

SANMINA-SCI CORP
Form DEF 14A
December 10, 2010

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Sanmina-SCI Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
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(1) Amount Previously Paid:

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SANMINA-SCI CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on January 20, 2011

The Annual Meeting of Stockholders of Sanmina-SCI Corporation will be held on January 20, 2011, at 11:00 a.m., Pacific Standard Time, at Sanmina-SCI Corporation's corporate offices, located at 30 E. Plumeria Drive, San Jose, California 95134, for the following purposes (as more fully described in the Proxy Statement accompanying this Notice):

1. To elect nine directors of Sanmina-SCI Corporation.
2. To ratify the appointment of KPMG LLP as Sanmina-SCI Corporation's independent registered public accountants for the fiscal year ending October 1, 2011.
3. To approve the reservation of 2,000,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation.
4. To transact such other business as may properly come before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting.

Pursuant to the Internet proxy rules promulgated by the Securities and Exchange Commission, Sanmina-SCI Corporation has elected to provide access to its proxy materials over the Internet. Accordingly, stockholders of record at the close of business on November 30, 2010 will receive a Notice of Internet Availability of Proxy Materials and may vote at the Annual Meeting and any adjournment or postponement of the meeting. Sanmina-SCI Corporation expects to mail the Notice of Internet Availability of Proxy Materials on or about December 10, 2010.

All stockholders are cordially invited to attend the Annual Meeting in person. You should bring a brokerage statement or other evidence of your Sanmina-SCI shareholdings for entrance to the Annual Meeting. Even if you plan to attend the Annual Meeting, please vote, as instructed in the Notice of Internet Availability of Proxy Materials, via the Internet or the telephone as promptly as possible to ensure that your vote is recorded. Alternatively, you may follow the procedures outlined in the Notice of Internet Availability of Proxy Materials to request a paper proxy card to submit your vote by mail. Any stockholder attending the Annual Meeting may vote in person even if he or she previously voted by another method.

FOR THE BOARD OF DIRECTORS

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Michael Tyler,
Executive Vice President, General Counsel
and Corporate Secretary

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SANMINA-SCI CORPORATION

**30 E. Plumeria Drive
San Jose, California 95134**

**PROXY STATEMENT
FOR THE 2011 ANNUAL MEETING OF STOCKHOLDERS**

QUESTIONS AND ANSWERS ABOUT PROCEDURAL MATTERS

Q1:

Why am I receiving these proxy materials?

A:

The Board of Directors of Sanmina-SCI Corporation ("Sanmina-SCI," "we," "us" or "our") is providing these proxy materials to you in connection with the solicitation of proxies for use at the 2011 Annual Meeting of Stockholders to be held on Thursday, January 20, 2011 at 11:00 a.m., Pacific Standard Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters described in this document.

Q2:

What is the Notice of Internet Availability of Proxy Materials?

A:

In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to all stockholders entitled to vote at the Annual Meeting, we are furnishing the proxy materials to our stockholders over the Internet. If you received a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") by mail, you will not receive a printed copy of the proxy materials. Instead, the Notice of Internet Availability will instruct you as to how you may access and review the proxy materials and submit your vote via the Internet. If you received a Notice of Internet Availability by mail and would like to receive a printed copy of the proxy materials, please follow the instructions for requesting such materials included in the Notice of Internet Availability.

We expect to mail the Notice of Internet Availability on or about December 10, 2010, to all stockholders entitled to vote at the Annual Meeting. On the date of mailing of the Notice of Internet Availability, all stockholders and beneficial owners will have the ability to access all of our proxy materials on a website referred to in the Notice of Internet Availability. These proxy materials will be available free of charge.

Q3:

Where is the Annual Meeting?

A:

The Annual Meeting will be held at our corporate offices, located at 30 E. Plumeria Drive, San Jose, California 95134. The telephone number at the meeting location is (408) 964-3500.

Q4:

Can I attend the Annual Meeting?

A:

You are invited to attend the Annual Meeting if you were a stockholder of record or a beneficial owner as of November 30, 2010. You should bring a brokerage statement or other evidence of your Sanmina-SCI shareholdings for entrance to the Annual Meeting. The meeting will begin promptly at 11:00 a.m., Pacific Standard Time.

Stock Ownership

Q5:

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A:

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Stockholders of Record. If your shares are registered directly in your name with Sanmina-SCI's transfer agent, Wells Fargo Shareowner Services, you are considered, with respect to those shares, the stockholder of record, and the Notice of Internet Availability has been sent directly to you.

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Beneficial Owners. Many stockholders hold their shares through a broker, trustee or other nominee, rather than directly in their own name. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the "beneficial owner" of shares held in "street name." The Notice of Internet Availability should be forwarded to you by your broker, trustee or nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, trustee or other nominee on how to vote your shares. For directions on how to vote shares beneficially held in street name, please refer to the voting instruction card provided by your broker, trustee or nominee. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

Quorum and Voting

Q6:

Who is entitled to vote at the Annual Meeting?

