UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

(Mark one)

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

For the quarterly period ended June 29, 2024
or

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

For the transition period from to .

Commission File Number 0-21272

Sanmina Corporation
(Exact name of registrant as specified in its charter)

DE	**77-0228183**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

2700 N. First St.,	**San Jose,**	**CA**	**95134**
(Address of principal executive offices)			(Zip Code)

(408) 964-3500
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock	SANM	NASDAQ Global Select Market

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 [x] No [ ]

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See 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 [x]	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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

As of July 24, 2024, there were 54,646,646 shares outstanding of the issuer's common stock, $0.01 par value per share.

SANMINA CORPORATION

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PART I. FINANCIAL INFORMATION

ITEM 1. ***Interim Financial Statements (Unaudited)***

SANMINA CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

	As of	
	June 29, 2024	September 30, 2023
	(Unaudited)	
	(In thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 657,709	$ 667,570
Accounts receivable, net of allowances of approximately $8 million as of June 29, 2024 and September 30, 2023, respectively	1,154,834	1,230,771
Contract assets	414,805	445,757
Inventories	1,384,332	1,477,223
Prepaid expenses and other current assets	81,655	58,249
Total current assets	3,693,335	3,879,570
Property, plant and equipment, net	630,254	632,836
Deferred income tax assets	162,782	177,597
Other	177,160	183,965
Total assets	$ 4,663,531	$ 4,873,968
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,433,803	$ 1,612,833
Accrued liabilities	243,429	267,148
Accrued payroll and related benefits	126,824	127,406
Short-term debt, including current portion of long-term debt	17,500	25,945
Total current liabilities	1,821,556	2,033,332
Long-term liabilities:		
Long-term debt	299,665	312,327
Other	200,972	209,684
Total long-term liabilities	500,637	522,011
Commitments and Contingencies (Note 7)		
Stockholders' equity	2,341,338	2,318,625
Total liabilities and stockholders' equity	$ 4,663,531	$ 4,873,968

See accompanying notes to condensed consolidated financial statements.

SANMINA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(Unaudited) (In thousands, except per share data)			
Net sales	$ 1,841,430	$ 2,207,118	$ 5,550,823	$ 6,883,029
Cost of sales	1,687,891	2,023,910	5,081,687	6,313,246
Gross profit	153,539	183,208	469,136	569,783
Operating expenses:				
Selling, general and administrative	61,720	68,828	195,704	192,948
Research and development	7,659	6,719	20,271	18,712
Restructuring	1,793	296	7,257	1,731
Total operating expenses	71,172	75,843	223,232	213,391
Operating income	82,367	107,365	245,904	356,392
Interest income	2,572	4,213	9,641	9,685
Interest expense	(7,506)	(10,066)	(24,136)	(28,033)
Other expense	(2,795)	(2,508)	(652)	(11,988)
Interest and other, net	(7,729)	(8,361)	(15,147)	(30,336)
Income before income taxes	74,638	99,004	230,757	326,056
Provision for income taxes	19,900	17,267	60,346	63,898
Net income before noncontrolling interest	54,738	81,737	$ 170,411	$ 262,158
Less: Net income attributable to noncontrolling interest	3,136	5,243	9,256	14,029
Net income attributable to common shareholders	$ 51,602	$ 76,494	$ 161,155	$ 248,129
Net income attributable to common shareholders per share:				
Basic	$ 0.93	$ 1.32	$ 2.88	$ 4.28
Diluted	$ 0.91	$ 1.28	$ 2.82	$ 4.14
Weighted-average shares used in computing per share amounts:				
Basic	55,466	57,987	55,862	57,995
Diluted	56,711	59,592	57,216	59,996

See accompanying notes to condensed consolidated financial statements.

SANMINA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(Unaudited) (In thousands)			
Net income before noncontrolling interest	$ 54,738	$ 81,737	$ 170,411	$ 262,158
Other comprehensive income (loss), net of tax:				
Change in foreign currency translation adjustments	(1,030)	(436)	754	6,807
Derivative financial instruments:				
Change in net unrealized amount	972	6,856	1,075	14,263
Amount reclassified into net income before noncontrolling interest	(635)	(1,832)	(3,996)	(11,331)
Defined benefit plans:				
Changes in unrecognized net actuarial losses and unrecognized transition costs	42	(58)	(42)	(966)
Amortization of actuarial losses and transition costs	106	222	318	784
Total other comprehensive income (loss), net of tax	(545)	4,752	(1,891)	9,557
Comprehensive income before noncontrolling interest	$ 54,193	$ 86,489	$ 168,520	$ 271,715
Less: Net income attributable to noncontrolling interest	3,136	5,243	9,256	14,029
Comprehensive income attributable to common shareholders	$ 51,057	$ 81,246	$ 159,264	$ 257,686

See accompanying notes to condensed consolidated financial statements.

SANMINA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(Unaudited) (In thousands)			
Common Stock and Additional Paid-in Capital				
Balance, beginning of period	$ 6,540,860	$ 6,483,955	$ 6,513,331	$ 6,381,348
Issuances under stock plans	666	—	959	295
Stock-based compensation expense	14,682	13,317	41,918	37,460
Sale of noncontrolling interest	—	—	—	78,169
Balance, end of period	6,556,208	6,497,272	6,556,208	6,497,272
Treasury Stock				
Balance, beginning of period	(1,618,641)	(1,399,666)	(1,485,252)	(1,378,159)
Repurchases of treasury stock	(55,295)	(52,072)	(188,684)	(73,579)
Balance, end of period	(1,673,936)	(1,451,738)	(1,673,936)	(1,451,738)
Accumulated Other Comprehensive Income				
Balance, beginning of period	69,533	61,130	70,879	56,325
Other comprehensive income (loss), net of tax	(545)	4,752	(1,891)	9,557
Balance, end of period	68,988	65,882	68,988	65,882
Accumulated Deficit				
Balance, beginning of period	(2,820,455)	(3,068,343)	(2,930,008)	(3,239,978)
Net income attributable to common shareholders	51,602	76,494	161,155	248,129
Balance, end of period	(2,768,853)	(2,991,849)	(2,768,853)	(2,991,849)
Noncontrolling Interest				
Balance, beginning of period	155,795	140,918	149,675	—
Sale of noncontrolling interest	—	—	—	132,132
Net income attributable to noncontrolling interest	3,136	5,243	9,256	14,029
Balance, end of period	158,931	146,161	158,931	146,161
Total stockholders' equity	$ 2,341,338	$ 2,265,728	$ 2,341,338	$ 2,265,728
Common Stock Shares Outstanding				
Number of shares, beginning of period	112,848	111,285	111,550	110,160
Issuances under stock plans	43	43	1,341	1,168
Number of shares, end of period	112,891	111,328	112,891	111,328
Treasury Shares				
Number of shares, beginning of period	(57,400)	(53,127)	(54,718)	(52,766)
Repurchases of treasury stock	(848)	(982)	(3,530)	(1,343)
Number of shares, end of period	(58,248)	(54,109)	(58,248)	(54,109)

See accompanying notes to condensed consolidated financial statements.

SANMINA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended	
	June 29, 2024	July 1, 2023
	(Unaudited) (In thousands)	
CASH FLOWS PROVIDED BY (USED IN) OPERATING ACTIVITIES:		
Net income before noncontrolling interest	$ 170,411	$ 262,158
Adjustments to reconcile net income before noncontrolling interest to cash provided by (used in) operating activities:		
Depreciation and amortization	90,764	87,716
Stock-based compensation expense	41,918	37,460
Deferred income taxes	14,614	21,232
Other, net	(5)	284
Changes in operating assets and liabilities:		
Accounts receivable	77,508	(137,712)
Contract assets	30,952	16,576
Inventories	93,676	199,406
Prepaid expenses and other assets	(9,074)	(27,492)
Accounts payable	(179,710)	(308,579)
Accrued liabilities	(42,713)	7,262
Cash provided by operating activities	288,341	158,311
CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(86,599)	(152,155)
Other, net	(1,900)	(2,000)
Cash used in investing activities	(88,499)	(154,155)
CASH FLOWS PROVIDED BY (USED IN) FINANCING ACTIVITIES:		
Holdback paid in connection with previous business combination	—	(8,558)
Repayments of borrowings	(21,570)	(13,125)
Proceeds from revolving credit facility borrowings	1,932,400	2,426,300
Repayments of revolving credit facility borrowings	(1,932,400)	(2,426,300)
Net proceeds from stock issuances	959	295
Repurchases of common stock	(188,684)	(73,579)
Proceeds from sale of noncontrolling interest	—	215,799
Cash provided by (used in) financing activities	(209,295)	120,832
Effect of exchange rate changes	(408)	1,743
Increase (decrease) in cash and cash equivalents	(9,861)	126,731
Cash and cash equivalents at beginning of period	667,570	529,857
Cash and cash equivalents at end of period	$ 657,709	$ 656,588
Cash paid during the period for:		
Interest, net of capitalized interest	$ 21,987	$ 24,908
Income taxes, net of refunds	$ 52,728	$ 45,053
Unpaid purchases of property, plant and equipment at the end of period	$ 23,935	$ 25,938

See accompanying notes to condensed consolidated financial statements.

SANMINA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation

The accompanying condensed consolidated financial statements of Sanmina Corporation (the “Company”) have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Certain information and note disclosures normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) have been omitted pursuant to those rules or regulations. The interim condensed consolidated financial statements are unaudited, but reflect all adjustments, consisting primarily of normal recurring adjustments that are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended September 30, 2023 included in the Company’s Annual Report on Form 10-K filed with the SEC on November 16, 2023.

The condensed consolidated financial statements include all accounts of the Company, its wholly owned subsidiaries and subsidiaries in which the Company has a controlling financial interest. All intra-company accounts and transactions have been eliminated. Noncontrolling interest represents a noncontrolling investor’s interest in the results of operations of subsidiaries that the Company controls and consolidates.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ materially from these estimates.

Results of operations for the third quarter of 2024 are not necessarily indicative of the results that may be expected for other interim periods or for the full fiscal year.

The Company operates on a 52 or 53 week year ending on the Saturday nearest September 30. Fiscal 2024 and 2023 are each 52-week years. All references to years relate to fiscal years unless otherwise noted.

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which will require the Company to disclose information about its reportable segment’s significant expenses and other segment items on an interim and annual basis. The disclosure requirements are effective for the Company in fiscal 2025, and for interim periods within the Company’s fiscal 2026, with early adoption permitted. The Company is currently evaluating the impact ASU 2023-07 will have on its financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which will require the Company, on an annual basis, to provide disclosure of specific categories in its effective income tax rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for the Company in fiscal 2026, with early adoption permitted. The Company is currently evaluating the impact ASU 2023-09 will have on its financial statement disclosures.

Note 2. Revenue Recognition

The Company has determined that revenue for the majority of its contracts is required to be recognized on an over-time basis. This is primarily due to the fact that the Company does not have an alternative use for the end products it manufactures for its customers and has an enforceable right to payment, including a reasonable profit, for work-in-progress upon a customer’s cancellation of a contract for convenience. In certain circumstances, the Company recognizes over time because its customer simultaneously receives and consumes the benefits provided by the Company’s services or the Company’s customer controls the end product as the Company performs manufacturing services (continuous transfer of control). For these contracts, revenue is recognized on an over time basis using the cost-to-cost method (ratio of costs incurred to date to total estimated costs at completion) which the Company believes best depicts the transfer of control to the customer. Revenue streams for which revenue is recognized on an over time basis include sales of vertically integrated manufacturing solutions (integrated manufacturing solutions and components); logistics and repair services; design, development and engineering services; and defense and aerospace programs. At least 95% of the Company's revenue is recognized on an over time basis, which is as products are manufactured or services are performed. Because of this, and the fact that there is no work-in-progress or finished goods inventory associated with contracts for which revenue is recognized on an over-time basis, 99% or more of the Company's inventory at the end of a given period is in the form of raw materials. For contracts for which revenue is required to be recognized at a point-in-time, the Company recognizes revenue when it has transferred control of the related goods, which generally occurs upon shipment or delivery of the goods to the customer.

Application of the cost-to-cost method for government contracts in the Company's Defense and Aerospace division requires the use of significant judgments with respect to estimated materials, labor and subcontractor costs included in the total estimated costs at completion. Additionally, the Company evaluates whether contract modifications for claims have been approved and, if so, estimates the amount, if any, of variable consideration that can be included in the transaction price of the contract. This division is an operating segment whose results are combined with thirteen other operating segments and reported under Components, Products and Services ("CPS") for segment reporting purposes.

