periodic updates (not less than twice annually) regarding, and overseeing any significant change to, our human capital management strategy including corporate culture, inclusion, pay and opportunity equity, diversity, social initiatives and results, and talent, training, development, and retention programs.

Additional Human Capital Management Information. Additional information regarding human capital management will be included in our proxy statement filed in connection with our 2021 Annual General Meeting and our upcoming sustainability report. The information in the proxy statement and the sustainability report is not a part of this Annual Report on Form 10-K and is not incorporated by reference.

SUSTAINABILITY

At Flex, our sustainability journey began in 2002 with the creation of the Flex Foundation. For nearly 20 years, sustainability has been integrated into the fabric of our company, a key area of differentiation for Flex. Our focus has been to

reduce our environmental impact, ensure the safety and well-being of our workforce, and commit to external reporting transparency on our progress.

Our strategy and global efforts, through our sustainability programs and multi-year objectives, are aligned with the principles set forth in the 2030 Sustainable Development Goals ("SDGs"). For the last two years, we were named an Advanced member of the United Nations Global Compact ("UNGC"), the world's largest corporate sustainability initiative, showcasing our commitment to integrate sustainability throughout our company and across our entire supply chain. We recently updated our sustainability strategy for 2030, including goals across the environmental, social, and governance pillars. Several goals of note include cutting operational emissions in half, providing access to mental health and well-being services to all employees, and maintaining top quartile performance for governance and transparency. The Flex Social and Environmental framework is based upon the principles, policies, and standards prescribed by the RBA, a worldwide association of electronics companies committed to promoting an industry code of conduct to improve working and environmental, health and safety conditions, as well as other relevant international standards (e.g., ISO 14001, United Nations Guiding Principles on Business and Human Rights).

During our calendar year 2020, we received several awards and accolades for our sustainability programs including the Manufacturing Leadership award for our sustainability efforts from the National Association of Manufacturers. In addition, we received Cisco's annual supplier award for our sustainability performance for 2020. Sustainalytics named us #1 in the contract manufacturing sub-industry category and we were ranked in the top 50 out of approximately 13,000 companies overall.

Through the Flex Foundation, we work with nonprofits, community leaders and governments to promote inclusive and sustainable economic growth, employment, and decent work for all. We help protect the environment, support resource conservation and provide disaster relief. We accomplish this through grants, corporate and employee donations, and volunteerism. In response to the COVID-19 pandemic, the Flex Foundation made financial contributions to leading organizations, like the World Health Organization and Red Cross to help support efforts in combating COVID-19 in the countries in which we operate. The company also donated masks to local communities, front-line workers, as well as to Flex employees and their families.

Flex is committed to transparency in sustainability reporting. The company has adhered to the Global Reporting Initiative since 2013 and has published an annual sustainability report each year since 2016. In 2020, we improved our ratings receiving an A for water from CDP and an A- for climate change. The company also aligned its last sustainability report to the Sustainability Accounting Standards Board framework.

More detailed information can be found in the Flex annual sustainability report located at <https://flex.com/company/our-sustainability>. The information in the sustainability report and on our sustainability webpage is not a part of this Annual Report on Form 10-K and is not incorporated by reference.

ENVIRONMENTAL RISKS AND CLIMATE CHANGE

Our operations are subject to various federal, state, local and international environmental regulations, including laws governing the discharge of pollutants into the air and water, the management and disposal of hazardous substances and wastes, and the cleanup of contaminated sites. We have implemented processes and procedures to ensure that our operations comply with all applicable environmental regulations.

We also comply with an increasing number of product environmental compliance regulations focused upon the restriction of certain hazardous substances, including:

- Restrictions on Hazardous Substances ("RoHS") 2011/65/EU
- Waste Electrical and Electronic Equipment ("WEEE") 2012/19/EU directives
- The regulation EC 1907/2006 EU Directive REACH ("Registration, Evaluation, Authorization, and Restriction of Chemicals")
- China RoHS entitled, Management Methods for Controlling Pollution for Electronic Information Products ("EIPs")

We do not believe that costs of compliance with these environmental laws and regulations will have a material adverse effect on our capital expenditures, operating results, or competitive position. In addition, we are responsible for cleanup of contamination at some of our current and former manufacturing facilities and at some third-party sites. We engage environmental consulting firms to assist us in the evaluation of environmental liabilities associated with our ongoing operations, historical disposal activities, and closed sites in order to establish appropriate accruals in our financial statements. We determine the amount of our accruals for environmental matters by analyzing and estimating the probability of occurrence and the reasonable possibility of incurring costs in light of information currently available.

The imposition of more stringent standards or requirements under environmental laws or regulations, the results of future testing and analysis undertaken by us at our operating facilities, or a determination that we are potentially responsible for the release of hazardous substances at other sites could result in expenditures in excess of amounts currently estimated to be required for such matters. Additionally, we could be required to alter our operations in order to comply with any new standards or requirements under environmental laws or regulations. There can be no assurance that additional environmental matters will not arise in the future or that costs will not be incurred with respect to sites as to which no issue is currently known.

Similar legislation has been or may be enacted in other jurisdictions, including the United States. Our business requires close collaboration with our customers and suppliers to mitigate risks of non-compliance. We have developed rigorous compliance programs designed to meet the needs and specifications of our customers as well as the regulations. These programs vary from collecting compliance or material data from our Flex controlled or managed suppliers to full laboratory testing. We include compliance requirements in our standard supplier contracts. Non-compliance could result in significant costs and/or penalties.

RoHS and other similar legislation ban or restrict the use of lead, mercury and certain other specified substances in electronics products and WEEE requires EU importers and/or producers to assume responsibility for the collection, recycling and management of waste electronic products and components. In the case of WEEE, although the compliance responsibility rests primarily with the EU importers and/or producers rather than with EMS companies, OEMs may turn to EMS companies for assistance in meeting their WEEE obligations. Flex continues to monitor developments related to product environmental compliance and is working with our customers and other technical organizations to anticipate and minimize any impacts to our operations.

Refer to the discussion in "Risk Factors" for further details of the legal and regulatory initiatives related to climate change that could adversely affect our business, results of operations and financial condition.

INTELLECTUAL PROPERTY

We own or license various United States and foreign patents relating to a variety of technologies. For certain of our proprietary processes, inventions, and works of authorship, we rely on trade secret or copyright protection. We also maintain trademark rights (including registrations) for our corporate name and several other trademarks and service marks that we use in our business in the United States and other countries throughout the world. We have implemented appropriate policies and procedures (including both technological means and training programs for our employees) to identify and protect our intellectual property, as well as that of our customers and suppliers. As of March 31, 2021, and 2020, the carrying value of our intellectual property was not material.

Although we believe that our intellectual property assets and licenses are sufficient for the operation of our business as we currently conduct it, from time to time third parties assert patent infringement claims against us or our customers. In addition, we provide design and engineering services to our customers and also design and make our own products. As a consequence of these activities, our customers are sometimes requiring us to take responsibility for intellectual property to a greater extent than in our manufacturing and assembly businesses. If and when third parties make assertions regarding the ownership or right to use intellectual property, we could be required to either enter into licensing arrangements or to resolve the issue through litigation. Such license rights might not be available to us on commercially acceptable terms, if at all, and any such litigation might not be resolved in our favor. Additionally, litigation could be lengthy and costly and could materially harm our financial condition regardless of the outcome. We also could be required to incur substantial costs to redesign a product or re-perform design services. See "Risk Factors - *The success of certain of our activities depends on our ability to protect our intellectual property rights; claims of infringement or misuse of intellectual property and/or breach of license agreement provisions against our customers or us could harm our business.*"

ADDITIONAL INFORMATION

Our Internet address is <https://www.flex.com>. We make available through our Internet website the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission.

We were incorporated in the Republic of Singapore in May 1990. Our principal corporate office is located at 2 Changi South Lane, Singapore 486123. Our U.S. corporate headquarters is located at 6201 America Center Drive, San Jose, CA 95002.

ITEM 1A. RISK FACTORS

Summary of Risk Factors

These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. Such factors include but are not limited to:

- The COVID-19 pandemic has materially and adversely affected our business and results of operations. The duration and extent to which it will continue to adversely impact our business and results of operations remains uncertain and could be material.
- Weak global economic conditions, geopolitical uncertainty and instability in financial markets may adversely affect our business, results of operations, financial condition, and access to capital markets.
- We depend on industries that continually produce technologically advanced products with short product life cycles and our business would be adversely affected if our customers' products are not successful or if our customers lose market share.
- Our customers may cancel their orders, change production quantities or locations, or delay production, and our current and potential customers may decide to manufacture some or all of their products internally, which could harm our business.
- Our industry is extremely competitive; if we are not able to continue to provide competitive services, we may lose business.
- A significant percentage of our sales come from a small number of customers and a decline in sales to any of these customers could adversely affect our business.
- Our components business is dependent on our ability to quickly launch world-class component products, and our investment in the development of our component capabilities, together with the start-up and integration costs necessary to achieve quick launches of world-class component products, may adversely affect our margins and profitability.
- Our exposure to financially troubled customers or suppliers may adversely affect our financial results.
- We may be adversely affected by supply chain issues, including shortages of required electronic components.
- Our margins and profitability may be adversely affected due to substantial investments, start-up and production ramp costs in our design services.
- We conduct operations in a number of countries and are subject to the risks inherent in international operations.
- The success of certain of our activities depends on our ability to protect our intellectual property rights; claims of infringement or misuse of intellectual property and/or breach of license agreement provisions against our customers or us could harm our business.
- We are subject to risks relating to litigation and regulatory investigations and proceedings, which may have a material adverse effect on our business.
- If we do not effectively manage changes in our operations, our business may be harmed; we have taken substantial restructuring charges in the past and we may need to take material restructuring charges in the future.
- A breach of our IT or physical security systems, or violation of data privacy laws, may cause us to incur significant legal and financial exposure.
- Our strategic relationships with major customers create risks.
- We may not meet regulatory quality standards applicable to our manufacturing and quality processes for medical devices, which could have an adverse effect on our business, financial condition or results of operations.
- If our products or components contain defects, demand for our services may decline and we may be exposed to product liability and product warranty liability.

Business and Operational Risks

The ongoing COVID-19 pandemic has materially and adversely affected our business and results of operations. The duration and extent to which it will continue to adversely impact our business and results of operations remains uncertain and could be material.

The ongoing COVID-19 pandemic has resulted in a widespread public health crisis and numerous disease control measures being taken to limit its spread, including travel bans and restrictions, quarantines, shelter-in-place orders, and shutdowns. These measures have materially impacted and are continuing to impact our workforce and operations, the operations of our customers, and those of our respective vendors and suppliers. We have significant operations worldwide, including in China, Mexico, the United States, Brazil, India, Malaysia and Europe, and each of these geographies has been affected by the outbreak and has taken measures to try to contain it. This has resulted in disruptions at many of our manufacturing operations and facilities, and further disruptions could occur in the future. Any such disruptions could materially adversely affect our business. Most recently, with the second wave of the pandemic, we have been experiencing plant closures and/or restrictions at certain manufacturing facilities in Brazil and Malaysia. In addition, India is experiencing a severe COVID-19 resurgence, which has resulted in renewed disease control measures being taken to limit its spread including movement bans and shelter-in-place orders. We have a workforce and operations in India and are closely monitoring the situation. The impact of the pandemic on our business has included and could in the future include:

- disruptions to or restrictions on our ability to ensure the continuous provision of our manufacturing services and solutions;
- temporary closures or reductions in operational capacity of our manufacturing facilities;
- temporary closures of our direct and indirect suppliers, resulting in adverse effects to our supply chain, and other supply chain disruptions, which adversely affect our ability to procure sufficient inventory to support customer orders;
- temporary shortages of skilled employees available to staff manufacturing facilities due to shelter-in-place orders and travel restrictions within as well as into and out of countries;
- restrictions or disruptions of transportation, such as reduced availability of air transport, port closures, and increased border controls or closures;
- increases in operational expenses and other costs related to requirements implemented to mitigate the impact of the pandemic;
- delays or limitations on the ability of our customers to perform or make timely payments;
- reductions in short- and long-term demand for our manufacturing services and solutions, or other disruptions in technology buying patterns;
- workforce disruptions due to illness, quarantines, governmental actions, other restrictions, and/or the social distancing measures we have taken to mitigate the impact of COVID-19 at our locations around the world in an effort to protect the health and well-being of our employees, customers, suppliers and of the communities in which we operate (including working from home, restricting the number of employees attending events or meetings in person, limiting the number of people in our buildings and factories at any one time, further restricting access to our facilities and suspending employee travel); and
- our management team continuing to commit significant time, attention and resources to monitoring the COVID-19 pandemic and seeking to mitigate its effects on our business and workforce.

The global spread of COVID-19 also has created significant macroeconomic uncertainty, volatility and disruption, which may continue to adversely affect our and our customers' and suppliers' liquidity, cost of capital and ability to access the capital markets. As a result, the continued spread of COVID-19 could cause further disruptions in our supply chain and customer demand, and could adversely affect the ability of our customers to perform, including in making timely payments to us, which could further adversely impact our business, financial condition and results of operations. The COVID-19 pandemic has, in the short-term, adversely impacted, and may, in the long-term, adversely impact the global economy, potentially leading to an economic downturn. Even after the COVID-19 pandemic has subsided, we may continue to experience adverse impacts to our business as a result of the pandemic's global economic impact, including any recession, economic downturn, government spending cuts, tightening of credit markets or increased unemployment that has occurred or may occur in the future, which could cause our customers and potential customers to postpone or reduce spending on our manufacturing services and solutions.

The extent to which the COVID-19 pandemic will continue to impact our business and financial results going forward will be dependent on future developments such as the length and severity of the crisis, the potential resurgence of COVID-19 in the future including variants of the virus, the availability and distribution of effective treatments and vaccines, and public health measures and actions taken throughout the world to contain COVID-19, and the overall impact of the COVID-19 pandemic on the global economy and capital markets, among many other factors, all of which remain highly uncertain and unpredictable. We cannot at this time quantify or forecast the business impact of COVID-19, and there can be no assurance that the COVID-19

pandemic will not have a material and adverse effect on our business, financial results and financial condition. In addition, the COVID-19 pandemic increases the likelihood and potential severity of other risks described in this “Risk Factors” section.

Our customers may cancel their orders, change production quantities or locations, or delay production, any of which could harm our business; the short-term nature of our customers’ commitments and rapid changes in demand may cause supply chain and other issues which adversely affect our operating results.

Cancellations, reductions, or delays by a significant customer or by a group of customers have harmed, and may in the future harm, our results of operations by reducing the volumes of products we manufacture and deliver for those customers, by causing a delay in the repayment of our expenditures for inventory in preparation for customer orders and/or an impairment loss for inventory, and by lowering our asset utilization and overhead absorption resulting in lower gross margins and earnings.

As a provider of design and manufacturing services and components for electronics, we must provide increasingly rapid product turnaround times for our customers. We generally do not obtain firm, long-term purchase commitments from our customers, and we often experience reduced lead times in customer orders which may be less than the lead time we require to procure necessary components and materials.

The short-term nature of our customers' commitments and the rapid changes in demand for their products reduces our ability to accurately estimate the future requirements of our customers. This makes it difficult to schedule production and maximize utilization of our manufacturing capacity. In that regard, we must make significant decisions, including determining the levels of business that we will seek and accept, setting production schedules, making component procurement commitments, and allocating personnel and other resources based on our estimates of our customers' requirements.

On occasion, customers require rapid increases in production or require that manufacturing of their products be transitioned from one facility to another to reduce costs or achieve other objectives. These demands may stress our resources, cause supply chain management issues, and reduce our margins. We may not have sufficient capacity at any given time to meet our customers' demands, and transfers from one facility to another can result in inefficiencies and costs due to excess capacity in one facility and corresponding capacity constraints at another. Many of our costs and operating expenses are relatively fixed, and thus customer order fluctuations, deferrals, and transfers of demand from one facility to another, as described above, have had a material adverse effect on our operating results in the past and we may experience such effects in the future.

A significant percentage of our sales come from a small number of customers and a decline in sales to any of these customers could adversely affect our business.

Sales to our ten largest customers represent a significant percentage of our net sales. Our ten largest customers accounted for approximately 36%, 39% and 43% of net sales in fiscal years 2021, 2020 and 2019, respectively. No customer accounted for more than 10% of net sales in fiscal year 2021, 2020 and 2019. Our principal customers have varied from year to year. These customers may experience dramatic declines in their market shares or competitive position, due to economic or other forces, that may cause them to reduce their purchases from us or, in some cases, result in the termination of their relationship with us. Significant reductions in sales to any of these customers, or the loss of major customers, would materially harm our business. If we are not able to timely replace expired, canceled or reduced contracts with new business, our revenues and profitability could be harmed. Additionally, mergers, acquisitions, consolidations or other significant transactions involving our key customers generally entail risks to our business. If a significant transaction involving any of our key customers results in the loss of or reduction in purchases by any of our largest customers, it could have a material adverse effect on our business, results of operations, financial condition and prospects.

We may be adversely affected by supply chain issues, including shortages of required electronic components.

From time to time, we have experienced shortages of some of the electronic components that we use. These shortages can result from strong demand for those components or from problems experienced by suppliers, such as shortages of raw materials. We have also experienced, and may continue to experience, such shortages due to the effects of the COVID-19 pandemic. Most recently, we have experienced shortages of semiconductor components which has impacted our end markets including Lifestyle. These unanticipated component shortages have resulted and could continue to result in curtailed production or delays in production, which may prevent us from making scheduled shipments to customers. Our inability to make scheduled shipments could cause us to experience a reduction in sales, increase in inventory levels and costs, and could adversely affect relationships with existing and prospective customers. Component shortages may also increase our cost of goods sold because we may be required to pay higher prices for components in short supply and redesign or reconfigure products to accommodate substitute components. As a result, component shortages have adversely affected and, could in the future adversely affect, our operating results. Our customers also may experience component shortages which may adversely affect customer demand for our products and services.

Our supply chain has also been and may continue to be impacted by the COVID-19 pandemic, and may be impacted by other events outside our control, including macro-economic events, trade restrictions, political crises, other public health emergencies, or natural or environmental occurrences.

Our components business is dependent on our ability to quickly launch world-class component products, and our investment in the development of our component capabilities, together with start-up and integration costs, may adversely affect our margins and profitability.

Our components business, which includes power supply manufacturing, is part of our strategy to improve our competitive position and to grow our future margins, profitability and shareholder returns by expanding our capabilities. The success of our components business is dependent on our ability to design and introduce world-class components that have performance characteristics which are suitable for a broad market and that offer significant price and/or performance advantages over competitive products.

To create these world class components offerings, we must continue to make substantial investments in the development of our components capabilities, in resources such as research and development, technology licensing, test and tooling equipment, facility expansions, and personnel requirements. We may not be able to achieve or maintain market acceptance for any of our components offerings in any of our current or target markets. The success of our components business will also depend upon the level of market acceptance of our customers' end products, which incorporate our components, and over which we have no control.

Our margins and profitability may be adversely affected due to substantial investments, start-up and production ramp costs in our design services.

As part of our strategy to enhance our end-to-end service offerings, we continue to expand our design and engineering capabilities. Providing these services can expose us to different or greater potential risks than those we face when providing our manufacturing services.

Although we enter into contracts with our design services customers, we may design and develop products for these customers prior to receiving a purchase order or other firm commitment from them. We are required to make substantial investments in the resources necessary to design and develop these products, and no revenue may be generated from these efforts if our customers do not approve the designs in a timely manner or at all. In addition, we may make investments in designing products and not be able to design viable manufacturable products, in which cases we may not be able to recover our investments. Even if we are successful in designing manufacturable products and our customers accept our designs, if our customers do not then purchase anticipated levels of products, we may not realize any profits. Our design activities often require that we purchase inventory for initial production runs before we have a purchase commitment from a customer. Even after we have a contract with a customer with respect to a product, these contracts may allow the customer to delay or cancel deliveries and may not obligate the customer to any particular volume of purchases. These contracts can generally be terminated on short notice. In addition, some of the products we design and develop must satisfy safety and regulatory standards and some must receive government certifications. If we fail to obtain these approvals or certifications on a timely basis, we would be unable to sell these products, which would harm our sales, profitability and reputation.

Our design services offerings require significant investments in research and development, technology licensing, test and tooling equipment, patent applications, facility building and expansion, and recruitment. We may not be able to achieve a high enough level of sales for this business to be profitable. The costs of investing in the resources necessary to expand our design and engineering capabilities, and in particular to support our design services offerings, have historically adversely affected our profitability, and may continue to do so as we continue to make investments to grow these capabilities.

In addition, we often agree to certain product price limitations and cost reduction targets in connection with these services. Inflationary and other increases in the costs of the raw materials and labor required to produce the products have occurred and may recur from time to time. Also, the production ramps for these programs are typically significant and negatively impact our margin in early stages as the manufacturing volumes are lower and result in inefficiencies and unabsorbed manufacturing overhead costs. We may not be able to reduce costs, incorporate changes in costs into the selling prices of our products, or increase operating efficiencies as we ramp production of our products, which would adversely affect our margins and our results of operations.

If we do not effectively manage changes in our operations, our business may be harmed; we have taken substantial restructuring charges in the past and we may need to take material restructuring charges in the future.

The expansion of our business, as well as business contractions and other changes in our customers' requirements, including as a result of COVID-19, have in the past, and may in the future, require that we adjust our business and cost structures by incurring restructuring charges. Restructuring activities involve reductions in our workforce at some locations and

closure of certain facilities. All of these changes have in the past placed, and may in the future place, considerable strain on our financial and management control systems and resources, including decision support, accounting management, information systems and facilities. If we do not properly manage our financial and management controls, reporting systems and procedures to manage our employees, our business could be harmed.

In recent years, including fiscal years 2021, 2020, and 2019, we initiated targeted restructuring activities focused on optimizing our portfolio, in particular customers and products in our consumer devices business, optimizing our cost structure in lower growth areas and, more importantly, streamlining certain corporate and segment functions. Restructuring charges are recorded based upon employee termination dates, site closure and consolidation plans generally in conjunction with an overall corporate initiative to drive cost reduction and realign the Company's global footprint.

We may be required to take additional charges in the future to align our operations and cost structures with global economic conditions, market demands, cost competitiveness, and our geographic footprint as it relates to our customers' production requirements and in response to the economic challenges in light of recent events with COVID-19. We may consolidate certain manufacturing facilities or transfer certain of our operations to lower cost geographies. If we are required to take additional restructuring charges in the future, our operating results, financial condition, and cash flows could be adversely impacted. Additionally, there are other potential risks associated with our restructurings that could adversely affect us, such as delays encountered with the finalization and implementation of the restructuring activities, work stoppages, and the failure to achieve targeted cost savings.

A breach of our IT or physical security systems, or violation of data privacy laws, may cause us to incur significant legal and financial exposure.

We are increasingly reliant on our information systems to process, transmit and store electronic information (including sensitive data such as confidential business information and personally identifiable data relating to employees, customers, and other business partners), and to manage or support a variety of critical business processes and activities. In particular, the COVID-19 pandemic has caused us to modify our business practices, including requiring many of our office-based employees to work from home. As a result, we are increasingly dependent upon our information systems to operate our business and our ability to effectively manage our business depends on the security, reliability and adequacy of our such information systems. We regularly face attempts by others to gain unauthorized access through the Internet or to introduce malicious software to our information systems. We are also a target of malicious attackers who attempt to gain access to our network or data centers or those of our customers or end users, steal proprietary information related to our business, products, employees, and customers; or interrupt our systems and services or those of our customers or others. We believe such attempts are increasing in number and in technical sophistication. In some instances, we, our customers, and the users of our products and services might be unaware of an incident or its magnitude and effects. We have implemented security systems with the intent of maintaining the physical security of our facilities and inventory and protecting our customers' and our suppliers' confidential information. In addition, while we seek to detect and investigate all unauthorized attempts and attacks against our network, products, and services, and to prevent their recurrence where practicable through changes to our internal processes and tools, we are subject to, and at times have suffered from, breach of these security systems which have in the past and may in the future result in unauthorized access to our facilities and/or unauthorized use or theft of the inventory or information we are trying to protect. If unauthorized parties gain physical access to our inventory or if they gain electronic access to our information systems or if such information or inventory is used in an unauthorized manner, misdirected, or lost or stolen during transmission or transport, any theft or misuse of such information or inventory could result in, among other things, unfavorable publicity, governmental inquiry and oversight, difficulty in marketing our services, allegations by our customers that we have not performed our contractual obligations, litigation by affected parties including our customers and possible financial obligations for damages related to the theft or misuse of such information or inventory, any of which could have a material adverse effect on our profitability and cash flow.

In addition, data privacy laws and regulations, including the European Union General Data Protection Regulation ("GDPR") effective May 2018, pose increasingly complex compliance challenges, which may increase compliance costs, and any failure to comply with data privacy laws and regulations could result in significant penalties. Additionally, California recently enacted legislation, the California Consumer Privacy Act ("CCPA"), which became effective January 1, 2020 and was further amended by the California Privacy Rights Act, or CPRA, on November 3, 2020. The CCPA, among other requirements, require covered companies to provide new disclosures to California consumers, and allow such consumers new abilities to opt-out of certain sales of personal information. The CCPA was amended in September 2018, November 2019, and June 2020. It is unclear whether further modifications will be made to this law. Additionally, new privacy laws and regulations are under development at the U.S. Federal and state level and many international jurisdictions.

The effects of the GDPR, the CCPA and other data privacy laws and regulations may be significant, and may require us to modify our data processing practices and policies and to incur substantial costs and expenses in an effort to comply. Any actual or perceived failures to comply with the GDPR, the CCPA or other data privacy laws or regulations, or related

contractual or other obligations, or any perceived privacy rights violation, could lead to investigations, claims, and proceedings by governmental entities and private parties, damages for contract breach, and other significant costs, penalties, and other liabilities, as well as harm to our reputation and market position. The GDPR, CCPA and other laws and self-regulatory codes may affect our ability to reach current and prospective customers, to understand how our solutions and services are being used, to respond to customer requests allowed under the laws, and to implement our business strategy effectively. These new laws and regulations could similarly affect our customers.

Our strategic relationships with major customers create risks.

In the past, we have completed numerous strategic transactions with customers. Under these arrangements, we generally acquire inventory, equipment and other assets from the customers, and lease or acquire their manufacturing facilities, while simultaneously entering into multi-year manufacturing and supply agreements for the production of their products. We may pursue these customer divestiture transactions in the future. These arrangements entered into with divesting customers typically involve many risks, including the following:

- we may need to pay a purchase price to the divesting customers that exceeds the value we ultimately may realize from the future business of the customer;
- the integration of the acquired assets and facilities into our business may be time-consuming and costly, including the incurrence of restructuring charges;
- we, rather than the divesting customer, bear the risk of excess capacity at the facility;
- we may not achieve anticipated cost reductions and efficiencies at the facility;
- we may be unable to meet the expectations of the customer as to volume, product quality, timeliness and cost reductions;
- our supply agreements with the customers generally do not require any minimum volumes of purchase by the customers, and the actual volume of purchases may be less than anticipated; and
- if demand for the customers' products declines, the customer may reduce its volume of purchases, and we may not be able to sufficiently reduce the expenses of operating the facility or use the facility to provide services to other customers.

As a result of these and other risks, we have been, and in the future may be, unable to achieve anticipated levels of profitability under these arrangements. In addition, these strategic arrangements have not, and in the future may not, result in any material revenues or contribute positively to our earnings per share.

We may encounter difficulties with acquisitions and divestitures, which could harm our business.

We have completed numerous acquisitions of businesses and we may acquire additional businesses in the future. Any future acquisitions may require additional equity financing, which could be dilutive to our existing shareholders, or additional debt financing, which could increase our leverage and potentially affect our credit ratings. Any downgrades in our credit ratings associated with an acquisition could adversely affect our ability to borrow by resulting in more restrictive borrowing terms. As a result of the foregoing, we also may not be able to complete acquisitions or strategic customer transactions in the future to the same extent as in the past, or at all.

To integrate acquired businesses, we must implement our management information systems, operating systems and internal controls, and assimilate and manage the personnel of the acquired operations. The difficulties of this integration may be further complicated by geographic distances. The integration of acquired businesses may not be successful and could result in disruption to other parts of our business. In addition, the integration of acquired businesses may require that we incur significant restructuring charges.

In addition, acquisitions involve numerous risks and challenges, including:

- diversion of management's attention from the normal operation of our business;
- potential loss of key employees and customers of the acquired companies;
- difficulties managing and integrating operations in geographically dispersed locations;
- the potential for deficiencies in internal controls at acquired companies;
- increases in our expenses and working capital requirements, which reduce our return on invested capital;

- lack of experience operating in the geographic market or industry sector of the acquired business;
- cybersecurity and compliance related issues;
- initial dependence on unfamiliar supply chain or relatively small supply chain partners; and
- exposure to unanticipated liabilities of acquired companies.

In addition, divestitures involve significant risks, including without limitation, difficulty finding financially sufficient buyers or selling on acceptable terms in a timely manner, and the agreed-upon terms could be renegotiated due to changes in business or market conditions. Divestitures could adversely affect our profitability and, under certain circumstances, require us to record impairment charges or a loss as a result of the transaction. In addition, completing divestitures requires expenses and management attention and could leave us with certain continuing liabilities.

These and other factors have harmed, and in the future could harm, our ability to achieve anticipated levels of profitability at acquired operations or realize other anticipated benefits of an acquisition or divestiture, and could adversely affect our business and operating results.

We are pursuing alternatives for our Nextracker business, including a full or partial separation of the business, through an initial public offering of Nextracker or otherwise, which may not be consummated as or when planned or at all, and may not achieve the intended benefits.

We are pursuing alternatives for our Nextracker business, including a full or partial separation of the business, through an initial public offering of Nextracker or otherwise. The proposed separation of our Nextracker business may not be consummated as currently contemplated or at all, or may encounter unanticipated delays. If we are unable to consummate a transaction on favorable terms or at all, we may experience negative reactions from the financial markets and from our shareholders and employees. Planning a separation requires significant time, effort, and expense, may divert the attention of our management and employees from other aspects of our business operations and could adversely affect the business, financial condition, results of operations and cash flows of us and our Nextracker business. In addition, if we complete the proposed separation, there can be no assurance that we will be able to realize the intended benefits. Following a potential separation, the combined value of the two publicly-traded companies may not be equal to or greater than what the value of our ordinary shares would have been had the potential separation not occurred.

Our operating results may fluctuate significantly due to seasonal demand.

Two of our significant end markets are the lifestyle market and the consumer devices market. These markets exhibit particular strength generally in the two quarters leading up to the end of the calendar year in connection with the holiday season. As a result, we have historically experienced stronger revenues in our second and third fiscal quarters as compared to our other fiscal quarters. Economic or other factors leading to diminished orders in the end of the calendar year could harm our business.

We depend on our executive officers and skilled personnel.

Our success depends to a large extent upon the continued services of our executive officers and other key employees. Generally, our employees are not bound by employment or non-competition agreements, and we cannot assure you that we will retain our executive officers and other key employees. We could be seriously harmed by the loss of any of our executive officers or other key employees. In addition, in connection with expanding our design services offerings, we must attract and retain experienced design engineers. There is substantial competition in our industry for highly skilled employees. Additionally, hiring, training and retaining skilled employees may be adversely impacted by global economic uncertainty and office closures caused by COVID-19. Our failure to recruit and retain experienced design engineers, or if they are unable to work effectively or at all due to the COVID-19 pandemic, could limit the growth of our design services offerings, which could adversely affect our business. There also is the risk that we will be unable to achieve our diversity, equity and inclusion objectives and goals or meet the related requirements of our shareholders and other stakeholders.

Catastrophic events could have a material adverse effect on our operations and financial results.

Our operations or systems could be disrupted by natural disasters, terrorist activity, public health issues (including the COVID-19 pandemic), cyber security incidents, interruptions of service from utilities, transportation or telecommunications providers, or other catastrophic events. Such events could make it difficult or impossible to manufacture or deliver products to our customers, receive production materials from our suppliers, or perform critical functions, which could adversely affect our revenue and require significant recovery time and expenditures to resume operations. While we maintain business recovery plans that are intended to allow us to recover from natural disasters or other events that can be disruptive to our business, some of our systems are not fully redundant and we cannot be sure that our plans will fully protect us from all such disruptions.

We maintain a program of insurance coverage for a variety of property, casualty, and other risks. We place our insurance coverage with multiple carriers in numerous jurisdictions. However, one or more of our insurance providers may be unable or unwilling to pay a claim. The types and amounts of insurance we obtain vary depending on availability, cost, and decisions with respect to risk retention. The policies have deductibles and exclusions that result in us retaining a level of self-insurance. Losses not covered by insurance may be large, which could harm our results of operations and financial condition.

Our business could be adversely affected by any delays, or increased costs, resulting from issues that our common carriers are dealing with in transporting our materials, our products, or both.

Given the complexity of our supply chain and our geographically dispersed operations, we depend on a variety of common carriers to transport our materials from our suppliers to us, and to transport our products from us to our customers. Problems suffered by any of these common carriers, whether due to the COVID-19 pandemic, a natural disaster, labor problems, increased energy prices, criminal activity or some other issue, could result in shipping delays, increased costs, or other supply chain disruptions, and could therefore have a material adverse effect on our operations.

Industry Risks

We depend on industries that continually produce technologically advanced products with short product life cycles and our business would be adversely affected if our customers' products are not successful or if our customers lose market share.

We derive our revenue from customers in a number of end markets and factors affecting any of these industries in general or our customers in particular, could adversely impact us. These factors include:

- A negative impact of the COVID-19 pandemic on our customers or on the demand for our customers' products;
- rapid changes in technology, evolving industry standards, and requirements for continuous improvement in products and services that result in short product life cycles;
- demand for our customers' products may be seasonal;
- our customers may fail to successfully market their products, and our customers' products may fail to gain widespread commercial acceptance; and
- our customers' products may have supply chain issues, including as a result of the COVID-19 pandemic
- our customers may experience dramatic market share shifts in demand which may cause them to lose market share or exit businesses.

Our industry is extremely competitive; if we are not able to continue to provide competitive services, we may lose business.

We compete with a number of different companies, depending on the type of service we provide or the location of our operations. For example, we compete with major global EMS providers, other smaller EMS companies that have a regional or product-specific focus and Original Design Manufacturer ("ODM") with respect to some of the services that we provide. We also compete with our current and prospective customers, who evaluate our capabilities in light of their own capabilities and cost structures. In the past, some of our customers moved a portion of their manufacturing from us in order to more fully utilize their excess internal manufacturing capacity. Any of these developments could cause a decline in our sales, loss of market acceptance of our products or services, decreases of our profits or loss of our market share. Our industry is extremely competitive, many of our competitors have achieved substantial market share, and some may have lower cost structures or greater design, manufacturing, financial or other resources than we do. We face particular competition from Asian-based competitors, including Taiwanese ODM suppliers who compete in a variety of our end markets and have a substantial share of global information technology hardware production. If we are unable to provide comparable manufacturing services and improved products at lower cost than the other companies in our market, our net sales could decline.

Financial Risks

Our goodwill and identifiable intangible assets could become impaired, which could reduce the value of our assets and reduce our net income in the year in which the write-off occurs.

Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. We also ascribe value to certain identifiable intangible assets, which consist primarily of customer relationships, developed technology and trade names, among others, as a result of acquisitions. We may incur impairment charges on goodwill or identifiable intangible assets if we determine that the fair values of goodwill or identifiable intangible assets are less than their current carrying values. We evaluate, on a regular basis, whether events or circumstances have occurred that indicate all, or a portion, of the carrying amount of goodwill may no longer be recoverable, in which case an impairment charge to earnings would become necessary.

If the financial performance of our businesses were to decline significantly as a result of the COVID-19 pandemic, we could incur a material non-cash charge to our income statement for the impairment of goodwill and other intangible assets.

Refer to note 2 to the consolidated financial statements and "Critical Accounting Policies" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" for further discussion of the impairment testing of goodwill and identifiable intangible assets.

A decline in general economic conditions or global equity valuations could impact the judgments and assumptions about the fair value of our businesses and we could be required to record impairment charges on our goodwill or other identifiable intangible assets in the future, which could impact our consolidated balance sheet, as well as our consolidated statement of operations. If we are required to recognize an impairment charge in the future, the charge would not impact our consolidated cash flows, liquidity, capital resources, and covenants under our existing credit facilities, asset securitization program, and other outstanding borrowings.

Our debt level may create limitations.

As of March 31, 2021, our total debt was approximately \$3.8 billion. This level of indebtedness could limit our flexibility as a result of debt service requirements and restrictive covenants, and may limit our ability to access additional capital or execute our business strategy.

Our exposure to financially troubled customers or suppliers may adversely affect our financial results.