A:

Holders of record of our common stock at the close of business on November 30, 2010 are entitled to receive notice of and to vote their shares at the Annual Meeting. Such stockholders are entitled to cast one vote for each share of common stock held as of November 30, 2010.

As of the close of business on November 30, 2010, there were 80,062,628 shares of common stock outstanding and entitled to vote at the Annual Meeting held by approximately 1,769 stockholders of record.

Q7:

How many shares must be present or represented to conduct business at the Annual Meeting?

A:

The presence of the holders of a majority of the shares of our common stock entitled to vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Such stockholders are counted as present at the meeting if they are present in person at the Annual Meeting or have properly submitted a proxy.

Under the General Corporation Law of the State of Delaware, abstentions and broker "non-votes" are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting.

Q8:

What is a broker "non-vote" and how are they counted at the Annual Meeting?

A:

A broker "non-vote" occurs if you are a beneficial owner of shares held in street name and you do not provide the organization that holds your shares with specific voting instructions. At the Annual Meeting, broker non-votes will be counted toward the presence of a quorum for the transaction of business at the meeting, but will not be counted as votes cast on any matter being voted upon at the Annual Meeting. As a result, broker non-votes will have no effect on the outcome of any proposal being voted upon at the Annual Meeting.

Q9:

Can I vote my shares in person at the Annual Meeting?

A:

Yes. Whether you hold shares directly as the stockholder of record or beneficially in street name, you may vote your shares at the Annual Meeting by following the procedures described below.

Stockholders of Record. Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting even if previously voted by another method.

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Beneficial Owners. Shares held beneficially in street name may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares.

Even if you plan to attend the Annual Meeting, we recommend that you submit your vote as described in the Notice of Internet Availability and below, so that your vote will be counted if you later decide not to attend the Annual Meeting.

**Q10:
Can I vote my shares without attending the Annual Meeting?**

A: Yes. Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting, as summarized below.

Internet. Stockholders of record with Internet access may submit proxies by following the "Vote by Internet" instructions on the Notice of Internet Availability until 11:59 p.m., Eastern Standard Time, on January 19, 2011 or by following the instructions at www.proxyvote.com. Most of our stockholders who hold shares beneficially in street name may vote by *accessing* the website specified in the voting instructions provided by their brokers, trustees or nominees. A large number of banks and brokerage firms are participating in the Broadridge Financial Solutions, Inc. ("Broadridge") online program. This program provides eligible stockholders the opportunity to vote over the Internet or by telephone. Voting forms will provide instructions for stockholders whose bank or brokerage firm is participating in the Broadridge program.

Telephone. Depending on how your shares are held, you may be able to vote by telephone. If this option is available to you, you will have received information with the Notice of Internet Availability explaining this procedure.

Mail. If you are a record holder (i.e. you own your shares directly and not through a broker), you may request a proxy card from Sanmina-SCI on which you can indicate your vote by completing, signing and dating the card where indicated and by returning it in the prepaid envelope that will be included with the proxy card. If you hold your shares in street name, the voting instructions provided by your broker, trustee or nominee will indicate how you may vote by mail.

**Q11:
How will my shares be voted if I submit a proxy via the Internet, by telephone or by mail and do not make specific choices?**

A: If you submit a proxy via the Internet, by telephone or by mail and do not make voting selections, the shares represented by that proxy will be voted "FOR" Proposals One, Two and Three.

**Q12:
What happens if additional matters are presented at the Annual Meeting?**

A: If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place or adjournment for the purpose of soliciting additional proxies, the proxy holders will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

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Q13: Can I change or revoke my vote?

A: Yes, by following the instructions below:

Stockholders of Record. If you are a stockholder of record, you may change your vote by:

Delivering to Sanmina-SCI's Corporate Secretary, prior to your shares being voted at the Annual Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy relating to the same shares, or

by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not, by itself, revoke a proxy).

Any written notice of revocation or subsequent proxy card must be received by Sanmina-SCI's Corporate Secretary prior to the taking of the vote at the Annual Meeting.

A stockholder of record who has voted via the Internet or by telephone may also change his or her vote by making a timely and valid Internet or telephone vote no later than 11:59 p.m., Eastern Standard Time, on January 19, 2011.

Beneficial Owners. If you are a beneficial owner of shares held in street name, you may change your vote by submitting new voting instructions to your broker, trustee or other nominee, or if you have obtained a legal proxy from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares, by attending the Annual Meeting and voting in person.

Q14: What proposals will be voted on at the Annual Meeting?

A: At the Annual Meeting, stockholders will be asked to vote on:

Proposal One. The election of nine directors to hold office until the 2012 Annual Meeting of Stockholders or until their respective successors have been duly elected and qualified;

Proposal Two. The ratification of the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending October 1, 2011; and

Proposal Three. The approval of the reservation of 2,000,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation.