Changes in the Company's estimates of transaction price and/or costs to complete result in a favorable or unfavorable impact to revenue and operating income. The impact of changes in estimates on revenue and operating income resulting from application of the cost-to-cost method for recognizing revenue was as follows:

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Revenue	(In thousands)			
Favorable	$ 5,270	$ 2,115	$ 15,980	$ 5,950
Unfavorable	(3,795)	(10,341)	(10,522)	(19,850)
Net	$ 1,475	$ (8,226)	$ 5,458	$ (13,900)

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Operating income	(In thousands)			
Favorable	$ 7,547	$ 2,704	$ 23,248	$ 7,079
Unfavorable	(6,385)	(21,028)	(16,757)	(41,062)
Net	$ 1,162	$ (18,324)	$ 6,491	$ (33,983)

Contract Assets

A contract asset is recognized when the Company has recognized revenue, but has not issued an invoice to its customer for payment. Contract assets are classified separately on the condensed consolidated balance sheets and transferred to accounts receivable when rights to payment become unconditional. Because of the Company's short manufacturing cycle times, the transfer from contract assets to accounts receivable generally occurs within the next fiscal quarter.

The following table presents revenue disaggregated by segment, market sector and geography.

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(In thousands)			
Segments:				
Integrated Manufacturing Solutions ("IMS")	$ 1,468,259	$ 1,811,530	$ 4,418,009	$ 5,657,800
CPS	373,171	395,588	1,132,814	1,225,229
Total	$ 1,841,430	$ 2,207,118	$ 5,550,823	$ 6,883,029
End Markets:				
Industrial, Medical, Defense and Aerospace, and Automotive	$ 1,181,489	$ 1,344,068	$ 3,663,208	$ 4,045,939
Communications Networks and Cloud Infrastructure	659,941	863,050	1,887,615	2,837,090
Total	$ 1,841,430	$ 2,207,118	$ 5,550,823	$ 6,883,029
Geography:				
Americas (1)	$ 966,321	$ 1,131,925	$ 2,885,983	$ 3,380,454
APAC (2)	638,991	743,372	1,843,828	2,511,205
EMEA	236,118	331,821	821,012	991,370
Total	$ 1,841,430	$ 2,207,118	$ 5,550,823	$ 6,883,029

(1) Mexico represents approximately 60% and 65% of Americas net sales for the three months ended June 29, 2024 and July 1, 2023, respectively, and the U.S. represents approximately 35% of Americas net sales both the three months ended June 29, 2024 and July 1, 2023. Mexico represents approximately 60% and 70% of Americas net sales and the U.S. represents approximately 35% and 30% of Americas net sales for the nine months ended June 29, 2024 and July 1, 2023, respectively.

(2) Malaysia represents approximately 30% of APAC net sales for both the three and nine months ended June 29, 2024 and approximately 25% of APAC net sales for both the three and nine months ended July 1, 2023.

As an electronics manufacturing services company, the Company primarily provides manufacturing and related services for products built to its customers' unique specifications. Therefore, it is impracticable for the Company to provide revenue from external customers for each product and service it provides.

Sales to the Company's ten largest customers typically represent approximately 50% of net sales. Net sales from these customers are derived from multiple segments. The following table presents the percentage of total net sales to each significant customer that represented 10% or more of the Company's net sales.

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Nokia:				
IMS	*	10.7 %	*	13.9 %
CPS	*	0.6 %	*	0.6 %
Total	*	11.3 %	*	14.5 %
Motorola:				
IMS	9.8 %	*	10.0 %	*
CPS	0.2 %	*	0.2 %	*
Total	10.0 %	*	10.2 %	*

* Less than 10% of the Company's net sales.

Note 3. Financial Instruments

Fair Value Measurements

Fair Value of Financial Instruments

The fair values of cash equivalents (represents 5% of cash and cash equivalents), accounts receivable, accounts payable and short-term debt approximate carrying values due to the short-term duration of these instruments. Additionally, the fair value of variable rate long-term debt approximates carrying value as of June 29, 2024. The Company's cash equivalents are classified as Level 1 in the fair value hierarchy.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company's primary financial assets and financial liabilities measured at fair value on a recurring basis are deferred compensation plan assets and defined benefit plan assets, which are both measured using Level 1 inputs. Deferred compensation plan assets and liabilities were $45 million and $38 million as of June 29, 2024 and September 30, 2023, respectively. Defined benefit plan assets were $17 million as of September 30, 2023 and are measured at fair value only in the fourth quarter of each year. Other financial assets and financial liabilities measured at fair value on a recurring basis include foreign exchange contracts and interest rate swaps, which are both measured using Level 2 inputs. Interest rate swaps are valued based on a discounted cash flow analysis that incorporates observable market inputs such as interest rate yield curves and credit spreads. For currency contracts, inputs include foreign currency spot and forward rates and interest rates at commonly quoted intervals. Foreign exchange contracts were not material as of June 29, 2024 or September 30, 2023.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Other non-financial assets, such as goodwill and other long-lived assets, are measured at fair value as of the date such assets are acquired or in the period an impairment is recorded.

Offsetting Derivative Assets and Liabilities

The Company has entered into master netting arrangements with each of its derivative counterparties that allow net settlement of derivative assets and liabilities under certain conditions, such as multiple transactions with the same currency maturing on the same date. The Company presents its derivative assets and derivative liabilities on a gross basis on the condensed consolidated balance sheets.

The following table presents the location and fair values of derivative financial instruments included in our condensed consolidated balance sheets.

	As of	
	June 29, 2024	September 30, 2023
	(In thousands)	
Derivatives Designated as Accounting Hedges:		
Prepaid expenses and other current assets	$ 4,787	$ 6,179
Other assets	$ 3,885	$ 6,351
Accrued liabilities	$ 117	$ 213
Derivatives Not Designated as Accounting Hedges:		
Prepaid expenses and other current assets	$ 393	$ 1,164
Accrued liabilities	$ 6,532	$ 4,685

Derivative Instruments

Foreign Exchange Rate Risk

The Company is exposed to certain risks related to its ongoing business operations. The primary risk managed by using derivative instruments is foreign currency exchange risk.

Forward contracts on various foreign currencies are used to manage foreign currency risk associated with forecasted foreign currency transactions and certain monetary assets and liabilities denominated in non-functional currencies. The Company's primary foreign currency cash flows are in India, Mexico and China.

The Company had the following outstanding foreign currency forward contracts that were entered into to hedge foreign currency exposures:

	As of	
	June 29, 2024	September 30, 2023
Derivatives Designated as Accounting Hedges:		
Notional amount (in thousands)	$ 118,569	$ 125,758
Number of contracts	50	50
Derivatives Not Designated as Accounting Hedges:		
Notional amount (in thousands)	$ 385,591	$ 338,283
Number of contracts	42	42

The Company utilizes foreign currency forward contracts to hedge certain operational ("cash flow") exposures resulting from changes in foreign currency exchange rates. Such exposures generally result from (1) forecasted non-functional currency sales and (2) forecasted non-functional currency materials, labor, overhead and other expenses. These contracts are designated as cash flow hedges for accounting purposes and are generally one to two months in duration but, by policy, may be up to twelve months in duration.

For derivative instruments that are designated and qualify as cash flow hedges, the Company excludes the change in the fair value of the contract related to the changes in the difference between the spot price and the forward price from its assessment of hedge effectiveness and recognizes these amounts, which are primarily related to time value, in earnings over the life of the derivative instrument. Gains or losses on the derivative not caused by changes in time value are recorded in Accumulated Other Comprehensive Income ("AOCI"), a component of equity, and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The amount of gain or loss recognized in Other

Comprehensive Income on derivative instruments and the amount of gain or loss reclassified from AOCI into income were not material for any period presented herein.

The Company enters into short-term foreign currency forward contracts to hedge currency exposures associated with certain monetary assets and liabilities denominated in non-functional currencies. These contracts have maturities of up to two months and are not designated as accounting hedges. Accordingly, these contracts are marked-to-market at the end of each period with unrealized gains and losses recorded in other expense, in the condensed consolidated statements of income. The amount of gains or losses associated with these forward contracts was not material for any period presented herein. From an economic perspective, the objective of the Company's hedging program is for gains and losses on forward contracts to substantially offset currency gains and losses on the underlying hedged items. In addition to the contracts disclosed in the table above, the Company has numerous contracts that have been closed from an economic and financial accounting perspective and will settle early in the first month of the following quarter. Since these offsetting contracts do not expose the Company to risk of fluctuations in exchange rates, these contracts have been excluded from the above table.

Interest Rate Risk

The Company enters into forward interest rate swap agreements with independent counterparties to partially hedge the variability in cash flows due to changes in the Secured Overnight Financing Rate benchmark interest rate ("SOFR") associated with anticipated variable rate borrowings. These interest rate swaps have a maturity date of September 27, 2027 and effectively convert a portion of the Company's variable interest rate obligations to fixed interest rate obligations. These swaps are accounted for as cash flow hedges under ASC Topic 815, *Derivatives and Hedging*. Interest rate swaps with an aggregate notional amount of $300 million and $650 million were outstanding as of June 29, 2024 and September 30, 2023, respectively. The aggregate effective interest rate of these swaps as of June 29, 2024 was approximately 4.7%. As of June 29, 2024, the interest rate swaps portfolio had a value of $9 million, of which $5 million was included in prepaid expenses and other current assets and $4 million was included in other assets on the condensed consolidated balance sheets. As of September 30, 2023, the interest rate swaps portfolio had a value of $12 million of which $6 million was included in prepaid expenses and other current assets and $6 million was included in other assets on the consolidated balance sheets.

Note 4. Debt

Long-term debt consisted of the following:

	As of	
	June 29, 2024	September 30, 2023
	(In thousands)	
Term Loan Due 2027, net of issuance costs	$ 317,165	$ 329,827
Less: Current portion of Term Loan Due 2027	17,500	17,500
Long-term debt	$ 299,665	$ 312,327

Term Loan maturities by fiscal year are as follows:

	As of June 29, 2024
	(In thousands)
2025	17,500
2026	21,875
2027	280,000
	$ 319,375

Revolving Credit Facility

In 2022, the Company entered into a Fifth Amended and Restated Credit Agreement (the "Credit Agreement"), that provides for an $800 million revolving credit facility and drew a $350 million secured term loan ("Term Loan Due 2027"). Subject to the satisfaction of certain conditions, including obtaining additional commitments from existing and/or new lenders, the Company may increase the revolving commitment up to an additional $200 million.

Loans under the Credit Agreement bear interest, at the Company's option, at either the SOFR or a base rate, in each case plus a spread determined based on the Company's credit rating. Interest on the loans is payable quarterly in arrears with respect to base rate loans and at the end of an interest period (or at three-month intervals if the interest period exceeds three months) in the case of SOFR loans. The outstanding principal amount of all loans under the Credit Agreement, including, the Term Loan Due 2027, together with accrued and unpaid interest, is due on September 27, 2027. The Company is required to repay a portion of the principal amount of the Term Loan Due 2027 equal to 1.25% of the principal in quarterly installments.

Certain of the Company's domestic subsidiaries are guarantors in respect of the Credit Agreement. The Company and the subsidiary guarantors' obligations under the Credit Agreement are secured by a lien on substantially all of their respective assets (excluding real property), including cash, accounts receivable and the shares of certain Company subsidiaries, subject to certain exceptions.

There were no borrowings outstanding under the Credit Agreement as of June 29, 2024 or September 30, 2023. Additionally, as of June 29, 2024, $14 million of letters of credit was outstanding under the Credit Agreement and $786 million was available to borrow.

Foreign Short-term Borrowing Facilities

As of June 29, 2024, certain of the Company's foreign subsidiaries had a total of $71 million of uncommitted short-term borrowing facilities available, under which no borrowings were outstanding.

Debt Covenants

The Credit Agreement requires the Company to comply with certain financial covenants, namely a maximum consolidated leverage ratio and a minimum interest coverage ratio, in both cases measured on the basis of a trailing 12-month look-back period. In addition, the Company's debt agreements contain a number of restrictive covenants, including restrictions on incurring additional debt, making investments and other restricted payments, selling assets and paying dividends, subject to certain exceptions. The Company was in compliance with these covenants as of June 29, 2024.

Note 5. Leases

The Company's leases consist primarily of operating leases for buildings and land and have initial lease terms of up to 44 years. Certain of these leases contain an option to extend the lease term for additional periods or to terminate the lease after an initial non-cancelable term. Renewal options are considered in the measurement of the Company's initial lease liability and corresponding right-of-use ("ROU") assets only if it is reasonably certain that the Company will exercise such options. Leases with lease terms of twelve months or less are not recorded on the Company's balance sheet.