We provide manufacturing services to companies and industries that have in the past, and may in the future, experience financial difficulty. If some of our customers experience financial difficulty, we could have difficulty recovering amounts owed to us by these customers, or demand for our products from these customers could decline. Additionally, if our suppliers experience financial difficulty, we could have difficulty sourcing supplies necessary to fulfill production requirements and meet scheduled shipments. If one or more of our customers were to become insolvent or otherwise were unable to pay for the services provided by us on a timely basis, or at all, our operating results and financial condition could be adversely affected. Such adverse effects could include one or more of the following: an increase in our provision for doubtful accounts, a charge for inventory write-offs, a reduction in revenue, and an increase in our working capital requirements due to higher inventory levels and increases in days our accounts receivables are outstanding. Any of these risks may be heightened by the effects of the COVID-19 pandemic.

On April 21, 2016, SunEdison, Inc. (together with certain of its subsidiaries, "SunEdison") filed for protection under Chapter 11 of the U.S. Bankruptcy Code. During the fiscal year ended March 31, 2016, we recognized a bad debt reserve charge of \$61.0 million associated with our outstanding SunEdison receivables and accepted return of previously shipped inventory of approximately \$90.0 million. SunEdison stated in schedules filed with the Bankruptcy Court that, within the 90 days preceding SunEdison's bankruptcy filing, the Company received approximately \$98.6 million of inventory and cash transfers of \$69.2 million, which in aggregate represents the Company's estimate of the maximum reasonably possible contingent loss. On April 15, 2018, a subsidiary of the Company together with its subsidiaries and affiliates, entered into a tolling agreement with the trustee of the SunEdison Litigation Trust to toll any applicable statute of limitations or other time-related defense that might exist in regards to any potential claims that either party might be able to assert against the other for a period that will end at the earlier to occur of: (a) 60 days after a party provides written notice of termination; (b) six years from the effective date of April 15, 2018; or (c) such other date as the parties may agree in writing. No preference claims have been asserted against the Company and consideration has been given to the related contingencies based on the facts currently known. An unfavorable resolution of this matter could be material to our results of operations, financial condition, or cash flows

The market price of our ordinary shares is volatile.

The stock market in recent years has experienced significant price and volume fluctuations that have affected the market prices of companies, including technology companies. These fluctuations have often been unrelated to or disproportionately impacted by the operating performance of these companies. The market for our ordinary shares has been and may in the future be subject to similar volatility. Factors such as fluctuations in our operating results, announcements of technological innovations or events affecting other companies in the electronics industry, currency fluctuations, general market fluctuations, and macro-economic conditions may cause the market price of our ordinary shares to decline. Stock price fluctuations could impact the value of our equity compensation, which could affect our ability to recruit and retain employees.

Changes in our credit rating may make it more expensive for us to raise additional capital or to borrow additional funds. We are also exposed to interest rate fluctuations on our outstanding borrowings and investments.

Our credit is rated by credit rating agencies. Our 5.000% Notes due 2023, our 4.750% Notes due 2025, our 3.750% Notes due 2026, our 4.875% Notes due 2029 and our 4.875% Notes due 2030 are currently rated BBB- by Standard and Poor's

("S&P") which is considered to be "investment grade" by S&P, rated Baa3 by Moody's which is considered to be "investment grade" by Moody's, and rated BBB- by Fitch which is considered to be "investment grade" by Fitch. Any decline in our credit rating may make it more expensive for us to raise additional capital in the future on terms that are acceptable to us, if at all, negatively impact the price of our ordinary shares, increase our interest payments under some of our existing debt agreements, and have other negative implications on our business, many of which are beyond our control. In addition, the interest rate payable on some of our credit facilities is subject to adjustment from time to time if our credit ratings change. Thus, any potential future negative change in our credit rating may increase the interest rate payable on these credit facilities.

In addition, we are exposed to interest rate risk under our variable rate terms loans, bilateral facilities and revolving credit facility for indebtedness we have incurred or may incur under such facilities. The interest rates under these borrowings are based on either (i) a margin over LIBOR or (ii) the base rate (the greatest of the agent's prime rate, the federal funds rate plus 0.50% and LIBOR for a one-month interest period plus 1.00%) plus an applicable margin, in each case depending on our credit rating. Refer to the discussion in note 8 to the consolidated financial statements, "Bank Borrowings and Long-Term Debt" for further details of our debt obligations. We are also exposed to interest rate risk on our invested cash balances, our securitization facilities and our factoring activities.

In addition, the U.K.'s Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021, though the ICE Benchmark Administration, the administrator of LIBOR, announced that it would consider ceasing the publication of the one week and two-month U.S. dollar LIBOR settings at the end of 2021 and phase out the remaining U.S. dollar LIBOR settings by June 30, 2023. The transition from LIBOR to a new replacement benchmark is uncertain at this time and the consequences of such developments cannot be entirely predicted but could result in an increase in the cost of our borrowings on our variable rate debt, which could adversely impact our interest expense, results of operations and cash flows.

We are subject to risks associated with investments.

We invest in private funds and companies for strategic reasons and may not realize a return on our investments. We make investments in private funds and companies to further our strategic objectives, support key business initiatives, and develop business relationships with related portfolio companies. Many of the instruments in which we invest are non-marketable at the time of our initial investment. If any of the funds or companies in which we invest fail, we could lose all or part of our investment. From time-to-time we have identified observable price changes, or impairments in investments, and we have written down certain investments fair values and recognized a loss.

Changes in financial accounting standards or policies have affected, and in the future may affect, our reported financial condition or results of operations.

We prepare our financial statements in conformity with U.S. GAAP. These principles are subject to interpretation by the Financial Accounting Standards Board (FASB), the American Institute of Certified Public Accountants (AICPA), the SEC and various bodies formed to interpret and create accounting policies. For example, significant changes to lease accounting rules have been enacted and applied to us in fiscal year 2020 per Accounting Standard Update ("ASU") 2016-02 "Leases." Changes to accounting rules or challenges to our interpretation or application of the rules by regulators may have a material adverse effect on our reported financial results or on the way we conduct business. Refer to "Recently Adopted Accounting Pronouncements" within note 2 of Item 8, Financial Statements and Supplementary Data.

International Risks

Weak global economic conditions, geopolitical uncertainty and instability in financial markets may adversely affect our business, results of operations, financial condition, and access to capital markets.

Our revenue and gross margin depend significantly on general economic conditions and the demand for products in the markets in which our customers compete. Adverse worldwide economic conditions and geopolitical uncertainty may create challenging conditions in the electronics industry, which has occurred and may continue to occur as a result of the COVID-19 pandemic.

Additionally, the withdrawal of the United Kingdom from the EU ("Brexit") may also adversely impact worldwide economic conditions. The political and economic effects of Brexit are still uncertain and will depend, in part, on the Trade and Cooperation Agreement between the European Union and the European Atomic Energy Community, of the one part, and the United Kingdom of Great Britain and Northern Ireland, signed on December 30, 2020. Additionally, conditions may be adversely impacted by the actions that the U.S. or other countries have taken or may take with respect to certain treaty and trade relationships with other countries. The U.S. has thus far signaled a desire to reach a broad trade deal with a post-Brexit U.K., but demands for concessions on issues like tariffs, non-tariff barriers, tax policies, and market access could present obstacles to achieving an agreement. Disagreements over similar issues, including market access, non-tariff barriers, and digital service

taxes continue to raise the possibility of the U.S. imposing more tariffs on EU goods, even as the U.S. government signals a desire to reach a trade deal with the EU. The COVID-19 pandemic has served to further delay any potential progress on any U.S.-U.K. and U.S.-EU trade deal.

These conditions may result in reduced consumer and business confidence and spending in many countries, a tightening in the credit markets, a reduced level of liquidity in many financial markets, high volatility in credit, fixed income and equity markets, currency exchange rate fluctuations, and global economic uncertainty. In addition, longer term disruptions in the capital and credit markets could adversely affect our access to liquidity needed for our business. If financial institutions that have extended credit commitments to us are adversely affected by the conditions of the U.S. and international capital markets, they may become unable to fund borrowings under their credit commitments to us, which could have an adverse impact on our financial condition and our ability to borrow additional funds, if needed, for working capital, capital expenditures, acquisitions, research and development and other corporate purposes.

We conduct operations in a number of countries and are subject to the risks inherent in international operations.

The geographic distances between the Americas, Asia and Europe create a number of logistical and communications challenges for us. These challenges include managing operations across multiple time zones, directing the manufacture and delivery of products across long distances, coordinating procurement of components and raw materials and their delivery to multiple locations, and coordinating the activities and decisions of the core management team, which is based in a number of different countries.

Facilities in several different locations may be involved at different stages of the production process of a single product, leading to additional logistical difficulties.

Because our manufacturing operations are located in a number of countries throughout the Americas, Asia and Europe, we are subject to risks of changes in economic, social and political conditions in those countries, including:

- fluctuations in the value of local currencies;
- labor unrest, difficulties in staffing and geographic labor shortages;
- longer payment cycles;
- cultural differences;
- increases in duties, tariffs, and taxation levied on our products including anti-dumping and countervailing duties;
- trade restrictions including limitations on imports or exports of components or assembled products, unilaterally or bilaterally;
- trade sanctions and related regulatory enforcement actions and other proceedings;
- potential trade wars;
- increased scrutiny by the media and other third parties of labor practices within our industry (including but not limited to working conditions) which may result in allegations of violations, more stringent and burdensome labor laws and regulations and inconsistency in the enforcement and interpretation of such laws and regulations, higher labor costs, and/or loss of revenues if our customers become dissatisfied with our labor practices and diminish or terminate their relationship with us;
- imposition of restrictions on currency conversion or the transfer of funds;
- expropriation of private enterprises;
- ineffective legal protection of our intellectual property rights in certain countries;
- natural disasters;
- exposure to infectious disease, epidemics and pandemics, including the effects of the COVID-19 pandemic, on our business operations in geographic locations impacted by the outbreak and on the business operations of our customers and suppliers;
- inability of international customers and suppliers to obtain financing resulting from tightening of credit in international financial markets;
- political unrest; and

- a potential reversal of current favorable policies encouraging foreign investment or foreign trade by our host countries.

We operate in a number of different countries and jurisdictions, and we cannot anticipate the potential impact that new or current restrictions in each of these countries or jurisdictions due to COVID-19 may have on our manufacturing operations and facilities, our supply chain, and our business more generally.

The attractiveness of our services to customers and our ability to conduct business with certain customers can be affected by changes in U.S. and other countries' trade policies. In 2018, the U.S. imposed tariffs on a large variety of products of Chinese origin. The U.S. government also, effective May 10, 2019, increased tariffs on \$200 billion of Chinese goods to 25%. Further, on May 15, 2019, President Trump issued an executive order designed to secure the information and communications technology and services supply chain, which would restrict the acquisition or use in the United States of information and communications technology or services designed, developed, manufactured, or supplied by persons owned by, controlled by, or subject to the jurisdiction or direction of foreign adversaries. The executive order is subject to implementation by the Secretary of Commerce and applies to contracts entered into prior to the effective date of the order. In addition, the U.S. Commerce Department has implemented additional restrictions and may implement further restrictions that would affect the conduct of business with certain Chinese companies. A "phase one" trade deal signed between the U.S. and China on January 15, 2020 accompanied a U.S. decision to cancel a plan to increase tariffs on an additional list of Chinese products and to reduce the tariffs imposed on May 13, 2019 from 15% to 7.5% effective February 14, 2020. At present, the majority of tariff exclusions granted have expired and many of the additional tariffs on Chinese origin goods remain, as do concerns over the stability of bilateral trade relations, particularly given the limited scope of the phase one agreement. In addition, the economic disruption caused by the COVID-19 pandemic could make it harder for China to meet its obligations under the deal and increases the potential for China to invoke the deal's "disaster clause," which could further challenge US-China bilateral trade relations. Depending upon their duration and implementation as well as our ability to mitigate their impact, these tariffs, the executive order and its implementation and other regulatory actions could materially affect our business, including in the form of increased cost of goods sold, decreased margins, increased pricing for customers, and reduced sales. In addition, the 2020 U.S. presidential election and subsequent transition in the administration has resulted in additional uncertainty regarding the future of U.S. trade relations. At this time, there is no assurance that a broader trade agreement will be successfully negotiated between the United States and China to reduce or eliminate the existing tariffs. Further, one of our former customers, Huawei Technologies Co., Ltd., and some of its affiliates have been added to the U.S. Department of Commerce's Entity List, and were recently made subject to enhanced restrictions designed to prevent them from having access to foreign-produced items using U.S.-origin semiconductor technology and equipment; we could be subject to reputational harm based on its business activities, including activities with sanctioned countries. In addition, some countries in which we operate, such as Brazil, Hungary, India, Mexico, Malaysia and Poland, have experienced periods of slow or negative growth, high inflation, significant currency devaluations or limited availability of foreign exchange. Furthermore, in countries such as China, Brazil, India and Mexico, governmental authorities exercise significant influence over many aspects of the economy, and their actions could have a significant effect on us. We could be seriously harmed by inadequate infrastructure, including lack of adequate power and water supplies, transportation, raw materials and parts in countries in which we operate. In addition, we may encounter labor disruptions and rising labor costs, in particular within the lower-cost regions in which we operate. Any increase in labor costs that we are unable to recover in our pricing to our customers could adversely impact our operating results.

Operations in foreign countries also present risks associated with currency exchange and convertibility, inflation and repatriation of earnings. In some countries, economic and monetary conditions and other factors could affect our ability to convert our cash distributions to U.S. dollars or other freely convertible currencies, or to move funds from our accounts in these countries. Furthermore, the central bank of any of these countries may have the authority to suspend, restrict or otherwise impose conditions on foreign exchange transactions or to approve distributions to foreign investors.

Fluctuations in foreign currency exchange rates could increase our operating costs.

We have manufacturing operations and industrial parks that are located in various part of the world, including Asia, Eastern Europe, Mexico and Brazil. A portion of our purchases and our sale transactions are denominated in currencies other than the United States dollar. As a result, we are exposed to fluctuations in these currencies impacting our fixed cost overhead or our supply base relative to the currencies in which we conduct transactions.

Currency exchange rates fluctuate on a daily basis as a result of a number of factors, including changes in a country's political and economic policies. The primary impact of currency exchange fluctuations is on the cash, receivables, payables and expenses of our operating entities. As part of our currency hedging strategy, we use financial instruments such as forward exchange, swap contracts, and options to hedge our foreign currency exposure in order to reduce the short-term impact of foreign currency rate fluctuations on our operating results. If our hedging activities are not successful or if we change or reduce these hedging activities in the future, we may experience significant unexpected fluctuations in our operating results as a result of changes in exchange rates.

We are also exposed to risks related to the valuation of the Chinese currency relative to the U.S. dollar. The Chinese currency is the renminbi ("RMB"). A significant increase in the value of the RMB could adversely affect our financial results and cash flows by increasing both our manufacturing costs and the costs of our local supply base. Additionally, the recent COVID-19 pandemic could contribute to foreign currency volatility. Volatility in the functional and non-functional currencies of our entities and the United States dollar could seriously harm our business, operating results and financial condition.

Legal and Regulatory Risks

We are subject to risks relating to litigation and regulatory investigations and proceedings, which may have a material adverse effect on our business.

From time to time, we are involved in various claims, suits, investigations and legal proceedings. Additional legal claims or regulatory matters may arise in the future and could involve matters relating to commercial disputes, government regulatory and compliance, intellectual property, antitrust, tax, employment or shareholder issues, product liability claims and other issues on a global basis. If we receive an adverse judgment in any such matter, we could be required to pay substantial damages and cease certain practices or activities. Regardless of the merits of the claims, litigation and other proceedings may be both time-consuming and disruptive to our business. The defense and ultimate outcome of any lawsuits or other legal proceedings may result in higher operating expenses and a decrease in operating margin, which could have a material adverse effect on our business, financial condition, or results of operations.

On May 8, 2018, a putative class action was filed in the Northern District of California against the Company and certain officers alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5, promulgated thereunder, alleging misstatements and/or omissions in certain of the Company's financial results, press releases and SEC filings made during the putative class period of January 26, 2017 through April 26, 2018. On October 1, 2018, the Court appointed lead plaintiff and lead plaintiff's counsel in the case. On November 28, 2018, lead plaintiff filed an amended complaint alleging misstatements and/or omissions in certain of the Company's SEC filings, press releases, earnings calls, and analyst and investor conferences and expanding the putative class period through October 25, 2018. On April 3, 2019, the Court vacated its prior order appointing lead plaintiff and lead plaintiff's counsel and reopened the lead plaintiff appointment process. On September 26, 2019, the Court appointed a new lead plaintiff and lead plaintiff's counsel in the case. On November 8, 2019, lead plaintiff filed a further amended complaint. On December 4, 2019, Defendants filed a motion to dismiss the amended complaint. On May 29, 2020, the Court granted defendants' motion to dismiss without prejudice and gave lead plaintiff 30 days to amend. On June 29, 2020, lead plaintiff filed a further amended complaint. On July 27, 2020, defendants filed a motion to dismiss the amended complaint. On December 10, 2020, the Court granted defendants' motion to dismiss with prejudice and entered judgment in favor of defendants. On January 7, 2021, lead plaintiff filed a notice of appeal to the Ninth Circuit Court of Appeals. Lead plaintiff's opening appeal brief is due May 19, 2021, and defendants' answering brief is due June 18, 2021. Any existing or future lawsuits could be time-consuming, result in significant expense and divert the attention and resources of our management and other key employees, as well as harm our reputation, business, financial condition or results of operations.

On February 14, 2019, we submitted an initial notification of voluntary disclosure to the U.S. Department of the Treasury, Office of Foreign Assets Control ("OFAC") regarding possible noncompliance with U.S. economic sanctions requirements among certain non-U.S. Flex-affiliated operations. On September 28, 2020, we made a submission to OFAC that completed the Company's voluntary disclosure based on the results of an internal investigation regarding the matter. We intend to continue to cooperate fully with OFAC in this matter going forward. Nonetheless, it is reasonably possible that we could be subject to penalties that could have a material adverse effect on our financial position, results of operations or cash flows.

If our compliance policies are breached, we may incur significant legal and financial exposure.

We have implemented local and global compliance policies to ensure compliance with our legal obligations across our operations. A significant legal risk resulting from our international operations is compliance with the U.S. Foreign Corrupt Practices Act or similar local laws of the countries in which we do business, including the UK Anti-Bribery Act, which prohibits covered companies from making payments to foreign government officials to assist in obtaining or retaining business. Our Code of Business Conduct prohibits corrupt payments on a global basis and precludes us from offering or giving anything of value to a government official for the purpose of obtaining or retaining business, to win a business advantage or to improperly influence a decision regarding Flex. Nevertheless, there can be no assurance that all of our employees and agents will refrain from taking actions in violation of this and our related anti-corruption policies and procedures. Any such violation could have a material adverse effect on our business.

If our products or components contain defects, demand for our services may decline and we may be exposed to product liability and product warranty liability.

Defects in the products we manufacture or design, whether caused by a design, engineering, manufacturing or component failure or deficiencies in our manufacturing processes, could result in product or component failures, which may damage our business reputation and expose us to product liability or product warranty claims.

Product liability claims may include liability for personal injury or property damage. Product warranty claims may include liability to pay for the recall, repair or replacement of a product or component. Although we generally allocate liability for these claims in our contracts with our customers, increasingly we are unsuccessful in allocating such liability, and even where we have allocated liability to our customers, our customers may not have the resources to satisfy claims for costs or liabilities arising from a defective product or component for which they have assumed responsibility.

If we design, engineer or manufacture a product or component that is found to cause any personal injury or property damage or is otherwise found to be defective, we could spend a significant amount of money to resolve the claim. In addition, product liability and product recall insurance coverage are expensive and may not be available for some or all of our services offerings on acceptable terms, in sufficient amounts, or at all. A successful product liability or product warranty claim in excess of our insurance coverage or any material claim for which insurance coverage is denied, limited or is not available could have a material adverse effect on our business, results of operations and financial condition.

We are subject to the risk of increased income taxes.

We are subject to taxes in numerous jurisdictions. Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory rates and changes in tax laws or their interpretation including changes related to tax holidays or tax incentives. The international tax environment continues to change as a result of both coordinated efforts by governments and unilateral measures designed by individual countries, both intended to tackle concerns over perceived international tax avoidance techniques, which could ultimately have an adverse effect on the taxation of international businesses. In addition, legislative changes may result from the Organization for Economic Co-operation and Development's Base Erosion and Profit Shifting Project. Any such changes, if adopted, could adversely impact our effective tax rate and may have a material impact on our results of operations, cash flows and financial position.

Our taxes could also increase if certain tax holidays or incentives are not renewed upon expiration, or if tax rates applicable to us in such jurisdictions are otherwise increased. Our continued ability to qualify for specific tax holiday extensions will depend on, among other things, our anticipated investment and expansion in these countries and the manner in which the local governments interpret the requirements for modifications, extensions or new incentives.

In addition, the Company and its subsidiaries are regularly subject to tax return audits and examinations by various taxing jurisdictions around the world. In determining the adequacy of our provision for income taxes, we regularly assess the likelihood of adverse outcomes resulting from tax examinations. While it is often difficult to predict the final outcome or the timing of the resolution of a tax examination, we believe that our reserves for uncertain tax benefits reflect the outcome of tax positions that are more likely than not to occur. However, we cannot assure you that the final determination of any tax examinations will not be materially different than that which is reflected in our income tax provisions and accruals. Should additional taxes be assessed as a result of a current or future examination, there could be a material adverse effect on our tax provision, operating results, financial position and cash flows in the period or periods for which that determination is made.

We may not meet regulatory quality standards applicable to our manufacturing and quality processes for medical devices, which could have an adverse effect on our business, financial condition or results of operations.

As a medical device manufacturer, we have additional compliance requirements. We are required to register with the U.S. Food and Drug Administration ("FDA") and are subject to periodic inspection by the FDA for compliance with the FDA's Quality System Regulation ("QSR") requirements, which require manufacturers of medical devices to adhere to certain regulations, including testing, quality control and documentation procedures. Compliance with applicable regulatory requirements is subject to continual review and is rigorously monitored through periodic inspections and product field monitoring by the FDA. If any FDA inspection reveals noncompliance with QSR or other FDA regulations, and the Company does not address the observation adequately to the satisfaction of the FDA, the FDA may take action against us. FDA actions may include issuing a letter of inspectional observations, issuing a warning letter, imposing fines, bringing an action against the Company and its officers, requiring a recall of the products we manufactured for our customers, refusing requests for clearance or approval of new products or withdrawal of clearance or approval previously granted, issuing an import detention on products entering the U.S. from an offshore facility, or shutting down a manufacturing facility. If any of these actions were to occur, it would harm our reputation and cause our business to suffer.

In the European Union ("EU"), we are required to maintain certain standardized certifications in order to sell our products and must undergo periodic inspections to obtain and maintain these certifications. Continued noncompliance to the EU regulations could stop the flow of products into the EU from us or from our customers. In China, the Safe Food and Drug Administration controls and regulates the manufacture and commerce of healthcare products. We must comply with the

regulatory laws applicable to medical device manufacturers, or our ability to manufacture products in China could be impacted. In Japan, the Pharmaceutical Affairs Laws regulate the manufacture and commerce of healthcare products. These regulations also require that subcontractors manufacturing products intended for sale in Japan register with authorities and submit to regulatory audits. Other Asian countries and Latin America where we operate have similar laws regarding the regulation of medical device manufacturing.

Our failure to comply with environmental laws could adversely affect our business.

We are subject to various federal, state, local and foreign environmental laws and regulations, including regulations governing the use, storage, discharge and disposal of hazardous substances used in our manufacturing processes. We are also subject to laws and regulations governing the recyclability of products, the materials that may be included in products, and our obligations to dispose of these products after end users have finished with them. Additionally, we may be exposed to liability to our customers relating to the materials that may be included in the components that we procure for our customers' products. Any violation or alleged violation by us of environmental laws could subject us to significant costs, fines or other penalties.

We are also required to comply with an increasing number of global and local product environmental compliance regulations focused on the restriction of certain hazardous substances. We are subject to the EU directives, including the Restrictions on RoHS, the WEEE as well as the EU's REACH regulation. In addition, new technical classifications of e-Waste being discussed in the Basel Convention technical working group could affect both our customers' abilities and obligations in electronics repair and refurbishment. Also of note is China's Management Methods for Controlling Pollution Caused by EIPs regulation, commonly referred to as "China RoHS", which restricts the importation into and production within China of electrical equipment containing certain hazardous materials. Similar legislation has been or may be enacted in other jurisdictions, including in the United States. RoHS and other similar legislation bans or restricts the use of lead, mercury and certain other specified substances in electronics products and WEEE requires EU importers and/or producers to assume responsibility for the collection, recycling and management of waste electronic products and components. We have developed rigorous risk mitigating compliance programs designed to meet the needs of our customers as well as applicable regulations. These programs may include collecting compliance data from our suppliers, full laboratory testing and public reporting of other environmental metrics such as carbon emissions, electronic waste and water, and we also require our supply chain to comply. Non-compliance could potentially result in significant costs and/or penalties. In the case of WEEE, the compliance responsibility rests primarily with the EU importers and/or producers rather than with EMS companies. However, customers may turn to EMS companies for assistance in meeting their obligations under WEEE.

In addition, we are responsible for the cleanup of contamination at some of our current and former manufacturing facilities and at some third party sites. If more stringent compliance or cleanup standards under environmental laws or regulations are imposed, or the results of future testing and analyses at our current or former operating facilities indicate that we are responsible for the release of hazardous substances into the air, ground and/or water, we may be subject to additional liability. Additional environmental matters may arise in the future at sites where no problem is currently known or at sites that we may acquire in the future. Additionally, we could be required to alter our manufacturing and operations and incur substantial expense in order to comply with environmental regulations. Our failure to comply with environmental laws and regulations or adequately address contaminated sites could limit our ability to expand our facilities or could require us to incur significant expenses, which would harm our business.

Failure to comply with domestic or international employment and related laws could result in the payment of significant damages, which would reduce our net income.

We are subject to a variety of domestic and foreign employment laws, including those related to safety, wages and overtime, discrimination, whistle-blowing, classification of employees and severance payments. Enforcement activity relating to these laws, particularly outside of the United States, can increase as a result of increased media attention due to violations by other companies, changes in law, political and other factors. There can be no assurance that we won't be found to have violated such laws in the future, due to a more aggressive enforcement posture by governmental authorities or for any other reason. Any such violations could lead to the assessment of fines against us by federal, state or foreign regulatory authorities or damages payable to employees, which fines could be substantial and which would reduce our net income.

Our business could be impacted as a result of actions by activist shareholders or others.

We may be subject, from time to time, to legal and business challenges in the operation of our company due to actions instituted by activist shareholders or others. Responding to such actions could be costly and time-consuming, may not align with our business strategies and could divert the attention of our Board of Directors and senior management from the pursuit of our business strategies. Perceived uncertainties as to our future direction as a result of shareholder activism may lead to the perception of a change in the direction of the business or other instability and may make it more difficult to attract and retain qualified personnel and business partners and may affect our relationships with vendors, customers and other third parties.

Social and environmental responsibility policies and provisions may be difficult to comply with and may impose costs on us.

There is an increasing focus on Sustainability including the Environmental, Social and Governance (ESG) in our industry. A number of our customers have adopted, or may adopt, procurement policies that include social and environmental responsibility provisions that their suppliers should comply with, or they may seek to include such provisions in their procurement terms and conditions. In addition, an increasing number of investors have adopted, or may adopt, ESG policies with which they expect their portfolio companies to comply. We currently comply with the sustainability standards set forth by various voluntarily sustainability initiatives and organizations, and we have joined the U.N. Global Compact, a voluntary initiative for businesses to develop, implement and disclose sustainability policies and practices. These social and environmental responsibility and ESG practices, policies, provisions and initiatives are subject to change, can be unpredictable, and may be difficult and expensive for us to comply with.

Climate change, and the legal and regulatory initiatives related to climate change, could adversely affect our business, results of operations and financial condition.

There is increasing concern that a gradual increase in global average temperatures due to increased concentration of carbon dioxide and other greenhouse gases in the atmosphere will cause significant changes in weather patterns around the globe and an increase in the frequency and severity of natural disasters. Changes in weather patterns and an increased frequency, intensity and duration of extreme weather conditions could, among other things, impair our production capabilities, disrupt the operation of our supply chain, and impact our customers and their demand for our services. As a result, the effects of climate change could have a long-term adverse impact on our business, results of operations and financial condition. In many of the countries in which we operate, governmental bodies are increasingly enacting legislation and regulations in response to the potential impacts of climate change. These laws and regulations have, and will continue to have, the potential to impact our operations directly or indirectly as a result of required compliance by us and our suppliers. In addition, we have committed to cut our operational emissions in half by 2030 as part of our long-term sustainability strategy and we may take additional voluntary steps to mitigate our impact on climate change. As a result, we may experience increases in energy, production, transportation and raw material costs, capital expenditures and insurance premiums and deductibles. Inconsistency of legislation and regulations among jurisdictions may also affect the costs of compliance with such laws and regulations. Any assessment of the potential impact of future climate change legislation, regulations or industry standards, as well as any international treaties and accords, is uncertain given the scope of potential regulatory change in the countries in which we operate. Given the political significance and uncertainty around the impact of climate change and how it should be addressed, we cannot predict how legislation and regulation will affect our financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation. Any of the foregoing could result in a material adverse effect on our business, results of operations and financial condition.

The success of certain of our activities depends on our ability to protect our intellectual property rights; claims of infringement or misuse of intellectual property and/or breach of license agreement provisions against our customers or us could harm our business.

We retain certain intellectual property rights to some of the technologies that we develop as part of our engineering, design, and manufacturing services and components offerings. The measures we have taken to prevent unauthorized use of our technology may not be successful. If we are unable to protect our intellectual property rights, this could reduce or eliminate the competitive advantages of our proprietary technology, which would harm our business.

Our engineering, design and manufacturing services and component offerings involve the creation and use of intellectual property rights, which subject us to the risk of claims of infringement or misuse of intellectual property from third parties and/or breach of our agreements with third parties, as well as claims arising from the allocation of intellectual property risk among us and our customers. From time to time, we enter into intellectual property licenses (e.g., patent licenses and software licenses) with third parties which obligate us to report covered behavior to the licensor and pay license fees to the licensor for certain activities or products, or that enable our use of third party technologies. We may also decline to enter into licenses for intellectual property that we do not think is useful for or used in our operations, or for which our customers or suppliers have licenses or have assumed responsibility.

Given the diverse and varied nature of our business and the location of our business around the world, certain activities we perform, such as providing assembly services in China and India, may fall outside the scope of those licenses or may not be subject to the applicable intellectual property rights. Our licensors may disagree and claim royalties are owed for such activities. In addition, the basis (e.g., base price) for any royalty amounts owed are audited by licensors and may be challenged. Our customers are increasingly requiring us to indemnify them against the risk of intellectual property-related claims and licensors are claiming that activities we perform are covered by licenses to which we are a party.

If any claims of infringement or misuse of intellectual property from third parties and/or breach of our agreements with third parties, as well as claims arising from the allocation of intellectual property risk among us and our customers, are brought against us or our customers, whether or not these have merit, we could be required to expend significant resources in defense of such claims. In the event of such a claim, we may be required to spend a significant amount of money to develop alternatives or obtain licenses or to resolve the issue through litigation. We may not be successful in developing such alternatives or obtaining such licenses on reasonable terms or at all, and any such litigation might not be resolved in our favor, in which cases we may be required to curtail certain of our services and offerings. Additionally, litigation could be lengthy and costly, and could materially harm our financial condition regardless of outcome.

We also face certain heightened risks to our intellectual property rights due to our extensive operations in foreign jurisdictions, including the risk of theft or misuse of our intellectual property rights in certain foreign jurisdictions. The laws of certain countries in which we operate may not protect intellectual property rights to the same extent as the laws of the United States, and the mechanisms to enforce intellectual property rights may be inadequate to protect our rights, which could harm our business.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our facilities consist of a global network of industrial parks, regional manufacturing operations, and design, engineering and product introduction centers, providing approximately 27 million square feet of productive capacity as of March 31, 2021. We do not identify or allocate assets by operating segment, as they are interchangeable in nature and used by multiple operating segments.

The composition of the square footage of our facilities, by region, is as follows:

	Leased (Manufacturing)	Owned (Manufacturing)	Total (Manufacturing)	Non-manufacturing	Total
(in million square feet)					
Americas	4.1	6.1	10.2	8.2	18.4
Asia	6.2	5.8	12.0	6.9	18.9
Europe	1.9	2.8	4.7	5.4	10.1
Total	12.2	14.7	26.9	20.5	47.4

Our facilities include large industrial parks, ranging in size from approximately 100,000 to 4.4 million square feet in Brazil, China, India, and Mexico. We also have regional manufacturing operations, generally ranging in size from under 100,000 to approximately 2.7 million square feet in Austria, Brazil, Canada, China, Denmark, Hungary, India, Indonesia, Ireland, Israel, Italy, Japan, Malaysia, Mexico, the Netherlands, Poland, Romania, Singapore, Spain, Switzerland, Ukraine and the United States. We also have smaller design and engineering centers, innovation centers and product introduction centers at a number of locations in the world's major industrial and electronics markets.

Our facilities are well maintained and suitable for the operations conducted. The productive capacity of our plants is adequate for current needs.

ITEM 3. LEGAL PROCEEDINGS

For a description of our material legal proceedings, see note 13 "Commitments and Contingencies" to the consolidated financial statements included under Item 8, which is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

PART II

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

MARKET AND SHAREHOLDER INFORMATION

Our ordinary shares are quoted on the Nasdaq Global Select Market under the symbol "FLEX."

As of May 14, 2021 there were 2,933 holders of record of our ordinary shares. This does not include persons whose stock is in nominee or "street name" accounts through brokers.

DIVIDENDS

Since inception, we have not declared or paid any cash dividends on our ordinary shares. We currently do not have plans to pay any cash dividends in fiscal year 2022.

STOCK PRICE PERFORMANCE GRAPH

The following stock price performance graph and accompanying information is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A under the Securities Exchange Act of 1934 or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of any general incorporation language in any such filing.

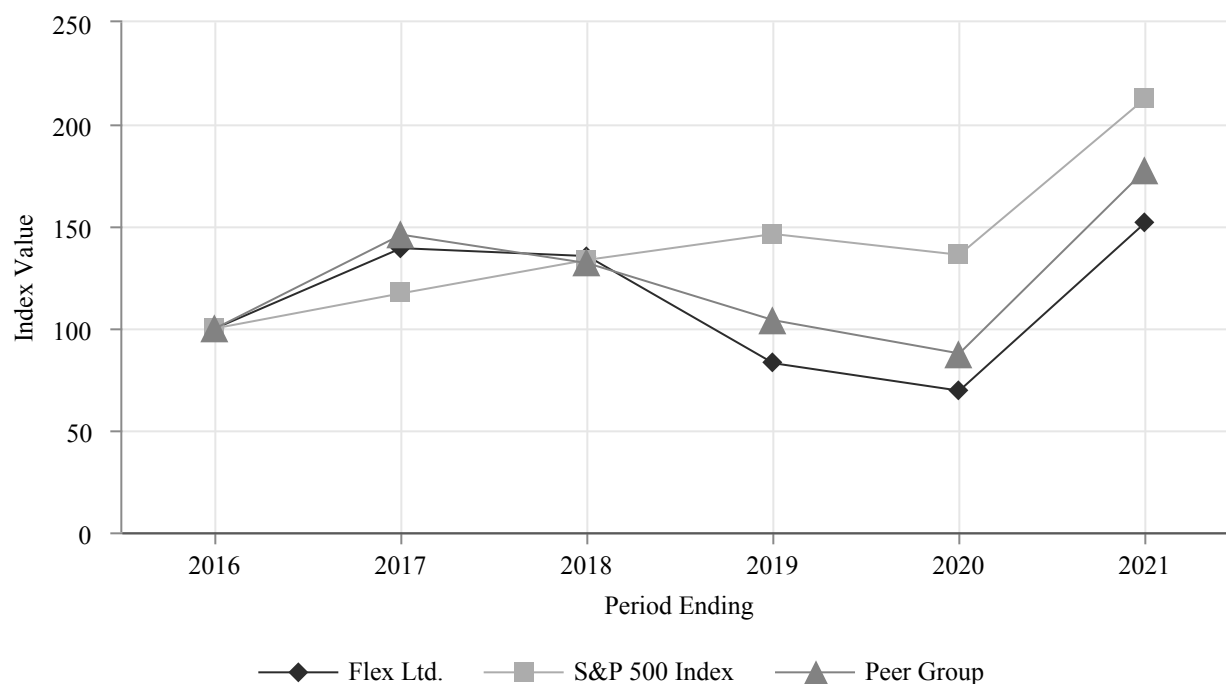
The graph below compares the cumulative total shareholder return on our ordinary shares, the Standard & Poor's 500 Stock Index and a peer group comprised of Benchmark Electronics, Inc., Celestica Inc., Jabil Inc., and Sanmina Corporation.