Q15: What is the voting requirement to approve each of the proposals and how does the Board of Directors recommend that I vote?

A: *Proposal One.* A nominee for director shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election. Abstentions and broker non-votes do not count as "votes cast" with respect to this proposal and therefore will not affect the outcome of the election. Pursuant to our Corporate Governance Guidelines, should a nominee for director fail to receive the required number of votes for election, he or she is required to tender his or her resignation to the Board. In such a case, the Nominating and Governance Committee of the Board has the option of accepting or declining such resignation, considering any factors that the Committee deems relevant.

You may vote "FOR," "AGAINST" or "ABSTAIN" on each of the nine nominees for election as director. **The Board of Directors recommends that you vote your shares "FOR" each of the nine nominees listed in Proposal One.**

Proposal Two. The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of KPMG LLP as our independent registered public accounting firm. Abstentions

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have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. **The Board of Directors recommends that you vote your shares "FOR" Proposal Two.**

Proposal Three. The affirmative vote of a majority of the votes cast is required to approve the reservation of an additional 2,000,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation. Abstentions have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. **The Board of Directors recommends that you vote your shares "FOR" Proposal Three.**

Q16: Who will bear the cost of soliciting votes for the Annual Meeting?

A: Sanmina-SCI will bear all expenses of soliciting proxies. We must reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of common stock for their reasonable expenses in forwarding solicitation material to such beneficial owners. Directors, officers and employees of Sanmina-SCI may also solicit proxies in person or by other means of communication. Such directors, officers and employees will not be additionally compensated but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. We may engage the services of a professional proxy solicitation firm to aid in the solicitation of proxies from certain brokers, bank nominees and other institutional owners. Sanmina-SCI's costs for such services, if retained, will not be significant.

Q17: Where can I find the voting results of the Annual Meeting?

A: We intend to announce the voting results of the Annual Meeting in a Current Report on Form 8-K to be filed with the Securities and Exchange Commission within four business days of the meeting date.

Stockholder Proposals and Director Nominations

Q18: What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?

A: You may submit proposals, including director nominations, for consideration at future stockholder meetings. All notices of proposals by stockholders should be sent to Sanmina-SCI Corporation, Attention Corporate Secretary, 30 E. Plumeria Drive, San Jose, California 95134.

Requirements for stockholder proposals to be considered for inclusion in our proxy materials. Stockholders may present proper proposals to be considered for inclusion in Sanmina-SCI's proxy statement and for consideration at the next Annual Meeting of Stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. In order to be considered for inclusions in the proxy statement for the 2012 Annual Meeting of Stockholders, stockholder proposals must be received by Sanmina-SCI's Corporate Secretary no later than August 12, 2011 and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Requirements for stockholder proposals to be brought before an Annual Meeting of Stockholders. In addition, our bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an Annual Meeting of Stockholders, provided that the stockholders are stockholders of record when notice is given and on the record date for the determination of the

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stockholders entitled to vote at the Annual Meeting, even though these proposals are not included in the Annual Meeting proxy statement. To be timely for the 2012 Annual Meeting, a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at our principal executive offices between September 26, 2011 and October 26, 2011. For all matters that a stockholder proposes to bring before the Annual Meeting, the notice must set forth:

a brief description of the business intended to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting;

the name and address, as they appear on our books, of the stockholder proposing the business, and any beneficial owner on whose behalf the stockholder is proposing the business or proposing a director nomination and any person controlling, directly or indirectly, or acting in concert with, the stockholder or beneficial owner (a "Stockholder Associated Person");

the class and number of shares of Sanmina-SCI that are held of record or are beneficially owned by the stockholder or any Stockholder Associated Person and any derivative positions held or beneficially held by the stockholder or any Stockholder Associated Person;

whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of the stockholder or any Stockholder Associated Person with respect to any securities of Sanmina-SCI, or whether any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit from share price changes for, or to increase or decrease the voting power of, the stockholder or any Stockholder Associated Person with respect to any securities of Sanmina-SCI;

any material interest of the stockholder or any Stockholder Associated Person in the business intended to be brought before the Annual Meeting; and

a statement whether either the stockholder or any Stockholder Associated Person will deliver a proxy statement and form of proxy to holders of at least the percentage of Sanmina-SCI's voting shares required under applicable law to carry the proposal.

Additional Information

Q19:

What should I do if I receive more than one Notice of Internet Availability or set of proxy materials?

A:

If you received more than one Notice of Internet Availability or set of proxy materials, your shares are registered in more than one name or brokerage account. Please follow the voting instructions on each Notice of Internet Availability or voting instruction card that you receive to ensure that all of your shares are voted.

Q20:

How may I obtain a separate copy of the Notice of Internet Availability?