ROU assets and lease liabilities recorded in the condensed consolidated balance sheets are as follows:

	As of	
	June 29, 2024	September 30, 2023
	(In thousands)	
Other assets	$ 82,404	$ 95,750
Accrued liabilities	$ 22,418	$ 22,344
Other long-term liabilities	47,936	60,663
Total lease liabilities	$ 70,354	$ 83,007
Weighted average remaining lease term (in years)	11.23	12.97
Weighted average discount rate	4.1 %	3.9 %

Lease expense and supplemental cash flow information related to operating leases are as follows:

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(In thousands)			
Operating lease expense (1)	$ 7,189	$ 8,976	$ 23,434	$ 26,541

	Nine Months Ended	
	June 29, 2024	July 1, 2023
	(In thousands)	
Cash paid for operating lease liabilities	$ 19,499	$ 18,023

(1) Includes immaterial amounts of short-term leases, variable lease costs and sublease income.

Future lease payments under non-cancelable operating leases as of June 29, 2024, by fiscal year, are as follows:

	Operating Leases
	(In thousands)
Remainder of 2024	$ 6,598
2025	24,134
2026	18,587
2027	14,438
2028	4,623
Thereafter	8,828
Total lease payments	77,208
Less: imputed interest	6,854
Total	$ 70,354

Note 6. Accounts Receivable Sale Program

The Company is a party to a Receivables Purchase Agreement, as amended (the “RPA”) with certain third-party banking institutions for the sale of trade receivables generated from sales to certain customers, subject to acceptance by, and a funding commitment from, the banks that are party to the RPA. Trade receivables sold pursuant to the RPA are serviced by the Company.

In addition to the RPA, the Company has the option to participate in trade receivables sales programs that have been implemented by certain of the Company’s customers, as in effect from time to time. The Company does not service trade receivables sold under these other programs.

Under each of the programs noted above, the Company sells its entire interest in a trade receivable for 100% of face value, less a discount. During the nine months ended June 29, 2024 and July 1, 2023, the Company sold approximately $1 billion and $2 billion, respectively, of accounts receivable under these programs. Upon sale, these receivables are removed from the condensed consolidated balance sheets and cash received is presented as cash provided by operating activities in the condensed consolidated statements of cash flows. Discounts on sold receivables were $7 million and $16 million for the nine months ended June 29, 2024 and July 1, 2023, respectively, and were recorded in other expense in the condensed consolidated statements of income. As of June 29, 2024 and September 30, 2023, $127 million and $162 million, respectively, of accounts receivable sold under the RPA and subject to servicing by the Company remained outstanding and had not yet been collected. The Company’s sole risk with respect to receivables it services is with respect to commercial disputes regarding such receivables. Commercial disputes include billing errors, returns and similar matters. To date, the Company has not been required to repurchase any receivable it has sold due to a commercial dispute. Additionally, the Company is required to remit amounts collected as a servicer under the RPA on a weekly basis to the financial institutions that purchased the receivables. As of June 29, 2024 and September 30, 2023, $7 million and $33 million, respectively, had been collected but not yet remitted. These amounts are classified in accrued liabilities on the condensed consolidated balance sheets.

Note 7. Commitments and Contingencies

From time to time, the Company is a party to litigation, claims and other contingencies, including environmental, regulatory and employee matters and examinations and investigations by governmental agencies, which arise in the ordinary course of business. The Company records a contingent liability when it is probable that a loss has been incurred and the amount of loss is reasonably estimable in accordance with ASC Topic 450, *Contingencies,* or other applicable accounting standards. As of June 29, 2024 and September 30, 2023, the Company had estimated liabilities of $37 million and $34 million, respectively, for environmental matters, warranty, litigation and other contingencies (excluding reserves for uncertain tax positions), which the Company believes are adequate. However, there can be no assurance that the Company's reserves will be sufficient to settle these contingencies. Such reserves are included in accrued liabilities and other long-term liabilities on the condensed consolidated balance sheets.

Legal Proceedings

Environmental Matters

The Company is subject to various federal, state, local and foreign laws and regulations and administrative orders concerning environmental protection, including those addressing the discharge of pollutants into the environment, the management and disposal of hazardous substances, the cleanup of contaminated sites, the materials used in products, and the recycling, treatment and disposal of hazardous waste.

In June 2008, the Company was named by the Orange County Water District in a suit alleging that a predecessor company's actions at a plant the Company sold in 1998 contributed to polluted groundwater managed by the plaintiff. The complaint seeks recovery of compensatory and other damages, as well as declaratory relief, for the payment of costs necessary to investigate, monitor, remediate, abate and contain contamination of groundwater. In April 2013, all claims against the Company were dismissed. The plaintiff appealed this dismissal and the Court of Appeal reversed the judgment in August 2017, remanding the case back to the Superior Court of California for trial. The trial against the Company and several other defendants commenced in April 2021 and the submission of evidence concluded in May 2022. On April 3, 2023, the court published a statement of decision finding the Company and other remaining defendants liable for certain past investigation costs incurred by the plaintiff. Subsequent proceedings to assess the Company's and other defendants' liability for the plaintiff's future remediation and other costs, including attorneys' fees, were expected. However, without admitting any liability, in June 2024, the Company and plaintiff agreed in principle to settle this matter and all pending litigation in exchange for the Company's payment to the plaintiff of $3 million. The settlement remains subject to customary documentation and a good faith settlement determination by the court, which is expected by November 2024.

Other Matters

In December 2019, the Company sued a former customer, Dialight plc ("Dialight"), in the United States District Court for the Southern District of New York to collect unpaid accounts receivable and net obsolete inventory obligations now totaling $9 million (exclusive of interest and attorneys' fees). On the same day the Company filed its suit, Dialight commenced its own action in the same court. As the case now stands, Dialight alleges that the Company fraudulently misrepresented its capabilities to induce Dialight to enter into a Manufacturing Services Agreement ("MSA") and then allegedly committed multiple willful breaches of contract when performing under the MSA. Dialight is currently seeking compensatory damages of approximately $93 million - an amount the Company considers vastly overstated and subject to a contractual limitation of liability that, subject to certain standard warranty and equipment liability carve-outs, caps any Dialight recovery at a maximum of $2 million - plus punitive damages, interest and attorneys' fees. The Company continues to vigorously prosecute its claims against Dialight. Further, the Company strongly disagrees with Dialight's allegations and is vigorously defending against Dialight's claims. A trial in this matter, originally scheduled for July 2024, will be held in September 2024.

In May 2023, the Company and its SCI Technology, Inc. subsidiary ("SCI") received Civil Investigative Demands ("CIDs") from the United States Department of Justice ("DOJ") pursuant to the civil False Claims Act ("FCA"). The stated purpose of the CIDs—a form of subpoena requiring responses to written interrogatories and the production of documents relating to certain contracts, projects, proposals and business activities of SCI going back to 2010—is to determine whether there is or has been a violation of the FCA with respect to the provision of products and services to the government. These CIDs supplement several CIDs relating to the same subject matter served upon SCI and certain current and former SCI and Sanmina employees beginning in August 2020, pursuant to which SCI produced documents and information and certain of the current and former employees provided oral testimony. The Company and SCI cooperated with the DOJ investigation. On May 13, 2024, the Company learned that *United States of America ex rel. Carl R. Eckert v. SCI Technology, Inc. et al.* (the "Eckert Qui Tam Suit") had been filed under seal in June 2020, and is now unsealed. The Eckert Qui Tam Suit, filed by a former SCI employee, alleges on behalf of the United States 16 FCA claims that relate substantially to the same contracts and issues that the DOJ has investigated over the past four years. On May 13, 2024, the Company also learned that the DOJ had filed a notice in the Eckert Qui Tam Suit stating that, while its investigation would continue, it was declining to intervene at the current time. The Company and SCI intend to defend vigorously against the claims made in the Eckert Qui Tam Suit. The Company is unable to predict the ultimate outcome of the Eckert Qui Tam Suit, although a loss is currently not considered to be probable or estimable.

On November 14, 2023, Gerardo Ramirez, an employee at the Company's Newark, California plant, filed two lawsuits against the Company in the Alameda County Superior Court (together, the "Ramirez Cases"). The first, a putative class action (as amended in February 2024), alleges violations of various California Labor Code and Wage Order requirements, including provisions governing overtime, meal and rest periods, minimum wage requirements, payment of wages during employment, wage statements, payroll records, and reimbursement of business expenses. The class action complaint seeks certification of a class of all current and former non-exempt employees who worked for the Company within the State of California at any time between March 1, 2021 and final judgment, as well as unspecified damages, penalties, restitution, attorneys' fees, pre-judgment interest, and costs of suit. The second action, a complaint under California's Private Attorneys General Act of 2004 (Labor Code §§ 2698 et seq.) ("PAGA"), alleges substantially similar violations and a violation of the provision governing payment of final wages and seeks penalties individually and on behalf of the State of California and other "aggrieved employees," along with attorneys' fees and costs. On May 16, 2024 and June 14, 2024, former employee Carlos Lobatos filed class and PAGA actions in the Santa Clara County Superior Court (the "Lobatos Cases") alleging violations substantially similar to the violations in the Ramirez Cases, and, in the case of the Lobatos PAGA action, additional violations related to sick leave, suitable rest facilities, seating, failure to retain and provide employment and payroll records, reporting time pay, day of rest rules, payroll deductions, paid time off, and various unlawful employment practices. The Lobatos class action complaint seeks certification of a class of all current and former non-exempt employees who worked for the Company (directly or via a staffing agency) within the State of California at any time between May 16, 2020 and final judgment, as well as unspecified damages, penalties, restitution, attorneys' fees, pre-judgment interest, and costs of suit. The Company expects the Lobatos Cases to be related to or consolidated with the Ramirez Cases and intends to defend all such cases vigorously.

For each of the pending matters noted above, the Company is unable to reasonably estimate a range of possible loss at this time.

In addition, from time to time, the Company may become involved in routine legal proceedings, demands, claims, threatened litigation and regulatory inquiries and investigations that arise in the normal course of our business. The Company records liabilities for such matters when a loss becomes probable and the amount of loss can be reasonably estimated. The ultimate outcome of any litigation is uncertain and unfavorable outcomes could have a negative impact on the Company's results of operations and financial condition.

Note 8. Income Tax

The Company estimates its annual effective income tax rate at the end of each quarterly period. The estimate takes into account the geographic mix of expected pre-tax income (loss), expected total annual pre-tax income (loss), enacted changes in tax laws, implementation of tax planning strategies and possible outcomes of audits and other uncertain tax positions. To the extent there are fluctuations in any of these variables during a period, the provision for income taxes may vary.

The Company's provision for income taxes for the three months ended June 29, 2024 and July 1, 2023 was $20 million (27% of income before taxes) and $17 million (17% of income before taxes), respectively. The Company's provision for income taxes for the nine months ended June 29, 2024 and July 1, 2023 was $60 million (26% of income before taxes) and $64 million (20% of income before taxes), respectively. The tax rate was lower for the three and nine months ended July 1, 2023 primarily due to higher discrete items, including recognized tax benefits from the release of certain foreign tax reserves due to lapse of time and expiration of statutes of limitations.

As a result of an audit by the Internal Revenue Service ("IRS") for fiscal 2008 through 2010, the Company received a Revenue Agent's Report ("RAR") on November 17, 2023 asserting an underpayment of tax of approximately $8 million for fiscal 2009. The asserted underpayment results from the IRS's proposed disallowance of a $503 million worthless stock deduction in fiscal 2009. Such disallowance, if upheld, would reduce the Company's available net operating loss carryforwards and result in additional tax and interest attributable to fiscal 2021 and later years, which could be material. The Company disagrees with the IRS's position as asserted in the RAR and intends to vigorously contest this matter through the applicable IRS administrative and judicial procedures, as appropriate. The Company does not expect resolution of this matter within twelve months and cannot predict with any certainty the timing of such resolution. Although the final resolution of this matter remains uncertain, the Company continues to believe that it is more likely than not the Company's tax position will be sustained. However, an unfavorable resolution of this matter could have a material adverse impact on the Company's condensed consolidated financial statements.