The graph below assumes that \$100 was invested in our ordinary shares, in the Standard & Poor's 500 Stock Index and in the peer group described above on March 31, 2016 and reflects the annual return through March 31, 2021, assuming dividend reinvestment.

The comparisons in the graph below are based on historical data and are not indicative of, or intended to forecast, the possible future performances of our ordinary shares.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Flex, the S&P 500 Index, and Peer Group



	3/16	3/17	3/18	3/19	3/20	3/21
Flex Ltd.	100.00	139.30	135.41	82.92	69.44	151.82
S&P 500 Index	100.00	117.17	133.57	146.25	136.05	212.71
Peer Group	100.00	145.91	131.95	104.01	87.70	177.65

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Index Data: Copyright Standard and Poor's, Inc. Used with permission. All rights reserved.

Issuer Purchases of Equity Securities

The following table provides information regarding purchases of our ordinary shares made by us for the period from January 1, 2021 through March 31, 2021.

Period (2)	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 - January 29, 2021	—	\$ —	—	\$ 462,318,284
January 30 - February 26, 2021	2,862,625	18.86	2,862,625	408,318,704
February 27 - March 31, 2021	5,229,442	17.56	5,229,442	316,512,931
Total	<u>8,092,067</u>		<u>8,092,067</u>	

- (1) During the period from January 1, 2021 through March 31, 2021 all purchases were made pursuant to the program discussed below in open market transactions. All purchases were made in accordance with Rule 10b-18 under the Securities Exchange Act of 1934.

- (2) On August 7, 2020, our Board of Directors authorized repurchases of our outstanding ordinary shares for up to \$500 million. This is in accordance with the share purchase mandate whereby our shareholders approved a repurchase limit of 20% of our issued ordinary shares outstanding at the Annual General Meeting held on the same date as the Board authorization. As of March 31, 2021, shares in the aggregate amount of \$316.5 million were available to be repurchased under the current plan.

RECENT SALES OF UNREGISTERED SECURITIES

None.

INCOME TAXATION UNDER SINGAPORE LAW

Dividends. Singapore does not impose a withholding tax on dividends. All dividends on our ordinary shares are not taxable in Singapore to shareholders, provided that any dividends are paid to shareholders outside of Singapore for this purpose and such dividends are not received or deemed to be received in Singapore by shareholders and are not derived by shareholders pursuant to any trade or business carried on in Singapore. Certain tax exemptions are available for foreign-sourced dividends received by Singapore tax residents, subject to conditions. Since inception, we have not declared nor paid any cash dividends on our ordinary shares, and we currently do not have plans to pay any cash dividends.

Gains on Disposal. Under current Singapore tax law there is no tax on capital gains, and thus any profits from the disposal of shares are not taxable in Singapore unless the gains arising from the disposal of shares are income in nature and subject to tax, especially if they arise from activities which the Inland Revenue Authority of Singapore regards as the carrying on of a trade or business in Singapore (in which case, the profits on the sale would be taxable as trade profits rather than capital gains).

Shareholders who apply, or who are required to apply, the Singapore Financial Reporting Standard 109 Financial Instruments ("FRS 109") for the purposes of Singapore income tax may be required to recognize gains or losses (not being gains or losses in the nature of capital) in accordance with the provisions of FRS 109 (as modified by the applicable provisions of Singapore income tax law) even though no sale or disposal of shares is made.

Stamp Duty. There is no stamp duty payable for holding shares, and no duty is payable on the issue of new shares. When existing shares are acquired in Singapore, a stamp duty of 0.2% is payable on the instrument of transfer of the shares at market value. The stamp duty is borne by the purchaser unless there is an agreement to the contrary. If the instrument of transfer is executed outside of Singapore, the stamp duty must be paid only if the instrument of transfer is received in Singapore.

Estate Taxation. The estate duty was abolished for deaths occurring on or after February 15, 2008.

An individual shareholder who is a U.S. citizen or resident (for U.S. estate tax purposes) will have the value of the shares included in the individual's gross estate for U.S. estate tax purposes. An individual shareholder generally will be entitled to a tax credit against the shareholder's U.S. estate tax to the extent the individual shareholder actually pays Singapore estate tax on the value of the shares; however, such tax credit is generally limited to the percentage of the U.S. estate tax attributable to the inclusion of the value of the shares included in the shareholder's gross estate for U.S. estate tax purposes, adjusted further by a pro rata apportionment of available exemptions. Individuals who are domiciled in Singapore should consult their own tax advisors regarding the Singapore estate tax consequences of their investment.

Tax Treaties Regarding Withholding. There is no reciprocal income tax treaty between the U.S. and Singapore regarding withholding taxes on dividends and capital gains.

ITEM 6. *SELECTED FINANCIAL DATA*

These historical results are not necessarily indicative of the results to be expected in the future. The following selected consolidated financial data set forth below was derived from our historical audited consolidated financial statements and is qualified by reference to, and should be read in conjunction with, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 8, "Financial Statements and Supplementary Data." On April 1, 2018, we adopted the new revenue standard and as a result we recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings. The comparative information has not been restated and continues to be reported under the accounting standards in effect at the time. As further discussed in note 2 to the consolidated financial statement in Item 8, the prior year amounts related to interest expense (income), net are now presented separately under interest, net, and the remaining balances under interest and other, net have been reclassified to the other charges (income), net within the consolidated statement of operations. For comparability purposes, the prior periods have been recast to conform to the current presentation. The reclassifications had no effect on the previously reported results of operations (Amounts may not sum due to rounding).

	Fiscal Year Ended March 31,				
	2021	2020	2019	2018	2017
(In millions, except per share amounts)					
CONSOLIDATED STATEMENT OF OPERATIONS DATA:					
Net sales	\$ 24,124	\$ 24,210	\$ 26,211	\$ 25,441	\$ 23,863
Cost of sales	22,349	22,681	24,594	23,778	22,303
Restructuring charges (3)	88	190	99	67	39
Gross profit	1,687	1,338	1,518	1,596	1,521
Selling, general and administrative expenses	817	834	953	1,019	937
Intangible amortization	62	64	74	79	81
Restructuring charges (3)	13	26	14	24	11
Interest, net	148	174	175	137	120
Other charges (income), net (1)	(67)	82	120	(184)	1
Income before income taxes	714	158	182	521	371
Provision for income taxes	101	71	89	92	51
Net income	<u>\$ 613</u>	<u>\$ 88</u>	<u>\$ 93</u>	<u>\$ 429</u>	<u>\$ 320</u>
Diluted earnings per share:					
Total	<u>\$ 1.21</u>	<u>\$ 0.17</u>	<u>\$ 0.18</u>	<u>\$ 0.80</u>	<u>\$ 0.59</u>

	As of March 31,				
	2021	2020	2019	2018	2017
(In millions)					
CONSOLIDATED BALANCE SHEET DATA:					
Working capital (2)	\$ 3,529	\$ 1,875	\$ 1,506	\$ 1,902	\$ 1,883
Total assets	15,836	13,690	13,499	13,716	12,593
Total long-term debt, excluding current portion	3,515	2,689	2,422	2,898	2,891
Shareholders' equity	3,436	2,831	2,972	3,019	2,678

- (1) For fiscal years 2021, 2020 and 2019, refer to note 16 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion.

During fiscal year 2018, the Company recognized a \$151.6 million gain from the deconsolidation of Elementum, and \$38.7 million of income from the sale of a non-strategic cost basis investment.

- (2) Working capital is defined as current assets, less current liabilities.

- (3) The Company initiated restructuring plans during each of the fiscal years presented in the table above. For the restructuring plans initiated during fiscal years 2021, 2020, and 2019, refer to note 15 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion. During fiscal year 2018, the Company initiated targeted restructuring activities focused on optimizing the Company's cost structure in lower growth areas and, more importantly, streamlining certain corporate and segment functions. Restructuring charges are recorded based upon employee termination dates, site closures and consolidation plans generally in conjunction with an overall corporate initiative to drive cost reduction and realign the Company's global footprint. The Company recognized approximately \$78.6 million of cash charges predominantly related to employee severance costs and \$12.1 million of non-cash charges for asset impairment and other exit charges under the above plan. Of these total charges, approximately \$66.8 million was recognized in cost of sales. During fiscal year 2017, the Company initiated a restructuring plan to accelerate its ability to support more *Sketch-to-Scale*[®] efforts across the Company and reposition away from historical legacy programs and structures through rationalizing its current footprint at existing sites and at corporate SG&A functions. The Company recognized restructuring charges of approximately \$49.4 million primarily for employee termination costs under the above plan. Of these total charges, approximately \$38.8 million was recognized in cost of sales.

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

This report on Form 10-K contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. The words "expects," "anticipates," "believes," "intends," "plans" and similar expressions identify forward-looking statements. In addition, any statements which refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. We undertake no obligation to publicly disclose any revisions to these forward-looking statements to reflect events or circumstances occurring subsequent to filing this Form 10-K with the Securities and Exchange Commission. These forward-looking statements are subject to risks and uncertainties, including, without limitation, those discussed in this section and in Item 1A, "Risk Factors." In addition, new risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risk factors on our business. Accordingly, our future results may differ materially from historical results or from those discussed or implied by these forward-looking statements. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements.

OVERVIEW

We are the manufacturing partner of choice that helps a diverse customer base design and build products that improve the world. Through the collective strength of a global workforce across approximately 30 countries and responsible, sustainable operations, we deliver technology innovation, supply chain, and manufacturing solutions to diverse industries and end markets. In the first quarter of fiscal year 2021, the Company made certain changes in its organization structure as part of its strategy to further drive efficiency and productivity with two focused and complimentary delivery models. As a result, the Company now reports its financial performance based on two reportable segments:

- Flex Agility Solutions ("FAS"), which is comprised of the following end markets:
 - *Communications, Enterprise and Cloud ("CEC")*, including data infrastructure, edge infrastructure and communications infrastructure;
 - *Lifestyle*, including appliances, consumer packaging, floorcare, micro mobility and audio; and
 - *Consumer Devices*, including mobile and high velocity consumer devices.
- Flex Reliability Solutions ("FRS"), which is comprised of the following end markets:
 - *Automotive*, including autonomous, connectivity, electrification, and smart technologies;
 - *Health Solutions*, including medical devices, medical equipment and drug delivery; and
 - *Industrial*, including capital equipment, industrial devices, renewable including our Nextracker business, grid edge, and power systems.

Our strategy is to provide customers with a full range of cost competitive, vertically-integrated global supply chain solutions through which we can design, build, ship and service a complete packaged product for our customers. This enables our customers to leverage our supply chain solutions to meet their product requirements throughout the entire product life cycle.

Over the past few years, we have seen an increased level of diversification by many companies, primarily in the technology sector. Some companies that have historically identified themselves as software providers, Internet service providers or e-commerce retailers have entered the highly competitive and rapidly evolving technology hardware markets, such as mobile devices, home entertainment and wearable devices. This trend has resulted in a significant change in the manufacturing and supply chain solutions requirements of such companies. While the products have become more complex, the supply chain

solutions required by such companies have become more customized and demanding, and it has changed the manufacturing and supply chain landscape significantly.

We use a portfolio approach to manage our extensive service offerings. As our customers change the way they go to market, we have the capability to reorganize and rebalance our business portfolio in order to align with our customers' needs and requirements in an effort to optimize operating results. The objective of our business model is to allow us to be flexible and redeploy and reposition our assets and resources as necessary to meet specific customer's supply chain solutions needs across all the markets we serve and earn a return on our invested capital above the weighted average cost of that capital.

During the first half of fiscal year 2020 in connection with the recent geopolitical developments and uncertainties, primarily impacting one customer in China, we experienced a reduction in demand for products assembled for that customer. As a result, we accelerated our strategic decision to reduce our exposure to certain high-volatility products in both China and India. We also initiated targeted activities to restructure our business to further reduce and streamline our cost structure. During fiscal year 2021, in order to further support our strategy and build a sustainable organization, and after considering that the economic recovery from the pandemic will be slower than anticipated, we identified and engaged in certain structural changes. See additional discussion regarding these restructuring actions below under "Results of Operations - Restructuring charges".

We believe that our continued business transformation is strategically positioning us to take advantage of the long-term, future growth prospects for outsourcing of advanced manufacturing capabilities, design and engineering services and after-market services.

Update on the Impact of COVID-19 on our Business

As anticipated, our results were negatively impacted by COVID-19 disruptions to our factories, workforce, and suppliers most notably in our first quarter as the impact from the pandemic extended throughout the entire quarter. Total COVID-19 related costs incurred over fiscal year 2021 were over \$150 million and were primarily comprised of enhanced health and safety protocols, incremental labor incentives, incremental supply chain costs and forced under-absorption of idle and underutilized labor and overhead costs. As we expected, these incremental costs persisted during fiscal year 2021, but declined significantly over the period as demand improved. Although not materially impacting our results for the fourth quarter of fiscal year 2021, most recently, with the second wave of the pandemic, we have also been experiencing temporary plant closures and/or restrictions at certain manufacturing facilities in Brazil and Malaysia. In addition, India is experiencing a severe COVID-19 resurgence, which has resulted in renewed disease control measures being taken to limit its spread including movement bans and shelter-in-place orders. We have workforce and operations in India and are closely monitoring the situation in India. Our priority is the welfare of our employees.

Throughout the fiscal year 2021, COVID-19 related demand and production pressures remained in certain end markets that we serve. Net sales decreased \$0.1 billion during fiscal year 2021 versus the prior year primarily due to declines in our Consumer Devices business included in the FAS segment. Included in the FRS segment, our Health Solutions business performed well during fiscal year 2021 driven by the increased demand for critical care products and diagnostics and patient monitoring programs. Our factories were productive throughout most of fiscal year 2021 resulting in sales recovering specifically for the automotive businesses that were shut down during the majority of the first quarter. During the third quarter of fiscal year 2021, we started to see certain component constraints in the supply chain and we continued to carefully monitor potential supply chain disruptions due to ongoing tightness in the overall component environment. We expect consumer devices to be one of the end markets more sensitive to industry component constraints. In addition, while we anticipate revenue will continue to improve across our end markets, we believe that our businesses tied to consumer spending, such as Lifestyle and Consumer Devices, will continue to be impacted if there is a prolonged demand slowdown. Refer to "Risk Factors - *The COVID-19 pandemic has materially and adversely affected our business and results of operations. The duration and extent to which it will continue to adversely impact our business and results of operations remains uncertain and could be material.*"

As part of our continuous response to the outbreak, we initiated salary cuts, furloughs and other programs to cut costs during the first half of fiscal year 2021. This also included aggressively reducing discretionary corporate spend. Employees that have been operating on a work-from-home basis are continuing to do so. While there still remains an elevated degree of uncertainty, we have removed specific austerity measures involving employee compensation.

We are continuously evaluating our capital structure in response to the current environment and expect that our current financial condition, including our liquidity sources are adequate to fund future commitments. See additional discussion in the Liquidity and Capital Resources section below.

Other Developments

We are actively pursuing alternatives for our Nextracker business. We are considering options that may include, among others, a full or partial separation of the business through an initial public offering, sale, spin-off, or other transaction. On April

28, 2021, we announced that we confidentially submitted a draft registration statement on Form S-1 with the U.S. Securities and Exchange Commission relating to the proposed initial public offering of Nextracker's Class A common stock. The initial public offering and its timing are subject to market and other conditions and the SEC's review process, and there can be no assurance that we will proceed with such offering or any alternative transaction. Refer to "Risk Factors - *We are pursuing alternatives for our Nextracker business, including a full or partial separation of the business, through an initial public offering of Nextracker or otherwise, which may not be consummated as or when planned or at all, and may not achieve the intended benefits.*"

This Annual Report on Form 10-K does not constitute an offer to sell or a solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

Business Overview

We are one of the world's largest providers of global supply chain solutions, with revenues of \$24.1 billion in fiscal year 2021. We have established an extensive network of manufacturing facilities in the world's major consumer and enterprise markets (Asia, the Americas, and Europe) to serve the growing outsourcing needs of both multinational and regional customers. We design, build, ship, and service consumer and enterprise products for our customers through a network of over 100 facilities in approximately 30 countries across four continents. As of March 31, 2021, our total manufacturing capacity was approximately 27 million square feet. The following tables set forth the relative percentages and dollar amounts of net sales by region and by country, and net property and equipment, by country, based on the location of our manufacturing sites (amounts may not sum due to rounding):

	Fiscal Year Ended March 31,								
	2021		2020		2019				
	(In millions)								
Net sales by region:									
Asia	\$	9,326	39 %	\$	9,362	39 %	\$	11,470	44 %
Americas		9,672	40 %		10,066	42 %		9,893	38 %
Europe		5,126	21 %		4,782	19 %		4,848	18 %
	\$	<u>24,124</u>		\$	<u>24,210</u>		\$	<u>26,211</u>	
Net sales by country:									
China	\$	6,147	25 %	\$	5,665	23 %	\$	6,649	25 %
Mexico		4,413	18 %		4,449	18 %		4,539	17 %
U.S.		3,648	15 %		3,719	15 %		3,106	12 %
Malaysia		1,563	6 %		1,539	6 %		1,996	8 %
Brazil		1,554	6 %		1,831	8 %		2,181	8 %
Hungary		1,313	5 %		1,355	6 %		1,290	5 %
Other		5,486	25 %		5,652	24 %		6,450	25 %
	\$	<u>24,124</u>		\$	<u>24,210</u>		\$	<u>26,211</u>	

	Fiscal Year Ended March 31,			
	2021		2020	
	(In millions)			
Property and equipment, net:				
Mexico	\$	553	26 %	\$ 555 25 %
U.S.		361	17 %	378 17 %
China		331	16 %	396 18 %
India		166	8 %	207 9 %
Malaysia		106	5 %	111 5 %
Hungary		105	5 %	100 4 %
Other		475	23 %	469 22 %
	\$	<u>2,097</u>		<u>\$ 2,216</u>

We believe that the combination of our extensive open innovation platform solutions, design and engineering services, advanced supply chain management solutions and services, significant scale and global presence, and manufacturing campuses in low-cost geographic areas provide us with a competitive advantage and strong differentiation in the market for designing, manufacturing and servicing consumer and enterprise products for leading multinational and regional customers. Specifically, we offer our customers the ability to simplify their global product development, manufacturing process, and after-sales services, and enable them to meaningfully accelerate their time to market and cost savings.

Our operating results are affected by a number of factors, including the following:

- the impacts on our business due to component shortages, disruptions in transportation or other supply chain related constraints including as a result of the COVID-19 pandemic;
- the effects of the COVID-19 pandemic on our business and results of operations;
- changes in the macro-economic environment and related changes in consumer demand;
- the mix of the manufacturing services we are providing, the number, size, and complexity of new manufacturing programs, the degree to which we utilize our manufacturing capacity, seasonal demand, and other factors;
- the effects on our business when our customers are not successful in marketing their products, or when their products do not gain widespread commercial acceptance;
- our ability to achieve commercially viable production yields and to manufacture components in commercial quantities to the performance specifications demanded by our customers;
- the effects that current credit and market conditions (including as a result of the COVID-19 pandemic) could have on the liquidity and financial condition of our customers and suppliers, including any impact on their ability to meet their contractual obligations;
- the effects on our business due to certain customers' products having short product life cycles;
- our customers' ability to cancel or delay orders or change production quantities;
- our customers' decisions to choose internal manufacturing instead of outsourcing for their product requirements;
- integration of acquired businesses and facilities;
- increased labor costs due to adverse labor conditions in the markets we operate;
- changes in tax legislation; and

- changes in trade regulations and treaties.

We also are subject to other risks as outlined in Item 1A, "Risk Factors".

Net sales for fiscal year 2021 decreased less than 1%, or \$0.1 billion, to \$24.1 billion from the prior year. The decrease in sale was most notable in our FAS segment, down \$0.6 billion, or 4.0%, from the prior year, driven by lower demand in our Consumer Devices business due to the impact of COVID-19 and more significantly our continued strategic shift away from high volatility, short cycle businesses that we initiated in the prior years. Largely offsetting the overall decline in revenue from our FAS segment for fiscal year 2021, was an increase in net sales from our FRS segment of \$0.5 billion, or 4.7%, from the prior year, primarily driven by an increase in sales from our Health Solutions business and to a lesser extent from our Industrial business. Our fiscal year 2021 gross profit totaled \$1.7 billion, representing an increase of \$0.3 billion, or 26%, from the prior year. The increase was primarily driven by lower restructuring costs in fiscal year 2021 versus those incurred in fiscal year 2020 as a result of the geopolitical challenges and uncertainties which impacted certain of our customers. Gross profit also increased by \$0.1 billion due to customer asset impairment charges recorded in the prior year coupled with the write-down of inventory not recoverable due to the significant reductions in future customer demand as we reduced our exposure to certain higher volatility businesses. Our net income totaled \$0.6 billion, representing an increase of \$0.5 billion, or 597%, compared to fiscal year 2020, due to the factors explained above, further impacted by higher impairment charges incurred in fiscal year 2020. Refer to note 2 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for details of the investment impairments.

Cash provided by operations increased by approximately \$1.6 billion to a cash inflow of \$0.1 billion for fiscal year 2021 compared with a cash outflow of \$1.5 billion for fiscal year 2020 primarily driven by the \$0.5 billion increase in net income and the reduced cash outflow related to accounts receivables during fiscal year 2021. Our net working capital ("NWC") is calculated as current quarter accounts receivable, net of allowance for doubtful accounts, plus inventories and contract assets, less accounts payable and certain other current liabilities related to vendor financing programs. Our net working capital as a percentage of annualized sales for fiscal year 2021 increased to 11.5% from 6.3% in the prior year as a direct result of reducing the outstanding balance of accounts receivable sold through our ABS and accounts receivable factoring programs.

We believe adjusted free cash flow is an important liquidity metric because it measures, during a given period, the amount of cash generated that is available to repay debt obligations, make investments, fund acquisitions, repurchase company shares and for certain other activities. Our adjusted free cash flow is defined as cash from operations, plus cash collections of deferred purchase price receivables (for fiscal year 2020), less net purchases of property and equipment to present adjusted cash flows on a consistent basis for investor transparency. We also excluded the impact to cash flows related to certain vendor programs that is required for U.S. GAAP presentation as well as cash outflows related to repayment of the outstanding balance of our ABS programs in fiscal year 2021 as we utilized proceeds from debt issuance to replace funding from the ABS programs for working capital purposes. Our adjusted free cash flow remained relatively flat at \$0.7 billion for fiscal year 2021 compared to \$0.7 billion for fiscal year 2020. Refer to Liquidity and Capital Resources section for the adjusted free cash flows reconciliation to the most directly comparable GAAP financial measure of cash flows from operations. Cash used in investing activities decreased by approximately \$2.5 billion to a cash outflow of \$0.2 billion for fiscal year 2021, compared with a cash inflow of \$2.3 billion for fiscal year 2020, primarily due to lower cash collections on deferred purchase price receivables offset by lower net capital expenditures in the current fiscal year. Cash provided by financing activities increased by approximately \$1.2 billion to a cash inflow of \$0.7 billion during fiscal year 2021, compared with a cash outflow of \$0.5 billion in the prior year, primarily driven by \$1.4 billion of proceeds received in aggregate, net of discounts and after premiums, following the issuance of the 2026 Notes and the 2030 Notes, partially offset by \$0.4 billion cash paid for the repayment of the term loan due June 2022.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP" or "GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Due to the COVID-19 pandemic, there has been and will continue to be uncertainty and disruption in the global economy and financial markets. We have made estimates and assumptions taking into consideration certain possible impacts due to COVID-19. These estimates may change, as new events occur, and additional information is obtained. Actual results may differ from those estimates and assumptions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements. For further discussion of our significant accounting policies, refer to note 2 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data."

Revenue Recognition

In determining the appropriate amount of revenue to recognize, we apply the following steps: (i) identify the contracts with the customers; (ii) identify performance obligations in the contracts; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations per the contracts; and (v) recognize revenue when (or as) we satisfy a performance obligation. Further, we assess whether control of the product or services promised under the contract is transferred to the customer at a point in time (PIT) or over time (OT). We are first required to evaluate whether our contracts meet the criteria for OT recognition. We have determined that for a portion of our contracts, we are manufacturing products for which there is no alternative use (due to the unique nature of the customer-specific product and intellectual property restrictions) and we have an enforceable right to payment including a reasonable profit for work-in-progress inventory with respect to these contracts. As a result, revenue is recognized under these contracts OT based on the cost-to-cost method as it best depicts the transfer of control to the customer measured based on the ratio of costs incurred to date as compared to the total estimated costs at completion of the performance obligation. For all other contracts that do not meet these criteria, we recognize revenue when we have transferred control of the related manufactured products which generally occurs upon delivery and passage of title to the customer. Refer to note 4 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further details.

Customer Contracts and Related Obligations

Certain of our customer agreements include potential price adjustments which may result in variable consideration. These price adjustments include, but are not limited to, sharing of cost savings, committed price reductions, material margins earned over the period that are contractually required to be paid to the customers, rebates, refunds tied to performance metrics such as on-time delivery, and other periodic pricing resets that may be refundable to customers. We estimate the variable consideration related to these price adjustments as part of the total transaction price and recognize revenue in accordance with the pattern applicable to the performance obligation, subject to a constraint. We constrain the amount of revenues recognized for these contractual provisions based on our best estimate of the amount which will not result in a significant reversal of revenue in a future period. We determine the amounts to be recognized based on the amount of potential refunds required by the contract, historical experience and other surrounding facts and circumstances. Refer to note 4 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further details.

Customer Credit Risk

We have an established customer credit policy through which we manage customer credit exposures through credit evaluations, credit limit setting, monitoring, and enforcement of credit limits for new and existing customers. We perform ongoing credit evaluations of our customers' financial condition and make provisions for doubtful accounts based on the outcome of those credit evaluations. We evaluate the collectability of accounts receivable based on specific customer circumstances, current economic trends, historical experience with collections and the age of past due receivables. To the extent we identify exposures as a result of customer credit issues, we also review other customer related exposures, including but not limited to inventory and related contractual obligations.

Restructuring Charges

We recognize restructuring charges related to our plans to close or consolidate excess manufacturing facilities and rationalize administrative functions and to realign our corporate cost structure. In connection with these activities, we recognize restructuring charges for employee termination costs, long-lived asset impairment and other exit-related costs.

The recognition of these restructuring charges requires that we make certain judgments and estimates regarding the nature, timing and amount of costs associated with the planned restructuring activity. To the extent our actual results differ from our estimates and assumptions, we may be required to revise the estimates of future liabilities, requiring the recognition of additional restructuring charges or the reduction of liabilities already recognized. Such changes to previously estimated amounts may be material to the consolidated financial statements. At the end of each reporting period, we evaluate the remaining accrued balances to ensure that no excess accruals are retained, and the utilization of the provisions are for their intended purpose in accordance with developed exit plans.

Refer to note 15 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our restructuring activities.

Inventory Valuation

Our inventories are stated at the lower of cost (on a first-in, first-out basis) or net realizable value. Our industry is characterized by rapid technological change, short-term customer commitments and rapid changes in demand. We purchase our inventory based on forecasted demand, and we estimate write downs for excess and obsolete inventory based on our regular

reviews of inventory quantities on hand, and the latest forecasts of product demand and production requirements from our customers. If actual market conditions or our customers' product demands are less favorable than those projected, additional write downs may be required. In addition, unanticipated changes in the liquidity or financial position of our customers and/or changes in economic conditions may require additional write downs for inventories due to our customers' inability to fulfill their contractual obligations with regards to inventory procured to fulfill customer demand.

Valuation of Private Company Investments

We assess our investments for impairment whenever events or changes in circumstances indicate that the assets may be impaired. The factors we consider in our evaluation of potential impairment of our investments, include, but are not limited to a significant deterioration in the earnings performance or business prospects of the investee, or factors that raise significant concerns about the investee's ability to continue as a going concern, such as negative cash flows from operation or working capital deficiencies. The carrying value of certain of our investments are individually material, and thus there is the potential for material charges in future periods if we determine that those investments are impaired. Refer to note 2 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our investments.

Carrying Value of Long-Lived Assets

We review property and equipment and acquired amortizable intangible assets for impairment at least annually and whenever events or changes in circumstances indicate that the carrying amount of the asset group may not be recoverable. An impairment loss is recognized when the carrying amount of the asset group exceeds its fair value. Recoverability of property and equipment and acquired amortizable intangible assets are measured by comparing their carrying amount to the projected cash flows the assets are expected to generate. If such asset groups are determined to be impaired, the impairment loss recognized, if any, is the amount by which the carrying amount of the property and equipment and acquired amortizable intangible assets exceeds fair value. Our judgments regarding projected cash flows for an extended period of time and the fair value of assets may be impacted by changes in market conditions, general business environment and other factors including future developments of the COVID-19 pandemic which remain highly uncertain and unpredictable. To the extent our estimates relating to cash flows and fair value of assets change adversely we may have to recognize additional impairment charges in the future.

Goodwill

Goodwill is tested for impairment on an annual basis and whenever events or changes in circumstances indicate that the carrying amount of goodwill may not be recoverable. Recoverability of goodwill is measured at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit, which is measured based upon, among other factors, market multiples for comparable companies as well as a discounted cash flow analysis. These approaches use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy and require us to make various judgmental assumptions about sales, operating margins, growth rates and discount rates which consider our budgets, business plans and economic projections, and are believed to reflect market participant views. Some of the inherent estimates and assumptions used in determining fair value of the reporting units are outside the control of management, including interest rates, cost of capital, tax rates, market EBITDA comparables and credit ratings. While we believe we have made reasonable estimates and assumptions to calculate the fair value of the reporting units, it is possible a material change could occur. If our actual results are not consistent with our estimates and assumptions used to calculate fair value, it could result in material impairments of our goodwill. Refer to note 2 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further detail on our goodwill.

Contingent Liabilities

We may be exposed to certain liabilities relating to our business operations, acquisitions of businesses and assets and other activities. We make provisions for such liabilities when it is probable that the settlement of the liability will result in an outflow of economic resources or the impairment of an asset. We make these assessments based on facts and circumstances that may change in the future resulting in additional expenses.

Refer to note 13 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our contingent liabilities.

Income Taxes

Our deferred income tax assets represent temporary differences between the carrying amount and the tax basis of existing assets and liabilities, which will result in deductible amounts in future years, including net operating loss carry forwards. Based on estimates, the carrying value of our net deferred tax assets assumes that it is more likely than not that we will be able to generate sufficient future taxable income in certain tax jurisdictions to realize these deferred income tax assets. Our judgments

regarding future profitability may change due to future market conditions, changes in U.S. or international tax laws and other factors. If these estimates and related assumptions change in the future, we may be required to increase or decrease our valuation allowance against deferred tax assets previously recognized, resulting in additional or lesser income tax expense.

We are regularly subject to tax return audits and examinations by various taxing jurisdictions and around the world, and there can be no assurance that the final determination of any tax examinations will not be materially different than that which is reflected in our income tax provisions and accruals. Should additional taxes be assessed as a result of a current or future examination, there could be a material adverse effect on our tax position, operating results, financial position and cash flows. Refer to note 14 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our tax position.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, certain statements of operations data expressed as a percentage of net sales (amounts may not sum due to rounding). The financial information and the discussion below should be read in conjunction with the consolidated financial statements and notes thereto included in Item 8, "Financial Statements and Supplementary Data." As previously disclosed, we made certain changes in our organization structure. As a result of these changes, we revised our reportable segments as further discussed in note 20 to the consolidated financial statement in Item 8. There was no change to our consolidated financial statements. Additionally, as further discussed in note 2 to the consolidated financial statement in Item 8, the prior year amounts related to interest expense (income), net are now presented separately under interest, net, and the remaining balances under interest and other, net have been reclassified to other charges (income), net within the consolidated statement of operations. For comparability purposes, the prior periods have been recast to conform to the current presentation. The reclassifications had no effect on the previously reported results of operations.

The data below, and discussion that follows, represents our results from operations.

	Fiscal Year Ended March 31,		
	2021	2020	2019
Net sales	100.0 %	100.0 %	100.0 %
Cost of sales	92.6	93.7	93.8
Restructuring charges	0.4	0.8	0.4
Gross profit	7.0	5.5	5.8
Selling, general and administrative expenses	3.4	3.4	3.6
Intangible amortization	0.3	0.3	0.3
Restructuring charges	0.1	0.1	0.1
Interest, net	0.6	0.7	0.7
Other charges (income), net	(0.3)	0.3	0.4
Income before income taxes	2.9	0.7	0.7
Provision for income taxes	0.4	0.3	0.3
Net Income	2.5 %	0.4 %	0.4 %

Net sales

The following table sets forth our net sales by segment, and their relative percentages:

	Fiscal Year Ended March 31,								
	2021		2020		2019				
Net sales:	(In millions)								
Flex Agility Solutions	\$	13,493	56 %	\$	14,053	58 %	\$	16,855	64 %
Flex Reliability Solutions		10,631	44 %		10,157	42 %		9,356	36 %
	\$	24,124		\$	24,210		\$	26,211	

Fiscal year 2021 vs 2020

Net sales during fiscal year 2021 totaled \$24.1 billion, representing a decrease of \$0.1 billion, or less than 1%, from \$24.2 billion during fiscal year 2020. The decrease in net sales was most notable in our FAS segment, down \$0.6 billion, or 4%, from the prior year, mainly due to a drop of 25% in our Consumer Devices business resulting from lower demand due to the impact of COVID-19 in the earlier part of fiscal year 2021, and our continued strategic shift away from high volatility, short cycle businesses that we initiated in fiscal year 2019. CEC grew 2% in fiscal year 2021 from the prior year driven by cloud and critical infrastructure spending. Lifestyle grew 5% in fiscal year 2021 from the prior year due to new customer ramps and continued market strength driven by work, learn and live-from-home trends. Largely offsetting the overall decline in revenue in our FAS segment was an increase in revenues from our FRS segment of \$0.5 billion, or 5%, driven primarily by an increase of roughly 25% in sales from prior year of our Health Solutions business as a result of continued demand for critical care products, ventilator project ramps initiated earlier in fiscal year 2021, and continued growth in our chronic care business. Industrial revenue grew approximately 3% from the prior year with steady demand in core industrial. These increases in our FRS segment were offset by a drop of approximately 7% in our Automotive business due to the factory shutdowns in the first quarter of fiscal year 2021 despite the recovery noted in the subsequent quarters of fiscal year 2021.

Net sales were also lower in our Americas and Asia regions during fiscal year 2021, with decreases of \$0.4 billion and less than \$0.1 billion, respectively, partially offset by higher sales in Europe of \$0.3 billion during the same period.

Fiscal year 2020 vs 2019

Net sales during fiscal year 2020 totaled \$24.2 billion, representing a decrease of \$2.0 billion, or 8%, from \$26.2 billion during fiscal year 2019. The decrease in net sales was most notable in our FAS segment, down \$2.8 billion, or 17%, from fiscal year 2019, driven by our targeted reductions of high volatility, low margin, short-cycle customers and product categories and further impacted by significant COVID-19 related supply chain constraints in our fourth quarter of fiscal year 2020. Additionally, our FAS segment was impacted by a 15% reduced demand from our CEC business due to the slower roll-out of 5G technology and our previously announced disengagement with Huawei Technologies Co., coupled with production disruptions due to COVID-19 in our fourth quarter of fiscal year 2020. Partially offsetting the overall decrease in revenue was a \$0.8 billion, or 9% increase in our FRS segment. The increase in our FRS segment was primarily driven by a 19% increase in demand from our Industrial business throughout the year, which more than offset the underlying supply chain disruptions due to COVID-19 that impacted product ramps for various businesses within the FRS segment in our fourth quarter of fiscal year 2020. Offsetting the increase from our Industrial businesses were modest decreases of 2% in our Automotive businesses due to COVID-19 disruptions as multiple factories shut down late in the fourth quarter of fiscal year 2020.

Net sales were also lower in our Asia and Europe regions during fiscal year 2020, with decreases of \$2.1 billion and less than \$0.1 billion, respectively, partially offset by slightly higher sales in the Americas with an increase of \$0.2 billion during the same period.

Our ten largest customers during fiscal years 2021, 2020 and 2019 accounted for approximately 36%, 39% and 43% of net sales, respectively. We have made substantial efforts to diversify our portfolio which allows us to operate at scale in many different industries, and, as a result, no customer accounted for greater than 10% of net sales in fiscal year 2021, 2020 or 2019.

Cost of sales

Cost of sales is affected by a number of factors, including the number and size of new manufacturing programs, product mix, labor cost fluctuations by region, component costs and availability and capacity utilization.

