



PLEXUS CORP.

COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER (restated as of November 18, 2015)

The Board of Directors (the “Board”) of Plexus Corp. (the “Company” or “Plexus”) hereby constitutes and establishes this charter for the Compensation and Leadership Development Committee (the “Committee”) of the Board. The Committee shall have the authority, responsibilities and specific duties as described below.

Composition

The Committee shall be comprised of three or more directors, all of whom shall be independent directors. For this purpose, “independent director” shall mean a person qualifying as an “outside director” determined pursuant to Section 162(m) of the Internal Revenue Code and the regulations thereunder, a person qualifying as a “non-employee director” under Rule 16b-3 promulgated by the Securities and Exchange Commission (the “SEC”), or any other individual not having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In addition, each member of the Committee shall also meet all other independence requirements set forth by the SEC and the NASDAQ Global Select Market (“NASDAQ”) (or such successor market in which the Company’s common stock trades) related to membership on the Committee. One of the members shall be appointed Committee Chair by the Chairman of the Board.

Authority and Responsibility:

The Committee shall review and determine the Chief Executive Officer’s (CEO) and approve other executive officers’ compensation at Plexus, will recommend compensation programs to the Board, and will administer Plexus’ compensation plans as provided by such plans. The Committee is to assist the Board in fulfilling its fiduciary responsibilities as to compensation policies and plans and will evaluate compensation matters in accordance with the compensation philosophy adopted by the Board or the Committee. It is to be the Board’s principal agent for evaluating compensation matters and determining executive compensation levels, although the institution of new or amended executive compensation plans and programs shall remain subject to the approval of the entire Board.

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors, including persons and entities independent of Plexus and its management, as it deems appropriate in connection with the discharge of its duties. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such adviser and shall consider any applicable independence standards promulgated by the SEC or NASDAQ when selecting, or receiving advice from, such advisor. The Company shall appropriately fund, as determined by the Committee,



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the payment of compensation to any of the advisors employed by the Committee and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall review and monitor the development, progress and success of the Company's leadership development program. In conjunction with the Human Resources Department, the Committee will insure that this plan provides both the quality and the quantity of leaders needed for executive management succession and growth of the Company. The Committee will provide a review of the leadership development program to the Board at least annually.

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee, when and as appropriate.

Specific Duties:

In addition to any other role which the Board may from time to time assign, the Committee is to:

1. Review and recommend to the Board Plexus' general compensation policies and philosophies for executive officers and other employees.
2. Determine the annual salary, bonus, and other benefits, direct or indirect, of Plexus' CEO and other executive officers, and review and evaluate employment agreements as appropriate. The CEO may not be present during voting or deliberations by the Committee on his or her compensation.
3. Make awards and grant benefits under Plexus' incentive plans for executive officers, and act as the committee which administers such plans.
4. Review and determine stock ownership guidelines applicable to executive officers and each officer's compliance with such guidelines.
5. Review and recommend possible new compensation plans and programs; review on a periodic basis the operation of the compensation plans and programs to determine whether they are properly coordinated; establish and periodically review policies for the administration of those compensation plans and programs; and modify, or recommend the modification of, any compensation programs or plans that yield payments and benefits that are not reasonably related to Plexus' compensation policies and philosophies.
6. Establish and periodically review policies in the area of management fringe benefits and other perquisites.
7. Consult with the CEO, and other appropriate executive officers, in determining appropriate overall compensation levels and policies for attracting, retaining and motivating management talent.
8. Consider and oversee how compensation programs, both for executives and for other employees, may incentivize risk taking and whether such risk taking is aligned with the Company's business objectives and risk tolerance.
9. Report on executive compensation to Plexus' shareholders in the annual proxy statement, and review drafts of Plexus' public disclosure documents (including the Committee's report(s) in the proxy statement) describing compensation.



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10. Apprise the Board, through minutes and special presentations as necessary, of significant developments in the course of performing the above duties.
11. Recommend to the Board any appropriate extensions or changes in the duties of the Committee.
12. Review the Committee's Charter annually, reassess the adequacy of this Charter and recommend any proposed changes to the Nominating and Corporate Governance Committee and the Board.
13. Review, monitor and report to the Board annually on management's plan for leadership development and executive succession. Further, develop a specific CEO succession plan and review annually with the Board.
14. Review its performance and effectiveness as a Committee annually.

Meetings and Attendance:

The Committee shall meet at least four times per year. It may also meet as many other times as that Committee deems necessary. At least a majority of the members of the Committee must be present in person or by telephone at all meetings. As necessary or desirable, the Chairman may request that other members of the Board or management and/or representatives of outside advisors be present at meetings of the Committee.

Minutes shall be kept of each meeting of the Committee. The Company's Corporate Secretary, or his designee, shall take the minutes of these meetings. Following each meeting, the Committee Chair will report on the proceedings of the Committee to the full Board of Directors.