The Organization for Economic Co-operation and Development ("OECD"), an international association of 38 countries including the United States, has proposed changes to numerous long-standing tax principles, namely, its Pillar Two framework, which imposes a global minimum corporate tax rate of 15%. Various countries have enacted or have announced plans to enact new tax laws to implement the global minimum tax and where enacted, the rules begin to be effective for the Company in fiscal 2025. The Pillar Two rules are considered an alternative minimum tax and therefore deferred taxes would not be recognized or adjusted for the estimated effects of the future minimum tax. The adoption and effective dates of these rules may vary by country and could increase tax complexity and uncertainty and may adversely affect the Company's provision for income taxes. The Company does not expect any impact from these tax law changes in fiscal 2024 and will continue to evaluate its impact for fiscal 2025.

Note 9. Stockholders' Equity

Accumulated Other Comprehensive Income

Accumulated other comprehensive income, net of tax as applicable, consisted of the following:

	As of	
	June 29, 2024	**September 30, 2023**
	(In thousands)	
Foreign currency translation adjustments	$ 69,059	$ 68,305
Unrealized holding gains on derivative financial instruments	6,506	9,427
Unrecognized net actuarial losses and transition costs for benefit plans	(6,577)	(6,853)
Total	$ 68,988	$ 70,879

Stock Repurchase Programs

During the nine months ended June 29, 2024 and July 1, 2023, the Company repurchased 3 million and 1 million shares of its common stock for $162 million and $51 million, respectively, under stock repurchase programs authorized by the Board of Directors. These programs have no expiration dates and the timing of repurchases will depend upon capital needs to support the growth of the Company's business, market conditions and other factors. Although stock repurchases are intended to increase stockholder value, they also reduce the Company's liquidity. As of June 29, 2024, an aggregate of $118 million remained available under these programs.

In addition to the repurchases discussed above, the Company withheld 0.5 million and 0.4 million shares of its common stock during the nine months ended June 29, 2024 and July 1, 2023, respectively, in settlement of employee tax withholding obligations due upon the vesting of restricted stock units. The Company paid $26 million and $22 million for the nine months ended June 29, 2024 and July 1, 2023, respectively, to applicable tax authorities in connection with these repurchases.

Noncontrolling Interest

During the first quarter of 2023, the Company entered into a joint venture transaction pursuant to which Reliance Strategic Business Ventures Limited acquired 50.1% of the outstanding shares of Sanmina SCI India Private Limited ("SIPL"), the Company's existing Indian manufacturing entity, for $216 million in cash. The remaining 49.9% of the outstanding shares of SIPL are held by the Company. The Company has, by contract, the unilateral ability to control the significant decisions made in the ordinary course of SIPL's business. Because the Company has a controlling financial interest in SIPL, it consolidates SIPL.

SIPL's cash and cash equivalents balance of $188 million as of June 29, 2024 is not available for general corporate purposes and must be retained in SIPL to fund its operations.

Note 10. Business Segment, Geographic and Customer Information

The Company's operations are managed as two businesses: IMS and CPS. The Company's CPS business consists of multiple operating segments which do not individually meet the quantitative thresholds for being presented as reportable segments. Therefore, financial information for these operating segments is presented in a single category entitled "CPS" and the Company has only one reportable segment - IMS.

The Company's chief operating decision maker is the Chief Executive Officer who allocates resources and assesses performance of operating segments based on a measure of revenue and gross profit that excludes items not directly related to the Company's ongoing business operations. These items are typically either non-recurring or non-cash in nature. Intersegment revenue consist primarily of sales of components from CPS to IMS.

The following table presents revenue and a measure of segment gross profit used by management to allocate resources and assess performance of operating segments:

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(In thousands)			
Gross sales:				
IMS	$ 1,477,499	$ 1,821,819	$ 4,444,209	$ 5,689,432
CPS	388,220	419,156	1,180,558	1,308,326
Intersegment revenue	(24,289)	(33,857)	(73,944)	(114,729)
Net sales	$ 1,841,430	$ 2,207,118	$ 5,550,823	$ 6,883,029
Gross profit:				
IMS	$ 112,364	$ 152,059	$ 338,114	$ 429,855
CPS	44,686	37,036	146,951	154,564
Total	157,050	189,095	485,065	584,419
Unallocated corporate items (1)	(3,511)	(5,887)	(15,929)	(14,636)
Total	$ 153,539	$ 183,208	$ 469,136	$ 569,783

(1) For purposes of evaluating segment performance, management excludes certain items from its measures of gross profit. These items consist of stock-based compensation expense, litigation settlements, charges or credits resulting from distressed customers and amortization of intangible assets.

Note 11. Earnings Per Share

Basic and diluted per share amounts are calculated by dividing net income attributable to common shareholders by the weighted average number of shares of common stock outstanding during the period, as follows:

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(In thousands, except per share data)			
Numerator:				
Net income attributable to common shareholders	$ 51,602	$ 76,494	$ 161,155	$ 248,129
Denominator:				
Weighted average common shares outstanding	55,466	57,987	55,862	57,995
Effect of dilutive stock options and restricted stock units	1,245	1,605	1,354	2,001
Denominator for diluted earnings per share	56,711	59,592	57,216	59,996
Net income attributable to common shareholders per share:				
Basic	$ 0.93	$ 1.32	$ 2.88	$ 4.28
Diluted	$ 0.91	$ 1.28	$ 2.82	$ 4.14

Weighted-average dilutive securities that were excluded from the above calculation because their inclusion would have had an anti-dilutive effect under ASC Topic 260, *Earnings per Share*, due to application of the treasury stock method were not material for any period presented.

Note 12. Stock-Based Compensation

Stock-based compensation expense was recognized as follows:

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(In thousands)			
Cost of sales	$ 4,327	$ 4,518	$ 12,793	$ 12,785
Selling, general and administrative	10,082	8,588	28,406	24,034
Research and development	273	211	719	641
Total	$ 14,682	$ 13,317	$ 41,918	$ 37,460

During the second quarter of 2024, the Company's stockholders approved the reservation of an additional 1.2 million shares of common stock for future issuance under the Company's 2019 Equity Incentive Plan. As of June 29, 2024, an aggregate of 6 million shares of common stock was authorized for future issuance under the Company's stock plans, of which 3 million of such shares were issuable upon exercise of outstanding options and delivery of shares upon vesting of restricted stock units and 3 million of such shares were available for future grant.

Restricted and Performance Stock Units

The Company grants restricted stock units ("RSUs") and restricted stock units with performance conditions ("PSUs") to executive officers, directors and certain other employees. These units vest over periods ranging from one year to four years and/or upon achievement of specified performance criteria, with associated compensation expense recognized ratably over the vesting period.

Generally, the Company's PSUs vest contingent on achievement of cumulative non-GAAP earnings per share measured over three fiscal years. If a minimum threshold is not achieved during the measurement period, the PSUs will be cancelled. If the minimum threshold is achieved or exceeded, the number of shares of common stock that will be issued will range from 70% to 130% of the number of PSUs granted, depending on the extent of performance. Additionally, some PSUs may contain a performance condition where the number of shares that vest may be adjusted up or down by up to 15% based on the Company's total shareholder return relative to that of its peer group over this same period.

Activity with respect to the Company's RSUs and PSUs was as follows:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value ($)	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value ($) (In thousands)
Outstanding as of September 30, 2023	2,881	45.07	1.14	150,547
Granted	1,430	51.72		
Vested/Forfeited/Cancelled	(1,420)	40.62		
Outstanding as of June 29, 2024	2,891	50.54	1.39	195,340
Expected to vest as of June 29, 2024	2,581	50.42	1.35	174,351

As of June 29, 2024, unrecognized compensation expense of $92 million is expected to be recognized over a weighted average period of 1.4 years.

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements relate to our expectations for future events and time periods. All statements other than statements of historical fact are statements that could be deemed to be forward-looking statements, including any statements regarding trends in future revenue or results of operations, gross margin, operating margin, expenses, earnings or losses from operations, or cash flow; any statements of the plans, strategies and objectives of management for future operations and the anticipated benefits of such plans, strategies and objectives; any statements regarding future economic conditions or performance; any statements regarding litigation or pending investigations, claims or disputes; any statements regarding the timing of closing of, future cash outlays for, and benefits of acquisitions and other strategic transactions, including our Indian joint venture; any statements regarding expected restructuring costs and benefits; any statements concerning the adequacy of our current liquidity and the availability of additional sources of liquidity; any statements regarding the potential impact of the COVID-19 pandemic on our business, results of operations and financial condition; any statements regarding the potential impact of supply chain shortages and inflation on our business; any statements regarding the future impact of tariffs and export controls on our business; any statements relating to future tax rates and our expectations concerning developments in the audit by the IRS of certain tax returns filed by us, including the potential impact of the IRS revenue agent's report received by us in November 2023; any statements relating to the expected impact of accounting pronouncements not yet adopted; any statements regarding future repurchases of our common stock; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Generally, the words "anticipate," "believe," "plan," "expect," "future," "intend," "may," "will," "should," "estimate," "predict," "potential," "continue" and similar expressions identify forward-looking statements. Our forward-looking statements are based on current expectations, forecasts and assumptions and are subject to risks and uncertainties, including those contained in Part II, Item 1A of this report. As a result, actual results could vary materially from those suggested by the 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 report with the Securities and Exchange Commission (the "SEC"). Investors and others should note that Sanmina announces material financial information to our investors using our investor relations website (http://ir.sanmina.com/investor-relations/overview/default.aspx), SEC filings, press releases, public conference calls and webcasts. We use these channels to communicate with our investors and the public about Sanmina, its products and services and other issues. It is possible that the information we post on our investor relations website could be deemed to be material information. Therefore, we encourage investors, the media, and others interested in Sanmina to review the information we post on our investor relations website. The contents of our investor relations website are not incorporated by reference into this quarterly report on Form 10-Q or in any other report or document we file with the SEC.

Sanmina Corporation and its subsidiaries ("Sanmina", the "Company", "we" or "us") operate on a 52 or 53 week year ending on the Saturday nearest September 30. Fiscal 2024 and 2023 are each 52-week years. All references to years relate to fiscal years unless otherwise noted.

Overview

We are a leading global provider of integrated manufacturing solutions, components, products and repair, logistics and after-market services. Our revenue is generated from sales of our products and services primarily to original equipment manufacturers ("OEMs") that serve the industrial, medical, defense and aerospace, automotive, communications networks and cloud solutions industries.

Our operations are managed as two businesses:

1. Integrated Manufacturing Solutions ("IMS"). Our IMS segment consists of printed circuit board assembly and test, high-level assembly and test and direct-order-fulfillment.

2. Components, Products and Services ("CPS"). Components include printed circuit boards, backplanes and backplane assemblies, cable assemblies, fabricated metal parts, precision machined parts, and plastic injected molded parts. Products include optical, radio frequency ("RF") and microelectronic design and manufacturing services from our Advanced Microsystems Technologies division; multi-chip package memory solutions from our Viking Technology division; high-performance storage platforms for hyperscale and enterprise solutions from our Viking Enterprise Solutions division; defense and aerospace product, design, manufacturing, repair and refurbishment services from our SCI Technology Inc. ("SCI") subsidiary; and cloud-based smart manufacturing execution software from our 42Q division. Services include design, engineering, and logistics and repair.

Our only reportable segment for financial reporting purposes is IMS, which represented approximately 80% of our total revenue for the nine months ended June 29, 2024. Our CPS business consists of multiple operating segments which do not individually meet the quantitative thresholds for being presented as reportable segments. Therefore, financial information for these operating segments is combined and presented in a single category entitled “CPS”.

Trends and Uncertainties

Our business continues to be exposed to macroeconomic challenges such as inflation, supply chain constraints, foreign currency fluctuations, high interest rates, market volatility, recession concerns and other factors that have been exacerbated by geopolitical conflicts such as the war in Ukraine and conflict in the Middle East. Although the supply chain constraints have been easing, we are experiencing and expect to see headwinds to our revenue growth in the near term due to customers absorbing their finished goods inventory in some of our end markets. Despite these many challenges, we remain focused on improving our operations, building flexibility and efficiencies in our processes and adjusting our business models to changing circumstances. We intend to continue diversifying into mission critical markets, creating a portfolio with longer product life cycles and higher technology and more complex products. As our end markets evolve and grow, our ability to optimize our product and portfolio mix towards higher value opportunities will continue to be an important driver for our business going forward. Additionally, given that maintaining low costs is a cornerstone to our success and growth, we proactively handle cost impacts through a combination of well-calibrated pricing actions and targeted cost-saving measures to enhance overall stockholder value.

The overall impact of the challenges on our financial condition and operating results will depend on the severity of the macroeconomic factors and the duration of geopolitical conflicts. There can be no assurance that the measures we take will counteract the negative impact of these challenges.