Fiscal year 2021 vs 2020

Cost of sales during fiscal year 2021 totaled \$22.3 billion, representing a decrease of approximately \$0.4 billion, or 1% from \$22.7 billion during fiscal year 2020. The decrease in cost of sales is more notable in our FAS segment. Cost of sales in FAS for fiscal year 2021 decreased \$0.6 billion or almost 5% from fiscal year 2020, which is in line with the 4.0% decrease in revenue, primarily as a result of COVID-19 impacting our Consumer Devices business in the earlier part of fiscal year 2021, coupled with our targeted disengagement of high volatility, short cycle businesses initiated in fiscal year 2019. Offsetting the decrease in cost of sales in FAS is an increase of \$0.5 billion, or 5%, related to the FRS segment during fiscal year 2021. These fluctuations are consistent with the associated change in net sales noted above. Cost of sales was also higher in the prior year due to \$0.1 billion of customer assets impairment charges for customers that were experiencing financial difficulties as well as the write-down of inventory not recoverable due to significant reductions in future customer demand as we reduced our exposure to certain higher volatility businesses.

Fiscal year 2020 vs 2019

Cost of sales during fiscal year 2020 totaled \$22.7 billion, representing a decrease of approximately \$1.9 billion, or 8% from \$24.6 billion during fiscal year 2019. The decrease in cost of sales for fiscal year 2020 is more notable in our FAS

segment with a decrease of \$2.7 billion or almost 17% from fiscal year 2019, which is in line with the 17% decrease in revenue, primarily as a result of our targeted reductions of high volatility, low margin, short-cycle customers and product categories and further impacted by significant COVID-19 related supply chain constraints in our fourth quarter of fiscal year 2020. Our FRS segment partially offset the decrease described above with an increase of \$0.7 billion, or 8%, from fiscal year 2019, which is in line with the 9% increase in revenue noted above. In addition, we wrote down inventory in the second quarter of fiscal year 2020 that will not be recovered due to significant reductions in future customer demand as we reduced our exposure to certain high volatility business.

Gross profit

Gross profit is affected by a fluctuation in costs of sales elements as outlined above and further by a number of factors, including product life cycles, unit volumes, pricing, competition, new product introductions, and the expansion or consolidation of manufacturing facilities, as well as specific restructuring activities initiated from time to time. The flexible design of our manufacturing processes allows us to manufacture a broad range of products in our facilities and better utilize our manufacturing capacity across our diverse geographic footprint and service customers from all segments. In the cases of new programs, profitability normally lags revenue growth due to product start-up costs, lower manufacturing program volumes in the start-up phase, operational inefficiencies, and under-absorbed overhead. Gross margin for these programs often improves over time as manufacturing volumes increase, as our utilization rates and overhead absorption improve, and as we increase the level of manufacturing services content. As a result of these various factors, our gross margin varies from period to period.

Gross profit during fiscal year 2021 increased \$0.3 billion to \$1.7 billion, or 7.0% of net sales, from \$1.3 billion, or 5.5% of net sales, during fiscal year 2020, an improvement of 150 basis points. The increase in gross profit and gross margin during fiscal year 2021 primarily resulted from lower restructuring costs, \$0.1 billion in fiscal year 2021, versus \$0.2 billion in fiscal year 2020. The decline of \$0.1 billion was primarily due to higher charges taken in fiscal year 2020 due to geopolitical challenges and uncertainties which impacted certain of our customers. Gross profit also increased due to the \$0.1 billion of customer assets impairment charges recorded in the prior year for customers that were experiencing financial difficulties coupled with the write-down of inventory not recoverable due to the significant reductions in future customer demand as we reduced our exposure to certain higher volatility businesses. These increases were partially offset by the decline in revenue and gross profit in our Consumer Devices and Automotive end markets reflecting COVID-19 demand and production pressures during the first half of fiscal year 2021.

Gross profit decreased \$0.2 billion to \$1.3 billion in fiscal year 2020, from \$1.5 billion in fiscal year 2019. Gross margin decreased 30 basis points, to 5.5% of net sales in fiscal year 2020, from 5.8% of net sales in fiscal year 2019. The decrease in both gross profit and gross margin is primarily due to lower sales coupled with an additional \$91 million, or 40 basis points, of restructuring charges incurred during fiscal year 2020 versus fiscal year 2019. In addition, we wrote down inventory in the second quarter of fiscal year 2020 that will not be recovered due to significant reductions in future customer demand as we reduced our exposure to certain high volatility businesses. We also incurred approximately \$52 million, or 21 basis points, of direct incremental costs due to COVID-19 in the fourth quarter of fiscal year 2020. These were partially offset by the favorable product mix and the increased revenue and gross profit from our Industrial business and benefits realized from our earlier restructuring activities initiated in fiscal year 2019.

Segment income

An operating segment's performance is evaluated based on its pre-tax operating contribution, or segment income. Segment income is defined as net sales less cost of sales, and segment selling, general and administrative expenses, and does not include amortization of intangibles, stock-based compensation, customer related assets impairments (recoveries), restructuring charges, the new revenue standard adoption impact, legal and other, interest, net and other charges (income), net. A portion of depreciation is allocated to the respective segments, together with other general corporate research and development and administrative expenses.

The following table sets forth segment income and margins (amounts may not sum due to rounding):

	Fiscal Year Ended March 31,								
	2021		2020		2019				
	(In millions)								
Segment income:									
Flex Agility Solutions	\$	449	3.3 %	\$	369	2.6 %	\$	442	2.6 %
Flex Reliability Solutions		662	6.2 %		642	6.3 %		534	5.7 %

Fiscal year 2021 vs 2020

FAS segment margin increased 70 basis points, to 3.3% for fiscal year 2021, from 2.6% for fiscal year 2020. The margin increase during the period was driven by an increase in demand from high-end audio, floor care and appliance customers included in our Lifestyle end markets coupled with better fixed costs absorption. This is partially offset by the decline in our Consumer Devices business due to elevated overhead costs and supply chain constraints noted in the earlier part of fiscal year 2021.

FRS segment margin decreased 10 basis points, to 6.2% for fiscal year 2021, from 6.3% for fiscal year 2020. The slight decrease in margin during the period is primarily the results of plant shutdowns during most of our first quarter of fiscal year 2021, which affected the entire automotive ecosystem across all regions, coupled with under-absorption and efficiency impacts, in addition to new product ramps in our Health Solution market.

Fiscal year 2020 vs 2019

FAS segment margin remained constant at 2.6% for fiscal year 2020 and fiscal year 2019, respectively. FAS segment margin in fiscal year 2020 was impacted by manufacturing inefficiencies from supply chain disruptions and constraints in the fourth quarter due to COVID-19, slower roll-out of 5G technology, and ongoing repositioning of our operating structure and portfolio transition in the Consumer Devices end market. FAS segment margin in fiscal year 2019 was impacted by losses from our NIKE operations in Mexico, which we exited in the third quarter coupled with under-performance of certain accounts in the Consumer Devices end markets, partially offset by operational efficiencies and improved absorption of overhead in our CEC business.

FRS segment margin increased 60 basis points, to 6.3% for fiscal year 2020, from 5.7% for fiscal year 2019. The FRS segment margin benefited from favorable business mix resulting from increased demand from new business particularly in the Industrial end market, greater levels of design and engineering led engagements and improved operational execution. Offsetting these favorable impacts to the FAS segment were margin deterioration due to accelerated investments and costs associated with new program ramps and pricing pressure with demand declines in the global market that impacted product mix, coupled with under absorption of costs associated with the temporary closure of several automotive sites in the fourth quarter of fiscal year 2020 due to COVID-19.

Restructuring charges

In order to support our strategy and build a sustainable organization, and after considering that the economic recovery from the pandemic will be slower than anticipated, we identified certain structural changes to restructure the business. These restructuring actions will eliminate non-core activities primarily within our corporate function, align our cost structure with our reorganizing and optimizing of our operations model along our two reporting segments, and further sharpen our focus to winning business in end markets where we have competitive advantages and deep domain expertise. During fiscal year 2021, we recognized approximately \$0.1 billion of restructuring charges, most of which related to employee severance.

During the first half of fiscal year 2020 in connection with the geopolitical developments and uncertainties, primarily impacting one customer in China, we experienced a reduction in demand for products assembled for that customer. As a result, we accelerated our strategic decision to reduce our exposure to certain high-volatility products in both China and India. We also initiated targeted activities to restructure our business to further reduce and streamline our cost structure. During fiscal year 2020, we recognized \$0.2 billion of restructuring charges. We incurred cash charges of approximately \$159 million, that were predominantly for employee severance, in addition to non-cash charges of \$57 million, primarily related to asset impairments.

During fiscal year 2019, we took targeted actions to optimize our portfolio, most notably within our former Consumer Technologies Group segment. We recognized restructuring charges of approximately \$0.1 billion during the fiscal year ended March 31, 2019, of which \$73 million were non-cash charges primarily for asset impairments. A significant component of our charges were associated with the wind down of our NIKE operations in Mexico in the third quarter of fiscal year 2019. In addition, we executed targeted head-count reductions at existing operating and design sites and corporate functions and exited certain immaterial businesses. Of these total charges, approximately \$99 million was recognized as a component of cost of sales during the fiscal year ended March 31, 2019.

Refer to note 15 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our restructuring activities.

Selling, general and administrative expenses

Selling, general and administrative expenses ("SG&A") totaled \$0.8 billion, or 3.4% of net sales, during fiscal year 2021, compared to \$0.8 billion, or 3.4% of net sales, during fiscal year 2020, decreasing by \$17 million or 2%, which reflects strong cost discipline practiced across the enterprise as well as the benefits from our distinct actions taken to temporarily reduce

compensation costs across our employee base and aggressively reducing our discretionary spend levels during the first half of fiscal year 2021.

SG&A totaled \$0.8 billion, or 3.4% of net sales, during fiscal year 2020, compared to \$1.0 billion, or 3.6% of net sales, during fiscal year 2019, decreasing by \$0.2 billion or 12%, due to strict cost discipline focused on driving further productivity improvements which enabled us to respond quickly to current market conditions by taking targeted actions on our discretionary spends coupled with a refined cost structure benefiting from prior restructuring initiatives.

Intangible amortization

Amortization of intangible assets in fiscal years 2021 and 2020 were \$62 million and \$64 million, respectively, representing a decrease of \$2 million and \$10 million, from their respective prior years as a result of certain intangible assets being fully amortized during the respective periods.

Interest, net

Interest, net was \$148 million during fiscal year 2021, compared to \$174 million during fiscal year 2020, decreasing \$26 million primarily due to lower expenses from our asset-backed securitization programs, partially offset by a higher average borrowing level during fiscal year 2021.

Interest, net was \$174 million during fiscal year 2020, remaining relatively constant from \$175 million during fiscal year 2019. The slight decrease was driven by a lower interest rate environment during fiscal year 2020 compared to the prior year.

Other charges (income), net

During fiscal year 2021, we recorded \$67 million of other income, net, primarily as a result of recognizing \$83 million of equity in earnings, driven by the value increase in certain investment funds resulting from discrete market events including IPOs of certain companies included in the funds. Out of the \$83 million equity in earnings recorded in fiscal year 2021, we collected \$48 million of cash proceeds as we sold certain shares received as a distribution from one of our funds' investments. Partially offsetting the income was an impairment charge of \$37 million related to certain non-core investments that were determined to be other than temporarily impaired.

During fiscal year 2020, and in connection with our ongoing assessment of our investment portfolio strategy, we concluded that the carrying amounts of certain non-core investments were other than temporarily impaired and recognized a \$98 million total impairment charge.

During the last half of fiscal year 2019, we reassessed our strategy with respect to our entire investment portfolio. As a result, we recognized an aggregate net charge related to investment impairments and dispositions of approximately \$193 million for the year ended March 31, 2019. The aggregate charge was primarily driven by write-downs of our investment positions in a non-core cost method investment and Elementum that were recognized in the third and fourth quarters of fiscal 2019, respectively. We also incurred other investment impairments that were individually immaterial as a result of our strategy shift and due to market valuation changes. Offsetting these charges was an \$87 million non-cash gain from the deconsolidation of Bright Machines.

Refer to note 16 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our other charges (income), net.

Income taxes

We work to ensure that we accrue and pay the appropriate amount of income taxes according to the laws and regulations of each jurisdiction in which we operate. Certain of our subsidiaries have, at various times, been granted tax relief in their respective countries, resulting in lower income taxes than would otherwise be the case under ordinary tax rates. The consolidated effective tax rates were 14.1%, 44.7% and 48.7% for the fiscal years 2021, 2020 and 2019, respectively. The effective rate varies from the Singapore statutory rate of 17.0% in each year as a result of the following items:

	Fiscal Year Ended March 31,		
	2021	2020	2019
Income taxes based on domestic statutory rates	17.0 %	17.0 %	17.0 %
Effect of tax rate differential	(11.6)	(51.2)	(74.1)
Change in unrecognized tax benefit	1.5	(0.6)	(8.4)
Change in valuation allowance	4.9	58.4	105.4
Foreign exchange movement on prior year taxes recoverable	0.7	8.4	3.0
Expiration of tax attributes	—	—	2.3
APB 23 tax liability	0.1	5.5	1.1
Other	1.5	7.2	2.4
Provision for income taxes	<u>14.1 %</u>	<u>44.7 %</u>	<u>48.7 %</u>

The variation in our effective tax rate each year is primarily a result of recognition of earnings in foreign jurisdictions which are taxed at rates lower than the Singapore statutory rate including the effect of tax holidays and tax incentives we received primarily for our subsidiaries in China, Malaysia, Costa Rica, Netherlands and Israel of \$21 million, \$16 million and \$24 million in fiscal years 2021, 2020 and 2019, respectively. Additionally, our effective tax rate is impacted by changes in our liabilities for uncertain tax positions of \$11 million, (\$1) million, and (\$15) million and changes in our valuation allowances on deferred tax assets of \$35 million, \$93 million and \$192 million in fiscal years 2021, 2020 and 2019, respectively. We generate most of our revenues and profits from operations outside of Singapore.

We are regularly subject to tax return audits and examinations by various taxing jurisdictions around the world, and there can be no assurance that the final determination of any tax examinations will not be materially different than that which is reflected in our income tax provisions and accruals. Should additional taxes be assessed as a result of a current or future examination, there could be a material adverse effect on our tax position, operating results, financial position and cash flows.

We provide a valuation allowance against deferred tax assets that in our estimation are not more likely than not to be realized. During fiscal year 2021, we released a valuation allowance of \$25 million mainly related to certain operations in Canada as this amount was deemed to be more likely than not to be realized due to the sustained profitability during the past three fiscal years as well as continued forecasted profitability of those subsidiaries. Various other valuation allowance positions were also reduced due to varying factors such as recognition of uncertain tax positions impacting deferred tax assets, one-time income recognition in loss entities, and foreign exchange impacts on deferred tax balances. Lastly, these valuation allowance reductions and eliminations were offset by current period valuation allowance additions due to increased deferred tax assets as a result of current period losses in legal entities with existing full valuation allowance positions.

LIQUIDITY AND CAPITAL RESOURCES

In response to the recent challenging environment following the COVID-19 pandemic, we continuously evaluate our ability to meet our obligations over the next 12 months and have proactively reset our capital structure during these times to improve maturities and liquidity. As a result, we expect that our current financial condition, including our liquidity sources are adequate to fund current and future commitments. As of March 31, 2021, we had cash and cash equivalents of approximately \$2.6 billion and bank and other borrowings of approximately \$3.8 billion. We have a new \$2.0 billion revolving credit facility, that is due to mature in January 2026 (the "2026 Credit Facility"), under which we had no borrowings outstanding as of March 31, 2021. The new credit facility replaced the previous \$1.75 billion credit facility that was to mature in June 2022. We also issued \$675 million of 3.750% Notes due February 2026 and \$650 million of 4.875% Notes due May 2030 and repaid \$433 million for the term loan due June 2022 in fiscal year 2021. Refer to note 8 to the consolidated financial statement in Item 8, "Financial Statements and Supplementary Data" for additional details on the new credit facility and the new notes. As of March 31, 2021, we were in compliance with the covenants under all of our credit facilities and indentures.

Our cash balances are held in numerous locations throughout the world. As of March 31, 2021, over half of our cash and cash equivalents were held by foreign subsidiaries outside of Singapore. Although substantially all of the amounts held outside of Singapore could be repatriated, under current laws, a significant amount could be subject to income tax withholdings. We provide for tax liabilities on these amounts for financial statement purposes, except for certain of our foreign earnings that are considered indefinitely reinvested outside of Singapore (approximately \$1.5 billion as of March 31, 2021). Repatriation could result in an additional income tax payment; however, for the majority of our foreign entities, our intent is to permanently reinvest these funds outside of Singapore and our current plans do not demonstrate a need to repatriate them to fund our operations in jurisdictions outside of where they are held. Where local restrictions prevent an efficient intercompany transfer of funds, our intent is that cash balances would remain outside of Singapore and we would meet our liquidity needs through ongoing cash flows, external borrowings, or both.

Fiscal Year 2021

Cash provided by operating activities was \$0.1 billion during fiscal year 2021. The total cash provided by operating activities resulted primarily from \$0.6 billion of net income for the period plus \$0.6 billion of non-cash charges such as depreciation, amortization, non-cash lease expense, restructuring and impairment charges, provision for doubtful accounts, deferred income taxes and stock-based compensation. Depreciation expense was \$0.4 billion and relatively consistent with prior years. These additions were offset by a net change in our operating assets and liabilities of \$1.1 billion, primarily driven by cash outflows related to accounts receivables resulting from the reduction of our outstanding balances of accounts receivable sold through our ABS and accounts receivable factoring programs.

We believe NWC, and net working capital as a percentage of annualized net sales are key metrics that measure our liquidity. NWC is calculated as current quarter accounts receivable, net of allowance for doubtful accounts, plus inventories and contract assets, less accounts payable and certain other current liabilities related to vendor financing programs. NWC increased by \$1.5 billion to \$2.9 billion as of March 31, 2021, from \$1.4 billion as of March 31, 2020. This increase is primarily driven by a \$1.7 billion increase in net receivables as we reduced our outstanding balances on our ABS and accounts receivable factoring programs as discussed above, coupled with a \$0.1 billion increase in inventories, and partially offset with a \$0.1 billion decrease in contract assets and a \$0.1 billion increase in accounts payable. Our net working capital as a percentage of annualized net sales as of March 31, 2021 increased to 11.5% as compared to 6.3% of annualized net sales as of March 31, 2020 as a direct result of reducing the outstanding balance of accounts receivable sold through our ABS and accounts receivable factoring programs. We expect to operate in this range going forward. Though we have mitigated most of the initial supplier constraints and component shortages that we had encountered in the first quarter of fiscal year 2021, we continue to operate in an unusual and dynamic environment with respect to COVID-19 related production limitations and fluctuating demand. We expect it will take additional time to adequately drive down our inventory levels to align with the current demand environment. We are actively working with our partners to rebalance safety and buffer stock requirements and we have an established enterprise-wide cross-functional initiative resetting our load planning. Component shortages are also expected to persist at least in the near future as we are seeing increasing supply constraints. We are working diligently with our partners to secure needed parts and fulfill demand.

Cash used in investing activities totaled \$0.2 billion during fiscal year 2021. This was primarily driven by approximately \$0.4 billion of capital expenditures for property and equipment to continue expanding capabilities and capacity in support of our expanding Health Solutions and Industrial businesses net of approximately \$0.1 billion of proceeds from the sale of fixed assets including proceeds from the sale of an exited facility in the fourth quarter of fiscal year 2021 as a result of the disengagement of a certain customer in fiscal year 2020. Further offsetting the capital expenditures was \$48 million of proceeds from the sale of certain shares received as distribution from one of our funds' investments.

Cash provided by financing activities was \$0.7 billion during fiscal year 2021. This was primarily driven by \$1.4 billion of proceeds received in aggregate, net of discounts and after premiums, following the issuance of the 2026 Notes and the 2030 Notes, partially offset by \$0.4 billion of cash paid for the repayment of the term loan due June 2022. Refer to note 8 to the consolidated financial statement in Item 8, "Financial Statements and Supplementary Data" for additional details. Also offsetting cash provided by financing activities was \$0.2 billion of cash paid for the repurchase of our ordinary shares.

Fiscal Year 2020

Cash used in operating activities was \$1.5 billion during fiscal year 2020. The total cash used in operating activities resulted primarily from \$88 million of net income for the period plus \$0.8 billion of non-cash charges such as depreciation, amortization, restructuring and impairment charges, provision for doubtful accounts, and stock-based compensation. Depreciation expense was \$0.4 billion and slightly lower than prior years. These additions were more than offset by a net change in our operating assets and liabilities of \$2.4 billion, primarily driven by cash outflows related to accounts receivable. Cash collections from the deferred purchase price on our ABS sales programs of \$2.6 billion were included in cash from investing activities.

Cash provided by investing activities totaled \$2.3 billion during fiscal year 2020. This was primarily driven by \$2.6 billion of cash collections on deferred purchase price receivables from our ABS Programs offset by approximately \$0.4 billion of net capital expenditures for property and equipment to continue expanding capabilities and capacity in support of our expanding Health Solutions and Industrial businesses. In addition, other investing activities include \$44 million of proceeds from the sale of our partial investment in Bright Machines.

Cash used in financing activities was \$0.5 billion during fiscal year 2020. This was primarily the result of (i) \$0.7 billion of cash paid for the repayment of the term loan due November 2021, (ii) \$0.5 billion of cash paid for the tender and redemption of the outstanding balance of our 4.625% Notes due February 2020, (iii) \$0.1 billion of cash paid to pay off the outstanding balance of our short-term bank borrowings facility in India, and (iv) \$0.3 billion of cash paid for the repurchase of our ordinary shares. Partially offsetting the payments described above were \$0.7 billion of proceeds, net of discount and premium, received following the issuance of the 2029 Notes, \$0.3 billion of proceeds following the execution of our term loan agreement due in April 2024, \$59 million of proceeds from drawdowns from our India term loan facility coupled with \$47 million of proceeds from the execution of our term loan due in March 2021.

Fiscal Year 2019

Cash used in operating activities was \$3.0 billion during fiscal year 2019. As further discussed below, cash collections on the deferred purchase price from our ABS Programs of \$3.6 billion were included in cash from investing activities instead of cash from operating activities in accordance with new accounting guidance adopted in fiscal year 2019. The total cash used in operating activities resulted primarily from \$93 million of net income for the period plus \$0.8 billion of non-cash charges such as depreciation, amortization, restructuring and impairment charges, provision for doubtful accounts, and stock-based compensation, net of a gain of \$87 million from the deconsolidation of Bright Machines which were included in the determination of net income. Depreciation expense was \$0.4 billion and relatively consistent with prior years. These additions were more than offset by a net change in our operating assets and liabilities of \$3.9 billion. In accordance with the new accounting guidance adopted in fiscal year 2019, cash collections on deferred purchase price from our ABS Programs were classified as cash flows from investing activities and no longer included in cash receipts related to accounts receivable. As a result, while accounts receivable only increased by approximately \$95 million from fiscal year 2018 to fiscal year 2019, the impact to operating cash flows is an outflow of \$3.6 billion. Year over year increases in inventory and contract assets also added to the net change in our operating assets and liabilities reflected on our cash flow from operations.

Cash provided by investing activities totaled \$3.3 billion during fiscal year 2019. This was primarily driven by the impact of our adoption of ASU 2016-15 during fiscal year 2019 referred to above, which required us to classify cash collections on the deferred purchase price from our ABS Programs that were previously classified as operating cash inflows as cash flows from investing activities. In addition, we received \$0.3 billion of proceeds, net of cash held, in connection with the divestiture of our China-based Multek operations as further described in note 18 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data". We also invested \$0.6 billion of net capital expenditures for property and equipment to expand capabilities and capacity in support of our Industrial, Automotive and Health Solutions businesses.

Cash used in financing activities was \$30 million during fiscal year 2019. This was primarily the result of repurchases of ordinary shares in the amount of \$0.2 billion, offset by \$0.2 billion received from the drawdown of India Facilities.

Adjusted Free Cash Flow

We believe adjusted free cash flow is an important liquidity metric because it measures, during a given period, the amount of cash generated that is available to repay debt obligations, make investments, fund acquisitions, repurchase company shares and for certain other activities. Our adjusted free cash flow is defined as cash from operations, plus cash collections of deferred purchase price receivables (for fiscal year 2020 and prior), less net purchases of property and equipment to present adjusted cash flows on a consistent basis for investor transparency. We also excluded the impact to cash flows related to certain vendor programs that is required for U.S. GAAP presentation. During fiscal year 2021, we proactively and strategically reduced the outstanding balance of our ABS programs. Proceeds from our debt issuance replaced the funding from the ABS programs for working capital purposes. We reduced the balance on this short-term financing product by \$0.8 billion as of March 31, 2021 from March 31, 2020, which has the accounting effect of reducing our cash flow from operations, resulting in no balance outstanding as of March 31, 2021. As this decrease in cash flow reflects the change of our capital strategy, we have added this back for our adjusted free cash flow calculation. Our adjusted free cash flow was \$0.7 billion, \$0.7 billion and \$3 million for fiscal years 2021, 2020 and 2019, respectively. Adjusted free cash flow is not a measure of liquidity under U.S. GAAP, and may not be defined and calculated by other companies in the same manner. Adjusted free cash flow should not be considered in isolation or as an alternative to net cash provided by operating activities. Adjusted free cash flows reconcile to the most directly comparable GAAP financial measure of cash flows from operations as follows:

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Net cash provided by (used in) operating activities	\$ 144	\$ (1,533)	\$ (2,971)
Reduction in ABS levels	797	—	—
Cash collection of deferred purchase price and other	2	2,561	3,605
Purchases of property and equipment	(351)	(462)	(725)
Proceeds from the disposition of property and equipment	85	106	94
Adjusted free cash flow	<u>\$ 677</u>	<u>\$ 672</u>	<u>\$ 3</u>

Our cash balances are generated and held in numerous locations throughout the world. Liquidity is affected by many factors, some of which are based on normal ongoing operations of the business and some of which arise from fluctuations related to global economics and markets. Local government regulations may restrict our ability to move cash balances to meet cash needs under certain circumstances; however, any current restrictions are not material. We do not currently expect such regulations and restrictions to impact our ability to pay vendors and conduct operations throughout the global organization. We believe that our existing cash balances, together with anticipated cash flows from operations and borrowings available under our credit facilities, will be sufficient to fund our operations through at least the next twelve months.

Future liquidity needs will depend on fluctuations in levels of inventory, accounts receivable and accounts payable, the timing of capital expenditures for new equipment, the extent to which we utilize operating leases for new facilities and equipment, and the levels of shipments and changes in the volumes of customer orders.

We maintain global paying services agreements with several financial institutions. Under these agreements, the financial institutions act as our paying agents with respect to accounts payable due to our suppliers who elect to participate in the program. The agreements allow our suppliers to sell their receivables to one of the participating financial institutions at the discretion of both parties on terms that are negotiated between the supplier and the respective financial institution. Our obligations to our suppliers, including the amounts due and scheduled payment dates, are not impacted by our suppliers' decisions to sell their receivables under this program. During fiscal years ended March 31, 2021 and 2020, the cumulative payments due to suppliers participating in the programs amounted to approximately \$1.0 billion and \$0.9 billion, respectively. Pursuant to their agreements with one of the financial institutions, certain suppliers may elect to be paid early at their discretion. We are not always notified when our suppliers sell receivables under these programs. The available capacity under these programs can vary based on the number of investors and/or financial institutions participating in these programs at any point in time.

In addition, we maintain various uncommitted short-term financing facilities including but not limited to commercial paper program and revolving sale and repurchase of subordinated note established under the securitization facility, under which there were no borrowings outstanding as of March 31, 2021.

Historically, we have funded operations from cash and cash equivalents generated from operations, proceeds from public offerings of equity and debt securities, bank debt and lease financings. We also sell a designated pool of trade receivables under ABS Programs and sell certain trade receivables, which are in addition to the trade receivables sold in connection with these securitization agreements. We may enter into debt and equity financings, sales of accounts receivable and lease transactions to fund acquisitions and anticipated growth as needed.

During fiscal years 2021, 2020 and 2019, we received approximately \$0.6 billion, \$7.6 billion and \$6.8 billion, respectively from transfers of receivables under our ABS Programs, and \$0.8 billion, \$1.6 billion and \$2.7 billion, respectively from other sales of receivables. As of March 31, 2021, and 2020, the outstanding balance on receivables sold for cash was \$0.2 billion and \$1.2 billion, respectively, under all our ABS programs and accounts receivable factoring program, which were removed from accounts receivable balances in our consolidated balance sheets.

Historically we have been successful in refinancing and extending the maturity dates on our term loans and credit facilities. In January 2021, we entered into a \$2.0 billion credit agreement which matures in January 2026 and consists of a \$2.0 billion revolving credit facility with a sub-limit of \$360 million available for swing line loans, and a sub-limit of \$175 million available for the issuance of letters of credit. The 2026 Credit Facility replaced the previous \$1.75 billion credit facility, which was due to mature in June 2022.

The sale or issuance of equity or convertible debt securities could result in dilution to current shareholders. Further, we may issue debt securities that have rights and privileges senior to those of holders of ordinary shares, and the terms of this debt

could impose restrictions on operations and could increase debt service obligations. This increased indebtedness could limit our flexibility as a result of debt service requirements and restrictive covenants, potentially affect our credit ratings, and may limit our ability to access additional capital or execute our business strategy. Any downgrades in credit ratings could adversely affect our ability to borrow as a result of more restrictive borrowing terms. We continue to assess our capital structure and evaluate the merits of redeploying available cash to reduce existing debt or repurchase ordinary shares. Under our current share repurchase program, our Board of Directors authorized repurchases of our outstanding ordinary shares for up to \$500 million in accordance with the share purchase mandate approved by our shareholders at the date of the most recent Annual General Meeting which was held on August 7, 2020. During fiscal year 2021, we paid \$183 million to repurchase shares under the current and prior repurchase plans at an average price of \$17.49 per share. As of March 31, 2021, shares in the aggregate amount of \$317 million were available to be repurchased under the current plan.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Bank borrowings and long-term debt are as follows:

	As of March 31,	
	2021	2020
	(In millions)	
Term Loan, including current portion, due in installments through June 2022	—	433
5.000% Notes due February 2023	500	500
Term Loan due April 2024 - three-month Yen LIBOR plus 0.50%	305	310
4.750% Notes due June 2025	598	597
3.750% Notes due February 2026	694	—
4.875% Notes due June 2029	661	662
4.875% Notes due May 2030	694	—
India Facilities	133	138
Other	219	211
Debt issuance costs	(21)	(13)
	<u>3,783</u>	<u>2,838</u>
Current portion, net of debt issuance costs	(268)	(149)
Non-current portion	<u>\$ 3,515</u>	<u>\$ 2,689</u>

Refer to the discussion in note 8 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further details of our debt obligations.

We have purchase obligations that arise in the normal course of business, primarily consisting of binding purchase orders for inventory related items and capital expenditures. Additionally, we have leased certain of our property and equipment under finance lease commitments, and certain of our facilities and equipment under operating lease commitments.

Future payments due under our purchase obligations, debt including finance leases and related interest obligations and operating leases are as follows (amounts may not sum due to rounding):

	<u>Total</u>	<u>Less Than 1 Year</u>	<u>1 - 3 Years</u>	<u>4 - 5 Years</u>	<u>Greater Than 5 Years</u>
	(In millions)				
Contractual Obligations:					
Purchase obligations	\$ 4,668	\$ 4,668	\$ —	\$ —	\$ —
Bank borrowings, long-term debt and finance lease obligations:					
Bank borrowings and long-term debt	3,804	268	584	1,597	1,355
Finance leases	14	10	3	1	—
Interest on long-term debt obligations	821	144	258	201	218
Operating leases, net of subleases	800	147	240	157	256
Restructuring costs	53	50	3	—	—
Total contractual obligations	\$ 10,160	\$ 5,287	\$ 1,088	\$ 1,956	\$ 1,829

We have excluded \$266 million of liabilities for unrecognized tax benefits from the contractual obligations table as we cannot make a reasonably reliable estimate of the periodic settlements with the respective taxing authorities. See note 14, "Income Taxes" to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further details.

Our purchase obligations can fluctuate significantly from period to period and can materially impact our future operating asset and liability balances, and our future working capital requirements. We intend to use our existing cash balances, together with anticipated cash flows from operations to fund our existing and future contractual obligations.

OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2021 and 2020, the outstanding balance on receivables sold for cash was \$0.2 billion and \$1.2 billion, respectively, under our asset-backed securitization programs and accounts receivable factoring program, which were removed from accounts receivable balances in our consolidated balance sheets. For further information, see note 11 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data".

RECENT ACCOUNTING PRONOUNCEMENTS

Refer to note 2 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for recent accounting pronouncements.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

INTEREST RATE RISK

A portion of our exposure to market risk for changes in interest rates relates to our highly liquid investment portfolio, with maturities of three months or less from original dates of purchase and are classified as cash equivalents on our consolidated balance sheet. We do not use derivative financial instruments in our highly liquid investment portfolio. We place cash and cash equivalents with various major financial institutions and highly rated money market accounts. Our investment policy has strict guidelines focusing on preservation of capital. The portfolio is comprised of various instruments including term deposits with banks, marketable securities and money market accounts. Our cash is principally invested in the U.S. dollar and China renminbi serving as a natural hedge of our renminbi denominated costs. As of March 31, 2021, the outstanding amount in the highly liquid investment portfolio was \$1.5 billion, the largest components of which were U.S. dollar, Brazilian real, China renminbi and Indian rupee denominated money market accounts with an average return of 1%. A hypothetical 10% change in interest rates would not be expected to have a material effect on our financial position, results of operations and cash flows over the next fiscal year.

We had variable rate debt outstanding of approximately \$0.6 billion as of March 31, 2021. Variable rate debt obligations consisted of borrowings under our term loans. Interest on these obligations is discussed in note 8 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data".

Our variable rate debt instruments create exposures for us related to interest rate risk. Primarily due to the current low interest rates, a hypothetical 10% change in interest rates would not be expected to have a material effect on our financial position, results of operations and cash flows over the next fiscal year.

As of March 31, 2021, the approximate average fair value of our debt outstanding under our Notes due February 2023, June 2025, February 2026, June 2029, and May 2030 was 111.8% of the face value of the debt obligations based on broker trading prices.

In July 2017, the Financial Conduct Authority ("FCA") that regulates LIBOR announced it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. On November 30, 2020, ICE Benchmark Administration, the administrator of LIBOR, with the support of the United States Federal Reserve and the FCA, announced plans to consult on ceasing publication of LIBOR on December 31, 2021 for only the one week and two month LIBOR tenors, and on June 30, 2023 for all other LIBOR tenors. While this announcement extends the transition period to June 2023, the United States Federal Reserve concurrently issued a statement advising banks to stop new LIBOR issuances by the end of 2021. In light of these recent announcements, the future of LIBOR at this time is uncertain and any changes in the methods by which LIBOR is determined or regulatory activity related to LIBOR's phaseout could cause LIBOR to perform differently than in the past or cease to exist. The consequences of these developments cannot be entirely predicted, but could include an increase in the cost of our borrowings.

FOREIGN CURRENCY EXCHANGE RISK

We transact business in various foreign countries and are, therefore, subject to risk of foreign currency exchange rate fluctuations. We have established a foreign currency risk management policy to manage this risk. To the extent possible, we manage our foreign currency exposure by evaluating and using non-financial techniques, such as currency of invoice, leading and lagging payments and receivables management. In addition, we may borrow in various foreign currencies and enter into short-term foreign currency derivative contracts, including forward, swap, and option contracts to hedge only those currency exposures associated with certain assets and liabilities, mainly accounts receivable and accounts payable, and cash flows denominated in non-functional currencies.

We endeavor to maintain a partial or fully hedged position for certain transaction exposures. These exposures are primarily, but not limited to, revenues, customer and vendor payments and inter-company balances in currencies other than the functional currency of the operating entity. The credit risk of our foreign currency derivative contracts is minimized since all contracts are with large financial institutions and accordingly, fair value adjustments related to the credit risk of the counterparty financial institution were not material. The gains and losses on foreign currency derivative contracts generally offset the losses and gains on the assets, liabilities and transactions hedged. The fair value of currency derivative contracts is reported on the balance sheet. The aggregate notional amount of outstanding contracts as of March 31, 2021 amounted to \$8.9 billion and the recorded fair values of the associated assets and liabilities were not material. The majority of these foreign exchange contracts expire in less than three months. They will settle primarily in the British pound, Canadian dollar, China renminbi, Euro, Hungarian forint, Israeli shekel, Malaysian ringgit, Mexican peso, Swedish krona, and U.S. dollar.