A:

If you share an address with another stockholder, each stockholder may not receive a separate copy of the Notice of Internet Availability because some brokers and other nominee record holders may be participating in the practice of "householding," which reduces duplicate mailings and saves printing and postage costs. If your Notice of Internet Availability is being househanded and you would like to receive separate copies, or if you are receiving multiple copies and would like to receive a single copy, please contact our Investor Relations Department at (408) 964-3610 or write to us at 30 E. Plumeria Drive, San Jose, California 95134, attention: Investor Relations.

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Q21: Can I access Sanmina-SCI's proxy materials and Annual Report on Form 10-K over the Internet?

A: Yes. All stockholders and beneficial owners will have the ability to access our proxy materials, free of charge, at *www.proxyvote.com* with their control number referred to in the Notice of Internet Availability. Sanmina-SCI's Annual Report on Form 10-K for the fiscal year ended October 2, 2010 is also available on the Internet as indicated in the Notice of Internet Availability.

Q22: What is the mailing address for Sanmina-SCI's principal executive offices?

A: Our principal executive offices are located at 30 E. Plumeria Drive, San Jose, California 95134.

Any written requests for additional information, copies of the proxy materials and the 2010 Annual Report on Form 10-K, notices of stockholder proposals, recommendations for candidates to the Board of Directors, communications to the Board of Directors or any other communications should be sent to 30 E. Plumeria Drive, San Jose, California 95134, Attention Investor Relations.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROXY STATEMENT, AND, IF GIVEN OR MADE, SUCH INFORMATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED AND THE DELIVERY OF THIS PROXY STATEMENT SHALL, UNDER NO CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF SANMINA-SCI SINCE THE DATE OF THIS PROXY STATEMENT.

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ELECTION OF DIRECTORS****Identification of Nominees**

Our Board of Directors (the "Board") currently consists of the ten members. The Nominating and Governance Committee of the Board has nominated the nine incumbent members of the Board listed below for reelection at this meeting. Current director Alain Couder is not standing for reelection at the Annual Meeting. Unless otherwise instructed, the proxy holders will vote the proxies received by them for Jure Sola, Neil R. Bonke, John P. Goldsberry, Joseph G. Licata, Jr., Jean Manas, Mario M. Rosati, A. Eugene Sapp, Jr., Wayne Shortridge and Jackie M. Ward. If any such nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by the Nominating and Governance Committee to fill the vacancy. If stockholders nominate additional persons for election as directors, the proxy holders will vote all proxies received by them to assure the election of as many of the nominees listed below as possible, with the proxy holder making any required selection of specific nominees to be voted for. The term of office of each person elected as a director will continue until that person's successor has been elected by the holders of the outstanding shares of Common Stock and qualified, or until his or her earlier death, resignation or removal in the manner provided in our bylaws.

Name of Nominee	Age	Principal Occupation	Director Since
Jure Sola	59	Chairman of the Board and Chief Executive Officer of Sanmina-SCI Corporation	1989
Neil R. Bonke	69	Private Investor	1995
John P. Goldsberry	56	Chief Financial Officer of American Traffic Solutions, Inc.	2008
Joseph G. Licata, Jr.	50	Consultant	2007
Jean Manas	45	Chief Executive Officer of Foros	2009
Mario M. Rosati	64	Member, Wilson Sonsini Goodrich & Rosati, Professional Corporation	1997
A. Eugene Sapp, Jr.	74	Former Co-Chairman of Sanmina-SCI Corporation	2001
Wayne Shortridge	72	Office Managing Shareholder, Carlton Fields, PA	2001
Jackie M. Ward	72	Consultant	2001

Jure Sola has served as our Chief Executive Officer since April 1991, as Chairman of our Board from April 1991 to December 2001 and from December 2002 to present, and Co-Chairman of our Board from December 2001 to December 2002. In 1980, Mr. Sola co-founded Sanmina Corporation and initially held the position of Vice President of Sales. In October 1987, he became Vice President and General Manager of Sanmina Corporation, responsible for manufacturing operations and sales and marketing. In July 1989, Mr. Sola was elected as a director and in October 1989 was appointed as President of Sanmina Corporation.

Neil R. Bonke has served as a director of Sanmina-SCI since 1995. Mr. Bonke is a private investor and is the retired Chairman of the Board and Chief Executive Officer of Electroglas, Inc., a semiconductor equipment manufacturer. He also serves on the Board of Directors of Novellus Systems, Inc., a semiconductor equipment company. He is a past director of San Jose State University Foundation.