Recent Tax Developments

The Organization for Economic Co-operation and Development (“OECD”), an international association of 38 countries including the United States, has proposed changes to numerous long-standing tax principles, namely, its Pillar Two framework, which imposes a global minimum corporate tax rate of 15%. Various countries have enacted or have announced plans to enact new tax laws to implement the global minimum tax and where enacted, the rules begin to be effective for us in fiscal 2025. The Pillar Two rules are considered an alternative minimum tax and therefore deferred taxes would not be recognized or adjusted for the estimated effects of the future minimum tax. The adoption and effective dates of these rules may vary by country and could increase tax complexity and uncertainty and may adversely affect our provision for income taxes. We do not expect any impact from these tax law changes in fiscal 2024 and will continue to evaluate its impact for fiscal 2025.

Critical Accounting Policies and Estimates

The following should be read in conjunction with our critical accounting policies and estimates contained in our Annual Report on Form 10-K for the fiscal year ended September 30, 2023 filed with the SEC on November 16, 2023.

Management’s discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). We review the accounting policies used in reporting our financial results on a regular basis. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, net sales and expenses and related disclosure of contingent liabilities. On an ongoing basis, we evaluate the process used to develop estimates related to accounts receivable, inventories, income taxes, environmental matters, litigation and other contingencies, as well as estimates related to costs expected to be incurred to satisfy performance obligations under long-term contracts and variable consideration related to such contracts. We base our estimates on historical experience and on various other assumptions that we believe are reasonable for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Our actual results may differ materially from these estimates.

Revenue Recognition

We recognize revenue for the majority of our contracts on an over time basis. This is primarily due to the fact that we do not have an alternative use for the end products we manufacture for our customers and have an enforceable right to payment, including a reasonable profit, for work-in-progress upon a customer’s cancellation of a contract for convenience. In certain circumstances, we recognize over time because our customer simultaneously receives and consumes the benefits provided by our services or, our customer controls the end product as we perform manufacturing services (continuous transfer of control).

For these contracts, revenue is recognized on an over time basis using the cost-to-cost method (ratio of costs incurred to date to total estimated costs at completion) which we believe best depicts the transfer of control to the customer.

In our Defense and Aerospace division, we apply the cost-to-cost method for government contracts which requires the use of significant judgments with respect to estimated materials, labor and subcontractor costs included in the total estimated costs at completion. Additionally, we evaluate whether contract modifications for claims have been approved and, if so, estimate the amount, if any, of variable consideration that can be included in the transaction price of the contract.

Estimates of materials, labor and subcontractor costs expected to be incurred to satisfy a performance obligation are updated on a quarterly basis. These estimates consider costs incurred to date and estimated costs to be incurred over the remaining expected period of performance to satisfy a performance obligation. There is inherent uncertainty in estimating the amount of costs that will be required to complete a contract. Factors that contribute to the inherent uncertainty in estimates include, among others, (1) the long-term duration of contracts, (2) the highly-complex nature of the products we manufacture, (3) the readiness of our customer's design for manufacturing, (4) the cost and availability of purchased materials, (5) labor cost, availability and productivity, (6) subcontractor performance and (7) the risk of delayed performance/completion. Therefore, such estimates are reviewed each quarter by a group of employees that includes representatives from numerous functions such as engineering, materials, contracts, manufacturing, program management, finance and senior management. If a change in estimate is deemed necessary, the impact of the change is recognized in the period of change. Additionally, contract modifications for claims are assessed each quarter to determine whether the claims have been approved. If it is determined that a claim has been approved, the amount of the claim, if any, that can be included in transaction price is estimated considering a number of factors such as the length of time expected to lapse until uncertainty about the claim has been resolved and the extent to which our experience with claims for similar contracts has predictive value.

Changes in our estimates of transaction price and/or costs to complete result in a favorable or unfavorable impact to revenue and operating income. The impact of changes in estimates on revenue and operating income resulting from application of the cost-to-cost method for recognizing revenue was as follows:

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Revenue	(In thousands)			
Favorable	$ 5,270	$ 2,115	$ 15,980	$ 5,950
Unfavorable	(3,795)	(10,341)	(10,522)	(19,850)
Net	$ 1,475	$ (8,226)	$ 5,458	$ (13,900)

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Operating income	(In thousands)			
Favorable	$ 7,547	$ 2,704	$ 23,248	$ 7,079
Unfavorable	(6,385)	(21,028)	(16,757)	(41,062)
Net	$ 1,162	$ (18,324)	$ 6,491	$ (33,983)

Results of Operations

Key Operating Results

	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	(In thousands)			
Net sales	$ 1,841,430	$ 2,207,118	$ 5,550,823	$ 6,883,029
Gross profit	$ 153,539	$ 183,208	$ 469,136	$ 569,783
Operating income	$ 82,367	$ 107,365	$ 245,904	$ 356,392
Net income attributable to common shareholders	$ 51,602	$ 76,494	$ 161,155	$ 248,129

Net Sales

Sales by end market were as follows:

	Three Months Ended				Nine Months Ended			
	June 29, 2024	July 1, 2023	Increase/(Decrease)		June 29, 2024	July 1, 2023	Increase/(Decrease)	
	(Dollars in thousands)							
Industrial, Medical, Defense and Aerospace, and Automotive	$ 1,181,489	$ 1,344,068	$ (162,579)	(12.1)%	$ 3,663,208	$ 4,045,939	$ (382,731)	(9.5)%
Communications Networks and Cloud Infrastructure	659,941	863,050	(203,109)	(23.5)%	1,887,615	2,837,090	(949,475)	(33.5)%
Total	$ 1,841,430	$ 2,207,118	$ (365,688)	(16.6)%	$ 5,550,823	$ 6,883,029	$ (1,332,206)	(19.4)%

Net sales decreased 16.6% in the three months ended June 29, 2024 compared to the three months ended July 1, 2023 and 19.4% in the nine months ended June 29, 2024 compared to the nine months ended July 1, 2023 primarily due to reduced demand driven by customers continuing to absorb their finished goods inventory in some end markets, particularly telecommunications. The impact of this was partially offset by new program wins.

Gross Margin

Gross margin was 8.3% for both the three months ended June 29, 2024 and July 1, 2023. IMS gross margin decreased to 7.6% for the three months ended June 29, 2024 from 8.3% for the three months ended July 1, 2023. CPS gross margin increased to 11.5% for the three months ended June 29, 2024 from 8.8% for the three months ended July 1, 2023, primarily due to significant losses on certain fixed-price customer contracts recognized in the third quarter of 2023 compared to the third quarter of 2024.

Gross margin was 8.5% and 8.3% for the nine months ended June 29, 2024 and July 1, 2023, respectively. IMS gross margin was 7.6% for both the nine months ended June 29, 2024 and July 1, 2023. CPS gross margin increased to 12.4% for the nine months ended June 29, 2024 from 11.8% for the nine months ended July 1, 2023, primarily due to significant losses recognized on certain fixed-price customer contracts in the third quarter of 2023 compared to 2024, which was partially offset by unfavorable product mix.

We have experienced fluctuations in gross margin in the past and may continue to do so in the future. Fluctuations in our gross margins may also be caused by a number of other factors, including:

- the impact of supply chain constraints on our operations, the operations of our suppliers and on our customers' businesses;
- capacity utilization, which, if lower, results in lower margins due to fixed costs being absorbed by lower volumes;
- changes in the mix of high and low margin products demanded by our customers;
- competition and pricing pressures from OEMs due to greater focus on cost reduction;
- the amount of our provisions for excess and obsolete inventory, including those associated with distressed customers;
- levels of operational efficiency and production yields;
- our performance on long-term contracts, including our ability to recover claims for cost overruns; and
- our ability to transition the location of and ramp manufacturing and assembly operations when requested by a customer in a timely and cost-effective manner.

Selling, General and Administrative

Selling, general and administrative expenses for the three months ended June 29, 2024 and July 1, 2023 were $62 million and $69 million, respectively. As a percentage of net sales, selling, general and administrative expenses were 3.4% and 3.1% for the three months ended June 29, 2024 and July 1, 2023, respectively. The decrease in absolute dollars was primarily due to lower variable compensation and professional fees, partially offset by higher stock compensation expense from new equity grants.

Selling, general and administrative expenses for the nine months ended June 29, 2024 and July 1, 2023 were $196 million and $193 million, respectively. As a percentage of net sales, selling, general and administrative expenses were 3.5% and 2.8% for the nine months ended June 29, 2024 and July 1, 2023, respectively. The increase in absolute dollars was primarily due to higher stock compensation expense from new equity grants which was partially offset by lower variable compensation and professional fees.

Other Expense

Other expense for both the three months ended June 29, 2024 and July 1, 2023 was $3 million. Other expense for the nine months ended June 29, 2024 and July 1, 2023 was $1 million and $12 million, respectively. The decrease in other expense for the nine months ended June 29, 2024 was primarily due to a $9 million decrease in discounts on sold receivables and a $2 million increase in the market value of participant investment accounts in our deferred compensation plan compared to the same period in 2023.

Provision for Income Taxes

Our provision for income taxes for the three months ended June 29, 2024 and July 1, 2023 was $20 million (27% of income before taxes) and $17 million (17% of income before taxes), respectively. Our provision for income taxes for the nine months ended June 29, 2024 and July 1, 2023 was $60 million (26% of income before taxes) and $64 million (20% of income before taxes), respectively. The tax rate was lower for the three and nine months ended July 1, 2023 due to the higher discrete items, including recognized tax benefits from the release of certain foreign tax reserves due to lapse of time and expiration of statutes of limitations.

As a result of an audit by the Internal Revenue Service ("IRS") for fiscal 2008 through 2010, we received a Revenue Agent's Report ("RAR") on November 17, 2023 asserting an underpayment of tax of approximately $8 million for fiscal 2009. The asserted underpayment results from the IRS's proposed disallowance of a $503 million worthless stock deduction in fiscal 2009. Such disallowance, if upheld, would reduce our available net operating loss carryforwards and result in additional tax and interest attributable to fiscal 2021 and later years, which could be material. We disagree with the IRS's position as asserted in the RAR and intend to vigorously contest this matter through the applicable IRS administrative and judicial procedures, as appropriate. We do not expect resolution of this matter within twelve months and cannot predict with any certainty the timing of such resolution. Although the final resolution of this matter remains uncertain, we continue to believe that it is more likely than not our tax position will be sustained. However, an unfavorable resolution of this matter could have a material adverse impact on our condensed consolidated financial statements.

Liquidity and Capital Resources

	Nine Months Ended	
	June 29, 2024	July 1, 2023
	(In thousands)	
Net cash provided by (used in):		
Operating activities	$ 288,341	$ 158,311
Investing activities	(88,499)	(154,155)
Financing activities	(209,295)	120,832
Effect of exchange rate changes on cash and cash equivalents	(408)	1,743
Increase (decrease) in cash and cash equivalents	$ (9,861)	$ 126,731

Key Working Capital Management Measures

	As of	
	June 29, 2024	September 30, 2023
Days sales outstanding (1)	56	55
Contract asset days (2)	21	20
Inventory turns (3)	4.9	5.1
Days inventory on hand (4)	75	72
Accounts payable days (5)	78	81
Cash cycle days (6)	74	66

(1) Days sales outstanding (a measure of how quickly we collect our accounts receivable), or “DSO”, is calculated as the ratio of average accounts receivable, net, to average daily net sales for the quarter.

(2) Contract asset days (a measure of how quickly we transfer contract assets to accounts receivable) are calculated as the ratio of average contract assets to average daily net sales for the quarter.

(3) Inventory turns (annualized) (a measure of how quickly we sell inventory) are calculated as the ratio of four times our cost of sales for the quarter to average inventory.

(4) Days inventory on hand (a measure of how quickly we turn inventory into sales) is calculated as the ratio of average inventory for the quarter to average daily cost of sales for the quarter.

(5) Accounts payable days (a measure of how quickly we pay our suppliers), or “DPO”, is calculated as the ratio of 365 days divided by accounts payable turns, in which accounts payable turns is calculated as the ratio of four times our cost of sales for the quarter to average accounts payable.

(6) Cash cycle days (a measure of how quickly we convert investments in inventory to cash) is calculated as days inventory on hand plus days sales outstanding and contract assets days minus accounts payable days.

Cash and cash equivalents were $658 million at June 29, 2024 and $668 million at September 30, 2023. Our cash levels vary during any given quarter depending on the timing of collections from customers and payments to suppliers, borrowings under our credit facilities, sales of accounts receivable under numerous programs we utilize, repurchases of common stock and other factors. Our working capital was $1.9 billion and $1.8 billion of June 29, 2024 and September 30, 2023, respectively.