Based on our overall currency rate exposures as of March 31, 2021, including the derivative financial instruments intended to hedge the nonfunctional currency-denominated monetary assets, liabilities and cash flows, and other factors, a 10%

appreciation or depreciation of the U.S. dollar from its cross-functional rates would not be expected, in the aggregate, to have a material effect on our financial position, results of operations and cash flows in the near-term.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Flex Ltd., Singapore

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Flex Ltd. and subsidiaries (the "Company") as of March 31, 2021 and 2020, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended March 31, 2021, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 31, 2021, based on the criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 19, 2021, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis of Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the US 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the 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 supporting the amounts and disclosures in the financial statements. Our audits also included assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the 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 - Customer Contracts and Related Obligations - Refer to Notes 2 and 4 to the financial statements

Critical Audit Matter Description

Certain of the Company's customer agreements include potential price adjustments which are accounted for as variable consideration under the relevant accounting literature. For arrangements that include potential price adjustments the Company limits the amount of revenue recognized to that amount which is not probable of significant reversal, considering potential refunds required by the contract, historical experience and other surrounding facts and circumstances. The amount of variable consideration that is deferred is recorded in 'customer-related accruals' on the consolidated balance sheets, which totaled \$242 million as of March 31, 2021.

Auditing the Company's estimates of variable consideration required extensive audit effort and a high degree of auditor judgment. For these reasons we identified the measurement of variable consideration and the associated customer-related accruals as a critical audit matter.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to variable consideration and associated customer related accruals included the following, among

others:

- We tested the effectiveness of controls the Company has in place relating to reviewing customer contracts to identify price adjustment clauses, estimating variable consideration and assessing the reasonableness of customer related accrual balances.
- We evaluated the Company's accounting policy with respect to variable consideration, as well as its process for identifying contracts that include potential price adjustment clauses.
- We selected a sample of contracts with customers that included potential price adjustment clauses and performed the following:
 - We read the customer contracts to develop an understanding of clauses that could give rise to variable consideration and evaluated whether the Company's accounting conclusions with respect to those clauses were reasonable.
 - We obtained and tested the mathematical accuracy of the Company's calculations of customer related accruals and evaluated the Company's judgments regarding the amount of variable consideration that should be deferred. In making this evaluation we considered both the terms included in the customer contract and the Company's historical experience in settling amounts with the customer.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

May 19, 2021

We have served as the Company's auditors since 2002.

FLEX LTD.
CONSOLIDATED BALANCE SHEETS

	As of March 31,	
	2021	2020
(In millions, except share amounts)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,637	\$ 1,923
Accounts receivable, net of allowance for doubtful accounts (Note 2)	4,106	2,436
Contract assets	135	282
Inventories	3,895	3,785
Other current assets	590	660
Total current assets	11,363	9,086
Property and equipment, net	2,097	2,216
Operating lease right-of-use assets, net	642	605
Goodwill	1,090	1,065
Other intangible assets, net	213	262
Other assets	431	456
Total assets	\$ 15,836	\$ 13,690
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Bank borrowings and current portion of long-term debt	\$ 268	\$ 149
Accounts payable	5,247	5,108
Accrued payroll	473	364
Other current liabilities	1,846	1,590
Total current liabilities	7,834	7,211
Long-term debt, net of current portion	3,515	2,689
Operating lease liabilities, non-current	562	529
Other liabilities	489	430
Commitments and contingencies (Note 13)		
Shareholders' equity		
Ordinary shares, no par value; 542,807,200 and 547,665,632 issued, and 492,567,845 and 497,426,277 outstanding as of March 31, 2021 and 2020, respectively	6,232	6,336
Treasury stock, at cost; 50,239,355 shares as of March 31, 2021 and 2020, respectively	(388)	(388)
Accumulated deficit	(2,289)	(2,902)
Accumulated other comprehensive loss	(119)	(215)
Total shareholders' equity	3,436	2,831
Total liabilities and shareholders' equity	\$ 15,836	\$ 13,690

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

FLEX LTD.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions, except per share amounts)		
Net sales	\$ 24,124	\$ 24,210	\$ 26,211
Cost of sales	22,349	22,681	24,594
Restructuring charges	88	190	99
Gross profit	1,687	1,339	1,518
Selling, general and administrative expenses	817	834	953
Intangible amortization	62	64	74
Restructuring charges	13	26	14
Interest, net	148	174	175
Other charges (income), net	(67)	82	120
Income before income taxes	714	159	182
Provision for income taxes	101	71	89
Net income	\$ 613	\$ 88	\$ 93
Earnings per share:			
Basic	\$ 1.23	\$ 0.17	\$ 0.18
Diluted	\$ 1.21	\$ 0.17	\$ 0.18
Weighted-average shares used in computing per share amounts:			
Basic	499	509	527
Diluted	506	512	530

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

FLEX LTD.**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Net income	\$ 613	\$ 88	\$ 93
Other comprehensive income (loss):			
Foreign currency translation adjustments, net of zero tax	56	(24)	(59)
Unrealized gain (loss) on derivative instruments and other, net of tax	40	(40)	(6)
Comprehensive income	<u>\$ 709</u>	<u>\$ 24</u>	<u>\$ 28</u>

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

FLEX LTD.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Ordinary Shares			Accumulated Other Comprehensive Loss			Total
	Shares Outstanding	Amount	Accumulated Deficit	Unrealized Gain (Loss) on Derivative Instruments And Other	Foreign Currency Translation Adjustments	Total Accumulated Other Comprehensive Loss	Shareholders' Equity
	(In millions)						
BALANCE AT MARCH 31, 2018	528	\$ 6,249	\$ (3,144)	\$ (36)	\$ (50)	\$ (86)	\$ 3,019
Repurchase of Flex Ltd. ordinary shares at cost	(18)	(189)	—	—	—	—	(189)
Exercise of stock options	—	—	—	—	—	—	—
Issuance of Flex Ltd. vested shares under restricted share unit awards	7	—	—	—	—	—	—
Net income	—	—	93	—	—	—	93
Stock-based compensation, net of tax	—	76	—	—	—	—	76
Cumulative effect on opening equity of adopting accounting standards and other	—	—	39	—	—	—	39
Total other comprehensive loss	—	—	—	(6)	(59)	(65)	(65)
BALANCE AT MARCH 31, 2019	517	6,136	(3,012)	(42)	(109)	(151)	2,973
Repurchase of Flex Ltd. ordinary shares at cost	(24)	(260)	—	—	—	—	(260)
Exercise of stock options	—	1	—	—	—	—	1
Issuance of Flex Ltd. vested shares under restricted share unit awards	4	—	—	—	—	—	—
Net income	—	—	88	—	—	—	88
Stock-based compensation, net of tax	—	71	—	—	—	—	71
Cumulative effect on opening equity of adopting accounting standards and other	—	—	22	—	—	—	22
Total other comprehensive loss	—	—	—	(40)	(24)	(64)	(64)
BALANCE AT MARCH 31, 2020	497	5,948	(2,902)	(82)	(133)	(215)	2,831
Repurchase of Flex Ltd. ordinary shares at cost	(10)	(183)	—	—	—	—	(183)
Issuance of Flex Ltd. vested shares under restricted share unit awards	5	—	—	—	—	—	—
Net income	—	—	613	—	—	—	613
Stock-based compensation, net of tax	—	79	—	—	—	—	79
Total other comprehensive income	—	—	—	40	56	96	96
BALANCE AT MARCH 31, 2021	492	\$ 5,844	\$ (2,289)	\$ (42)	\$ (77)	\$ (119)	\$ 3,436

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

FLEX LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Cash flows from operating activities:			
Net income	\$ 613	\$ 88	\$ 93
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	422	422	433
Amortization and other impairment charges	147	204	332
Provision for doubtful accounts (Note 2)	5	24	42
Non-cash other charges (income)	(119)	(39)	13
Non-cash lease expense	124	122	—
Stock-based compensation	79	71	76
Gain from deconsolidation of subsidiary (Note 2)	—	—	(87)
Deferred income taxes	(12)	6	(14)
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(1,656)	(2,126)	(3,628)
Contract assets	148	(66)	216
Inventories	(96)	(66)	(360)
Other current and noncurrent assets	62	(19)	(8)
Accounts payable	103	(15)	68
Other current and noncurrent liabilities	324	(139)	(147)
Net cash provided by (used in) operating activities	<u>144</u>	<u>(1,533)</u>	<u>(2,971)</u>
Cash flows from investing activities:			
Purchases of property and equipment	(351)	(462)	(726)
Proceeds from the disposition of property and equipment	85	106	94
Acquisitions of businesses, net of cash acquired	—	(1)	(13)
Proceeds from divestiture of businesses, net of cash held in divested businesses	(3)	3	267
Cash collections of deferred purchase price	—	2,566	3,586
Other investing activities, net	67	67	45
Net cash provided by (used in) investing activities	<u>(202)</u>	<u>2,279</u>	<u>3,253</u>
Cash flows from financing activities:			
Proceeds from bank borrowings and long-term debt	2,065	1,070	3,199
Repayments of bank borrowings and long-term debt	(1,142)	(1,316)	(3,060)
Payments for repurchases of ordinary shares	(183)	(260)	(189)
Other financing activities, net	3	(2)	20
Net cash provided by (used in) financing activities	<u>743</u>	<u>(508)</u>	<u>(30)</u>
Effect of exchange rates on cash	29	(12)	(27)
Net increase in cash and cash equivalents	714	226	225
Cash and cash equivalents, beginning of year	1,923	1,697	1,472
Cash and cash equivalents, end of year	<u>\$ 2,637</u>	<u>\$ 1,923</u>	<u>\$ 1,697</u>

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

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION OF THE COMPANY

Flex Ltd. ("Flex" or the "Company") was incorporated in the Republic of Singapore in May 1990. The Company's operations have expanded over the years through a combination of organic growth and acquisitions. The Company is the manufacturing partner of choice that helps a diverse customer base design and build products that improve the world. Through the collective strength of a global workforce across approximately 30 countries and responsible, sustainable operations, the Company delivers technology innovation, supply chain, and manufacturing solutions to diverse industries and end markets. In the first quarter of fiscal year 2021, the Company made certain changes in its organizational structure as part of its strategy to further drive efficiency and productivity with two focused and complimentary delivery models. As a result, beginning in the first quarter of fiscal year 2021, the Company reports its financial performance based on two operating and reportable segments:

- Flex Agility Solutions ("FAS"), which is comprised of the following end markets:
 - *Communications, Enterprise and Cloud ("CEC")*, including data infrastructure, edge infrastructure and communications infrastructure;
 - *Lifestyle*, including appliances, consumer packaging, floorcare, micro mobility and audio; and
 - *Consumer Devices*, including mobile and high velocity consumer devices.
- Flex Reliability Solutions ("FRS"), which is comprised of the following end markets:
 - *Automotive*, including autonomous, connectivity, electrification, and smart technologies;
 - *Health Solutions*, including medical devices, medical equipment and drug delivery; and
 - *Industrial*, including capital equipment, industrial devices, renewable including our Nextracker business, grid edge, and power systems.

The Company's service offerings include a comprehensive range of value-added design and engineering services that are tailored to the various markets and needs of its customers. Other focused service offerings relate to manufacturing (including enclosures, metals, plastic injection molding, precision plastics, machining, and mechanicals), system integration and assembly and test services, materials procurement, inventory management, logistics and after-sales services (including product repair, warranty services, re-manufacturing and maintenance), supply chain management software solutions and component product offerings (including flexible printed circuit boards and power adapters and chargers).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. SUMMARY OF ACCOUNTING POLICIES***Basis of Presentation and Principles of Consolidation***

The accompanying consolidated financial statements include the accounts of Flex and its majority-owned subsidiaries, after elimination of intercompany accounts and transactions. Amounts included in these consolidated financial statements are expressed in U.S. dollars unless otherwise designated. The Company consolidates its majority-owned subsidiaries and investments in entities in which the Company has a controlling interest. For the consolidated majority-owned subsidiaries in which the Company owns less than 100%, the Company recognizes a noncontrolling interest for the ownership of the noncontrolling owners. The associated noncontrolling owners' interest in the income or losses of these companies is not material to the Company's results of operations for all periods presented, and is classified as a component of interest and other, net, in the consolidated statements of operations.

Certain prior period presentations and disclosures were reclassified to ensure comparability with the current period presentation. The prior year amounts related to interest expense (income), net are now presented separately under interest, net, and the remaining balances under interest and other, net have been reclassified to the other charges (income), net within the consolidated statements of operations. Additionally, the amortization of right-of-use assets for operating leases have been reclassified from the amortization and other impairment charges line on the consolidated statement of cash flows, and are now presented separately under non-cash lease expense. The reclassifications had no effect on the previously reported results of operations or cash flows from operating activities.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates are used in accounting for, among other things: allowances for doubtful accounts; inventory write-downs; valuation allowances for deferred tax assets; uncertain tax positions; valuation and useful lives of long-lived assets including property, equipment, and intangible assets; valuation of goodwill; valuation of investments in privately held companies; asset impairments; fair values of financial instruments, notes receivable and derivative instruments; restructuring charges; contingencies; warranty provisions; incremental borrowing rates in determining the present value of lease payments; accruals for potential price adjustments arising from customer contracts; fair values of assets obtained and liabilities assumed in business combinations; and the fair values of stock options and restricted share unit awards granted under the Company's stock-based compensation plans. Due to the COVID-19 pandemic, there has been and will continue to be uncertainty and disruption in the global economy and financial markets. The Company has made estimates and assumptions taking into consideration certain possible impacts due to COVID-19. These estimates may change, as new events occur, and additional information is obtained. Actual results may differ from previously estimated amounts, and such differences may be material to the consolidated financial statements. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the period they occur.

Translation of Foreign Currencies

The financial position and results of operations for certain of the Company's subsidiaries are measured using a currency other than the U.S. dollar as their functional currency. Accordingly, all assets and liabilities for these subsidiaries are translated into U.S. dollars at the current exchange rates as of the respective balance sheet dates. Revenue and expense items are translated at the average exchange rates prevailing during the period. Cumulative gains and losses from the translation of these subsidiaries' financial statements are reported as other comprehensive income (loss), a component of shareholders' equity. Foreign exchange gains and losses arising from transactions denominated in a currency other than the functional currency of the entity involved, and re-measurement adjustments for foreign operations where the U.S. dollar is the functional currency, are included in operating results. Non-functional currency transaction gains and losses, and re-measurement adjustments were not material to the Company's consolidated results of operations for all periods presented, and have been classified as a component of interest and other, net in the consolidated statements of operations.

Revenue Recognition

In determining the appropriate amount of revenue to recognize, the Company applies the following steps: (i) identifies the contracts with the customers; (ii) identifies performance obligations in the contracts; (iii) determines the transaction price; (iv) allocates the transaction price to the performance obligations per the contracts; and (v) recognizes revenue when (or as) the

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Company satisfies a performance obligation. Further, the Company assesses whether control of the product or services promised under the contract is transferred to the customer at a point in time (PIT) or over time (OT). The Company is first required to evaluate whether its contracts meet the criteria for OT recognition. The Company has determined that for a portion of its contracts, the Company is manufacturing products for which there is no alternative use (due to the unique nature of the customer-specific product and intellectual property restrictions) and the Company has an enforceable right to payment including a reasonable profit for work-in-progress inventory with respect to these contracts. As a result, revenue is recognized under these contracts OT based on the cost-to-cost method as it best depicts the transfer of control to the customer measured based on the ratio of costs incurred to date as compared to the total estimated costs at completion of the performance obligation. For all other contracts that do not meet these criteria, the Company recognizes revenue when it has transferred control of the related manufactured products which generally occurs upon delivery and passage of title to the customer. Refer to note 4 "Revenue Recognition" for further details.

On April 1, 2018, the Company adopted the Accounting Standard Codification 606 ("ASC 606") using the modified retrospective approach by applying the guidance to all open contracts at the adoption date and has implemented revised accounting policies, new operational and financial reporting processes, enhanced systems capabilities and relevant internal controls. Note 4 "Revenue" provides further disclosures required by the new standard.

Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk are primarily accounts receivable, derivative instruments, and cash and cash equivalents.

Customer Credit Risk

The Company has an established customer credit policy, through which it manages customer credit exposures through credit evaluations, credit limit setting, monitoring, and enforcement of credit limits for new and existing customers. The Company performs ongoing credit evaluations of its customers' financial condition and makes provisions for doubtful accounts based on the outcome of those credit evaluations. The Company evaluates the collectability of its accounts receivable based on specific customer circumstances, current economic trends, historical experience with collections and the age of past due receivables. To the extent the Company identifies exposures as a result of credit or customer evaluations, the Company also reviews other customer related exposures, including but not limited to inventory and related contractual obligations.

The following table summarizes the activity in the Company's allowance for doubtful accounts during fiscal years 2021, 2020 and 2019:

	Balance at Beginning of Year	Charged to Costs and Expenses (1)	Deductions/ Write-Offs	Balance at End of Year
	(In millions)			
Allowance for doubtful accounts:				
Year ended March 31, 2019	\$ 60	\$ 42	\$ (11)	\$ 91
Year ended March 31, 2020	91	24	(19)	96
Year ended March 31, 2021	96	5	(40)	61

(1) Charges incurred during fiscal years 2021, 2020 and 2019 are primarily for costs and expenses related to various distressed customers.

No customer accounted for greater than 10% of the Company's net sales in fiscal years 2021, 2020 and 2019. One customer within the Company's FAS segment accounted for approximately 11% of the Company's total balance of accounts receivable, net in fiscal years 2021 and 2019, respectively. A different customer within the Company's FAS segment accounted for approximately 10% of the Company's total balances of accounts receivable, net in fiscal years 2020.

The Company's ten largest customers accounted for approximately 36%, 39% and 43%, of its net sales in fiscal years 2021, 2020 and 2019, respectively.

Derivative Instruments

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The amount subject to credit risk related to derivative instruments is generally limited to the amount, if any, by which a counterparty's obligations exceed the obligations of the Company with that counterparty. To manage counterparty risk, the Company limits its derivative transactions to those with recognized financial institutions. See additional discussion of derivatives in note 9.

Cash and Cash Equivalents

The Company maintains cash and cash equivalents with various financial institutions that management believes to be of high credit quality. These financial institutions are located in many different locations throughout the world. The Company's investment portfolio, which consists of short-term bank deposits and money market accounts, is classified as cash equivalents on the consolidated balance sheets.

All highly liquid investments with maturities of three months or less from original dates of purchase are carried at cost, which approximates fair market value, and are considered to be cash equivalents. Cash and cash equivalents consist of cash deposited in checking accounts, money market funds and time deposits.

Cash and cash equivalents consisted of the following:

	As of March 31,	
	2021	2020
	(In millions)	
Cash and bank balances	\$ 1,130	\$ 1,519
Money market funds and time deposits	1,507	404
	\$ 2,637	\$ 1,923

Inventories

Inventories are stated at the lower of cost (on a first-in, first-out basis) or net realizable value. The stated cost is comprised of direct materials, labor and overhead. The components of inventories, net of applicable lower of cost or net realizable value write-downs, were as follows:

	As of March 31,	
	2021	2020
	(In millions)	
Raw materials	\$ 2,831	\$ 2,836
Work-in-progress	459	373
Finished goods	605	576
	\$ 3,895	\$ 3,785

Property and Equipment, Net

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are recognized on a straight-line basis over the estimated useful lives of the related assets, with the exception of building leasehold improvements, which are depreciated over the term of the lease, if shorter. Repairs and maintenance costs are expensed as incurred. Property and equipment is comprised of the following:

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Depreciable Life (In Years)	As of March 31,	
		2021	2020
		(In millions)	
Machinery and equipment	2 - 10	\$ 3,381	\$ 3,265
Buildings	30	1,103	1,086
Leasehold improvements	up to 30	500	510
Furniture, fixtures, computer equipment and software	3 - 7	491	492
Land	—	113	112
Construction-in-progress	—	255	271
		5,843	5,736
Accumulated depreciation and amortization		(3,746)	(3,520)
Property and equipment, net		\$ 2,097	\$ 2,216

Total depreciation expense associated with property and equipment was approximately \$422.3 million, \$422.4 million and \$433.4 million in fiscal years 2021, 2020 and 2019, respectively.

The Company reviews property and equipment for impairment at least annually and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of property and equipment is determined by comparing its carrying amount to the lowest level of identifiable projected undiscounted cash flows the property and equipment are expected to generate. An impairment loss is recognized when the carrying amount of property and equipment exceeds its fair value.

Deferred Income Taxes

The Company provides for income taxes in accordance with the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recognized for the tax consequences of temporary differences between the carrying amount and the tax basis of existing assets and liabilities by applying the applicable statutory tax rate to such differences. Additionally, the Company assesses whether each income tax position is "more likely than not" of being sustained on audit, including resolution of related appeals or litigation, if any. For each income tax position that meets the "more likely than not" recognition threshold, the Company would then assess the largest amount of tax benefit that is greater than 50% likely of being realized upon effective settlement with the tax authority.

Accounting for Business and Asset Acquisitions

The Company has strategically pursued business and asset acquisitions, which are accounted for using the acquisition method of accounting. The fair value of the net assets acquired and the results of the acquired businesses are included in the Company's consolidated financial statements from the acquisition dates forward. The Company is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and results of operations during the reporting period. Estimates are used in accounting for, among other things, the fair value of acquired net operating assets, property and equipment, intangible assets and related deferred tax liabilities, useful lives of plant and equipment and amortizable lives for acquired intangible assets. Any excess of the purchase consideration over the fair value of the identified assets and liabilities acquired is recognized as goodwill.

The Company estimates the preliminary fair value of acquired assets and liabilities as of the date of acquisition based on information available at that time. Contingent consideration is recorded at fair value as of the date of the acquisition with subsequent adjustments recorded in earnings. Changes to valuation allowances on acquired deferred tax assets are recognized in the provision for, or benefit from, income taxes. The valuation of these tangible and identifiable intangible assets and liabilities is subject to further management review and may change materially between the preliminary allocation and end of the purchase price allocation period. Any changes in these estimates may have a material effect on the Company's consolidated operating results or financial position.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Goodwill

In accordance with accounting guidance on goodwill, the Company evaluates goodwill for impairment at the reporting unit level annually, and in certain circumstances such as a change in reporting units or whenever there are indications that goodwill might be impaired. As described in note 1, the Company made certain changes in its organizational structure during the first quarter of fiscal year 2021 as part of its strategy to further drive growth and productivity through two separate delivery models that represent reportable segments, FAS and FRS. With these changes, the Company also revised its reporting units. Accordingly, the Company completed an interim test as of April 1, 2020 and additionally, its goodwill was reallocated among each of the Company's six reporting units based on each reporting unit's relative fair value as of that date. Recoverability of goodwill is measured at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit, which typically is measured based upon, among other factors, market multiples for comparable companies as well as a discounted cash flow analysis. These approaches use significant unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy and require management to make various judgmental assumptions about sales, operating margins, growth rates and discount rates which consider the Company's budgets, business plans and economic projections, and are believed to reflect market participant views. Some of the inherent estimates and assumptions used in determining fair value of the reporting units are outside the control of management, including interest rates, cost of capital, tax rates, market EBITDA comparables and credit ratings. While the Company believes it has made reasonable estimates and assumptions to calculate the fair value of the reporting units, it is possible a material change could occur. If the actual results are not consistent with management's estimates and assumptions used to calculate fair value, it could result in material impairments of the Company's goodwill.

If the recorded value of the assets, including goodwill, and liabilities ("net book value") of any reporting unit exceeds its fair value, an impairment loss may be required to be recognized. Further, to the extent the net book value of the Company as a whole is greater than its fair value in the aggregate, all, or a significant portion of its goodwill may be considered impaired.

The Company performed its annual goodwill impairment assessment on January 1, 2021 and as a result of the quantitative assessment of its goodwill, the Company determined that no impairment existed as of the date of the impairment test because the fair value of each one of its reporting units exceeded its respective carrying value.

The following table summarizes the activity in the Company's goodwill during fiscal years 2021 and 2020 (in millions):

	FAS			FRS			Total
	Communications, Enterprise and Cloud	Lifestyle	Consumer Devices	Automotive	Health Solutions	Industrial	
(In millions)							
Balance at March 31, 2019	\$ 188	\$ 131	\$ 51	\$ 182	\$ 192	\$ 329	\$1,073
Divestitures	—	—	—	—	(1)	—	(1)
Foreign currency translation adjustments	—	—	—	(8)	1	—	(7)
Balance at March 31, 2020	\$ 188	\$ 131	\$ 51	\$ 174	\$ 192	\$ 329	\$1,065
Divestitures	—	—	—	—	—	(1)	(1)
Foreign currency translation adjustments	1	—	—	22	2	1	26
Balance at March 31, 2021	\$ 189	\$ 131	\$ 51	\$ 196	\$ 194	\$ 329	\$1,090

Other Intangible Assets

The Company's acquired intangible assets are subject to amortization over their estimated useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an intangible asset may not be

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

recoverable. An impairment loss is recognized when the carrying amount of an intangible asset exceeds its fair value. The Company reviewed the carrying value of its intangible assets as of March 31, 2021 and concluded that such amounts continued to be recoverable.

Intangible assets are comprised of customer-related intangible assets that include contractual agreements and customer relationships, and licenses and other intangible assets that are primarily comprised of licenses and also include patents and trademarks, and developed technologies. Generally, both customer-related intangible assets and licenses and other intangible assets are amortized on a straight-line basis, over a period of up to ten years. No residual value is estimated for any intangible assets. The fair value of the Company's intangible assets purchased through business combinations is determined based on management's estimates of cash flow and recoverability. The components of acquired intangible assets are as follows:

	As of March 31, 2021			As of March 31, 2020			
	Weighted-Average Remaining Useful life (in Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(In millions)						
Intangible assets:							
Customer-related intangibles	4.8	\$ 276	\$ (154)	\$ 122	\$ 275	\$ (128)	\$ 147
Licenses and other intangibles	4.0	250	(159)	91	245	(130)	115
Total		<u>\$ 526</u>	<u>\$ (313)</u>	<u>\$ 213</u>	<u>\$ 520</u>	<u>\$ (258)</u>	<u>\$ 262</u>

Total intangible asset amortization expense recognized in operations during fiscal years 2021, 2020 and 2019 was \$61.8 million, \$64.1 million and \$74.4 million, respectively. The gross carrying amounts of intangible assets are removed when fully amortized. During fiscal year 2021, the gross carrying amounts of fully amortized intangible assets totaled \$16.9 million. The Company also recorded \$11.4 million of foreign currency translation adjustments during fiscal year 2021, as the U.S. Dollar fluctuated against foreign currencies for certain intangibles. The estimated future annual amortization expense for acquired intangible assets is as follows:

Fiscal Year Ending March 31,	Amount
	(In millions)
2022	\$ 54
2023	46
2024	44
2025	39
2026	18
Thereafter	12
Total amortization expense	<u>\$ 213</u>

The Company owns or licenses various United States and foreign patents relating to a variety of technologies. For certain of the Company's proprietary processes, inventions, and works of authorship, the Company relies on trade secret or copyright protection. The Company also maintains trademark rights (including registrations) for the Company's corporate name and several other trademarks and service marks that the Company uses in the Company's business in the United States and other countries throughout the world. The Company has implemented appropriate policies and procedures (including both technological means and training programs for the Company's employees) to identify and protect the Company's intellectual property, as well as that of the Company's customers and suppliers. As of March 31, 2021 and 2020, the carrying value of the Company's intellectual property was not material.

Derivative Instruments and Hedging Activities

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

All derivative instruments are recognized on the consolidated balance sheets at fair value. If the derivative instrument is designated as a cash flow hedge, effectiveness is tested monthly using a regression analysis of the change in spot currency rates and the change in present value of the spot currency rates. The spot currency rates are discounted to present value using functional currency Inter-bank Offering Rates over the maximum length of the hedge period. The effective portion of changes in the fair value of the derivative instrument (excluding time value) is recognized in shareholders' equity as a separate component of accumulated other comprehensive income (loss), and recognized in the consolidated statements of operations when the hedged item affects earnings. Ineffective and excluded portions of changes in the fair value of cash flow hedges are recognized in earnings immediately. If the derivative instrument is designated as a fair value hedge, the changes in the fair value of the derivative instrument and of the hedged item attributable to the hedged risk are recognized in earnings in the current period. Additional information is included in note 9.

Investments

The Company has an investment portfolio that consists of strategic investments in privately held companies, and certain venture capital funds which are included within other assets. These privately held companies range from startups to more mature companies with established revenue streams and business models. As of March 31, 2021, and March 31, 2020, the Company's investments in non-consolidated companies totaled \$102.8 million and \$128.1 million, respectively.

During fiscal year 2021, the Company recognized \$83.5 million of equity in earnings, associated with its equity method investments in other charges (income), net on the consolidated statement of operations. Additional information is included in note 16. Also during fiscal year 2021, in connection with the Company's ongoing assessment of recoverability of its investment portfolio, the Company concluded that the carrying amounts of certain non-core investments were other than temporarily impaired and recognized a \$36.5 million total impairment in other charges (income), net on the consolidated statement of operations primarily related to the Company's investment in Bright Machines.

During fiscal year 2020, the Company recognized \$97.7 million of total impairments primarily related to Elementum and certain other non-core investments, reflecting recent market valuation changes, in addition to capturing additional risks due to the economic challenges in light of COVID-19.

During the last half of fiscal year 2019, the Company reassessed its strategy with respect to its entire investment portfolio. As a result the Company recognized aggregate net charges related to investment impairments and dispositions of approximately \$193 million for the fiscal year ended March 31, 2019, primarily related to a non-core cost method investment and Elementum.

Non-consolidated investments in entities are accounted for using the equity method when the Company has an investment in common stock or in-substance common stock, and either (a) has the ability to significantly influence the operating decisions of the issuer, or (b) if the Company has a voting percentage generally equal to or greater than 20% but less than 50%, and for non-majority-owned investments in partnerships when generally greater than 5%. Cost method is used for investments where the Company does not have the ability to significantly influence the operating decisions of the investee, or if the Company's investment is in securities other than common stock or in-substance common stock.

The Company monitors these investments for impairment indicators and makes appropriate reductions in carrying values as required whenever events or changes in circumstances indicate that the assets may be impaired. The factors the Company considers in its evaluation of potential impairment of its investments include, but are not limited to, a significant deterioration in the earnings performance or business prospects of the investee, or factors that raise significant concerns about the investee's ability to continue as a going concern, such as negative cash flows from operation or working capital deficiencies. Fair values of these investments, when required, are estimated using unobservable inputs, or Level 3 inputs, as defined by the fair value hierarchy, and require management to make various judgmental assumptions primarily about comparable company multiples and discounted cash flow projections. Some of the inherent estimates and assumptions used in determining the fair value of the investments are outside the control of management. While the Company believes it has made reasonable estimates and assumptions to calculate the fair value of the investments, it is possible a material change could occur. If the actual results are not consistent with management's estimates and assumptions used to calculate fair value, it could result in material impairments of investments.

For investments accounted for under the cost method that do not have readily determinable fair values, the Company measures them at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Bright Machines

During the first quarter of fiscal year 2019, the Company transferred existing employees and equipment with a net book value of approximately \$35 million along with certain related software and intellectual property, into the newly created Bright Machines, in exchange for shares of preferred stock and a controlling financial interest in Bright Machines. Bright Machines is a privately held software-as-a service (SaaS) and hardware company focused on developing and deploying an automation solution worldwide. The Company has concluded that Bright Machines does not qualify as a variable interest entity for purposes of evaluating whether it has a controlling financial interest.

Subsequent to the initial formation and prior to June 29, 2018, Bright Machines received equity funding from third party investors and expanded the board of directors, resulting in dilution of the Company's voting interest to below 50%. As a result, the Company concluded it no longer held a controlling financial interest in Bright Machines and accordingly deconsolidated the entity.

The fair value of the Company's non-controlling interest in Bright Machines upon deconsolidation was approximately \$128 million as of the date of deconsolidation. The Company initially accounted for its investment in Bright Machines under the equity method, with the carrying amount included in other assets on the consolidated balance sheet. The value of the Company's interest on the date of deconsolidation was based on management's estimate of the fair value of Bright Machines at that time. Management relied on a multi-stage process which involved calculating the enterprise and equity value of Bright Machines, then allocating the equity value of the entity to the Company's securities. The enterprise value of Bright Machines was estimated based on the value implied by the equity funding Bright Machines received from third parties in the same period (i.e., Level 2 inputs). The Company recognized a gain on deconsolidation of approximately \$87 million with no material tax impact, which is included in other charges (income), net on the consolidated statement of operations for the fiscal year ended March 31, 2019.

Concurrently with the deconsolidation, the Company engaged Bright Machines as a strategic partner to develop and deploy automation solutions for Flex and entered into a 5-year subscription agreement for the use of fixed assets along with other automation services. The subscription agreement provides the Company with the use of the assets previously contributed to Bright Machines and accordingly is accounted for as a finance lease. As a result, the Company recognized a finance lease asset and obligation in the consolidated balance sheets. The related finance lease asset and obligation balances as of March 31, 2021 and 2020 were not material.

Pro-forma financials have not been presented because the effects were not material to the Company's consolidated financial position and results of operation for all periods presented. Subscription fees under the Bright Machines agreement were immaterial for all periods presented.

During fiscal year 2020, the Company and Bright Machines executed agreements that provided for, among other things, the repurchase of certain preferred stock of Bright Machines held by the Company and the removal of certain rights associated with such shares, including the Company's right to elect certain members of Bright Machines' board of directors. In conjunction with this transaction, the Company received consideration of approximately \$44 million and recognized a total charge of \$23 million, which is included in other charges, net on the consolidated statement of operations.

As a result of the transaction, the Company no longer has the ability to exercise significant influence, and therefore accounts for its remaining investment in Bright Machines as a cost method investment, which is included in other assets on the consolidated balance sheet as of March 31, 2020. Bright Machines is no longer a related party of the Company subsequent to the transaction described above.

During fiscal year 2021, the Company recorded approximately \$35 million charge primarily related to the anticipated cancellation and retirement of certain shares of preferred stock, held by the Company, as a condition to amend the subscription agreement with Bright Machines as well as a change in the market valuation which resulted in part of the carrying value of the investment to be other than temporarily impaired. The charge is included in other charges, net on the consolidated statements of operations.

Other Current Liabilities

Other current liabilities include customer working capital advances of \$471.5 million and \$264.2 million, and customer-related accruals of \$242.0 million and \$195.1 million as of March 31, 2021 and 2020, respectively. The customer working

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

capital advances are not interest bearing, do not have fixed repayment dates and are generally reduced as the underlying working capital is consumed in production.

Leases

The Company is a lessee with several non-cancellable operating leases, primarily for warehouses, buildings, and other assets such as vehicles and equipment. The Company determines if an arrangement is a lease at contract inception. A contract is a lease or contains a lease when (1) there is an identified asset, and (2) the customer has the right to control the use of the identified asset. Beginning with the adoption of ASC 842 on April 1, 2019, the Company elected to adopt the package of transition practical expedients and, therefore, has not reassessed (1) whether existing or expired contracts contain a lease, (2) lease classification for existing or expired leases or (3) the accounting for initial direct costs that were previously capitalized. The Company recognizes a right-of-use ("ROU") asset and a lease liability at the lease commencement date for the Company's operating leases. For operating leases, the lease liability is initially measured at the present value of the unpaid lease payments at the lease commencement date. The Company has elected the short-term lease recognition and measurement exemption for all classes of assets, which allows the Company to not recognize ROU assets and lease liabilities for leases with a lease term of 12 months or less and with no purchase option the Company is reasonably certain of exercising. The Company has also elected the practical expedient to account for the lease and non-lease components as a single lease component, for all classes of underlying assets. Therefore, the lease payments used to measure the lease liability include all of the fixed considerations in the contract. Lease payments included in the measurement of the lease liability comprise the following: fixed payments (including in-substance fixed payments), and variable payments that depend on an index or rate (initially measured using the index or rate at the lease commencement date). As the Company cannot determine the interest rate implicit in the lease for the Company's leases, the Company uses the Company's estimate of the incremental borrowing rate as of the commencement date in determining the present value of lease payments. The Company's estimated incremental borrowing rate is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. The lease term for all of the Company's leases includes the non-cancellable period of the lease plus any additional periods covered by either an option to extend (or not to terminate) the lease that the Company is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor.

The adoption of ASC 842 had a material impact to the Company's consolidated balance sheet, but did not materially impact the consolidated statement of operations or consolidated statement of cash flows. The most significant changes to the consolidated balance sheet relate to the recognition of ROU assets and lease liabilities for operating leases. The Company's accounting for finance leases remains substantially unchanged and the balances are not material for any periods presented.

As a result of adopting ASC 842 as of April 1, 2019, the Company recognized additional operating liabilities of \$658 million with a corresponding ROU asset of \$624 million and a deferred gain of \$22 million for sale leaseback transactions to opening retained earnings. Note 3 "Leases" provides further disclosures required by the new standard.