John P. Goldsberry has served as a director of Sanmina-SCI since January 2008. Mr. Goldsberry has served as Chief Financial Officer of American Traffic Solutions, Inc., a leading provider of traffic safety systems and services, since August 2010. Prior to that time, Mr. Goldsberry was Chief Financial Officer of TPI Composites, Inc, a manufacturer of composites products for the wind energy, military and transportation markets, from July 2008 until August 2010. Mr. Goldsberry previously served as Senior Vice President and Chief Financial Officer of Gateway, Inc., a computer manufacturer, from

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August 2005 to April 2008. He also served as Senior Vice President, Operations, Customer Care and Information Technology from April 2005 to August 2005, as Senior Vice President, Strategy and Business Development from March 2004 to April 2005 and as Chief Financial Officer of eMachines, Inc., a PC manufacturer acquired by Gateway, from January 2004 until March 2004. Previously, Mr. Goldsberry held Chief Financial Officer positions at TrueSpectra, Inc., an imaging solutions company, Calibre, Inc., a wireless technology company, Quality Semiconductor, Inc., a semiconductor company, DSP Group, Inc., a semiconductor company and The Good Guys, Inc., an electronics retailer, and worked for Salomon Brothers and Morgan Stanley in a number of corporate finance positions.

Joseph G. Licata, Jr. has served as a director of Sanmina-SCI since August 2007. He served as Chief Executive Officer of Peoplelick Authoria, Inc., a vendor of human resources process management software and services, from April 2010 through November 2010. He also served as President and Chief Executive Officer of SER Solutions, Inc., a global call management and speech analytics solutions company, from July 2007 through October 2008 and was a consultant from October 2008 through April 2010. Mr. Licata also served as President of Siemens Enterprise Networks, LLC, a vendor of open communications solutions for enterprises, from 2001 to 2006.

Jean Manas has served as a director of Sanmina-SCI since October 2009. He has been serving as Chief Executive Officer of Foros, a financial services firm which he founded, since June 2009. From February 2006 until June 2009, Mr. Manas served in various executive positions at Deutsche Bank, most recently as Americas Head of Mergers & Acquisitions and member of the Global Banking Executive Committee. From May 1998 through January 2006, Mr. Manas served in various senior roles at Goldman Sachs & Co., most recently as Managing Director and Co-Head of Mergers & Acquisitions in the Technology, Media and Telecommunications Investment Banking Group.

Mario M. Rosati has served as a director of Sanmina-SCI since 1997. He has been an attorney with the law firm of Wilson Sonsini Goodrich & Rosati, Professional Corporation, since 1971. Mr. Rosati serves as a member of the Board of Directors of Aehr Test, Inc., a manufacturer of electronics device testing equipment. Mr. Rosati also serves as a director of several privately held companies. During the past five years, Mr. Rosati also served as a director of Symyx Technologies, a scientific research and development integration company, and Vivus, Inc., a biopharmaceutical company.

A. Eugene Sapp, Jr. has served as a director of Sanmina-SCI since December 2001 and served as Co-Chairman of the Sanmina-SCI Board of Directors from December 2001 to December 2002. In 1962, Mr. Sapp joined SCI Systems, Inc. and, after holding several positions, was promoted to President and Chief Operating Officer and named a member of the Board of Directors in 1981. In July 1999, Mr. Sapp was appointed Chief Executive Officer of SCI Systems, Inc. and served as Chairman of the Board and Chief Executive Officer from July 2000 until our merger with SCI Systems, Inc.

Wayne Shortridge has served as a director of Sanmina-SCI since December 2001 and has served as our lead independent director since December 2006. From 1992 until we merged with SCI Systems, Inc. in December 2001, he served as director of SCI Systems, Inc. Mr. Shortridge is an attorney. From 1994 to 2004, he was a partner in the law firm of Paul, Hastings, Janofsky & Walker, LLP, in Atlanta, Georgia. Mr. Shortridge is currently a shareholder of the law firm of Carlton Fields, PA, and practices in that firm's Atlanta office where he has been since 2004.

Jackie M. Ward has served as a director of Sanmina-SCI since December 2001. From 1992 until December 2001 when we merged with SCI Systems, Inc., she served as a director of SCI Systems, Inc. Ms. Ward also serves as a director of Wellpoint, Inc., Flowers Foods, Inc. and SYSCO Corporation, all publicly held companies. During the past five years, Ms. Ward also served as a director of Equifax, Inc., a credit reporting firm, and Bank of America Corporation. From December 2000 to October 2006, Ms. Ward was the Outside Managing Director of Intec Telecom Systems, USA, a provider of turnkey telecommunication systems and products. From 1968 to 2000, she served as President, Chief Executive

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Officer and Chairman of the Board of Computer Generation Incorporated, which company she also co-founded.

Qualifications of Nominees

The Nominating and Governance Committee believes its slate of nominees possess the strategic development, financial, operational and industry-specific skills necessary to effectively guide and oversee our business. In evaluating the qualifications of the nominees listed above, the Nominating and Governance Committee considered a number of factors, including the nominees' experience in the following areas:

Electronics manufacturing services and similar manufacturing companies;

Other technology/information technology;

Public company Board membership;

Senior management for public and large companies and private and entrepreneurial companies;

International business;

Strategic planning;

Business development and marketing;

Executive compensation issues;

Accounting, audit and corporate finance;

Board governance, including board nominations;

Risk management and crisis communication; and

Senior leadership in business, professional services and education/government.