Net cash provided by operating activities was $288 million and $158 million for the nine months ended June 29, 2024 and July 1, 2023, respectively. Our working capital metrics tend to fluctuate from quarter-to-quarter based on factors such as the linearity of our shipments to customers and purchases from suppliers, customer and supplier mix, the extent to which we factor customer receivables and the negotiation of payment terms with customers and suppliers. These fluctuations can significantly affect our cash flows from operating activities.

During the nine months ended June 29, 2024, we generated $317 million of cash primarily from earnings, excluding non-cash items, and used $29 million of cash due primarily to decreases in accounts payable and accrued liabilities, which were partially offset by decreases in accounts receivable and inventories. The decreases in accounts receivable, inventory, accounts payable and accrued liabilities were primarily attributable to a decrease in business volume.

During the nine months ended July 1, 2023, we generated $409 million of cash primarily from earnings, excluding non-cash items, and used $251 million of cash primarily due to an increase in accounts receivable and a decrease in accounts payable, partially offset by a decrease in inventory. The increase in accounts receivable was primarily attributable to an increase in business volume. The decrease in inventory was primarily due to our efforts to reduce inventory to more appropriate levels by working with customers to ensure their demand forecasts are reasonable and incorporate the appropriate lead times to secure materials. The decrease in accounts payable was primarily attributable to lower inventory receipts.

Net cash used in investing activities was $88 million and $154 million for the nine months ended June 29, 2024 and July 1, 2023, respectively, primarily related to cash for capital expenditures.

Net cash provided by (used in) financing activities was $(209) million and $121 million for the nine months ended June 29, 2024 and July 1, 2023, respectively. During the nine months ended June 29, 2024, we used $189 million of cash to repurchase common stock (including $26 million paid to applicable tax authorities in connection with these repurchases) and repayment of $22 million of borrowings. During the nine months ended July 1, 2023, we received $216 million from the sale of shares to Reliance Strategic Business Ventures Limited, used $74 million of cash to repurchase common stock (including $26 million related to employee tax withholding on vested restricted stock units), repaid $13 million of long-term debt and paid a final payment of $9 million in connection with a previous business combination.

Other Liquidity Matters

During the nine months ended June 29, 2024 and July 1, 2023, we repurchased 3 million and 1 million shares of our common stock for $162 million and $51 million, respectively, under stock repurchase programs authorized by the Board of Directors. These programs have no expiration dates and the timing of repurchases will depend upon capital needs to support the growth of our business, market conditions and other factors. Although stock repurchases are intended to increase stockholder value, they also reduce our liquidity. As of June 29, 2024, an aggregate of $118 million remained available under these programs.

We are party to a Receivables Purchase Agreement, as amended (the “RPA”), with certain third-party banking institutions for the sale of trade receivables generated from sales to certain customers. The amount available under the RPA is uncommitted and, as such, is available at the discretion of our third-party banking institutions. Under the Fifth Amended and Restated Credit Agreement (the “Credit Agreement”), the percentage of our total accounts receivable that can be sold and outstanding at any time is 50%. Therefore, as of June 29, 2024, a maximum of $490 million of sold receivables could be outstanding at any point in time under this program, as amended, as required by our Credit Agreement. Trade receivables sold pursuant to the RPA are serviced by us.

In addition to the RPA, we participate in trade receivables sales programs that have been implemented by certain of our customers, as in effect from time to time. We do not service trade receivables sold under these other programs.

The sale of receivables under all of these programs is subject to the approval of the banks or customers involved and there can be no assurance that we will be able to sell the maximum amount of receivables permitted by these programs when desired.

Under each of the programs noted above, we sell our entire interest in a trade receivable for 100% of face value, less a discount. During the nine months ended June 29, 2024 and July 1, 2023, we sold approximately $1 billion and $2 billion, respectively, of accounts receivable under these programs. As of June 29, 2024 and September 30, 2023, $127 million and $162 million, respectively, of accounts receivable sold under the RPA and subject to servicing by us remained outstanding and had not yet been collected. Our sole risk with respect to receivables we service is with respect to commercial disputes regarding such receivables. Commercial disputes include billing errors, returns and similar matters. To date, we have not been required to repurchase any receivable we have sold due to a commercial dispute. Additionally, we are required to remit amounts collected as servicer on a weekly basis to the financial institutions that purchased the receivables. As of June 29, 2024 and September 30, 2023, $7 million and $33 million, respectively, had been collected but not yet remitted. This amount is classified in accrued liabilities on the condensed consolidated balance sheets.

We enter into forward interest rate swap agreements with independent counterparties to partially hedge the variability in cash flows due to changes in the Secured Overnight Financing Rate benchmark interest rate associated with anticipated variable rate borrowings. See Note 3, “Financial Instruments” of the notes to the Condensed Consolidated Financial Statements contained in this report for details.

In the ordinary course of business, we are or may become party to legal proceedings, claims and other contingencies, including environmental, regulatory, warranty and employee matters and examinations by government agencies. As of June 29, 2024, we had accrued liabilities of $37 million related to such matters. We cannot accurately predict the outcome of these matters or the amount or timing of cash flows that may be required to defend ourselves or to settle such matters or that these reserves will be sufficient to fully satisfy our contingent liabilities.

As of June 29, 2024, we had a liability of $51 million for uncertain tax positions. Our estimate of liabilities for uncertain tax positions is based on a number of subjective assessments, including the likelihood of a tax obligation being assessed, the amount of taxes (including interest and penalties) that would ultimately be payable, and our ability to settle any such obligations on favorable terms. Therefore, the amount of future cash flows associated with uncertain tax positions may be significantly higher or lower than our recorded liability and we are unable to reliably estimate when cash settlement may occur.

Our liquidity is largely dependent on changes in our working capital, including sales of accounts receivable under our receivables sales programs and the extension of trade credit by our suppliers, investments in manufacturing inventory, facilities and equipment, repayments of obligations under outstanding indebtedness and repurchases of common stock. We generated $288 million of cash from operations for the nine months ended June 29, 2024. Our primary sources of liquidity as of June 29, 2024 consisted of (1) cash and cash equivalents of $658 million (an aggregate of $188 million of our cash is held by Sanmina SCI India Private Limited (“SIPL”), our existing Indian manufacturing entity, that may not be used for general corporate purposes and must be retained in SIPL to fund its operations); (2) our Credit Agreement, under which $786 million, net of outstanding borrowings and letters of credit, was available; (3) our foreign short-term borrowing facilities of $71 million, all of which was available; (4) proceeds from the sale of accounts receivable under our receivables sales programs and (5) cash generated from operations. Subject to satisfaction of certain conditions, including obtaining additional commitments from existing and/or new lenders, we may increase the revolving commitments under the Credit Agreement up to an additional $200 million.

We believe our existing cash resources and other sources of liquidity, together with cash generated from operations, will be sufficient to meet our working capital requirements through at least the next twelve months. However, should demand for our services decrease significantly over the next twelve months, should we be unable to recover on inventory obligations owed to us by our customers or should we experience significant increases in delinquent or uncollectible accounts receivable for any reason, our cash provided by operations could decrease significantly and we could be required to seek additional sources of liquidity to continue our operations at their current level.

We invest our cash among a number of financial institutions that we believe to be of high quality. However, there can be no assurance that one or more of such institutions will not become insolvent in the future, in which case all or a portion of our uninsured funds on deposit with such institutions could be lost.

As of June 29, 2024, 35% of our cash balance was held in the United States. Should we choose or need to remit cash to the United States from our foreign locations, we may incur tax obligations, which would reduce the amount of cash ultimately available to the United States. We believe that cash held in the United States, together with liquidity available under our Credit Agreement and cash from foreign subsidiaries that could be remitted to the United States without tax consequences, will be sufficient to meet our United States liquidity needs for at least the next twelve months.

Information regarding our contractual obligations was provided in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in our Annual Report on Form 10-K for the fiscal year ended September 30, 2023. There were no material changes in our contractual obligations as of June 29, 2024.

Off-Balance Sheet Arrangements

As of June 29, 2024, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated by the SEC, that have or are reasonably likely to have a current or future effect on our financial condition, changes in our financial condition, revenues, or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to investors.

Item 3. ***Quantitative and Qualitative Disclosures About Market Risk***

There were no material changes in our primary risk exposures or management of market risks from those disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2023.

Item 4. ***Controls and Procedures***

(a) Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent all errors and all fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that their objectives are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits of disclosure controls and procedures must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of disclosure controls and procedures can provide absolute assurance that all disclosure control issues and instances of fraud, if any, have been detected. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 29, 2024. Based on their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of June 29, 2024 because of the material weaknesses in our internal control over financial reporting discussed below.

(b) Material Weaknesses in Internal Control Over Financial Reporting

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected in a timely basis.

We identified material weaknesses in the control environment at one of our divisions due to this division maintaining an inappropriate tone at the top. Specifically, division management did not sufficiently promote, monitor or enforce appropriate accounting policies and procedures, thereby resulting in inappropriate and unsupported adjustments to the quarterly contract cost estimate process. Additionally, we did not maintain a sufficient complement of finance personnel at the division with an appropriate level of expertise, knowledge and training in internal control over financial reporting commensurate with our financial reporting requirements. These material weaknesses contributed to an additional material weakness that the division did not design and maintain effective controls over the quarterly contract estimate review process, which led to the failure to timely and appropriately record adjustments to quarterly estimates.

These material weaknesses resulted in the restatement of our consolidated financial statements for the fiscal years ended October 3, 2020, October 2, 2021 and October 1, 2022 and for the quarterly fiscal periods included in such fiscal years and for the first fiscal quarter ended December 31, 2022. These material weaknesses also resulted in immaterial misstatements of our consolidated financial statements for the quarterly fiscal periods as of and for the periods ended April 1, 2023, July 1, 2023, and September 30, 2023. Additionally, each of these material weaknesses could result in misstatements of the accounts and disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

Management intends to remediate the material weaknesses described above primarily by ensuring that relevant program management and finance personnel possess sufficient knowledge and experience and are sufficiently engaged to identify, escalate and drive closure of matters that could impact estimated long-term customer program costs and/or require the recording of additional expenses in the Company's financial statements. This is expected to be achieved through 1) personnel replacements or new hires and organizational realignment, 2) providing training to relevant personnel, 3) expanding controls and designing appropriate procedures to support the completeness and accuracy of financial processes and 4) enhancing policy and procedures documentation to include more robust and specific guidance with respect to accounting for long-term contracts, including revenue recognition and the estimate at completion ("EAC") process.

To date, we have taken the following remedial actions:

- Removed internal control over financial reporting responsibilities and representation from designated individuals and added new individuals for these responsibilities and representations.
- Conducted training sessions for all employees involved in the EAC process on ethics, reporting and fraud, as well as the importance of EACs to financial reporting.
- Implemented a certification process whereby a select group of employees with key roles in the EAC and financial reporting processes are required to make certain representations about the completeness and accuracy of EACs, as well as a representation that they are not aware of any improprieties in the accounting or control functions.

- Realigned reporting lines whereby program financial analysts report directly to the finance organization.
- Hired a President to lead the division and added several new employees to the finance department of the division.
- Engaged third-party consultants to perform a comprehensive review of the division's accounting and reporting functions, including performing an evaluation of the division's policies and procedures.

We believe these measures, together with others that are in process or planned, will remediate the material weaknesses in internal control over financial reporting described above.

The material weaknesses will not be considered formally remediated until the controls have operated effectively for a sufficient period of time and management has concluded, through testing, that the controls are operating effectively.

(c) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended June 29, 2024 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings*

For a description of our material legal proceedings, see Note 7, “Commitments and Contingencies” of the notes to the Condensed Consolidated Financial Statements.

Item 1A. ***Risk Factors***

<u>End Market and Operational Risks</u>

Adverse changes in the key end markets we target could harm our business by reducing our sales.

We provide products and services to companies that serve the industrial, medical, defense and aerospace, automotive, communications networks and cloud infrastructure industries. Adverse changes in any of these end markets could reduce demand for our customers' products or make these customers more sensitive to the cost of our products and services, either of which could reduce our sales, gross margins and net income. A number of factors could affect these industries in general and our customers in particular, leading to reductions in net sales. These factors include:

- intense competition among our customers and their competitors, leading to reductions in prices for their products and increases in pricing pressure placed on us;
- failure of our customers' products to gain widespread commercial acceptance, which could decrease the volume of orders our customers place with us;
- changes in regulatory requirements affecting the products we build for our customers, leading to product redesigns or obsolescence and potentially causing us to lose business; and
- the negative effects of inflation, high interest rates and any potential resultant recession on customers' end markets and their demand for our products and services.