As of March 31, 2021 and 2020, current operating lease liabilities were \$127.6 million and \$114.1 million, respectively, which are included in other current liabilities on the consolidated balance sheets.

Restructuring Charges

The Company recognizes restructuring charges related to its plans to close or consolidate excess manufacturing facilities and rationalize administrative functions. In connection with these activities, the Company records restructuring charges for employee termination costs, long-lived asset impairment and other exit-related costs.

The recognition of restructuring charges requires the Company to make certain judgments and estimates regarding the nature, timing and amount of costs associated with the planned exit activity. To the extent the Company's actual results differ from its estimates and assumptions, the Company may be required to revise the estimates of future liabilities, requiring the recognition of additional restructuring charges or the reduction of liabilities already recognized. Such changes to previously estimated amounts may be material to the consolidated financial statements. At the end of each reporting period, the Company evaluates the remaining accrued balances to ensure that no excess accruals are retained, and the utilization of the provisions are for their intended purpose in accordance with developed restructuring plans. See note 15 for additional information regarding restructuring charges.

Recently Adopted Accounting Pronouncements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In October 2020, the FASB issued ASU 2020-09 "Debt (Topic 470): Amendments to SEC Paragraphs Pursuant to SEC Release No. 33-10762." which amends and supersedes SEC paragraphs in the Accounting Standards Codification to reflect the issuance of SEC Release No. 33-10762 related to financial disclosure requirements for subsidiary issuers and guarantors of registered debt securities and affiliates whose securities are pledged as collateral for registered securities. The Company adopted the new guidance during the fourth quarter of fiscal year 2021 with no impact on its consolidated financial statements.

In March 2020, the FASB issued ASU 2020-04 "Facilitation of the Effects of Reference Rate Reform on Financial Reporting", which temporarily simplifies the accounting for contract modifications, including hedging relationships, due to the transition from LIBOR and other interbank offered rates to alternative reference interest rates. For example, entities can elect not to remeasure the contracts at the modification date or reassess a previous accounting determination if certain conditions are met. Additionally, entities can elect to continue applying hedge accounting for hedging relationships affected by reference rate reform if certain conditions are met. The Company adopted the guidance during the first quarter of fiscal year 2021 with an immaterial impact on its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13 "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" and also issued subsequent amendments to the initial guidance: ASU 2018-19, ASU 2019-04, ASU 2019-05, ASU 2019-10, and ASU 2019-11, which replace the existing incurred loss impairment model with an expected credit loss model and require a financial asset measured at amortized cost to be presented at the net amount expected to be collected. The Company adopted the guidance during the first quarter of fiscal year 2021 with an immaterial impact on its consolidated financial statements.

Recently Issued Accounting Pronouncements

In October 2020, the FASB issued ASU 2020-10 "Codification Improvements", which improves consistency by amending the Accounting Standards Codification to include all disclosure guidance in the appropriate disclosure sections and clarifies the application of various provisions in the Codification by amending and adding new headings, cross referencing to other guidance, and refining or correcting terminology. The guidance is effective for the Company beginning in the first quarter of fiscal year 2022 with early adoption permitted. The Company expects the new guidance will have an immaterial impact on its consolidated financial statements, and intends to adopt the guidance when it becomes effective in the first quarter of fiscal year 2022.

In January 2020, the FASB issued ASU 2020-01 "Investments - Equity Securities (Topic 321), Investments - Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815): Clarifying the Interactions Between Topic 321, Topic 323, and Topic 815 — a consensus of the FASB Emerging Issues Task Force", which makes improvements related to the following two topics: (1) accounting for certain equity securities when the equity method of accounting is applied or discontinued, and (2) scope considerations related to forward contracts and purchased options on certain securities. The guidance is effective for the Company beginning in the first quarter of fiscal year 2022 with early adoption permitted. The Company expects the new guidance will have an immaterial impact on its consolidated financial statements, and intends to adopt the guidance when it becomes effective in the first quarter of fiscal year 2022.

In December 2019, the FASB issued ASU 2019-12 "Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes", which removes certain exceptions for recognizing deferred taxes for investments, performing intraperiod allocation and calculating income taxes in interim periods. The ASU also adds guidance to reduce complexity in certain areas, including recognizing deferred taxes for tax goodwill and allocating taxes to members of a consolidated group. The guidance is effective for the Company beginning in the first quarter of fiscal year 2022 with early adoption permitted. The Company expects the new guidance will have an immaterial impact on its consolidated financial statements, and intends to adopt the guidance when it becomes effective in the first quarter of fiscal year 2022.

3. LEASES

The Company has several commitments under operating leases for warehouses, buildings, and equipment. The Company also has a minimal number of finance leases with an immaterial impact on its consolidated financial statements. Leases have initial lease terms ranging from 1 year to 23 years.

The components of lease cost recognized under ASC 842 were as follow (in millions):

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

<u>Lease cost</u>	<u>Year Ended</u>	
	<u>March 31, 2021</u>	<u>March 31, 2020</u>
Operating lease cost	\$ 152	\$ 163

Amounts reported in the consolidated balance sheet as of the periods ended March 31, 2021 and 2020 were (in millions, except weighted average lease term and discount rate):

	<u>As of March 31, 2021</u>	<u>As of March 31, 2020</u>
<i>Operating Leases:</i>		
Operating lease right of use assets	\$ 642	\$ 605
Operating lease liabilities	\$ 690	\$ 643
Weighted-average remaining lease term (In years)		
Operating leases	7.5	7.9
Weighted-average discount rate		
Operating leases	3.9 %	4.1 %

Other information related to leases was as follow (in millions):

	<u>Year Ended</u>	
	<u>March 31, 2021</u>	<u>March 31, 2020</u>
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 152	\$ 150
Right-of-use assets obtained in exchange for lease liabilities		
Operating Lease	\$ 159	\$ 99

During the fiscal year ended March 31, 2020 the Company sold and leased back certain properties and received cash proceeds of \$69.6 million and recorded a deferred gain of \$32.7 million. As a result of adopting ASC 842 as of April 1, 2019, the Company recognized the deferred gain to prior year retained earnings. No properties were sold and leased back by the Company during the fiscal year ended March 31, 2021.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Future lease payments under non-cancellable leases as of March 31, 2021 are as follows (in millions):

Fiscal Year Ended March 31,	Operating Leases
2022	\$ 147
2023	130
2024	110
2025	87
2026	70
Thereafter	256
Total undiscounted lease payments	800
Less: imputed interest	110
Total lease liabilities	\$ 690

Total rent expense amounted to \$179.8 million, \$186.9 million, and \$176.8 million in fiscal years 2021, 2020 and 2019, respectively.

4. REVENUE

Revenue Recognition

The Company provides a comprehensive suite of services for its customers that range from advanced product design to manufacturing and logistics to after-sales services. The first step in its process for revenue recognition is to identify a contract with a customer. A contract is defined as an agreement between two parties that creates enforceable rights and obligations and can be written, verbal, or implied. The Company generally enters into master supply agreements (“MSA”) with its customers that provide the framework under which business will be conducted. This includes matters such as warranty, indemnification, transfer of title and risk of loss, liability for excess and obsolete inventory, pricing formulas, payment terms, etc., and the level of business under those agreements may not be guaranteed. In those instances, the Company bids on a program-by-program basis and typically receives customer purchase orders for specific quantities and timing of products. As a result, the Company considers its contract with a customer to be the combination of the MSA and the purchase order, or any other similar documents such as a statement of work, product addendum, emails or other communications that embody the commitment by the customer.

In determining the appropriate amount of revenue to recognize, the Company applies the following steps: (i) identifies the contracts with the customers; (ii) identifies performance obligations in the contracts; (iii) determines the transaction price; (iv) allocates the transaction price to the performance obligations per the contracts; and (v) recognizes revenue when (or as) the Company satisfies a performance obligation. Further, the Company assesses whether control of the product or services promised under the contract is transferred to the customer at a point in time (PIT) or over time (OT). The Company is first required to evaluate whether its contracts meet the criteria for OT recognition. The Company has determined that for a portion of its contracts the Company is manufacturing products for which there is no alternative use (due to the unique nature of the customer-specific product and intellectual property restrictions) and the Company has an enforceable right to payment including a reasonable profit for work-in-progress inventory with respect to these contracts. As a result, revenue is recognized under these contracts OT based on the cost-to-cost method as it best depicts the transfer of control to the customer measured based on the ratio of costs incurred to date as compared to the total estimated costs at completion of the performance obligation. For all other contracts that do not meet these criteria, the Company recognizes revenue when it has transferred control of the related manufactured products which generally occurs upon delivery and passage of title to the customer.

Customer Contracts and Related Obligations

Certain of the Company’s customer agreements include potential price adjustments which may result in variable consideration. These price adjustments include, but are not limited to, sharing of cost savings, committed price reductions, material margins earned over the period that are contractually required to be paid to the customers, rebates, refunds tied to performance metrics such as on-time delivery, and other periodic pricing resets that may be refundable to customers. The Company estimates the variable consideration related to these price adjustments as part of the total transaction price and recognizes revenue in accordance with the pattern applicable to the performance obligation, subject to a constraint. The Company constrains the amount of revenues recognized for these contractual provisions based on its best estimate of the amount which will not result in a significant reversal of revenue in a future period. The Company determines the amounts to be

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

recognized based on the amount of potential refunds required by the contract, historical experience and other surrounding facts and circumstances. Often these obligations are settled with the customer in a period after shipment through various methods which include reduction of prices for future purchases, issuance of a payment to the customer, or issuance of a credit note applied against the customer's accounts receivable balance. In many instances, the agreement is silent on the settlement mechanism. Any difference between the amount accrued upon shipment for potential refunds and the actual amount agreed to with the customer is recorded as an increase or decrease in revenue. These potential price adjustments are included as part of other current liabilities on the consolidated balance sheet and disclosed as part of customer-related accruals in note 2.

Performance Obligations

The Company derives its revenues primarily from manufacturing services, and to a lesser extent, from innovative design, engineering, and supply chain services and solutions.

A performance obligation is an implicitly or explicitly promised good or service that is material in the context of the contract and is both capable of being distinct (customer can benefit from the good or service on its own or together with other readily available resources) and distinct within the context of the contract (separately identifiable from other promises). The Company considers all activities typically included in its contracts, and identifies those activities representing a promise to transfer goods or services to a customer. These include, but are not limited to, design and engineering services, prototype products, tooling, etc. Each promised good or service with regards to these identified activities is accounted for as a separate performance obligation only if it is distinct - i.e., the customer can benefit from it on its own or together with other resources that are readily available to the customer. Certain activities on the other hand are determined not to constitute a promise to transfer goods or service, and therefore do not represent separate performance obligations for revenue recognition (e.g., procurement of materials and standard workmanship warranty).

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The majority of the Company's contracts have a single performance obligation as the promise to transfer the individual good or service is not separately identifiable from other promises in the contract and is, therefore, not distinct. Promised goods or services that are immaterial in the context of the contract are not separately assessed as performance obligations. In the event that more than one performance obligation is identified in a contract, the Company is required to allocate the transaction price between the performance obligations. The allocation would generally be performed on the basis of a relative standalone price for each distinct good or service. This standalone price most often represents the price that the Company would sell similar goods or services separately.

Contract Balances

A contract asset is recognized when the Company has recognized revenue, but not issued an invoice for payment. Contract assets are classified separately on the consolidated balance sheets and transferred to receivables when rights to payment become unconditional.

A contract liability is recognized when the Company receives payments in advance of the satisfaction of performance and is included in other current liabilities on the consolidated balance sheets. Contract liabilities, identified as deferred revenue, were \$435.4 million and \$366.8 million as of March 31, 2021 and 2020, respectively, of which \$376.5 million and \$361.5 million, respectively, is included in other current liabilities.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Disaggregation of Revenue

The following table presents the Company's revenue disaggregated based on timing of transfer - point in time and over time for the fiscal years ended March 31, 2021, 2020 and 2019:

	Fiscal Year Ended March 31,		
	March 31, 2021	March 31, 2020	March 31, 2019
	(In millions)		
Timing of Transfer			
FAS			
Point in time	\$ 12,058	\$ 11,581	\$ 12,311
Over time	1,435	2,472	4,544
Total	13,493	14,053	16,855
FRS			
Point in time	7,674	6,870	6,527
Over time	2,957	3,287	2,829
Total	10,631	10,157	9,356
Flex			
Point in time	19,732	18,451	18,838
Over time	4,392	5,759	7,373
Total	\$ 24,124	\$ 24,210	\$ 26,211

5. SHARE-BASED COMPENSATION

Equity Compensation Plans

The Company's primary plan used for granting equity compensation awards is the Company's 2017 Equity Incentive Plan (the "2017 Plan").

Share-Based Compensation Expense

The following table summarizes the Company's share-based compensation expense for all equity incentive plans:

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Cost of sales	\$ 20	\$ 15	\$ 20
Selling, general and administrative expenses	59	56	56
Total share-based compensation expense	\$ 79	\$ 71	\$ 76

Cash flows resulting from excess tax benefits (tax benefits related to the excess of proceeds from employee exercises of share options over the share-based compensation cost recognized for those options) are classified as operating cash flows. During fiscal years 2021, 2020 and 2019, the Company did not recognize any excess tax benefits as an operating cash inflow.

As of March 31, 2021, the Company had approximately 24.8 million shares available for grant under the 2017 Plan. Options issued to employees under this plan generally vest over four years and expire ten years from the date of grant. Options granted to non-employee directors generally expire five years from the date of grant.

The exercise price of options granted to employees is determined by the Company's Board of Directors or the Compensation Committee and may not be less than the closing price of the Company's ordinary shares on the date of grant.

As of March 31, 2021, the total unrecognized compensation cost related to unvested share options granted to employees under all plans was not material.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company also grants restricted share unit ("RSU") awards under its 2017 Plan. RSU awards are rights to acquire a specified number of ordinary shares for no cash consideration in exchange for continued service with the Company. RSU awards generally vest in installments over a three to four-year period and unvested RSU awards are forfeited upon termination of employment.

Vesting for certain RSU awards is contingent upon both service and market conditions.

As of March 31, 2021, the total unrecognized compensation cost related to unvested RSU awards under all plans was approximately \$124.1 million. These costs will be amortized generally on a straight-line basis over a weighted-average period of approximately 1.9 years. Approximately \$23.2 million of the total unrecognized compensation cost is related to RSU awards granted to certain key employees whereby vesting is contingent on meeting certain market conditions.

Determining Fair Value - Options and RSU awards

Valuation and Amortization Method—The Company estimates the fair value of share options granted under the 2017 Plan using the Black-Scholes valuation method and a single option award approach. This fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. The fair market value of RSU awards granted, other than those awards with a market condition, is the closing price of the Company's ordinary shares on the date of grant and is generally recognized as compensation expense on a straight-line basis over the respective vesting period.

Expected Term—The Company's expected term used in the Black-Scholes valuation method represents the period that the Company's share options are expected to be outstanding and is determined based on historical experience of similar awards, giving consideration to the contractual terms of the share options, vesting schedules and expectations of future employee behavior as influenced by changes to the terms of its share options.

Expected Volatility—The Company's expected volatility used in the Black-Scholes valuation method is derived from a combination of implied volatility related to publicly traded options to purchase Flex ordinary shares and historical variability in the Company's periodic share price.

Expected Dividend—The Company has never paid dividends on its ordinary shares and accordingly the dividend yield percentage is zero for all periods.

Risk-Free Interest Rate—The Company bases the risk-free interest rate used in the Black-Scholes valuation method on the implied yield currently available on U.S. Treasury constant maturities issued with a term equivalent to the expected term of the option.

There were no options granted under the 2017 Plan during fiscal years 2021, 2020, and 2019.

Determining Fair Value - RSU awards with service and market conditions

Valuation and Amortization Method—The Company estimates the fair value of RSU awards granted under the 2017 Plan whereby vesting is contingent on meeting certain market conditions using Monte Carlo simulation. This fair value is then amortized on a straight-line basis over the vesting period, which is the service period.

Expected volatility of Flex—Volatility used in a Monte Carlo simulation is derived from the historical volatility of Flex's stock price over a period equal to the service period of the RSU awards granted. The service period is three years for those RSU awards granted in fiscal years 2021, 2020, and 2019.

Average peer volatility—Volatility used in a Monte Carlo simulation is derived from the historical volatilities of the Standard and Poor's ("S&P") 500 index for the RSU awards granted in fiscal years 2021, 2020, and 2019.

Average Peer Correlation—Correlation coefficients were used to model the movement of Flex's stock price relative to the S&P 500 index for the RSU awards granted in fiscal years 2021, 2020, and 2019.

Expected Dividend and Risk-Free Interest Rate assumptions—Same methodology as discussed above.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The fair value of the Company's RSU awards under the 2017 Plan, whereby vesting is contingent on meeting certain market conditions, for fiscal years 2021, 2020, and 2019 was estimated using the following weighted-average assumptions:

	Fiscal Year Ended March 31,		
	2021	2020	2019
Expected volatility	52.8 %	38.8 %	27.4 %
Average peer volatility	35.9 %	24.9 %	25.6 %
Average peer correlation	0.7	0.5	0.5
Expected dividends	— %	— %	— %
Risk-free interest rate	0.3 %	1.8 %	2.7 %

Share-Based Awards Activity

Option activity for all plans is immaterial for all periods presented.

Cash received from option exercises under all plans, which was reflected within other financing activities in the consolidated statement of cash flows, was immaterial for fiscal years 2021, 2020, and 2019.

The following table summarizes the Company's RSU award activity under all plans ("Price" reflects the weighted-average grant-date fair value):

	Fiscal Year Ended March 31,					
	2021		2020		2019	
	Shares	Price	Shares	Price	Shares	Price
Unvested RSU awards outstanding, beginning of fiscal year	16,050,640	\$11.87	14,903,886	\$13.76	14,619,692	\$14.39
Granted	10,982,109	11.04	8,259,272	9.81	8,257,502	12.59
Vested	(5,520,005)	11.64	(4,222,524)	13.33	(5,952,039)	13.12
Forfeited	(4,204,119)	11.92	(2,889,994)	12.89	(2,021,269)	14.51
Unvested RSU awards outstanding, end of fiscal year	<u>17,308,625</u>	<u>\$11.14</u>	<u>16,050,640</u>	<u>\$11.87</u>	<u>14,903,886</u>	<u>\$13.76</u>

Of the 11.0 million unvested RSU awards granted in fiscal year 2021, approximately 9.4 million are plain-vanilla unvested RSU awards with no performance or market conditions with an average grant date price of \$10.37 per share. Further, approximately 1.6 million of these unvested RSU awards granted in fiscal year 2021 represents the target amount of grants made to certain key employees whereby vesting is contingent on certain market conditions, with an average grant date fair value estimated to be \$15.03 per award calculated using a Monte Carlo simulation. Vesting information for these shares is further detailed in the table below.

Of the 17.3 million unvested RSU awards outstanding under all plans as of the fiscal year ended March 31, 2021, approximately 3.4 million unvested RSU awards represent the target amount of grants made to certain key employees whereby vesting is contingent on meeting certain market conditions summarized as follows:

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Year of grant	Targeted number of awards as of March 31, 2021 (in shares)	Average grant date fair value (per share)	Range of shares that may be issued (1)		Assessment dates
			Minimum	Maximum	
Fiscal 2021	1,455,969	\$ 15.03	—	2,911,938	June 2023
Fiscal 2020	1,388,691	\$ 11.92	—	2,777,382	June 2022
Fiscal 2019	553,652	\$ 14.00	—	1,107,304	June 2021
Totals	<u>3,398,312</u>		—	<u>6,796,624</u>	

(1) Vesting ranges from zero to 200% based on measurement of Flex's total shareholder return against the Standard and Poor's ("S&P") 500 Composite Index.

The Company will continue to recognize share-based compensation expense for awards with market conditions regardless of whether such awards will ultimately vest. During fiscal year 2021, no shares vested in connection with the RSU awards with market conditions granted in fiscal year 2018.

The total intrinsic value of RSU awards vested under all the Company's plans was \$68.6 million, \$41.7 million and \$80.2 million during fiscal years 2021, 2020 and 2019, respectively, based on the closing price of the Company's ordinary shares on the date vested.

6. EARNINGS PER SHARE

Basic earnings per share excludes dilution and is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the applicable periods.

Diluted earnings per share reflects the potential dilution from stock options and RSU awards. The potential dilution from stock options exercisable into ordinary share equivalents and restricted share unit awards was computed using the treasury stock method based on the average fair market value of the Company's ordinary shares for the period.

The following table reflects the basic weighted-average ordinary shares outstanding and diluted weighted-average ordinary share equivalents used to calculate basic and diluted income per share:

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions, except per share amounts)		
Basic earnings per share:			
Net income	\$ 613	\$ 88	\$ 93
Shares used in computation:			
Weighted-average ordinary shares outstanding	499	\$ 509	\$ 527
Basic earnings per share	<u>\$ 1.23</u>	<u>\$ 0.17</u>	<u>\$ 0.18</u>
Diluted earnings per share:			
Net income	\$ 613	\$ 88	\$ 93
Shares used in computation:			
Weighted-average ordinary shares outstanding	499	\$ 509	\$ 527
Weighted-average ordinary share equivalents from stock options and RSU awards (1) (2)	7	3	3
Weighted-average ordinary shares and ordinary share equivalents outstanding	506	512	530
Diluted earnings per share	<u>\$ 1.21</u>	<u>\$ 0.17</u>	<u>\$ 0.18</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- (1) An immaterial amount of options to purchase ordinary shares during fiscal years 2021, 2020, and 2019 were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted average ordinary shares equivalents.
- (2) An immaterial number of RSU awards during fiscal years 2021, 2020, and 2019, respectively, were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted average ordinary shares equivalents.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. SUPPLEMENTAL CASH FLOW DISCLOSURES

The following table represents supplemental cash flow disclosures and non-cash investing and financing activities:

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Net cash paid for:			
Interest	\$ 147	\$ 172	\$ 190
Income taxes	\$ 105	\$ 99	\$ 134
Non-cash investing and financing activity:			
Unpaid purchases of property and equipment	\$ 102	\$ 104	\$ 112
Non-cash investment in Bright Machines (Note 2)	\$ —	\$ —	\$ 128
Finance lease for Bright Machines assets (Note 2)	\$ 4	\$ 23	\$ 35

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. BANK BORROWINGS AND LONG-TERM DEBT

Bank borrowings and long-term debt are as follows:

	As of March 31,	
	2021	2020
	(In millions)	
Term Loan, including current portion, due in installments through June 2022	—	433
5.000% Notes due February 2023	500	500
Term Loan due April 2024 - three-month Yen LIBOR plus 0.50%	305	310
4.750% Notes due June 2025	598	597
3.750% Notes due February 2026	694	—
4.875% Notes due June 2029	661	662
4.875% Notes due May 2030	694	—
India Facilities	133	138
Other	219	211
Debt issuance costs	(21)	(13)
	3,783	2,838
Current portion, net of debt issuance costs	(268)	(149)
Non-current portion	\$ 3,515	\$ 2,689

The weighted-average interest rates for the Company's long-term debt were 4.3% and 4.0% as of March 31, 2021 and 2020, respectively.

Scheduled repayments of the Company's bank borrowings and long-term debt are as follows:

Fiscal Year Ending March 31,	Amount
	(In millions)
2022	\$ 268
2023	\$ 531
2024	\$ 53
2025	\$ 305
2026	\$ 1,292
Thereafter	\$ 1,355
Total	\$ 3,804

Notes due February 2026 and May 2030

In May 2020, the Company issued \$425 million aggregate principal amount of 3.750% Notes due February 2026 (the "Existing 2026 Notes"), at 99.617% of face value and \$325 million aggregate principal amount of 4.875% Notes due May 2030 (the "Existing 2030 Notes" and, together with the Existing 2026 Notes, the "Existing Notes"), at 99.562% of face value. In August 2020, as a further issuance of the Existing Notes, the Company issued under the same terms (other than the initial interest accrual date and first interest payment date for the additional 2026 Notes, and the initial offering price and the issue date for the additional 2026 and 2030 Notes), an additional \$250 million of 3.750% Notes due February 2026 (together with the Existing 2026 Notes, the "2026 Notes"), at 109.294% of face value, and \$325 million of 4.875% Notes due May 2030 (together with the Existing 2030 Notes, the "2030 Notes"), at 114.863% of face value. Immediately after the issuance of the additional notes issued in August 2020, the Company has \$675 million aggregate principal amount of 3.750% Notes due 2026 outstanding and \$650 million aggregate principal amount of 4.875% Notes due 2030 outstanding. The Company received in aggregate, proceeds of approximately \$1.4 billion, net of discounts and after premiums, from the issuances, which have been used for

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

working capital and other general corporate purposes, in addition to repaying the term loan due June 2022. The Company incurred and capitalized as a direct reduction to the carrying amount of the Notes presented on the balance sheet approximately \$12.8 million of costs in conjunction with the issuance of the Notes.

Interest on the 2026 Notes and the 2030 Notes is payable semi-annually, commencing on August 1, 2020 and November 12, 2020, respectively, except that interest on the additional 2026 Notes is payable commencing February 1, 2021. The Notes are senior unsecured obligations of the Company and rank equally with all of the Company's other existing and future senior and unsecured debt obligations.

The indenture governing the Notes contains covenants that, among other things, restrict the ability of the Company and certain of the Company's subsidiaries to create liens; enter into sale-leaseback transactions; and consolidate or merge with, or convey, transfer or lease all or substantially all of the Company's assets to, another person, or permit any other person to consolidate, merge, combine or amalgamate with or into the Company. These covenants are subject to a number of significant limitations and exceptions set forth in the indenture. The indenture also provides for customary events of default, including, but not limited to, cross defaults to certain specified other debt of the Company and its subsidiaries. In the case of an event of default arising from specified events of bankruptcy or insolvency, all outstanding Notes will become due and payable immediately without further action or notice. If any other event of default under the indenture occurs or is continuing, the trustee or holders of at least 25% in aggregate principal amount of the then outstanding 2026 Notes or 2030 Notes may declare all of such series of Notes to be due and payable immediately, but upon certain conditions such declaration and its consequences may be rescinded and annulled by the holders of a majority in principal amount of such series of Notes. As of March 31, 2021, the Company was in compliance with the covenants in the indenture governing the Notes.

The 2026 Credit Facility

In January 2021, the Company entered into a new \$2.0 billion credit agreement which matures in January 2026 (the "2026 Credit Facility") and consists of a \$2.0 billion revolving credit facility with a sub-limit of \$360 million available for swing line loans, and a sub-limit of \$175 million available for the issuance of letters of credit. The 2026 Credit Facility replaced the previous \$1.75 billion revolving credit facility, which was due to mature in June 2022 (the "2022 Credit Facility"). The Company determined that effectively increasing the borrowing capacity of the former revolving arrangement qualified as a debt modification and consequently all unamortized debt issuance costs related to the \$1.75 billion credit facility remain capitalized and are being amortized over the term of the 2026 Credit Facility.

Borrowings under the 2026 Credit Facility bear interest, at the Company's option, either at (i) the Base Rate, which is defined as the greatest of (a) the Administrative Agent's prime rate, (b) the federal funds effective rate, plus 0.50% and (c) the LIBOR (the London Interbank Offered Rate) rate plus 1.0%; plus, in the case of each of clauses (a) through (c), an applicable margin ranging from 0.250% to 0.875% per annum, based on the Company's credit ratings (as determined by Standard & Poor's Financial Services LLC, Moody's Investors Service, Inc. and Fitch Ratings Inc.) or (ii) LIBOR plus the applicable margin for LIBOR loans ranging between 1.250% and 1.875% per annum, based on the Company's credit ratings. Interest on the outstanding borrowings is payable, (i) in the case of borrowings at the Base Rate, on the last business day of March, June, September and December of each calendar year and (ii) in the case of borrowings at the LIBOR rate, on the last day of the applicable interest period selected by the Company, which date shall be no later than the last day of every third month. The Company is required to pay a quarterly commitment fee on the unutilized portion of the revolving credit commitments under the 2026 Credit Facility ranging from 0.15% to 0.30% per annum, based on the Company's credit ratings. The Company is also required to pay letter of credit usage fees ranging from 1.250% to 1.875% per annum (based on the Company's credit ratings) on the amount of the daily average outstanding letters of credit and a fronting fee of 0.125% per annum on the undrawn and unexpired amount of each letter of credit.

Under the 2026 Credit Facility, the interest rate margins, commitment fee and letter of credit usage fee are subject to upward or downward adjustments if the Company achieves, or fails to achieve, certain specified sustainability targets with respect to workplace safety and greenhouse gas emissions. Such upward or downward sustainability adjustments may be up to 0.05% per annum in the case of the interest rate margins and letter of credit usage fee and up to 0.01% per annum in the case of the commitment fee.

The 2026 Credit Facility is unsecured, and contains customary restrictions on the ability of the Company and its subsidiaries to (i) incur certain debt, (ii) make certain acquisitions of other entities, (iii) incur liens, (iv) dispose of assets and (v) engage in transactions with affiliates. These covenants are subject to a number of significant exceptions and limitations. The 2026 Credit Facility also requires that the Company maintain a maximum ratio of total indebtedness to EBITDA (earnings

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

before interest expense, taxes, depreciation and amortization), and a minimum interest coverage ratio during the term of the New Credit Facility. As of March 31, 2021, the Company was in compliance with the covenants under the 2026 Credit Facility agreement.

Notes due February 2020 and February 2023

In February 2013, the Company issued \$500 million of 4.625% Notes due February 15, 2020 and \$500 million of 5.000% Notes due February 15, 2023 in a private offering pursuant to Rule 144A and Regulation S under the Securities Act. In July 2013, the Company exchanged these notes for new notes (collectively the "Notes") with substantially similar terms and completed the registration of the Notes with the Securities and Exchange Commission.

Interest on the Notes is payable semi-annually, which commenced on August 15, 2013. The Notes are senior unsecured obligations of the Company, rank equally with all of the Company's other existing and future senior and unsecured debt obligations, and up until June 30, 2017 were guaranteed, jointly and severally, fully and unconditionally on an unsecured basis, by certain of the Company's 100% owned subsidiaries (the "guarantor subsidiaries"). The Company replaced its \$2.1 billion credit facility, which was due to expire in March 2019 and was guaranteed by the guarantor subsidiaries, with the 2022 Credit Facility, which is not guaranteed by the guarantor subsidiaries. Effective upon the replacement, all guarantor subsidiaries were released from their guarantees under the indenture governing the Notes. The 2022 Credit Facility was further replaced by the 2026 Credit Facility in January 2021.

At any time prior to maturity, the Company may redeem some or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus an applicable premium accrued and unpaid interest, if any, to the applicable redemption date. Upon the occurrence of a change of control repurchase event (as defined in the Notes indenture), the Company must offer to repurchase the Notes at a repurchase price equal to 101% of the principal amount of the Notes repurchased, plus accrued and unpaid interest, if any, to the applicable repurchase date. During fiscal year 2020, the Company tendered and redeemed the total outstanding balance under the Notes due February 15, 2020 with parts of the proceeds obtained from the JPY 33.525 billion term loan due April 2024 and the \$650 million of 4.875% Notes due June 15, 2029 (as described further below). As the transaction was determined to fall under extinguishment accounting, the Company recognized an immaterial loss on extinguishment during its fiscal year ended March 31, 2020, which was recorded in interest and other, net on the consolidated statements of operations.

The indenture governing the Notes contains covenants that, among other things, restrict the ability of the Company and certain of the Company's subsidiaries to create liens; enter into sale-leaseback transactions; create, incur, issue, assume or guarantee any funded debt; and consolidate or merge with, or convey, transfer or lease all or substantially all of the Company's assets to, another person. These covenants are subject to a number of significant limitations and exceptions set forth in the indenture. The indenture also provides for customary events of default, including, but not limited to, cross defaults to certain specified other debt of the Company and its subsidiaries. In the case of an event of default arising from specified events of bankruptcy or insolvency, all outstanding Notes will become due and payable immediately without further action or notice. If any other event of default under the indenture occurs or is continuing, the applicable trustee or holders of at least 25% in aggregate principal amount of the then outstanding Notes may declare all of the Notes to be due and payable immediately. As of March 31, 2021, the Company was in compliance with the covenants in the indenture governing the Notes.

Term Loan due April 2024

In April 2019, the Company entered into a JPY 33.525 billion term loan agreement due April 2024, at three-month Yen LIBOR plus 0.50%, which was then swapped to U.S. dollars. The term loan, which is due at maturity and subject to quarterly interest payments, is used to fund general operations and refinance certain other outstanding debts. As the term loan is denominated in Japanese Yen, the debt balance is remeasured to USD at end of each reporting period. Foreign currency contracts have been entered into with respect to this Japanese yen denominated term loan. Refer to note 9 for additional details.

This term loan is unsecured, and contains customary restrictions on the ability of the Company and its subsidiaries to (i) incur certain debt, (ii) make certain investments, (iii) make certain acquisitions of other entities, (iv) incur liens, (v) dispose of assets, (vi) make non-cash distributions to shareholders, and (vii) engage in transactions with affiliates. These covenants are subject to a number of exceptions and limitations. This term loan agreement also requires that the Company maintain a maximum ratio of total indebtedness to EBITDA, and a minimum interest coverage ratio, as defined therein, during its term. As of March 31, 2021, the Company was in compliance with the covenants under this term loan agreement.

Notes due June 2025

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In June 2015, the Company issued \$600 million of 4.750% Notes ("2025 Notes") due June 15, 2025 in a private offering pursuant to Rule 144A and Regulation S under the Securities Act, at 99.213% of face value, and an effective yield of approximately 4.850%. The Company received net proceeds of approximately \$595.3 million from the issuance which was used for general corporate purposes. During January 2016, the Company exchanged these notes for new notes with substantially similar terms and completed the registration of these notes with the Securities and Exchange Commission.

The Company incurred approximately \$7.9 million of costs in conjunction with the issuance of the 2025 Notes. The issuance costs were capitalized and presented on the balance sheet as a direct deduction from the carrying amount of the 2025 Notes.

Interest on the 2025 Notes is payable semi-annually, commencing on December 15, 2015. The 2025 Notes are senior unsecured obligations of the Company, rank equally with all of the Company's other existing and future senior and unsecured debt obligations, and up until June 30, 2017 were guaranteed, jointly and severally, fully and unconditionally on an unsecured basis, by each of the Company's 100% owned subsidiaries (the "guarantor subsidiaries"). The Company replaced its \$2.1 billion credit facility, which was due to expire in March 2019 and was guaranteed by the guarantor subsidiaries, with the 2022 Credit Facility, which was not guaranteed by the guarantor subsidiaries. Effective upon the replacement, all guarantor subsidiaries were released from their guarantees under the indenture for the 2025 Notes. The 2022 Credit Facility was further replaced by the 2026 Credit Facility in January 2021.

At any time prior to March 15, 2025, the Company may redeem some or all of the 2025 Notes at a redemption price equal to 100% of the principal amount of the 2025 Notes redeemed, plus an applicable premium and accrued and unpaid interest, if any, to the applicable redemption date. Upon the occurrence of a change of control repurchase event (as defined in the 2025 Notes indenture), the Company must offer to repurchase the 2025 Notes at a repurchase price equal to 101% of the principal amount of the 2025 Notes repurchased, plus accrued and unpaid interest, if any, to the applicable repurchase date.

The indenture governing the 2025 Notes contains covenants that, among other things, restrict the ability of the Company and certain of the Company's subsidiaries to create liens; enter into sale-leaseback transactions; create, incur, issue, assume or guarantee any funded debt; and consolidate or merge with, or convey, transfer or lease all or substantially all of the Company's assets to, another person, or permit any other person to consolidate, merge, combine or amalgamate with or into the Company. These covenants are subject to a number of significant limitations and exceptions set forth in the indenture. The indenture also provides for customary events of default, including, but not limited to, cross defaults to certain specified other debt of the Company and its subsidiaries. In the case of an event of default arising from specified events of bankruptcy or insolvency, all outstanding 2025 Notes will become due and payable immediately without further action or notice. If any other event of default under the agreement occurs or is continuing, the applicable trustee or holders of at least 25% in aggregate principal amount of the then outstanding 2025 Notes may declare all of the 2025 Notes to be due and payable immediately, but upon certain conditions such declaration and its consequences may be rescinded and annulled by the holders of a majority in principal amount of the 2025 Notes. As of March 31, 2021, the Company was in compliance with the covenants in the indenture governing the 2025 Notes.