The Nominating and Governance Committee does not require that each nominee have experience in each of these areas, instead evaluating nominees as a group to ensure that the Board as a whole possesses the appropriate mix of experience and knowledge. The Nominating and Governance Committee does not explicitly consider diversity in indentifying nominees for director. Below are listed the primary factors considered by the Nominating and Governance Committee with respect to each nominee in determining to nominate him or her for election to the Board and, if applicable, to serve as a member of one of our Board committees.

Name of Nominee	Board Nominating Factors	Committee Nomination Factors
Jure Sola	Mr. Sola's role as the co-founder of Sanmina-SCI as well as his 35 years of experience in the EMS industry and deep knowledge of the company and its	N/A

operations

Neil R. Bonke

Mr. Bonke's broad experience with a range of technology companies through his role as a private investor and board member for over 20 years

Mr. Bonke's experience as a chief executive officer with direct experience in management compensation programs (Compensation)

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Name of Nominee	Board Nominating Factors	Committee Nomination Factors
John P. Goldsberry	Mr. Goldsberry's understanding of the hardware and manufacturing businesses (computers, renewable energy and electronic equipment), providing knowledge to help the Company refine and improve its strategy and execution	Mr. Goldsberry's experience as chief financial officer of a number of public technology, manufacturing and original device manufacturer companies (Audit)
Joseph G. Licata	Mr. Licata's more than 10 years of experience as chief executive of technology companies, giving him excellent visibility into operational and financial issues	Mr. Licata's role in several companies as chief executive officer in charge of designing compensation programs to motivate management (Compensation)
Jean Manas	Mr. Manas' extensive financial industry experience, making him uniquely qualified to help the Board evaluate future strategic and financial transactions and initiatives	N/A
Mario M. Rosati	Mr. Rosati's senior and significant role in a major Silicon Valley law firm serving technology companies and service on multiple company boards, giving him unique viewpoints on the technology industry and strategies for growth	N/A
A. Eugene Sapp	Mr. Sapp's 40 years of experience in technology and manufacturing as well as his 19 years of service as an executive officer and board member of SCI Systems, Inc., Sanmina-SCI's predecessor	Mr. Sapp's service as former Chief Executive Officer of SCI Systems, Inc., Sanmina-SCI's predecessor, giving him a firm understanding of the Company's particular financial challenges and issues (Audit)
Wayne Shortridge	Mr. Shortridge's 40 years of experience as a business attorney representing a broad range of enterprises on a variety of matters and knowledge of the industry from his nine years of service as a board member of SCI Technology, Inc., Sanmina-SCI's predecessor, giving him insights and knowledge into the particular issues faced by EMS companies	Mr. Shortridge's involvement and participation in a variety of compensation and governance forums and bodies, including being recently appointed to the National Association of Corporate Directors Advisory Counsel for Nominating and Governance Chairs, giving him a keen understanding of current compensation and governance trends and best practices (Compensation and Governance)

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Name of Nominee	Board Nominating Factors	Committee Nomination Factors
Jackie M. Ward	Ms. Ward's wealth of experience as a current or former board member of a number of leading Fortune 500 companies and her long-term service as a technology company chief executive officer	Ms. Ward's prior experience as a governance committee member on a number of leading Fortune 500 companies (Governance)

Vote Required; Recommendation of the Board of Directors

A nominee for director shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election. Abstentions and broker non-votes do not count as "votes cast" with respect to this proposal and therefore will not affect the outcome of the election. Pursuant to our Corporate Governance Guidelines, should a nominee for director fail to receive the required number of votes for election, he or she is required to tender his or her resignation to the Board. In such a case, the Nominating and Governance Committee of the Board has the option of accepting or declining such resignation, considering any factors that the Committee deems relevant.

OUR BOARD UNANIMOUSLY RECOMMENDS VOTING "FOR" THE NOMINEES LISTED ABOVE FOR ELECTION TO THE BOARD.

**PROPOSAL TWO:
RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Audit Committee has approved the engagement of KPMG LLP ("KPMG") as our independent registered public accountants for the fiscal year ending October 1, 2011. In the event stockholders do not ratify the Audit Committee's selection of KPMG as our independent registered public accountants, the Audit Committee may reconsider its selection. Representatives of KPMG are expected to be present at the Annual Meeting, with the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

The following is a summary of fees paid to KPMG for the fiscal years ended October 3, 2009 ("fiscal 2009") and October 2, 2010 ("fiscal 2010").