We realize a substantial portion of our revenue from communications equipment customers. This market is highly competitive, particularly in the area of price. Should any of our larger customers in this market fail to effectively compete with their competitors, they could reduce their orders to us or experience liquidity difficulties, either of which could have the effect of substantially reducing our revenue and net income. In addition, recent customer inventory adjustments reduced demand for our services from this end market, negatively impacting our revenue in the nine months of fiscal 2024. There can be no assurance when this adjustment will be complete or that we will not experience declines in demand in this or in other end markets in the future.

Our operating results are subject to significant uncertainties, which can cause our future sales, net income and cash generated from operations to be variable.

Our operating results can vary due to a number of significant uncertainties, including:

- our ability to replace declining sales from end-of-life programs and customer disengagements with new business wins;
- conditions in the global economy as a whole and in the industries we serve, which have been significantly impacted by supply chain disruptions, inflationary pressures and higher interest rates;
- fluctuations in component prices, component shortages and extended component lead times caused by high demand and supply chain constraints and disruptions caused by geopolitical events, such as the war in Ukraine and conflict in the Middle East, natural disasters or otherwise;
- timing and success of new product developments and ramps by our customers, which create demand for our services, but which can also require us to incur start-up costs relating to new tooling and processes;
- levels of demand in the end markets served by our customers and the amount of inventory held by them;
- timing of orders from customers, the accuracy of their forecasts which drive the amount of components we order and the extent to which customers reschedule or cancel their orders;
- our inventory levels, which in the past have been driven higher as a result of supply chain disruptions, with higher levels of inventory reducing our operating cash flow;
- our customers' inventory levels, which, if high, decrease demand for new orders for products;
- customer payment terms and the extent to which we factor customer receivables during the quarter;
- increasing labor costs in the regions in which we operate;
- mix of products ordered by and shipped to major customers, as high volume and low complexity manufacturing services typically have lower gross margins than more complex and lower volume services;
- our ability to pass tariffs and price increases of components through to our customers;
- resolution of quality or other claims made by our customers;

- the degree to which we are able to fully utilize our available manufacturing capacity or expand, when necessary to satisfy customer demand;
- customer insolvencies resulting in bad debt or inventory exposures that are in excess of our reserves;
- our ability to efficiently move manufacturing operations to lower cost regions when requested by our customers;
- changes in our tax provision due to changes in our estimates of pre-tax income in the jurisdictions in which we operate, uncertain tax positions and our continued ability to utilize our deferred tax assets;
- political and economic developments in countries in which we or our customers or our suppliers have operations, which could restrict our operations or those of our suppliers and/or customers or increase our costs; and
- accuracy of management's estimates of materials, labor and subcontractor costs relating to long-term contracts particularly for new products, as any impact due to changes in estimates must be recognized in the period of change.

Variability in our operating results may also lead to variability in cash generated by operations, which can adversely affect our ability to make capital expenditures, repurchase stock and engage in strategic transactions.

We are subject to risks arising from our international operations.

The substantial majority of our net sales are generated through our non-U.S. operations. As a result, we are or can be negatively impacted by economic, political and other conditions in the foreign countries in which we do business, including:

- changes in trade and tax laws that may result in us or our customers being subject to increased taxes, duties and tariffs and import and export restrictions, which could increase our costs and/or reduce our customers' willingness to use our services in countries in which we are currently manufacturing their products;
- compliance with foreign laws, including labor laws that generally provide for increased notice, severance and consultation requirements compared to U.S. labor laws;
- labor unrest, including strikes;
- difficulties in staffing due to immigration or travel restrictions imposed by national governments, including the U.S.;
- security concerns;
- political instability and/or regional military tension or hostilities, such as the war in Ukraine and conflict in the Middle East, the possibility of such conflicts broadening to areas outside the area of immediate hostilities and the actions taken by national governments in response to such hostilities;
- fluctuations in currency exchange rates, which may either increase or decrease our operating costs and for which we have significant exposure;
- the imposition of currency controls, which would have the effect of preventing us from repatriating profits from our foreign subsidiaries;
- exposure to heightened corruption risks;
- aggressive, selective or lax enforcement of laws and regulations by national governmental authorities; and
- potentially increased risk of misappropriation of intellectual property.

We operate in countries that have experienced labor unrest, political instability or conflict and strife in the past, including China, India, Israel, Malaysia, Mexico and Thailand, and we have experienced work stoppages and similar disruptions at our plants in these countries. To the extent these factors prevent us from adequately staffing our plants and manufacturing and shipping products in those jurisdictions, our margins and net income could be reduced and our reputation as a reliable supplier could be negatively impacted.

We rely on a relatively small number of customers for a substantial portion of our sales and declines in sales to these customers could significantly reduce our net sales and net income.

Sales to our ten largest customers have historically represented approximately half of our net sales. We expect to continue to depend upon a relatively small number of customers for a significant percentage of our sales for the foreseeable future. The loss of, a significant reduction in sales or pricing to, or an inability to recover components liabilities from our largest customers could therefore substantially reduce our revenue and margins.

Customer order cancellations, push-outs and reduced forecasts could reduce our sales, net income and liquidity.

We generally do not obtain firm, long-term purchase commitments from our customers and our bookings may generally be canceled prior to the scheduled shipment date. Although customers are generally liable for components we procure on their behalf, finished goods and work-in-progress at the time of cancellation, customers may fail to honor this commitment or we may be unable to, or, for other business reasons, choose not to, enforce our contractual rights. Cancellations, reductions or push-outs of orders by customers and reduced customer forecasts, whether due to changes in individual customer circumstances, such as customer inventory levels, or end market changes or recessionary conditions in general, could cause our inventory levels to increase, consume working capital, lead to write-offs of inventory that customers fail to purchase for any reason, which could reduce our sales, net income and liquidity.

Our strategy to pursue higher margin business depends in part on the success of our CPS businesses, which, if not successful, could cause our future gross margins and operating results to be lower.

A key part of our strategy of providing end-to-end manufacturing solutions is to grow our CPS businesses, which supplies printed circuit boards, backplane and backplane assemblies, cable assemblies, fabricated metal parts, precision machined parts, and plastic injected molded parts, memory, RF, optical and microelectronic solutions, and data storage solutions and design, engineering, logistics and repair services and our SCI defense and aerospace products. A decrease in orders for these components, products and services can have a disproportionately adverse impact on our profitability since these components, products and services generally yield higher margins than our core IMS business. In addition, in order to grow this portion of our business profitably, we must continue to make substantial investments in the development of our product development capabilities, research and development activities, test and tooling equipment and skilled personnel, all of which reduce our operating results in the short term. The success of our CPS businesses also depends on our ability to increase sales of our proprietary products, convince our customers to purchase our components rather than those of third parties for use in the manufacture of their products, and expand the number of our customers who contract for our design, engineering, logistics and repair services. We may face challenges in achieving commercially viable yields and difficulties in manufacturing components in the quantities and to the specifications and quality standards required by our customers, as well as in qualifying our components for use in our customers' designs. Our proprietary products and design, engineering, logistics and repair services must compete with products and services offered by established vendors which focus solely on development of similar technologies or the provision of similar services. Any of these factors could reduce the revenue and margins of our CPS businesses, which in turn would have an adverse and potentially disproportionate effect on our overall revenue and profitability.

Worldwide supply chain shortages caused by the COVID-19 pandemic, the resumption of strong worldwide demand for electronic products and components and geopolitical events have collectively limited our ability to manufacture and ship all of the products for which we have demand; our profitability will be reduced if we are unable to continue to pass on increasing component costs.

Over the past four years, our supply chain has been significantly impacted by interruptions in supplier and port operations resulting from the COVID-19 pandemic, the resumption of strong worldwide demand for electronic products and components following the easing of COVID-19 restrictions, and geopolitical events, such as the war in Ukraine and the conflict in the Middle East. As a result, we have experienced and continue to experience delays in delivery and shortages of certain components, particularly certain types of capacitors, resistors and discrete semiconductors needed for many of the products we manufacture. These conditions have limited and may limit our ability to manufacture and ship all of the products for which we have demand and that require these components and have resulted and may continue to result in an increase in our inventories of other components that cannot be assembled into finished products without these components. These factors are exacerbated by the fact that we are dependent on a number of limited and sole source suppliers to provide key components that we incorporate into our products. In the case of semiconductors, most third-party manufacturing is concentrated among a small number of suppliers located in the same geographic area. Although conditions have generally improved, we expect some level of delays and shortages to continue to persist in some form in the short to medium term. Any such delays or shortages, including due to natural disaster or geopolitical issues or conflicts, could result in delays in shipments to our customers, which would reduce our revenue, margins and operating cash flow for the periods affected.

In addition, inflationary pressures resulting from supply chain constraints and strong economic conditions generally have led to sustained increases in the prices we pay for components and materials used in production and in our labor and transportation costs. While we seek to pass on to our customers the increased prices for components and shipping, plus a margin, our gross margins and profitability could decrease, perhaps significantly, over a sustained period of time if we are unable to do so.

The COVID-19 pandemic had, and any future outbreak could have, a significant impact on our results of operations and financial condition by reducing demand from our customers, interrupting the flow of components needed for our customers' products, limiting the operations and productivity of our manufacturing facilities and creating health risks to our employees.

Our business, operations and results of operations were significantly and negatively impacted by the COVID-19 pandemic. The COVID-19 pandemic 1) caused our customers to reduce their demand from us, 2) interrupted the availability of components we need for our customers' products, 3) limited the operations and productivity of our manufacturing resources and 4) created health risks to our employees.

Our operations could again be similarly and negatively impacted in the event of any future outbreaks, including outbreaks caused by new variants of COVID-19, and actions that government authorities may take in response to such future outbreaks.

Current U.S. trade policy could increase the cost of using both our onshore and offshore manufacturing services for our U.S. customers, leading them to reduce their orders to us.

Although we maintain significant manufacturing capacity in the U.S., the majority of our manufacturing operations are located outside the U.S. The U.S., China, the E.U. and several other countries have imposed tariffs on certain imported products. In particular, the U.S. has imposed tariffs impacting certain components and products imported from China by us into the U.S, which tariffs have and may continue to increase. These tariffs apply to both components imported into the U.S. from China for use in the manufacture of products at our U.S. plants and to certain of our customers' products that we manufacture for them in China and that are then imported into the U.S. Any decision by a large number of our customers to cease using our manufacturing services due to the application of tariffs would materially reduce our revenue and net income. In addition, our gross margins would be reduced in the event we are for any reason unable to pass on any tariffs that we incurred to our customers. Although our customers are generally liable for tariffs we pay on their behalf on importation of components used in the manufacture of their products, our gross margins would be reduced in the event we are for any reason unable to recover tariffs or duties from our customers. Further, although we are required to pay tariffs upon importation of the components, we may not be able to recover these amounts from our customers until sometime later, if at all, which would adversely impact our operating cash flow in a given period.

Transfers of business or operations may increase our costs and cause disruptions in our ability to service our customers.

Our customers sometimes require that we transfer the manufacturing of their products from one of our facilities to another to achieve cost reductions, tariff reductions and other objectives. These transfers have resulted in increased costs to us due to facility downtime, less than optimal utilization of our manufacturing capacity and delays and complications related to the transition of manufacturing programs to new locations. These transfers, and any decision by a significant customer to terminate manufacturing services in a particular facility, could require us to close or reduce operations at certain facilities and, as a result, we may incur in the future significant costs for the closure of facilities, employee severance and related matters. We may be required to relocate or close additional manufacturing operations in the future and, accordingly, we may incur additional costs that decrease our net income.

In addition, certain of our foreign manufacturing facilities are leased from third parties. To the extent we are unable to renew the leases covering such facilities as they expire on reasonable terms, or are forced to move our operations at those facilities to other locations as a result of a failure to agree upon renewal terms, production for our customers may be interrupted, we may breach our customer agreements, we could incur significant start-up costs at new facilities and our lease expense may increase, potentially significantly.

<u>Regulatory, Compliance and Litigation Risks</u>

We are subject to a number of U.S. export control and regulatory requirements relating to our defense business, with which the failure to comply could result in fines and reduction of future revenue.