Notes due June 2029

In June 2019, the Company issued \$450 million of 4.875% Notes due June 15, 2029 (the "Existing 2029 Notes"), at 99.607% of face value. In November 2019, as a further issuance of the Existing 2029 Notes, the Company issued under the same terms, an additional \$200 million of 4.875% Notes due June 15, 2029 (together with the "Existing 2029 Notes", the "2029 Notes"), at 107.289% of face value. Immediately after the issuance of the notes issued in November 2019, the Company has \$650 million aggregate principal amount of 4.875% Notes due 2029 outstanding. The Company received in aggregate, proceeds of approximately \$662.8 million, net of discount and premium, from the issuances which were used, together with available cash, to refinance certain other outstanding debt. The Company incurred and capitalized as a direct reduction to the carrying amount of the notes presented on the balance sheet approximately \$6.6 million of costs in conjunction with the issuance of the 2029 Notes.

Interest on the 2029 Notes is payable on June 15 and December 15 of each year, beginning on December 15, 2019. The 2029 Notes are senior unsecured obligations of the Company and rank equally with all of the Company's other existing and future senior and unsecured indebtedness.

The Indenture governing the 2029 Notes contains covenants that, among other things, restrict the ability of the Company and certain of the Company's subsidiaries to create liens; enter into sale-leaseback transactions; and consolidate or merge with,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

or convey, transfer or lease all or substantially all of the Company's assets to, another person, or permit any other person to consolidate, merge, combine or amalgamate with or into the Company. These covenants are subject to a number of significant limitations and exceptions set forth in the indenture. The indenture also provides for customary events of default, including, but not limited to, cross defaults to certain specified other debt of the Company and its subsidiaries. In the case of an event of default arising from specified events of bankruptcy or insolvency, all outstanding 2029 Notes will become due and payable immediately without further action or notice. If any other event of default under the indenture occurs or is continuing, the trustee or holders of at least 25% in aggregate principal amount of the then outstanding 2029 Notes may declare all of the 2029 Notes to be due and payable immediately, but upon certain conditions such declaration and its consequences may be rescinded and annulled by the holders of a majority in principal amount of the 2029 Notes. As of March 31, 2021, the Company was in compliance with the covenants in the indenture governing the 2029 Notes.

Other Borrowings

In July 2018, a subsidiary of the Company entered into a \$200 million term loan facility (the "Facility"), under which there was \$133.4 million in borrowings outstanding as of March 31, 2021. The Facility was used to fund capital expenditures to support the Company's expansion plans for India. The availability period during which drawdowns can be made was from the date of the agreement to and including January 2020. The maximum maturity of each drawdown will be 5 years from the funded Capex shipment date. As a result, the longest maturity date of any drawdown under the Facility will be June 2023. Borrowings under this term loan bear interest at LIBOR plus a margin of 0.90% to 1.15% depending on loan duration.

In January 2017, the Company borrowed €100 million (approximately \$117.6 million as of March 31, 2021), under a 5-year, term-loan agreement due January 2, 2022. Borrowings under this term loan bear interest at EURIBOR minus 0.1% plus the applicable margin ranging between 0.40% and 1.35%, based on the Company's credit ratings. During the fourth quarter of fiscal year 2021, the Company repaid the loan and immediately borrowed the same amount from a different financial institution for a fixed interest rate of (0.16)%, while maintaining the January 2, 2022 maturity date. As of March 31, 2021, the borrowings have been included as current liabilities under the consolidated balance sheet.

In October 2015, the Company borrowed €50 million, under a 5-year, term-loan agreement due September 30, 2020. As of March 31, 2021, the borrowings under this term-loan have been paid in full.

These term loans are unsecured and are guaranteed by the Company. These term loan agreements contain customary restrictions on the Company's and its subsidiaries' ability to (i) incur certain debt, (ii) make certain investments, (iii) make certain acquisitions of other entities, (iv) incur liens, (v) dispose of assets, (vi) make non-cash distributions to shareholders, and (vii) engage in transactions with affiliates. These covenants are subject to a number of exceptions and limitations. These term loan agreements also require that the Company maintain a maximum ratio of total indebtedness to EBITDA, and a minimum interest coverage ratio, as defined therein, during their terms. As of March 31, 2021, the Company was in compliance with the covenants under these term loan agreements.

As of March 31, 2021, the Company and certain of its subsidiaries had various uncommitted revolving credit facilities, lines of credit and other credit facilities in the amount of \$319.1 million in the aggregate. There were no borrowings outstanding under these facilities as of March 31, 2021 and 2020. These unsecured credit facilities, and lines of credit and other credit facilities bear annual interest at the respective country's inter-bank offering rate, plus an applicable margin.

9. FINANCIAL INSTRUMENTS**Foreign Currency Contracts**

The Company transacts business in various foreign countries and is therefore exposed to foreign currency exchange rate risk inherent in forecasted sales, cost of sales, and monetary assets and liabilities denominated in non-functional currencies. The Company has established risk management programs to protect against volatility in the value of non-functional currency denominated monetary assets and liabilities, and of future cash flows caused by changes in foreign currency exchange rates. The Company tries to maintain a partial or fully hedged position for certain transaction exposures, which are primarily, but not limited to, revenues, customer and vendor payments and inter-company balances in currencies other than the functional currency of the operating entity. The Company enters into short-term and long-term foreign currency derivatives contracts, including forward, swap, and options contracts to hedge only those currency exposures associated with certain assets and liabilities, primarily accounts receivable and accounts payable, and cash flows denominated in non-functional currencies. Gains and losses on the Company's derivative contracts are designed to offset losses and gains on the assets, liabilities and

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transactions hedged, and accordingly, generally do not subject the Company to risk of significant accounting losses. The Company hedges committed exposures and does not engage in speculative transactions. The credit risk of these derivative contracts is minimized since the contracts are with large financial institutions and accordingly, fair value adjustments related to the credit risk of the counterparty financial institution were not material.

As of March 31, 2021, the aggregate notional amount of the Company's outstanding foreign currency derivative contracts was \$8.9 billion as summarized below:

Currency	Foreign Currency Amount		Notional Contract Value in USD	
	Buy	Sell	Buy	Sell
(In millions)				
Cash Flow Hedges				
CNY	2,895	—	\$ 441	\$ —
HUF	33,969	—	110	—
JPY	33,525	—	300	—
MXN	6,197	—	299	—
Other	N/A	N/A	282	62
			1,432	62
Other Foreign Currency Contracts				
CAD	103	67	82	53
CNY	4,376	1,442	668	220
EUR	1,724	1,892	2,031	2,237
GBP	47	69	65	95
HUF	66,705	64,004	216	207
ILS	422	10	127	3
MXN	6,524	5,362	315	259
MYR	642	297	155	72
PLN	221	190	56	48
SEK	467	541	55	62
Other	N/A	N/A	210	175
			3,980	3,431
Total Notional Contract Value in USD			<u>\$ 5,412</u>	<u>\$ 3,493</u>

As of March 31, 2021 and 2020, the fair value of the Company's short-term foreign currency contracts was included in other current assets or other current liabilities, as applicable, in the consolidated balance sheets. Certain of these contracts are designed to economically hedge the Company's exposure to monetary assets and liabilities denominated in a non-functional currency and are not accounted for as hedges under the accounting standards. Accordingly, changes in the fair value of these instruments are recognized in earnings during the period of change as a component of interest and other, net in the consolidated statements of operations. The Company also has included net deferred gains and losses in accumulated other comprehensive loss, a component of shareholders' equity in the consolidated balance sheets, relating to changes in fair value of its foreign currency contracts that are accounted for as cash flow hedges. Deferred gains were immaterial as of March 31, 2021, and are expected to be recognized primarily as a component of cost of sales in the consolidated statement of operations primarily over the next twelve-month period, except for the USD JPY cross currency swap, which is further discussed below.

The Company entered into a USD JPY cross currency swap to hedge the foreign currency risk on the JPY term loan due April 2024, and the fair value of the cross currency swap was included in other assets as of March 31, 2021, and March 30, 2020. The changes in fair value of the USD JPY cross currency swap are reported in accumulated other comprehensive loss,

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with the impact of the excluded component reported in interest and other, net. In addition, a corresponding amount is reclassified out of accumulated other comprehensive loss to interest and other, net to offset the remeasurement of the underlying JPY loan principal which also impacts the same line.

The following table presents the fair value of the Company's derivative instruments utilized for foreign currency risk management purposes at March 31, 2021 and 2020:

Fair Values of Derivative Instruments						
Asset Derivatives			Liability Derivatives			
Balance Sheet Location	Fair Value		Balance Sheet Location	Fair Value		
	March 31, 2021	March 31, 2020		March 31, 2021	March 31, 2020	
(In millions)						
Derivatives designated as hedging instruments						
Foreign currency contracts	Other current assets	\$ 23	\$ 7	Other current liabilities	\$ 16	\$ 47
Foreign currency contracts	Other assets	\$ 5	\$ 14	Other liabilities	\$ —	\$ —
Derivatives not designated as hedging instruments						
Foreign currency contracts	Other current assets	\$ 31	\$ 83	Other current liabilities	\$ 32	\$ 103

The Company has financial instruments subject to master netting arrangements, which provide for the net settlement of all contracts with a single counterparty. The Company does not offset fair value amounts for assets and liabilities recognized for derivative instruments under these arrangements, and as such, the asset and liability balances presented in the table above reflect the gross amounts of derivatives in the consolidated balance sheets. The impact of netting derivative assets and liabilities is not material to the Company's financial position for any of the periods presented.

10. ACCUMULATED OTHER COMPREHENSIVE LOSS

The changes in accumulated other comprehensive loss by component, net of tax, during fiscal years ended March 31, 2021, 2020 and 2019 are as follows:

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	Unrealized loss on derivative instruments and other	Foreign currency translation adjustments	Total
	(In millions)		
Beginning balance on April 1, 2018	\$ (36)	\$ (50)	\$ (86)
Other comprehensive loss before reclassifications	(48)	(59)	(107)
Net loss reclassified from accumulated other comprehensive loss	42	—	42
Net current-period other comprehensive loss	(6)	(59)	(65)
Ending balance on March 31, 2019	<u>\$ (42)</u>	<u>\$ (109)</u>	<u>\$ (151)</u>
Other comprehensive loss before reclassifications	(43)	(22)	(65)
Net (gains) losses reclassified from accumulated other comprehensive loss	3	(2)	1
Net current-period other comprehensive loss	(40)	(24)	(64)
Ending balance on March 31, 2020	<u>\$ (82)</u>	<u>\$ (133)</u>	<u>\$ (215)</u>
Other comprehensive gain before reclassifications	48	56	104
Net gains reclassified from accumulated other comprehensive loss	(8)	—	(8)
Net current-period other comprehensive gain	40	56	96
Ending balance on March 31, 2021	<u>\$ (42)</u>	<u>\$ (77)</u>	<u>\$ (119)</u>

Net (gains) losses reclassified from accumulated other comprehensive loss were immaterial during fiscal years 2021 and 2020.

Net gains reclassified from accumulated other comprehensive loss during fiscal year 2019 relating to derivative instruments and other includes \$40.6 million attributable to the Company's cash flow hedge instruments which were recognized as a component of cost of sales in the consolidated statement of operations.

The tax impact to other comprehensive loss was immaterial for all periods presented.

11. TRADE RECEIVABLES SECURITIZATION

The Company sells trade receivables under two asset-backed securitization programs and an accounts receivable factoring program.

Asset-Backed Securitization Programs

The Company sells designated pools of trade receivables under its Global Asset-Backed Securitization Agreement (the "Global Program") and its North American Asset-Backed Securitization Agreement (the "North American Program," and together with the Global Program, the "ABS Programs") to affiliated special purpose entities, each of which in turn sells a fraction of the receivables to unaffiliated financial institutions, based on the Company's requirements. Under these programs, the entire purchase price of sold receivables are paid in cash. The ABS Programs contain guarantees of payment by the special purpose entities, in amounts equal to approximately the net cash proceeds under the programs, and are collateralized by certain receivables held by the special purpose entities. The fair value of the guarantee obligation was immaterial as of March 31, 2021 and March 31, 2020, respectively. The accounts receivable balances sold under the ABS Programs were removed from the consolidated balance sheets and the cash proceeds received by the Company were included as cash provided by operating activities in the consolidated statements of cash flows.

Following the transfer of the receivables to the special purpose entities, the transferred receivables are legally isolated from the Company and its affiliates, and upon the sale of the receivables from the special purpose entities to the unaffiliated financial institutions, effective control of the transferred receivables is passed to the unaffiliated financial institutions, which have the right to pledge or sell the receivables. Although the special purpose entities are consolidated by the Company, they are separate corporate entities and their assets are available first to satisfy the claims of their creditors. The investment limits set by

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

the financial institutions are \$375 million for the Global Program, of which \$200 million is committed and \$175 million is uncommitted, and \$175 million for the North American Program, of which \$100 million is committed and \$75 million is uncommitted.

The Company services, administers and collects the receivables on behalf of the special purpose entities and receives a servicing fee of 0.1% to 0.5% of serviced receivables per annum. Servicing fees recognized during the fiscal years ended March 31, 2021, 2020 and 2019 were not material and are included in interest, net within the consolidated statements of operations. As the Company estimates the fee it receives in return for its obligation to service these receivables is at fair value, no servicing assets or liabilities are recognized.

As of March 31, 2021, no accounts receivable had been sold under the ABS programs. As of March 31, 2020, approximately \$0.8 billion of accounts receivable had been sold to the special purpose entities under the ABS Programs for which the Company had received net cash proceeds for the same amount.

For the fiscal year ended March 31, 2021, cash flows from sales of receivables to the special purpose entities under the ABS Programs consisted of approximately \$8.7 billion, for transfers of receivables. Further, cash flows from sales of receivables from the special purpose entities to unaffiliated financial institutions, during fiscal year 2021, consisted of approximately \$0.6 billion for transfers of receivables. For the fiscal years ended March 31, 2020 and 2019 cash flows from sales of receivables under the ABS Programs consisted of approximately \$7.6 billion and \$6.8 billion, respectively, for transfers of receivables and approximately \$2.6 billion and \$3.6 billion, respectively, for collections on deferred purchase price receivables (effective November 2019, upon amending the previous ABS programs, the Company no longer holds a deferred purchase price receivables balance). The Company's cash flows from transfers of receivables consist primarily of proceeds from collections reinvested in revolving-period transfers. Cash flows from new transfers were not significant for all periods presented.

Trade Accounts Receivable Sale Programs

The Company also sold accounts receivables to certain third-party banking institutions. The outstanding balance of receivables sold and not yet collected on accounts where the Company has continuing involvement was approximately \$0.2 billion and \$0.4 billion as of March 31, 2021 and 2020, respectively. For the fiscal years ended March 31, 2021, 2020 and 2019, total accounts receivable sold to certain third party banking institutions was approximately \$0.8 billion, \$1.6 billion and \$2.7 billion, respectively. The receivables that were sold were removed from the consolidated balance sheets and the cash received were included as cash provided by operating activities in the consolidated statements of cash flows.

12. FAIR VALUE MEASUREMENT OF ASSETS AND LIABILITIES

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact, and it considers assumptions that market participants would use when pricing the asset or liability. The accounting guidance for fair value establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

Level 1 - Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. There were no balances classified as level 1 in the fair value hierarchy as of March 31, 2021.

Level 2 - Applies to assets or liabilities for which there are inputs other than quoted prices included within level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets) such as cash and cash equivalents and money market funds; or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

The Company values foreign exchange forward contracts using level 2 observable inputs which primarily consist of an income approach based on the present value of the forward rate less the contract rate multiplied by the notional amount.

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The Company's cash equivalents are comprised of bank time deposits and money market funds, which are valued using level 2 inputs, such as interest rates and maturity periods. Due to their short-term nature, their carrying amount approximates fair value.

The Company has deferred compensation plans for its officers and certain other employees. Amounts deferred under the plans are invested in hypothetical investments selected by the participant or the participant's investment manager. The Company's deferred compensation plan assets are included in other noncurrent assets on the consolidated balance sheets and include money market funds, mutual funds, corporate and government bonds and certain convertible securities that are valued using prices obtained from various pricing sources. These sources price these investments using certain market indices and the performance of these investments in relation to these indices. As a result, the Company has classified these investments as level 2 in the fair value hierarchy. There were no investments classified as level 1 in the fair value hierarchy as of March 31, 2021.

Level 3 - Applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company has accrued for contingent consideration in connection with its business acquisitions as applicable, which is measured at fair value based on certain internal models and unobservable inputs. There were no contingent consideration liabilities outstanding as of March 31, 2021 and 2020.

There were no transfers between levels in the fair value hierarchy during fiscal years 2021 and 2020.

Financial Instruments Measured at Fair Value on a Recurring Basis

The following table presents the Company's assets and liabilities measured at fair value on a recurring basis as of March 31, 2021 and 2020:

	Fair Value Measurements as of March 31, 2021			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Assets:				
Money market funds and time deposits (Note 2)	\$ —	\$ 1,507	\$ —	\$ 1,507
Foreign currency contracts (Note 9)	—	59	—	59
Deferred compensation plan assets:				
Mutual funds, money market accounts and equity securities	—	48	—	48
Liabilities:				
Foreign currency contracts (Note 9)	\$ —	\$ (48)	\$ —	\$ (48)

	Fair Value Measurements as of March 31, 2020			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Assets:				
Money market funds and time deposits (Note 2)	\$ —	\$ 404	\$ —	\$ 404
Foreign currency contracts (Note 9)	—	104	—	104
Deferred compensation plan assets:				
Mutual funds, money market accounts and equity securities	—	49	—	49
Liabilities:				
Foreign currency contracts (Note 9)	\$ —	\$ (150)	\$ —	\$ (150)

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Other financial instruments

The following table presents the Company's major debts not carried at fair value as of March 31, 2021 and 2020:

	As of March 31, 2021		As of March 31, 2020		Fair Value Hierarchy
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
	(In millions)		(In millions)		
Term Loan, including current portion, due in installments through June 2022	\$ —	\$ —	\$ 433	\$ 414	Level 1
5.000% Notes due February 2023	\$ 500	\$ 537	\$ 500	\$ 500	Level 1
Term Loan due April 2024 - three-month Yen LIBOR plus 0.50%	\$ 305	\$ 305	\$ 310	\$ 310	Level 2
4.750% Notes due June 2025	\$ 598	\$ 670	\$ 597	\$ 613	Level 1
3.750% Notes due February 2026	694	756	—	—	Level 1
4.875% Notes due June 2029	\$ 661	\$ 756	\$ 662	\$ 628	Level 1
4.875% Notes due May 2030	694	800	—	—	Level 1
Euro Term Loans	\$ 168	\$ 168	\$ 208	\$ 208	Level 2
India Facilities	\$ 133	\$ 133	\$ 138	\$ 138	Level 2

The Term Loan due June 2022, and the Notes due February 2023, June 2025, February 2026, June 2029 and May 2030 are valued based on broker trading prices in active markets.

The Company values its Term Loan due April 2024, India Facilities, and Euro Term Loans due May 2021 and January 2022, based on the current market rate, and as of March 31, 2021, the carrying amounts approximate fair values.

13. COMMITMENTS AND CONTINGENCIES

Commitments

As of March 31, 2021 and 2020, the gross carrying amount and associated accumulated depreciation of the Company's property and equipment financed under finance leases, and the related obligations was not material. The Company also leases certain of its facilities and equipment under non-cancelable operating leases. These operating leases expire in various years through 2038. Refer to note 3 for additional details on the minimum lease payments.

Litigation and other legal matters

In connection with the matters described below, the Company has accrued for loss contingencies where it believes that losses are probable and estimable. The amounts accrued for any individual matter are not material. Although it is reasonably possible that actual losses could be in excess of the Company's accrual, the Company is unable to estimate a reasonably possible loss or range of loss in excess of its accrual, due to various reasons, including, among others, that: (i) the proceedings are in early stages or no claims have been asserted, (ii) specific damages have not been sought in all of these matters, (iii) damages, if asserted, are considered unsupported and/or exaggerated, (iv) there is uncertainty as to the outcome of pending appeals, motions, or settlements, (v) there are significant factual issues to be resolved, and/or (vi) there are novel legal issues or unsettled legal theories presented. Any such excess loss could have a material adverse effect on the Company's results of operations or cash flows for a particular period or on the Company's financial condition.

In addition, the Company provides design and engineering services to its customers and also designs and makes its own products. As a consequence of these activities, its customers are requiring the Company to take responsibility for intellectual property to a greater extent than in its manufacturing and assembly businesses. Although the Company believes that its intellectual property assets and licenses are sufficient for the operation of its business as it currently conducts it, from time to time third-parties do assert patent infringement claims against the Company or its customers. If and when third-parties make assertions regarding the ownership or right to use intellectual property, the Company could be required to either enter into licensing arrangements or to resolve the issue through litigation. Such license rights might not be available to the Company on commercially acceptable terms, if at all, and any such litigation might not be resolved in its favor. Additionally, litigation could

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be lengthy and costly and could materially harm the Company's financial condition regardless of the outcome. The Company also could be required to incur substantial costs to redesign a product or re-perform design services.

From time to time, the Company enters into IP licenses (e.g., patent licenses and software licenses) with third-parties which obligate the Company to report covered behavior to the licensor and pay license fees to the licensor for certain activities or products, or that enable the Company's use of third-party technologies. The Company may also decline to enter into licenses for intellectual property that it does not think is useful for or used in its operations, or for which its customers or suppliers have licenses or have assumed responsibility. Given the diverse and varied nature of its business and the location of its business around the world, certain activities the Company performs, such as providing assembly services in China and India, may fall outside the scope of those licenses or may not be subject to the applicable intellectual property rights. The Company's licensors may disagree and claim royalties are owed for such activities. In addition, the basis (e.g., base price) for any royalty amounts owed are audited by licensors and may be challenged. Some of these disagreements, may lead to claims and litigation that might not be resolved in the Company's favor. Additionally, litigation could be lengthy and costly and could materially harm the Company's financial condition regardless of the outcome. In March 2018, the Company received an inquiry from a licensor referencing its patent license agreement with the Company, and requesting information relating to royalties for products that the Company assembles for a customer in China. The Company and licensor agreed to an immaterial settlement in fiscal year 2021.

On May 8, 2018, a putative class action was filed in the Northern District of California against the Company and certain officers alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5, promulgated thereunder, alleging misstatements and/or omissions in certain of the Company's financial results, press releases and SEC filings made during the putative class period of January 26, 2017 through April 26, 2018. On October 1, 2018, the Court appointed lead plaintiff and lead plaintiff's counsel in the case. On November 28, 2018, lead plaintiff filed an amended complaint alleging misstatements and/or omissions in certain of the Company's SEC filings, press releases, earnings calls, and analyst and investor conferences and expanding the putative class period through October 25, 2018. On April 3, 2019, the Court vacated its prior order appointing lead plaintiff and lead plaintiff's counsel and reopened the lead plaintiff appointment process. On September 26, 2019, the Court appointed a new lead plaintiff and lead plaintiff's counsel in the case. On November 8, 2019, lead plaintiff filed a further amended complaint. On December 4, 2019, defendants filed a motion to dismiss the amended complaint. On May 29, 2020, the Court granted defendants' motion to dismiss without prejudice and gave lead plaintiff 30 days to amend. On June 29, 2020, lead plaintiff filed a further amended complaint. On July 27, 2020, defendants filed a motion to dismiss the amended complaint. On December 10, 2020, the Court granted defendants' motion to dismiss with prejudice and entered judgment in favor of defendants. On January 7, 2021, lead plaintiff filed a notice of appeal to the Ninth Circuit Court of Appeals. Lead plaintiff's opening appeal brief is due May 19, 2021, and defendants' answering brief is due June 18, 2021. The Company believes that the claims are without merit and intends to vigorously defend this case.

On April 21, 2016, SunEdison, Inc. (together with certain of its subsidiaries, "SunEdison") filed for protection under Chapter 11 of the U.S. Bankruptcy Code. During the fiscal year ended March 31, 2016, the Company recognized a bad debt reserve charge of \$61.0 million associated with its outstanding SunEdison receivables and accepted return of previously shipped inventory of approximately \$90.0 million. SunEdison stated in schedules filed with the Bankruptcy Court that, within the 90 days preceding SunEdison's bankruptcy filing, the Company received approximately \$98.6 million of inventory and cash transfers of \$69.2 million, which in aggregate represents the Company's estimate of the maximum reasonably possible contingent loss. On April 15, 2018, a subsidiary of the Company together with its subsidiaries and affiliates, entered into a tolling agreement with the trustee of the SunEdison Litigation Trust to toll any applicable statute of limitations or other time-related defense that might exist in regards to any potential claims that either party might be able to assert against the other for a period that will end at the earlier to occur of: (a) 60 days after a party provides written notice of termination; (b) six years from the effective date of April 15, 2018; or (c) such other date as the parties may agree in writing. No preference claims have been asserted against the Company and consideration has been given to the related contingencies based on the facts currently known. The Company has a number of affirmative and direct defenses to any potential claims for recovery and intends to vigorously defend any such claim, if asserted.

One of the Company's Brazilian subsidiaries has received assessments for certain sales and import taxes. There were originally six tax assessments totaling the updated amount of 387.5 million Brazilian reals (approximately USD \$66.8 million based on the exchange rate as of March 31, 2021). Five of the assessments are in various stages of the review process at the administrative level; the Company successfully defeated one of the six assessments in September 2019 (totaling approximately the updated amount of 61.7 million Brazilian reals or USD \$10.6 million); that assessment remains subject to appeal and no tax proceeding has been finalized yet. The Company was unsuccessful at the administrative level for one of the assessments and has filed an annulment action in federal court in Brasilia, Brazil on March 23, 2020; the updated value of that assessment is

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37.6 million Brazilian reais (approximately USD \$6.5 million). The Company believes there is no legal basis for any of these assessments and has meritorious defenses. The Company will continue to vigorously oppose all of these assessments, as well as any future assessments. The Company does not expect final judicial determination on any of these claims in the next four years.

On February 14, 2019, the Company submitted an initial notification of voluntary disclosure to the U.S. Department of the Treasury, Office of Foreign Assets Control ("OFAC") regarding possible noncompliance with U.S. economic sanctions requirements among certain non-U.S. Flex-affiliated operations. On September 28, 2020, the Company made a submission to OFAC that completed the Company's voluntary disclosure based on the results of an internal investigation regarding the matter. The Company intends to continue to cooperate fully with OFAC in this matter going forward. Nonetheless, it is reasonably possible that the Company could be subject to penalties that could have a material adverse effect on the Company's financial position, results of operations or cash flows.

A foreign Tax Authority ("Tax Authority") has assessed a cumulative total of approximately \$162.5 million in taxes owed for multiple Flex legal entities within its jurisdiction for various fiscal years ranging from fiscal year 2010 through fiscal year 2018. The assessed amounts related to the denial of certain deductible intercompany payments. The Company disagrees with the Tax Authority's assessments and is actively contesting the assessments through the administrative and judicial processes.

A different foreign Tax Authority has issued a letter against one of the Company's legal entities asserting that the entity did not meet the qualification criteria for tax holiday status for fiscal year 2006 through fiscal year 2013. The asserted additional tax and penalty is approximately \$80.0 million. The Company disagrees with the Tax Authority's assertion but has agreed with the Tax Authority to settle the issue for an immaterial amount. This immaterial amount has been accrued for during the fourth quarter of fiscal year 2021 and is expected to be paid during the first half of fiscal year 2022.

As the final resolutions of the above tax items remain uncertain, the Company continues to provide for the uncertain tax positions based on the more likely than not standard. While the resolution of the issues may result in tax liabilities, interest and penalties, which may be significantly higher than the amounts accrued for these matters, management currently believes that the resolution will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

In addition to the matters discussed above, from time to time, the Company is subject to legal proceedings, claims, and litigation arising in the ordinary course of business. The Company defends itself vigorously against any such claims. Although the outcome of these matters is currently not determinable, management expects that any losses that are probable or reasonably possible of being incurred as a result of these matters, which are in excess of amounts already accrued in the Company's consolidated balance sheets, would not be material to the financial statements as a whole.

14. INCOME TAXES

The domestic (Singapore) and foreign components of income before income taxes were comprised of the following:

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Domestic	\$ 242	\$ (2)	\$ (10)
Foreign	472	161	192
Total	<u>\$ 714</u>	<u>\$ 159</u>	<u>\$ 182</u>

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The provision for income taxes consisted of the following:

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Current:			
Domestic	\$ 1	\$ 2	\$ 2
Foreign	105	62	99
	106	64	101
Deferred:			
Domestic	1	—	—
Foreign	(6)	7	(12)
	(5)	7	(12)
Provision for income taxes	<u>\$ 101</u>	<u>\$ 71</u>	<u>\$ 89</u>

The domestic statutory income tax rate was approximately 17.0% in fiscal years 2021, 2020 and 2019. The reconciliation of the income tax expense expected based on domestic statutory income tax rates to the expense for income taxes included in the consolidated statements of operations is as follows:

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Income taxes based on domestic statutory rates	\$ 121	\$ 27	\$ 31
Effect of tax rate differential	(82)	(81)	(135)
Change in unrecognized tax benefit	11	(1)	(15)
Change in valuation allowance	35	93	192
Foreign exchange movement on prior year taxes recoverable	5	13	5
Expiration of tax attributes	—	—	4
APB23 tax liability	1	9	2
Other	10	11	5
Provision for income taxes	<u>\$ 101</u>	<u>\$ 71</u>	<u>\$ 89</u>

A number of countries in which the Company is located allow for tax holidays or provide other tax incentives to attract and retain business. In general, these holidays were secured based on the nature, size and location of the Company's operations. The aggregate dollar effect on the Company's income resulting from tax holidays and tax incentives to attract and retain business for the fiscal years ended March 31, 2021, 2020 and 2019 was \$21.2 million, \$15.6 million and \$24.4 million, respectively. For the fiscal year ended March 31, 2021, the effect on basic and diluted earnings per share was \$0.04 and \$0.04, respectively, and the effects on basic and diluted earnings per share during fiscal years 2020 and 2019 were \$0.03 and \$0.03, and \$0.05 and \$0.05, respectively. Unless extended or otherwise renegotiated, the Company's existing holidays will expire in various years through the end of fiscal year 2028.

The Company provides a valuation allowance against deferred tax assets that in the Company's estimation are not more likely than not to be realized. During fiscal year 2021, 2020 and 2019, the Company released valuation allowances totaling \$24.5 million, \$1.1 million and \$2.8 million, respectively. For fiscal year 2021, this valuation allowance release was mainly related to certain operations in Canada as this amount was deemed to be more likely than not to be realized due to the sustained profitability during the past three fiscal years as well as continued forecasted profitability of those subsidiaries. Various other valuation allowance positions were also reduced due to varying factors such as recognition of uncertain tax positions impacting deferred tax assets, one-time income recognition in loss entities, and foreign exchange impacts on deferred tax balances. Lastly, these valuation allowance reductions and eliminations were offset by current period valuation allowance additions due to increased deferred tax assets as a result of current period losses in legal entities with existing full valuation allowance positions.

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For fiscal years ended March 31, 2021, 2020 and 2019, the offsetting amounts totaled \$60.0 million, \$90.2 million and \$194.8 million, respectively.

Under its territorial tax system, Singapore generally does not tax foreign sourced income until repatriated to Singapore. The Company has included the effects of Singapore's territorial tax system in the rate differential line above. The tax effect of foreign income not repatriated to Singapore for the fiscal years ended March 31, 2021, 2020 and 2019 were \$57.3 million, \$27.9 million and \$7.5 million, respectively.

The components of deferred income taxes are as follows:

	As of March 31,	
	2021	2020
	(In millions)	
Deferred tax liabilities:		
Fixed assets	\$ (69)	\$ (37)
Intangible assets	(45)	(50)
Others	(13)	(25)
Total deferred tax liabilities	<u>(127)</u>	<u>(112)</u>
Deferred tax assets:		
Fixed assets	66	59
Intangible assets	8	7
Deferred compensation	20	17
Inventory valuation	28	27
Provision for doubtful accounts	5	5
Net operating loss and other carryforwards	1,641	1,821
Others	190	207
Total deferred tax assets	<u>1,958</u>	<u>2,143</u>
Valuation allowances	<u>(1,726)</u>	<u>(1,939)</u>
Total deferred tax assets, net of valuation allowances	<u>232</u>	<u>204</u>
Net deferred tax asset	<u>\$ 105</u>	<u>\$ 92</u>
The net deferred tax asset is classified as follows:		
Long-term asset	\$ 165	\$ 163
Long-term liability	(60)	(71)
Total	<u>\$ 105</u>	<u>\$ 92</u>

Utilization of the Company's deferred tax assets is limited by the future earnings of the Company in the tax jurisdictions in which such deferred assets arose. As a result, management is uncertain as to when or whether these operations will generate sufficient profit to realize any benefit from the deferred tax assets. The valuation allowance provides a reserve against deferred tax assets that are not more likely than not to be realized by the Company. However, management has determined that it is more likely than not that the Company will realize certain of these benefits and, accordingly, has recognized a deferred tax asset from these benefits. The change in valuation allowance is net of certain increases and decreases to prior year losses and other carryforwards that have no current impact on the tax provision.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company has recorded deferred tax assets of approximately \$1.8 billion related to tax losses and other carryforwards against which the Company has recorded a valuation allowance for all but \$82.9 million of the deferred tax assets. These tax losses and other carryforwards will expire at various dates as follows:

Expiration dates of deferred tax assets related to operating losses and other carryforwards	
	(In millions)
2022 - 2027	\$ 577
2028 - 2033	437
2034 and post	126
Indefinite	613
	<u>\$ 1,753</u>

The amount of deferred tax assets considered realizable, however, could be reduced or increased in the near-term if facts, including the amount of taxable income or the mix of taxable income between subsidiaries, differ from management's estimates.

The Company does not provide for income taxes on approximately \$1.5 billion of undistributed earnings of its subsidiaries which are considered to be indefinitely reinvested outside of Singapore as management has plans for the use of such earnings to fund certain activities outside of Singapore. The estimated amount of the unrecognized deferred tax liability on these undistributed earnings is approximately \$134.8 million. As a result, as of March 31, 2021, the Company has provided for earnings in foreign subsidiaries that are not considered to be indefinitely reinvested and therefore subject to withholding taxes on \$12.6 million of undistributed foreign earnings, recording a deferred tax liability of approximately \$0.6 million thereon.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Fiscal Year Ended March 31,	
	2021	2020
	(In millions)	
Balance, beginning of fiscal year	\$ 246	\$ 252
Additions based on tax position related to the current year	16	24
Additions for tax positions of prior years	14	4
Reductions for tax positions of prior years	(8)	(3)
Reductions related to lapse of applicable statute of limitations	(16)	(18)
Impact from foreign exchange rates fluctuation	14	(13)
Balance, end of fiscal year	<u>\$ 266</u>	<u>\$ 246</u>

The Company's unrecognized tax benefits are subject to change over the next twelve months primarily as a result of the expiration of certain statutes of limitations and as audits are settled. The Company believes it is reasonably possible that the total amount of unrecognized tax benefits could decrease by an additional approximate \$22.0 million within the next twelve months primarily due to potential settlements of various audits and the expiration of certain statutes of limitations.

The Company and its subsidiaries file federal, state, and local income tax returns in multiple jurisdictions around the world. With few exceptions, the Company is no longer subject to income tax examinations by tax authorities for years before 2008.

Of the \$266.0 million of unrecognized tax benefits at March 31, 2021, \$173.0 million will affect the annual effective tax rate (ETR) if the benefits are eventually recognized. The amount that doesn't impact the ETR relates to positions that would be settled with a tax loss carryforward previously subject to a valuation allowance.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits within the Company's tax expense. During the fiscal years ended March 31, 2021, 2020 and 2019, the Company recognized interest and penalties of

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

approximately \$2.1 million, (\$0.9) million and (\$2.9) million, respectively. The Company had approximately \$14.4 million, \$12.3 million and \$13.3 million accrued for the payment of interest and penalties as of the fiscal years ended March 31, 2021, 2020 and 2019, respectively.

15. RESTRUCTURING CHARGES

Fiscal Year 2021

In order to support the Company's strategy and build a sustainable organization, and after considering that the economic recovery from the pandemic will be slower than anticipated, the Company identified certain structural changes to restructure the business. These restructuring actions will eliminate non-core activities primarily within the Company's corporate function, align the Company's cost structure with its reorganizing and optimizing of its operations model along its two reporting segments, and further sharpen its focus to winning business in end markets where it has competitive advantages and deep domain expertise. During fiscal year 2021, the Company recognized approximately \$101.3 million of restructuring charges, most of which related to employee severance.

Restructuring charges are not included in segment income, as disclosed further in note 20.

Fiscal Year 2020

During the first half of fiscal year 2020 in connection with the geopolitical developments and uncertainties at the time, primarily impacting one customer in China, the Company experienced a reduction in demand for products assembled for that customer. As a result, the Company accelerated its strategic decision to reduce its exposure to certain high-volatility products in both China and India. The Company also initiated targeted activities to restructure its business to further reduce and streamline its cost structure. During fiscal year 2020, the Company recognized \$216.4 million of restructuring charges. The Company incurred cash charges of approximately \$159.3 million, that were predominantly for employee severance, in addition to non-cash charges of \$57.1 million, respectively, primarily related to asset impairments.