Audit Fees

The aggregate fees billed for professional services rendered by KPMG for the audit of our annual consolidated financial statements, the audit of our internal control over financial reporting, evaluation of management's assessment of its internal control over financial reporting, various statutory audits, and the reviews of the condensed consolidated financial statements included in our Quarterly Reports on Form 10-Q for fiscal 2009 and fiscal 2010 were as follows:

Fiscal 2009	Fiscal 2010
\$ 4,207,960	\$ 4,205,273

Audit-Related Fees

The aggregate fees billed for audit-related services, exclusive of the fees disclosed above relating to audit fees, rendered by KPMG during fiscal 2009 and fiscal 2010 were as follows:

Fiscal 2009	Fiscal 2010
\$ 75,392	\$ 39,333

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Tax Fees

The aggregate fees billed for tax services rendered by KPMG during fiscal 2009 and fiscal 2010 are set forth below. These services consisted primarily of tax compliance and tax consultation services.

Fiscal 2009	Fiscal 2010
\$ 128,500	\$ 1,071,465

All Other Fees

There were no other fees billed for any other services, exclusive of the fees disclosed above relating to audit and non-audit fees and tax services, rendered by KPMG during fiscal 2009 and fiscal 2010.

The Audit Committee has concluded that the non-audit services provided by KPMG are compatible with maintaining the independence of KPMG.

Audit Committee Pre-Approval Policy with Respect to Audit Services and Permissible Non-Audit Services

All audit and non-audit services provided by our independent registered public accounting firm require prior approval of the Audit Committee, with limited exceptions as permitted by the SEC's Rule 2-01 of Regulation S-X. Our management periodically reports to the Audit Committee services for which the independent registered public accountants have been engaged and the aggregate fees incurred and to be incurred. During fiscal 2010, all services provided by independent registered public accounting firm were pre-approved in accordance with this policy.

Vote Required; Recommendation of the Board of Directors

The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of KPMG LLP as our independent registered public accounting firm. Abstentions have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

THE BOARD UNANIMOUSLY RECOMMENDS VOTING "FOR" THE RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING OCTOBER 1, 2011.

**PROPOSAL THREE:
APPROVAL OF THE RESERVATION OF 2,000,000 SHARES OF COMMON STOCK
FOR ISSUANCE UNDER THE 2009 INCENTIVE PLAN**

The stockholders are being asked to approve an amendment to our 2009 Incentive Plan (the "Incentive Plan") to reserve 2,000,000 shares for issuance thereunder.

The Board believes that long-term incentive compensation programs align the interests of management, employees and the stockholders to create long-term stockholder value. The Board believes that plans such as the Incentive Plan increase Sanmina-SCI's ability to achieve this objective, and, by allowing for several different forms of long-term incentive awards, helps Sanmina-SCI to recruit, reward, motivate and retain talented personnel. In particular, the Board believes that Sanmina-SCI's employees are its most valuable assets and that the awards permitted under the Incentive Plan are vital to Sanmina-SCI's ability to attract and retain outstanding and highly skilled individuals in the extremely competitive labor markets in which Sanmina-SCI competes. Such awards also are crucial to Sanmina-SCI's ability to motivate employees to achieve its goals.

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Sanmina-SCI is requesting stockholder approval of an amendment to the Incentive Plan to reserve 2,000,000 shares for issuance thereunder in order to ensure that sufficient shares are available for issuance to attract and retain key employees for at least the next one year. Sanmina-SCI believes approval of the reservation of these shares is necessary for a number of reasons, including:

1. Allowing Sanmina-SCI to make increased equity grants in fiscal 2011 and 2012 should the economy in general, and Sanmina-SCI's operating results in particular, continue to improve, necessitating additional hiring and retention incentives. In particular, the Compensation Committee believes that hardware companies, such as Sanmina-SCI may need to grant higher levels of equity relative to faster growing software and other technology companies in order to attract and retain key talent, especially at Sanmina-SCI's Silicon Valley headquarters.
2. The fact that approximately 51% of the outstanding options will not be returned to the Incentive Plan for future issuance if canceled as a result of terminations of employment due to the fact that they were issued under the now expired 1999 Stock Plan. As a result, our Incentive Plan reserve will not be replenished by cancelation of any of these options.
3. Ensuring that our equity pool remains adequate since only approximately 1.9 million shares remain available for future grant under the Incentive Plan, representing less than one year's supply of employee equity at our three-year average burn rate.

For these reasons, Sanmina-SCI requests stockholders approve the reservation of 2,000,000 shares for issuance under the Incentive Plan. We anticipate such number of shares, when added to our remaining Incentive Plan reserve, will be sufficient for future growth and attraction and retention of key employees through at least the date of our 2012 stockholder meeting.

The Incentive Plan is also designed to allow Sanmina-SCI to deduct in full for federal income tax purposes the compensation recognized by its executive officers in connection with certain awards granted under the Incentive Plan. Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), generally denies a corporate tax deduction for annual compensation exceeding \$1 million paid to the chief executive officer and other "covered employees" as determined under Section 162(m) of the Code and applicable guidance. However, certain types of compensation, including performance-based compensation, are generally excluded from this deductibility limit. To enable compensation in connection with stock options, stock appreciation rights and certain restricted stock grants, restricted stock units, performance shares, performance units and performance bonuses awarded under the Incentive Plan to qualify as "performance-based" within the meaning of Code Section 162(m), the Incentive Plan limits the sizes of such awards as further described below. By approving the Incentive Plan, the stockholders will be approving, among other things, eligibility requirements for participation in the Incentive Plan, performance measures upon which specific performance goals applicable to certain awards would be based, limits on the numbers of shares or compensation that could be made to participants, and the other material terms of the awards described below.

Vote Required; Recommendation of the Board of Directors

The affirmative vote of a majority of the votes duly cast is required to approve the reservation of 2,000,000 shares for issuance under the Incentive Plan. Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

THE BOARD UNANIMOUSLY RECOMMENDS VOTING "FOR" APPROVAL OF THE RESERVATION OF 2,000,000 SHARES FOR ISSUANCE UNDER THE INCENTIVE PLAN.

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Description of the Incentive Plan

The following is a summary of the principal features of the Incentive Plan, as proposed to be amended. The summary is qualified in its entirety by reference to the Incentive Plan itself set forth in *Appendix A*.

General

The Incentive Plan provides for the grant of the following types of incentive awards:

stock options;

restricted stock;

restricted stock units;

stock appreciation rights;

performance units (including performance units payable in cash);

performance shares; and

other stock or cash awards.

Each of these is referred to individually as an "Award." Those who will be eligible for Awards under the Incentive Plan include employees, directors and consultants who provide services to Sanmina-SCI and its affiliates. As of October 2, 2010, we had approximately 37,387 full-time employees who would be eligible to participate in the Incentive Plan.

Number of Shares of Common Stock Available Under the Incentive Plan

An aggregate of 10,200,000 shares was previously reserved by the Board and approved by the stockholders for issuance under the Incentive Plan. We are requesting stockholders approve an increase of 2,000,000 in the number of shares reserved for issuance under the Incentive Plan. All of such shares may be authorized, but unissued, or reacquired common stock.

All awards other than options and stock appreciation rights count against the share reserve as 1.36 shares for every share of common stock subject to such an Award. To the extent that a share that was subject to an Award that counted as 1.36 shares of common stock against the Incentive Plan reserve pursuant to the preceding sentence is returned to the Incentive Plan, the Incentive Plan reserve will be credited with 1.36 shares of common stock that will thereafter be available for issuance under the Incentive Plan.

If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to restricted stock, restricted stock units, performance shares or performance units which are to be settled in shares of common stock, is forfeited to or repurchased by Sanmina-SCI, the unpurchased shares of common stock (or for Awards other than options and stock appreciation rights, the forfeited or repurchased shares) will become available for future grant or sale under the Incentive Plan (unless the Incentive Plan has terminated). The following shares of common stock may not again be made available for issuance as Awards under the Incentive Plan: (i) upon exercise of a stock appreciation right settled in shares, the gross number of shares covered by the portion of the Award so exercised and (ii) shares used to pay the exercise price or withholding taxes related to an outstanding Award. Awards paid out in cash rather than shares will not reduce the number of shares available for issuance under the Incentive Plan.

If Sanmina-SCI declares a dividend or other distribution or engages in a recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of shares of common stock or other securities of Sanmina-SCI,

or other

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change in the corporate structure of Sanmina-SCI affecting Sanmina-SCI's common stock, the Administrator will adjust the number and class of shares that may be delivered under the Incentive Plan, the number, class, and price of shares covered by each outstanding Award, and the numerical per-person limits on Awards.

Administration of the Incentive Plan

The Board, or a committee of directors or of other individuals satisfying applicable laws and appointed by the Board (referred to herein as the "Administrator"), will administer the Incentive Plan. To make grants to certain of Sanmina-SCI's officers and key employees, the members of the committee must qualify as "non-employee directors" under Rule 16b-3 of the Securities Exchange Act of 1934, and as "outside directors" under Code Section 162(m) so that Sanmina-SCI can receive a federal tax deduction for certain compensation paid under the Incentive Plan. The Board may delegate to one or more officers of Sanmina-SCI the authority to grant Awards of options, restricted stock and restricted stock units and the terms thereof, including the number of shares of common stock subject to such Awards, to certain non-officer employees or consultants. However, the Board's resolutions regarding such delegation will specify the total number of shares of common stock that may be subject to Awards granted by such officer. Subject to the terms of the Incentive Plan, the Administrator has the sole discretion to select the employees, consultants, and directors who will receive Awards, determine the terms and conditions of Awards, and to interpret the provisions of the Incentive Plan and outstanding Awards. In addition, the Administrator may not modify or amend an option or stock appreciation right to reduce the exercise price of that Award after it has been granted and neither may the Administrator cancel any outstanding option or stock appreciation right in exchange for cash, other awards or new options or stock appreciation rights with a lower exercise price.