Fiscal Year 2019

During fiscal year 2019, the Company took targeted actions to optimize its portfolio, most notably within its former Consumer Technologies Group segment. The Company recognized restructuring charges of approximately \$113.3 million during the fiscal year ended March 31, 2019, of which \$73.2 million were non-cash charges primarily for asset impairments. A significant component of its charges were associated with the wind down of its NIKE operations in Mexico in the third quarter of fiscal year 2019 where it recognized charges of \$66 million primarily for non-cash asset impairments.

In addition, the Company executed targeted head-count reductions at existing operating and design sites and corporate functions and exited certain immaterial businesses. Of these total restructuring charges, approximately \$99.0 million was recognized as a component of cost of sales during the fiscal year ended March 31, 2019.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Severance	Long-Lived Asset Impairment	Other Exit Costs	Total
(In millions)				
Balance as of March 31, 2018	\$ 48	\$ —	\$ 13	\$ 61
Provision for charges incurred in fiscal year 2019	39	46	28	113
Cash payments for charges incurred in fiscal year 2018 and prior	(41)	—	(4)	(45)
Cash payments for charges incurred in fiscal year 2019	(23)	—	(1)	(24)
Non-cash charges incurred in fiscal year 2019	—	(46)	(27)	(73)
Balance as of March 31, 2019	23	—	9	32
Provision for charges incurred in fiscal year 2020	123	46	47	216
Cash payments for charges incurred in fiscal year 2019 and prior	(15)	—	(3)	(18)
Cash payments for charges incurred in fiscal year 2020	(112)	—	(35)	(147)
Non-cash charges incurred in fiscal year 2020	—	(46)	(14)	(60)
Balance as of March 31, 2020	19	—	4	23
Provision for charges incurred in fiscal year 2021	89	8	4	101
Cash payments for charges incurred in fiscal year 2020 and prior	(14)	—	—	(14)
Cash payments for charges incurred in fiscal year 2021	(49)	—	(1)	(50)
Non-cash charges incurred in fiscal year 2021	—	(8)	1	(7)
Balance as of March 31, 2021	45	—	8	53
Less: Current portion (classified as other current liabilities)	42	—	8	50
Accrued restructuring costs, net of current portion (classified as other liabilities)	<u>\$ 3</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3</u>

16. OTHER CHARGES (INCOME), NET

Other charges (income), net for the fiscal years ended March 31, 2021, 2020 and 2019 are primarily composed of the following:

	Fiscal Year Ended March 31		
	2021	2020	2019
(In millions)			
Gain on deconsolidation of subsidiary (1)	\$ —	\$ —	\$ (87)
Gain on foreign exchange transactions	(21)	(10)	(1)
Equity in (earnings) losses (2)	(83)	(5)	6
Investment impairments (3)	37	98	193

- (1) During fiscal year 2019, the Company recognized other income of approximately \$87 million from the deconsolidation of Bright Machines.
- (2) Represents (gains) losses on strategic investments in privately held companies accounted under equity method. During fiscal year 2021, the Company recognized \$83 million of equity in earnings, driven by the value increase in certain investment funds primarily resulting from discrete market events including initial public offerings of certain companies included in the fund. Out of the total gain on investment, the Company realized approximately \$48 million of cash proceeds as it sold certain shares received as a distribution from one of its funds' investments.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- (3) During fiscal years 2021 and 2020, and in connection with the Company's ongoing assessment of recoverability of its investment portfolio, the Company concluded that the carrying amounts of certain non-core investments were other than temporarily impaired and recognized \$36.5 million and \$97.7 million of total impairment charges, respectively (See note 2 for additional information). During fiscal year 2019, the Company recognized investment impairments of \$193.1 million, under other charges (income), net, which is primarily driven by an \$84 million impairment in its investment in Elementum, coupled with a \$76 million loss for the portion of its investment in an unrelated third-party venture backed company, also determined to be impaired.

FLEX LTD.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****17. INTEREST, NET**

Interest, net for the fiscal years ended March 31, 2021, 2020 and 2019 are primarily composed of the following:

	Fiscal Year Ended March 31		
	2021	2020	2019
	(In millions)		
Interest expenses on debt obligations (1)	\$ 150	\$ 146	\$ 146
ABS and AR sales programs related expenses	\$ 11	\$ 43	\$ 46
Interest income	\$ (14)	\$ (19)	\$ (19)

- (1) Interest expense on debt obligations for fiscal year 2020 includes debt extinguishment costs of \$7.2 million, related to the full repayments of the Notes due February 2020 and the Term Loan due November 2021. Debt extinguishment costs incurred during fiscal years 2021 and 2019 were immaterial.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

18. BUSINESS AND ASSET ACQUISITIONS & DIVESTITURES***Fiscal 2020 Business acquisition and divestitures***

During fiscal year 2020, the Company completed an acquisition that was not significant to the consolidated financial position, result of operations and cash flows of the Company.

Further, during fiscal year 2020, the Company disposed of two immaterial non-strategic businesses that operated under its former High Reliability Solutions and Industrial and Emerging Industries ("IEI") segments. The net gain on dispositions was not material to the Company's consolidated financial results, and was included in other charges, net in the consolidated statements of operations for fiscal year 2020.

Pro-forma results of operations for the acquisition and divestitures have not been presented because the effects were not individually, nor in the aggregate, material to the Company's consolidated financial results for all periods presented.

Fiscal 2019 Business acquisition

In October 2018, the Company completed the acquisition of a business that was not significant to the consolidated financial position, result of operations and cash flows of the Company. The acquired business expanded the Company's design capabilities in the telecom market within its former Communications & Enterprise Compute segment. The assets acquired and liabilities assumed were not material to the Company's consolidated financial results. Results of operations were included in the Company's consolidated financial results beginning on the date of acquisition, and were not material to the Company's consolidated financial results for all periods presented.

Fiscal 2019 Divestitures

During the third quarter of fiscal year 2019, the Company disposed of an immaterial non-strategic business in Brazil that operated across all of its former segments. The net loss on disposition was not material to the Company's consolidated financial results, and was included in other charges, net in the consolidated statement of operation for fiscal year 2019.

During the second quarter of fiscal year 2019, the Company divested its China-based Multek operations, for proceeds of approximately \$267.1 million, net of cash. The Company transferred approximately \$231.4 million of net assets, primarily property and equipment, accounts receivable, and accounts payable. Further, the Company incurred various selling costs as part of this divestiture and allocated approximately \$19.0 million of goodwill to the divested business. This transaction resulted in the recognition of an immaterial loss which was included in other charges, net in the consolidated statements of operations for fiscal year 2019.

Pro-forma results of operations for these divestitures have not been presented because the effects were not individually, nor in the aggregate, material to the Company's consolidated financial results for all periods presented.

19. SHARE REPURCHASE PLAN

During fiscal year 2021, the Company repurchased approximately 10.5 million shares for an aggregate purchase price of approximately \$183.5 million and retired all of these shares.

Under the Company's current share repurchase program, the Board of Directors authorized repurchases of its outstanding ordinary shares for up to \$500 million in accordance with the share repurchase mandate approved by the Company's shareholders at the date of the most recent Annual General Meeting held on August 7, 2020. As of March 31, 2021, shares in the aggregate amount of \$316.5 million were available to be repurchased under the current plan.

20. SEGMENT REPORTING

In March 2020, the Company announced a change in organizational structure as part of its strategy to further drive efficiency and productivity with two focused delivery models. The Company's chief operating decision maker ("CODM") changed from the CEO and certain direct staff who oversee operations of the business, to the CEO herself. As a result, beginning in fiscal year 2021, the Company now reports its financial performance based on two operating and reportable segments, Flex Agility Solutions ("FAS") and Flex Reliability Solutions ("FRS") and analyzes operating income as the measure of segment profitability.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The FAS segment is optimized for speed to market based on a highly flexible supply and manufacturing system. The Company realigned the majority of the customers under the former Communications & Enterprise Compute, and Consumer Technologies Group segments under the new FAS segment. Certain customers that were in the former IEI segment that meet the above delivery model were also consolidated into the FAS segment. FAS is now comprised of the following end markets that represent reporting units:

- *Communications, Enterprise and Cloud ("CEC")*, including data infrastructure, edge infrastructure and communications infrastructure;
- *Lifestyle*, including appliances, consumer packaging, floorcare, micro mobility and audio; and
- *Consumer Devices*, including mobile and high velocity consumer devices.

The FRS segment is optimized for longer product lifecycles requiring complex ramps with specialized production models and critical environments. The Company consolidated the majority of its customers under the former High Reliability Solutions and Industrial and Emerging Industries segments into the new FRS segment. FRS is now comprised of the following end markets that represent reporting units:

- *Automotive*, including autonomous, connectivity, electrification, and smart technologies;
- *Health Solutions*, including medical devices, medical equipment and drug delivery; and
- *Industrial*, including capital equipment, industrial devices, renewable including our Nextracker business, grid edge, and power systems.

The determination of the FAS and FRS segments is based on several factors, including the nature of products and services, the nature of production processes, customer base, delivery channels and similar economic characteristics.

An operating segment's performance is evaluated based on its pre-tax operating contribution, or segment income. Segment income is defined as net sales less cost of sales, and segment selling, general and administrative expenses, and does not include amortization of intangibles, stock-based compensation, customer related assets impairments (recoveries), restructuring charges, the new revenue standard adoption impact, legal and other, interest, net and other charges (income), net. A portion of depreciation is allocated to the respective segments, together with other general corporate research and development and administrative expenses.

Selected financial information by segment is in the table below. Fiscal year 2020 and 2019 historical information has been recast to reflect the new operating and reportable segments, in the table below and in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Net sales:			
Flex Agility Solutions	\$ 13,493	\$ 14,053	\$ 16,855
Flex Reliability Solutions	10,631	10,157	9,356
	<u>\$ 24,124</u>	<u>\$ 24,210</u>	<u>\$ 26,211</u>
Segment income and reconciliation of income before tax:			
Flex Agility Solutions	\$ 449	\$ 369	\$ 442
Flex Reliability Solutions	662	642	534
Corporate and Other	(80)	(113)	(104)
Total income	<u>1,031</u>	<u>898</u>	<u>872</u>
Reconciling items:			
Intangible amortization	62	64	74
Stock-based compensation	79	71	76
Customer related asset impairments (recoveries) (1)	(7)	106	87
Restructuring charges (Note 15)	101	216	113
New revenue standard adoption impact (Note 4)	—	—	9
Legal and other (2)	1	26	36
Interest, net	148	174	175
Other charges (income), net (Note 16)	(67)	82	120
Income before income taxes	<u>\$ 714</u>	<u>\$ 159</u>	<u>\$ 182</u>

- (1) Customer related asset impairments (recoveries) for fiscal year 2021 were not material .

Customer related asset impairments for fiscal year 2020, primarily relate to non-cash impairments of certain property and equipment for customers we have disengaged or were in the process of disengaging, additional provision for doubtful accounts receivable, charges for other asset impairments, and reserves for excess and obsolete inventory for certain customers experiencing financial difficulties and/or related to inventory that will not be recovered due to significant reductions in future customer demand.

Customer related asset impairments for fiscal year 2019, primarily relate to provision for doubtful accounts receivable, inventory and impairment of other assets for certain customers experiencing significant financial difficulties and/or the Company is disengaging.

- (2) Legal and other consists of costs not directly related to core business results and may include matters relating to commercial disputes, government regulatory and compliance, intellectual property, antitrust, tax, employment or shareholder issues, product liability claims and other issues on a global basis. During the first quarter of fiscal year 2021, the Company accrued for certain loss contingencies where losses are considered probable and estimable. In addition, the Company recorded a gain on the sale of real estate in the fourth quarter of fiscal year 2021 exited as a result of the disengagement of a certain customer in fiscal year 2020.

Legal and other during fiscal year 2020, primarily consists of direct and incremental costs associated with certain wind-down activities related to the disengagement of a certain customer primarily in China and India, offset by certain gains resulting from the recognition of prior year expenses paid to a government now considered probable of recovery and reasonably estimable due to a favorable tax ruling.

Legal and other during fiscal year 2019, primarily consists of costs incurred relating to the independent investigation undertaken by the Audit Committee of the Company's Board of Directors which was completed in June 2018. In addition, Legal and other also includes certain charges related to the China based Multek operations that was divested in the second quarter of fiscal year 2019.

Corporate and other primarily includes corporate services costs that are not included in the CODM's assessment of the performance of each of the identified reporting segments.

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company provides an overall platform of assets and services, which the segments utilize for the benefit of their various customers. The shared assets and services are contained within the Company's global manufacturing and design operations and include manufacturing and design facilities. Most of the underlying manufacturing and design assets are co-mingled in the operating campuses and are compatible to operate across segments and highly interchangeable throughout the platform. Given the highly interchangeable nature of the assets, they are not separately identified by segment nor reported by segment to the Company's CODM.

Property and equipment on a segment basis is not disclosed as it is not separately identified and is not internally reported by segment to the Company's CODM as described above. During fiscal years 2021, 2020 and 2019, depreciation expense included in the segments' measure of operating performance above is as follows. Historical information has been recast to reflect realignment of customers and/or products between segments as well as the new operating segment and reportable segment structure:

	Fiscal Year Ended March 31,		
	2021	2020	2019
	(In millions)		
Depreciation expense:			
Flex Agility Solutions	\$ 185	\$ 218	\$ 249
Flex Reliability Solutions	212	173	148
Corporate and Other	25	31	36
Total depreciation expense	\$ 422	\$ 422	\$ 433

Geographic information of net sales is as follows:

	Fiscal Year Ended March 31,					
	2021		2020		2019	
	(In millions)					
Net sales by region:						
Asia	\$ 9,326	39 %	\$ 9,362	39 %	\$ 11,470	44 %
Americas	9,672	40 %	10,066	42 %	9,893	38 %
Europe	5,126	21 %	4,782	19 %	4,848	18 %
	\$ 24,124		\$ 24,210		\$ 26,211	

Revenues are attributable to the country in which the product is manufactured, or service is provided.

During fiscal years 2021, 2020 and 2019, net sales generated from Singapore, the country of domicile, were approximately \$507.0 million, \$574.6 million and \$642.7 million, respectively.

The following table summarizes the countries that accounted for more than 10% of net sales in fiscal years 2021, 2020, and 2019:

	Fiscal Year Ended March 31,					
	2021		2020		2019	
	(In millions)					
Net sales by country:						
China	\$ 6,147	25 %	\$ 5,665	23 %	\$ 6,649	25 %
Mexico	4,413	18 %	4,449	18 %	4,539	17 %
U.S.	3,648	15 %	3,719	15 %	3,106	12 %

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

No other country accounted for more than 10% of net sales for the fiscal periods presented in the table above.

Geographic information of property and equipment, net is as follows:

	As of March 31,			
	2021		2020	
	(In millions)			
Property and equipment, net:				
Americas	\$ 1,015	48 %	\$ 1,037	47 %
Asia	627	30 %	738	33 %
Europe	455	22 %	441	20 %
	\$ 2,097		\$ 2,216	

As of March 31, 2021 and 2020, property and equipment, net held in Singapore were approximately \$5.9 million and \$8.6 million, respectively.

The following table summarizes the countries that accounted for more than 10% of property and equipment, net in fiscal year 2021 and 2020:

	Fiscal Year Ended March 31,			
	2021		2020	
	(In millions)			
Property and equipment, net:				
Mexico	\$ 553	26 %	\$ 555	25 %
U.S.	361	17 %	378	17 %
China	331	16 %	396	18 %

No other country accounted for more than 10% of property and equipment, net for the fiscal periods presented in the table above.

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

21. SUBSEQUENT EVENTS

On April 28, 2021, the Company announced that it had confidentially submitted a draft registration statement on Form S-1 with the U.S. Securities and Exchange Commission relating to the proposed initial public offering of Nextracker's Class A common stock. The initial public offering and its timing are subject to market and other conditions and the SEC's review process, and there can be no assurance that the Company will proceed with such offering or any alternative transaction. Refer to "Risk Factors - *We are pursuing alternatives for our Nextracker business, including a full or partial separation of the business, through an initial public offering of Nextracker or otherwise, which may not be consummated as or when planned or at all, and may not achieve the intended benefits.*"

This Annual Report on Form 10-K does not constitute an offer to sell or a solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

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

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of March 31, 2021. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2021, the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934, as amended, is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Internal control over financial reporting consists of policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) are designed and operated to provide reasonable assurance regarding the reliability of the Company's financial reporting and the Company's process for the preparation of financial statements for external purposes 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 (3) 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, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements or prevent or detect instances of fraud. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls may be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The 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.

As of March 31, 2021, under the supervision and with the participation of management, including the Company's Chief Executive Officer and Chief Financial Officer, an evaluation was conducted of the effectiveness of the Company's internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that evaluation, management concluded that the Company's internal control over financial reporting was effective as of March 31, 2021.

(c) Attestation Report of the Registered Public Accounting Firm

The effectiveness of the Company's internal control over financial reporting as of March 31, 2021 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which appears in this Item under the heading "Report of Independent Registered Public Accounting Firm."

(d) Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fourth quarter ended March 31, 2021 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

We have not experienced any material impact to our internal control over financial reporting despite the fact that most of our employees are working remotely for their health and safety during the COVID-19 pandemic. We are continually monitoring and assessing the potential impact of COVID-19 on our internal controls to minimize the impact on their design and operating effectiveness.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Flex Ltd., Singapore

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Flex Ltd. and subsidiaries (the "Company") as of March 31, 2021, 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 Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2021, based on criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended March 31, 2021 of the Company and our report dated May 19, 2021, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

May 19, 2021

ITEM 9B. *OTHER INFORMATION*

Not applicable.

ITEM 9C. *DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS*

Not applicable.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

Information with respect to this item may be found in the Company's definitive proxy statement to be delivered to shareholders in connection with the Company's 2021 Annual General Meeting of Shareholders. Such information is incorporated by reference.

ITEM 11. *EXECUTIVE COMPENSATION*

Information with respect to this item may be found in the Company's definitive proxy statement to be delivered to shareholders in connection with the Company's 2021 Annual General Meeting of Shareholders. Such information is incorporated by reference.

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

Information with respect to this item may be found in the Company's definitive proxy statement to be delivered to shareholders in connection with the Company's 2021 Annual General Meeting of Shareholders. Such information is incorporated by reference.

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

Information with respect to this item may be found in the Company's definitive proxy statement to be delivered to shareholders in connection with the Company's 2021 Annual General Meeting of Shareholders. Such information is incorporated by reference.

ITEM 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES*

Information with respect to this item may be found in the Company's definitive proxy statement to be delivered to shareholders in connection with the Company's 2021 Annual General Meeting of Shareholders. Such information is incorporated by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) Documents filed as part of this annual report on Form 10-K:
1. *Financial Statements.* See Item 8, "Financial Statements and Supplementary Data."
 2. *Financial Statement Schedules.* "Schedule II—Valuation and Qualifying Accounts" is included in the financial statements, see Concentration of Credit Risk in Note 2, "Summary of Accounting Policies" of the Notes to Consolidated Financial Statements in Item 8, "Financial Statements and Supplementary Data."
 3. *Exhibits.* Reference is made to Item 15(b) below.
- (b) *Exhibits.* The Exhibit Index, which immediately precedes the signature page to this annual report on Form 10-K, is incorporated by reference into this annual report on Form 10-K.
- (c) *Financial Statement Schedules.* Reference is made to Item 15(a)(2) above.

ITEM 16. FORM 10-K SUMMARY

None

EXHIBIT INDEX

Exhibit No.	Exhibit	Form	Incorporated by Reference		Exhibit No.	Filed Herewith
			File No.	Filing Date		
3.01	Constitution of the Registrant (incorporating all amendments as at August 20, 2019)	10-Q	000-23354	10/30/2019	3.01	
4.01	Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 5.000% Notes due 2023	8-K	000-23354	2/22/2013	4.1	
4.02	Form of 5.000% Note due 2023 (included in Exhibit 4.01)	8-K	000-23354	2/22/2013	4.1	
4.03	First Supplemental Indenture, dated as of March 28, 2013, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, to the Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 5.000% Notes due 2023	10-K	000-23354	5/28/2013	4.11	
4.04	Second Supplemental Indenture, dated as of August 25, 2014, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, to the Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 5.000% Notes due 2023	10-Q	000-23354	10/30/2014	4.01	
4.05	Third Supplemental Indenture, dated as of September 11, 2015, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 5.000% Notes due 2023	S-4	333-207067	9/22/2015	4.11	
4.06	Indenture, dated as of June 8, 2015, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee	8-K	000-23354	6/8/2015	4.1	

Exhibit No.	Exhibit	Incorporated by Reference			Exhibit No.	Filed Herewith
		Form	File No.	Filing Date		
4.07	Form of 4.750% Note due 2025 (included in Exhibit 4.06)	8-K	000-23354	6/8/2015	4.1	
4.08	First Supplemental Indenture, dated as of September 11, 2015, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.750% Notes due 2025	S-4	333-207067	9/22/2015	4.04	
4.09	Indenture, dated as of June 6, 2019, by and between the Company and U.S. Bank National Association, as trustee	8-K	000-23354	6/6/2019	4.1	
4.10	First Supplemental Indenture, dated as of June 6, 2019, by and between the Company and U.S. Bank National Association, as trustee	8-K	000-23354	6/6/2019	4.2	
4.11	Form of 4.875% Global Note due 2029 (included in Exhibit 4.10)	8-K	000-23354	6/6/2019	4.3	
4.12	Second Supplemental Indenture, dated as of November 7, 2019, by and between the Company and U.S. Bank National Association, as trustee	8-K	000-23354	11/7/2019	4.3	
4.13	Form of 4.875% Global Note due 2029 (included in Exhibit 4.12)	8-K	000-23354	11/7/2019	4.4	
4.14	Third Supplemental Indenture dated as of May 12, 2020, by and between the Company and U.S. Bank National Association, as trustee	8-K	000-23354	5/12/2020	4.2	
4.15	Form of 3.750% Global Note due 2026 (included in Exhibit 4.14)	8-K	000-23354	5/12/2020	4.3	
4.16	Form of 4.875% Global Note due 2030 (included in Exhibit 4.14)	8-K	000-23354	5/12/2020	4.4	
4.17	Fourth Supplemental Indenture, dated as of August 17, 2020, by and between the Company and U.S. Bank National Association, as trustee	8-K	000-23354	8/17/2020	4.3	
4.18	Form of 3.750% Global Note due 2026 (included in Exhibit 4.17)	8-K	000-23354	8/17/2020	4.4	
4.19	Form of 4.875% Global Note due 2030 (included in Exhibit 4.17)	8-K	000-23354	8/17/2020	4.5	
4.20	Description of Registrant's Securities	10-K	000-23354	5/28/2020	4.14	
10.01	Credit Agreement, dated as of January 7, 2021, among Flex Ltd. and certain of its subsidiaries, from time to time party thereto, as borrowers, Bank of America, N.A., as Administrative Agent, an L/C Issuer and a Swing Line Lender, and the other L/C Issuers, Swing Line Lenders and Lenders party thereto	8-K	000-23354	1/13/2021	10.01	
10.02	Form of Indemnification Agreement between the Registrant and its Directors and certain officers†	10-K	000-23354	5/20/2009	10.01	
10.03	Form of Indemnification Agreement between Flextronics Corporation and Directors and certain officers of the Registrant†	10-K	000-23354	5/20/2009	10.02	
10.04	Flex Ltd. 2010 Equity Incentive Plan†	8-K	000-23354	7/28/2010	10.01	
10.05	Form of Share Option Award Agreement under 2010 Equity Incentive Plan†	10-Q	000-23354	8/5/2010	10.02	
10.06	Flex Ltd. Amended and Restated 2017 Equity Incentive Plan†	DEF 14A	000-23354	6/26/2020	Annex A	
10.07	Form of Restricted Share Unit Award Agreement under the 2017 Equity Incentive Plan for time-based vesting awards†	10-Q	000-23354	10/30/2017	10.05	

Exhibit No.	Exhibit	Form	Incorporated by Reference		Exhibit No.	Filed Herewith
			File No.	Filing Date		
10.08	Form of Restricted Share Unit Award Agreement under the 2017 Equity Incentive Plan for performance-based vesting awards†	10-Q	000-23354	10/30/2017	10.06	
10.09	Flextronics International USA, Inc. Third Amended and Restated 2005 Senior Management Deferred Compensation Plan†	10-Q	000-23354	2/6/2009	10.02	
10.10	Flextronics International USA, Inc. Third Amended and Restated Senior Executive Deferred Compensation Plan†	10-Q	000-23354	2/6/2009	10.01	
10.11	Summary of Directors' Compensation†	10-Q	000.23354	10/30/2017	10.02	
10.12	Executive Incentive Compensation Recoupment Policy†	10-Q	000-23354	8/5/2010	10.06	
10.13	2010 Flextronics International USA, Inc. Deferred Compensation Plan†	10-Q	000-23354	11/3/2010	10.04	
10.14	Form of Award Agreement under 2010 Deferred Compensation Plan†	10-Q	000-23354	7/30/2012	10.01	
10.15	Summary of Compensation Arrangements of Certain Executive Officers of Flex Ltd.†					X
10.16	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for time-based vesting awards†	10-Q	000-23354	11/1/2013	10.02	
10.17	Form of 2010 Deferred Compensation Plan Award Agreement (performance targets, cliff vesting)†	10-Q	000-23354	8/2/2013	10.02	
10.18	Form of 2010 Deferred Compensation Plan Award Agreement (non-performance, periodic vesting, continuing Participant)†	10-Q	000-23354	8/2/2013	10.03	
10.19	Award Agreement under the 2010 Deferred Compensation Plan†	10-Q	000-23354	7/28/2014	10.01	
10.20	Form of Restricted Share Unit Award Agreement under the 2017 Equity Incentive Plan for retention performance-based vesting awards†	10-Q	000-23354	2/6/2019	10.01	
10.21	Form of Restricted Share Unit Award Agreement under the 2017 Equity Incentive Plan for retention service-based vesting awards†	10-K	000-23354	5/21/2019	10.23	
10.22	Form of Restricted Share Unit Award Agreement under the 2017 Equity Incentive Plan for performance-based vesting awards (20-day trading average)†	10-Q	000-23354	7/26/2019	10.02	
10.23	Nextracker Inc. 2014 Equity Incentive Plan†	S-8	333-207325	10/7/2015	99.01	
10.24	Flex Ltd. Executive Severance Plan†	10-K	000-23354	5/21/2019	10.27	
10.25	Scott Offer Amended Offer Letter, dated as of January 27, 2019†	10-K	000-23354	5/28/2020	10.29	
10.26	Revathi Advaiti Offer Letter, dated February 7, 2019†	10-K	000-23354	5/21/2019	10.29	
10.27	Francois Barbier Relocation Expenses Addendum, dated as of July 8, 2019†	10-K	000-23354	5/28/2020	10.31	
10.28	Form of Restricted Share Unit Award Agreement under the 2017 Equity Incentive Plan for time-based vesting awards (FY21)†	10-Q	000-23354	8/5/2020	10.02	

Exhibit No.	Exhibit	Form	Incorporated by Reference		Exhibit No.	Filed Herewith
			File No.	Filing Date		
10.29	Form of Restricted Share Unit Award Agreement under the 2017 Equity Incentive Plan for performance-based vesting awards (20-day trading average) (FY21)†	10-Q	000-23354	8/5/2020	10.03	
10.30	Paul R. Lundstrom Offer Letter, dated August 5, 2020†	10-Q	000-23354	11/2/2020	10.02	
10.31	Executive Transition Agreement, dated August 5, 2020 between Flex Ltd. and Christopher Collier†	10-Q	000-23354	11/2/2020	10.03	
10.32	Description of Incentive Bonus Plan for Second Half of Fiscal 2021†	10-Q	000-23354	11/2/2020	10.04	
10.33	Executive Transition Agreement dated November 17, 2020 between Flex Ltd. and Paul Humphries†	10-Q	000-23354	1/29/2021	10.01	
10.34	Form of Addendum Award Agreement under the 2010 Deferred Compensation Plan (FY21)†	10-Q	000-23354	1/29/2021	10.02	
21.01	Subsidiaries of Registrant					X
23.01	Consent of Deloitte & Touche LLP					X
24.01	Power of Attorney (included on the signature page to this Form 10-K)					X
31.01	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
31.02	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
32.01	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350*					X
101.INS	Inline XBRL Instance Document					X
101.SCH	Inline XBRL Taxonomy Extension Scheme Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101)					X

* This exhibit is furnished with this Annual Report on Form 10-K, is not deemed filed with the Securities and Exchange Commission, and is not incorporated by reference into any filing of Flex Ltd. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language contained in such filing.

† Management contract, compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirement 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.

Date: May 19, 2021

Flex Ltd.

By: _____ /s/ REVATHI ADVAITHI

Revathi Advaiti
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Revathi Advaiti and Paul R. Lundstrom and each one of them, her or his attorneys-in-fact, each with the power of substitution, for her or him in any and all capacities, to sign any and all amendments to this Report, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or her or his substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ REVATHI ADVAITHI</u> Revathi Advaiti	Chief Executive Officer (Principal Executive Officer) and Director	May 19, 2021
<u>/s/ PAUL R. LUNDSTROM</u> Paul R. Lundstrom	Chief Financial Officer (Principal Financial Officer)	May 19, 2021
<u>/s/ DAVID P. BENNETT</u> David P. Bennett	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 19, 2021
<u>/s/ MICHAEL D. CAPELLAS</u> Michael D. Capellas	Chairman of the Board	May 19, 2021
<u>/s/ JOHN D. HARRIS II</u> John D. Harris II	Director	May 19, 2021
<u>/s/ MICHAEL E. HURLSTON</u> Michael E. Hurlston	Director	May 19, 2021
<u>/s/ JENNIFER LI</u> Jennifer Li	Director	May 19, 2021
<u>/s/ ERIN L. MCSWEENEY</u> Erin L. McSweeney	Director	May 19, 2021
<u>/s/ MARC A. ONETTO</u> Marc A. Onetto	Director	May 19, 2021
<u>/s/ WILLY C. SHIH, PH.D.</u> Willy C. Shih, Ph.D.	Director	May 19, 2021
<u>/s/ CHARLES K. STEVENS, III</u> Charles K. Stevens, III	Director	May 19, 2021
<u>/s/ LAY KOON TAN</u> Lay Koon Tan	Director	May 19, 2021
<u>/s/ WILLIAM D. WATKINS</u> William D. Watkins	Director	May 19, 2021

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Shareholder Information

CORPORATE HEADQUARTERS

2 Changi South Lane
Singapore 486123
Tel: +65.6876.9899

ANNUAL GENERAL MEETING

The Annual General Meeting of Shareholders will be held beginning at 9:00 a.m. Pacific time on August 4, 2021. The meeting will be held at:

Flex Ltd.
6201 America Center Drive
San Jose, CA 95002
Tel: +1.408.576.7000

STOCK LISTING

The Company's Ordinary Shares are traded on the NASDAQ Global Select Market under the symbol FLEX.

WEBSITE

www.flex.com

INVESTOR RELATIONS

For shareholder or investor related inquiries, contact:

Flex Ltd.
Investor Relations
6201 America Center Drive
San Jose, CA 95002
Tel: +1.408.577.4632
investors.flex.com

In order to help reduce costs, please report any duplicate mailings of shareholder materials by contacting Investor Relations.

SEC FILINGS

The Company makes available through its Internet website, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Section 16 reports and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 as soon as reasonably practicable after electronically filing such material with, or furnishing it to, the Securities and Exchange Commission. **Upon request, we will furnish without charge to each person to whom this report is delivered a copy of any exhibit listed in our Annual Report on Form 10-K for the fiscal year ended March 31, 2021. You may request a copy of this information at no cost, by writing or telephoning us at our principal U.S. offices at the Investor Relations contact above.**

TRANSFER AGENT AND REGISTRAR

For questions regarding misplaced share certificates, changes of address or the consolidation of accounts, please contact the Company's transfer agent:

Computershare Trust Company NA
First Class, Registered and Certified Mail
Computershare
P.O. Box 505000
Louisville, KY 40233
Shareholder Contact Center: 1.877.373.6374
Overnight Courier
Computershare
462 South 4th Street, Suite 1600
Louisville, KY 40202
Tel: 1.781.575.2879

EXECUTIVE OFFICERS

Revathi Advaiti—*Chief Executive Officer*
Paul R. Lundstrom—*Chief Financial Officer*
François P. Barbier—*President, Global Operations and Components*
David P. Bennett—*Chief Accounting Officer*
Michael Hartung—*President, Agility Solutions*
Scott Offer—*Executive Vice President and General Counsel*

DIRECTORS

Revathi Advaiti—*Chief Executive Officer, Flex Ltd.*
Michael D. Capellas—*Principal, Capellas Strategic Partners*
John D. Harris II—*Retired Vice President of Business Development, Raytheon Company*
Michael E. Hurlston—*President and Chief Executive Officer, Synaptics Incorporated*
Jennifer Li—*General Partner, Changcheng Investment Partners*
Erin L. McSweeney—*Executive Vice President, Chief of Staff to CEO, UnitedHealth Group Incorporated*
Marc A. Onetto—*Principal, Leadership from the Mind and the Heart LLC*
Willy C. Shih, Ph.D.—*Professor of Management Practice in Business Administration, Harvard Business School*
Charles K. Stevens, III—*Retired Chief Financial Officer, General Motors Company*
Lay Koon Tan—*Retired President, Chief Executive Officer and member of the Board of Directors, STATS ChipPAC Ltd.*
William D. Watkins—*Retired Chief Executive Officer, Imergy Power Systems, Inc.*

FORWARD LOOKING STATEMENTS

Except for historical information contained herein, certain matters included in this proxy statement are, or may be deemed to be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. All statements other than statements of historical or current facts, including statements regarding our environmental and other sustainability plans and goals, made in this document are forward-looking. The words "will," "may," "designed to," "believe," "should," "would," "could," "anticipate," "plan," "expect," "intend," "estimate," "goals," "opportunity," "future," "to be," "achieve," "grow," "committed," "seeks," "targets," "continues," "likely," "possible," "might," "potentially," "will," "on track," "working to," "encourage," "continue," "strive," "endeavor," "looking forward," "efforts," and variations of such words and similar expressions identify forward-looking statements, which speak only as of the date of this proxy statement. Because these forward-looking statements are subject to risks and uncertainties, actual results could differ materially from the expectations expressed in the forward-looking statements. Additional information concerning these and other risks is described under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our reports on Forms 10-K and 10-Q that we file with the U.S. Securities and Exchange Commission. In addition, new risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risk factors on our business. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements. We undertake no obligation to update or revise these forward-looking statements to reflect subsequent events or circumstances.

Information in this document is subject to change without notice. FLEX and Flextronics are trademarks of Flex Ltd. All other trademarks are the properties of their respective owners.

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Flex Ltd.

Annual General Meeting of Shareholders Directions and Parking Information

August 4, 2021

9:00 A.M. Pacific time

The Annual General Meeting of Shareholders will be held at Flex Ltd., 6201 America Center Dr., San Jose, CA 95002 beginning at 9:00 A.M. Pacific time.

Directions from San Francisco International Airport

- Head North on International Terminal Departures
- Take the ramp to US-101 S
- Keep left at the fork and merge onto US-101 S and continue on US-101 S to Milpitas
- Take the exit onto CA-237 E toward Alviso/Milpitas
- Take the exit toward Lafayette Street
- Turn left onto Great America Parkway
- At the traffic circle, continue straight to stay on America Center Drive
- Destination will be on the left

Directions from Mineta San Jose International Airport

- Head Northwest on Airport Blvd toward Airport Pkwy
- Slight right onto Airport Pkwy
- Turn right onto Matrix Blvd. and then a sharp left onto N. 1st Street
- Slight right to merge onto US-101 N
- Take the Great America Pkwy exit toward Bowers Avenue
- Turn right onto Great America Pkwy and continue onto America Center Drive
- At the traffic circle, continue straight to stay on America Center Drive
- Destination will be on the left

Directions from Oakland International Airport

- Head Southeast the slight left toward Airport Drive
- Continue onto Airport Drive
- Continue onto Bessie Coleman Drive
- Continue onto 98th Avenue then slight right onto I-880 S ramp to San Jose
- Continue onto I-880 S
- Take the CA-237 W exit toward Mountain View and merge onto CA-237 W
- Take the Great America Pkwy exit toward Lafayette Street
- Turn right onto Great America Pkwy and continue onto America Center Drive
- At the traffic circle, continue straight to stay on America Center Drive
- Destination will be on the left

Parking

Flex has reserved parking spaces for shareholders attending the meeting. These spaces will be designated as “Reserved for Flex Shareholders’ Meeting.”

flex.com