We are subject to a number of laws and regulations relating to the export of U.S. technology, anti-corruption and the award, administration and performance of U.S. government contracts and subcontracts. In particular, our activities must comply with the restrictions relating to the export of controlled technology and sales to denied or sanctioned parties contained in the International Traffic in Arms Regulations, the U.S. Export Administration Regulations and sanctions administered by the Office of Foreign Assets Control of the U.S. Treasury Department. The U.S. Commerce Department recently released rules that in some cases significantly restrict the export of U.S. technology to or from China. These laws could negatively impact our operations in China by making it more difficult to import components containing U.S. technology into China and to export finished products containing such components out of China. Any failure to comply with export control laws could result in significant fines or penalties. We must also comply with regulations relating to the award, administration and performance of U.S. government contracts and subcontracts with respect to our defense business, including regulations that govern price negotiations, cost accounting standards, procurement practices, termination at the election of the government and many other aspects of performance under government contracts and subcontracts. These laws and regulations are complex, require extensive compliance efforts and expenditures in the form of additional systems and personnel, and, in some cases, require us to ensure that our suppliers adhere to such regulations. Furthermore, our compliance with such regulations is subject to audit or investigation by governmental authorities. From time to time, we receive formal and informal inquiries from government agencies and regulators regarding our compliance. For example, we responded to several Civil Investigative Demands from the U.S. Department of Justice relating to certain contracts, projects, proposals, and business activities of our SCI subsidiary and a qui tam lawsuit filed by a former SCI employee was recently unsealed relating to these matters. Should we be found to have violated one or more government contracting laws or regulations, we could become subject to civil damages (which in some cases could be trebled) or criminal penalties and administrative sanctions, including appointment of government monitors, termination of our government contracts and, ultimately, debarment from doing further business with the U.S. government. Any of such results would increase our expenses, reduce our revenue and damage our reputation as both a commercial and government supplier.

If we manufacture or design defective products, if there are manufacturing defects in the components we incorporate into customer products or if our manufacturing processes do not comply with applicable statutory and regulatory requirements and standards, we could be subject to claims, damages and fines and lose customers.

We manufacture products to our customers' specifications, and in some cases our manufacturing processes and facilities need to comply with various statutory and regulatory requirements and standards. For example, many of the medical products that we manufacture, as well as the facilities and manufacturing processes that we use to produce them, must comply with standards established by the U.S. Food and Drug Administration and products we manufacture for the automotive end market are generally subject to the IATF 16949:2016 standard. In addition, our customers' products and the manufacturing processes that we use to produce them often are highly complex. As a result, products that we design or manufacture may at times contain design or manufacturing defects, and our manufacturing processes may be subject to errors or may not be in compliance with applicable statutory and regulatory requirements and standards. Finally, customer products can experience quality problems or failures as a result of defects in the components customers specify to be included in the products we manufacture for them. Defects in the products we design or manufacture, even if caused by components specified by the customer, may result in product recalls, warranty claims by customers, including liability for repair costs, delayed shipments to customers or reduced or canceled customer orders. The failure of the products that we design or manufacture or of our manufacturing processes and facilities to comply with applicable statutory and regulatory requirements and standards may subject us to legal fines or penalties, cause us to lose business and, in some cases, require us to shut down or incur considerable expense to correct a manufacturing program or facility. In addition, these defects may result in product liability claims against us by third parties. The risk and magnitude of such claims may increase as we continue to expand our presence in the medical and automotive end markets since defects in these types of products can result in death or significant injury to end users of these products. Even when our customers or suppliers are contractually responsible for defects in the design of a product and defects in components used in the manufacture of such products, there is no guarantee that any indemnities provided by such parties will be adequate to cover all damages to which we may become subject or that these parties will have the financial resources to indemnify us for such liabilities, in which case we could be required to expend significant resources to defend ourselves if named in a product liability suit over such defects.

If we are unable to protect our intellectual property or if we infringe, or are alleged to infringe, upon the intellectual property of others, we could be required to pay significant amounts in costs or damages.

We rely on a combination of copyright, patent, trademark and trade secret laws and contractual restrictions to protect our intellectual property rights. However, a number of our patents covering certain aspects of our manufacturing processes or products have expired and will continue to expire in the future. Such expirations reduce our ability to assert claims against competitors or others who use or sell similar technology. Any inability to protect our intellectual property rights could diminish or eliminate the competitive advantages that we derive from our proprietary technology. In addition, should a current or former employee use or disclose any of our or our customers' proprietary information, we could become subject to legal action by our customers or others, our key technologies could become compromised and our ability to compete could be adversely impacted.

In addition, we may become involved in administrative proceedings, lawsuits or other proceedings if others allege that the products we manufacture for our customers or our own manufacturing processes and products infringe on their intellectual property rights. If successful, such claims could force our customers and us to stop importing or producing products or components of products that use the challenged intellectual property, to pay up to treble damages and to obtain a license to the relevant technology or to redesign those products or services so as not to use the infringed technology. The costs of defense and potential damages and/or impact on production of patent litigation could be significant and have a materially adverse impact on our financial results. In addition, although our customers typically indemnify us against claims that the products we manufacture for them infringe others' intellectual property rights, there is no guaranty that these customers will have the financial resources to stand behind such indemnities should the need arise, nor is there any guarantee that any such indemnity could be fully enforced. We sometimes design products on a contract basis or jointly with our customers. In such situations, we may become subject to claims that products we design infringe third party intellectual property rights and may also be required to indemnify our customer against liability caused by such claims.

Any of these events could reduce our revenue, increase our costs and damage our reputation with our customers.

Allegations of failures 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, meal and rest periods, discrimination, harassment, collective bargaining, whistleblowing, classification of employees, privacy and severance payments. We may be required to defend against allegations that we have violated such laws. Allegations that we have violated labor laws could lead to damages being awarded to employees or fines from or settlements with plaintiffs or federal, state or foreign regulatory authorities, the amounts of which could be substantial, and which would reduce our net income. For example, in the first quarter of fiscal 2022, we paid approximately $4 million in a judicially approved settlement in connection with a lawsuit against us alleging violations of California Labor Code provisions governing overtime, meal and rest periods, wages, wage statements and reimbursements of business expenses, and in the first and third quarters of fiscal 2024, two putative class actions were filed alleging similar violations.

Cyberattacks and other disruptions of our information technology network and systems could interrupt our operations, lead to loss of our customer and employee data and subject us to damages.

We rely on internal and cloud-based networks and systems furnished by third parties for worldwide financial reporting, inventory management, procurement, invoicing, employee payroll and benefits administration and email communications, among other functions. In addition, our 42Q manufacturing execution solutions software used by us and certain of our customers operates in the cloud. Despite our business continuity planning, including maintaining redundant data sites and network availability, both our internal and cloud-based infrastructure may be susceptible to outages due to fire, floods, power loss, telecommunications failures, terrorist attacks, performance failures by our IT vendors and similar events. For example, in July 2024, a misconfigured system update initiated by one of our network security vendors caused our worldwide manufacturing operations to be temporarily disrupted. In addition, our systems, like those of other large companies, are regularly subject to third-party hacking attempts. Despite the implementation of numerous network security measures, both our internal and our cloud-based infrastructure may also be vulnerable to such hacking attempts, the installation of computer viruses, malware or similar disruptions either by third parties or employees with access to key IT infrastructure. Cybersecurity attacks can come in many forms, including distributed denial of service attacks, advanced persistent threat, phishing, business email compromise efforts and ransomware attacks. There can be no assurance that a future malware attack or hacking attempt will not be successful in breaching our systems. Hacking, malware and other cybersecurity attacks, if not prevented, could lead to the collection and disclosure of sensitive personal or confidential information relating to our business, customers, employees or others, exposing us to legal liability and causing us to suffer reputational damage. In addition, our SCI defense and aerospace business is subject to U.S. government regulations requiring the safeguarding of certain unclassified government information and to report to the U.S. government certain cyber incidents that affect such information. The increasing sophistication of cyberattacks requires us to continually evaluate new technologies and processes intended to detect and prevent these attacks. Our insurance coverage for cyberattacks is limited. There can be no assurance that our cybersecurity measures will be sufficient to protect the data we manage. If we and our cloud infrastructure vendors are not successful in preventing such outages and cyberattacks, our operations could be disrupted, we could incur losses, including losses relating to claims by our customers, employees or privacy regulators relating to loss of personal or confidential business information, the willingness of customers to do business with us may be damaged and, in the case of our defense business, we could be barred from future participation in U.S. government programs.

Global, national and corporate initiatives addressing climate change could increase our costs.

Concern over climate change may lead to state, federal and international legislative and regulatory initiatives aimed at reducing carbon dioxide and other greenhouse gas emissions through incentives, taxes or mandates and there is increased interest generally in voluntary corporate commitments to reduce the generation of greenhouse gases. Collectively, such initiatives and commitments could lead to an increase in both the price of energy and our operating costs. A sustained increase in energy prices for any reason could increase our raw material, components, operations and transportation costs, which we may not be able to pass on to our customers and which would therefore reduce our profitability, as would any increase in operating costs and investments due to our adoption, whether voluntary or mandatory, of measures to reduce our carbon footprint. We could also suffer reputational damage if our sustainability practices are perceived to be inadequate.

Any failure to comply with applicable environmental laws could adversely affect our business by causing us to pay significant amounts for cleanup of hazardous materials or for damages or fines.

We are subject to various federal, state, local and foreign environmental laws and regulations, including those governing the use, generation, storage, discharge and disposal of hazardous substances and waste in the ordinary course of our manufacturing operations. If we violate environmental laws or if we own or operate, or owned or operated in the past, a site at which we or a predecessor company caused contamination, we may be held liable for damages and the costs of remedial actions. For example, in April 2023, a court issued a ruling finding us and other defendants liable for certain investigation and remediation costs relating to a site owned by a predecessor company in Southern California at which a disposal was alleged to have occurred, which claim has since been settled subject to court approval. Although we estimate and regularly reassess our potential liability with respect to violations or alleged violations and accrue for such liability, our accruals may not be sufficient. Any increase in existing reserves or establishment of new reserves for environmental liability would reduce our net income. Our failure or inability to comply with applicable environmental laws and regulations could also limit our ability to expand facilities or could require us to acquire costly equipment or to incur other significant expenses to comply with these laws and regulations.

Partly as a result of certain of our acquisitions, we have incurred liabilities associated with environmental contamination. These liabilities include ongoing investigation and remediation activities at a number of current and former sites. The time required to perform environmental remediation can be lengthy and there can be no assurance that the scope, and therefore cost, of these activities will not increase as a result of the discovery of new contamination or contamination on adjoining landowners' properties or the adoption of more stringent regulatory standards covering sites at which we are currently performing remediation activities.

We cannot assure that past disposal activities will not result in liability that will materially affect us in the future, nor can we provide assurance that we do not have environmental exposures of which we are unaware and which could adversely affect our future operating results. Changes in or restrictions on discharge limits, emissions levels, permitting requirements and material storage or handling could require a higher than anticipated level of remediation activities, operating expenses and capital investment or, depending on the severity of the impact of the foregoing factors, costly plant relocation, any of which would reduce our net income.

Changes in financial accounting standards or policies have affected, and in the future may affect, our reported financial condition or results of operations; there are inherent limitations to our system of internal controls; changes in corporate governance requirements, policies and practices may impact our business.

We prepare our consolidated financial statements in conformity with GAAP. The preparation of our financial statements in accordance with GAAP requires that we make estimates and assumptions that affect the recorded amounts of assets, liabilities and net income during the reporting period. A change in the facts and circumstances surrounding those estimates could result in a change to our estimates and could impact our future operating results. GAAP is subject to interpretation by the Financial Accounting Standards Board ("FASB"), the SEC and various bodies formed to interpret and create accounting policies. A change in those policies can have a significant effect on our reported results and may affect our reporting of transactions which are completed before a change is announced. For example, in fiscal 2019, we implemented the new revenue recognition standard, which is complex and requires significant management judgment. Although we believe the judgments we applied in implementation of the new revenue recognition standard are appropriate, there can be no assurance that we will not be required to change our judgments relating to implementation of such standard in the future, whether as a result of new guidance or otherwise. A significant change in our accounting judgments could have a significant impact on our reported revenue, gross profit, assets and liabilities. In general, 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.

Our system of internal and disclosure controls and procedures was designed to provide reasonable assurance of achieving its objectives. However, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been or will be detected. As a result, there can be no assurance that our system of internal and disclosure controls and procedures will be successful in preventing all errors, theft and fraud, or in informing management of all material information in a timely manner. For example, as disclosed in Item 9A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2023, and Item 4 of this report, we have identified material weaknesses in the control environment at one of our divisions due in part to the division maintaining an inappropriate tone at the top. This division accounted for approximately 3% of our revenue for fiscal 2023.

Finally, corporate governance, public disclosure and compliance practices continue to evolve based upon continuing legislative action, SEC rulemaking and policy positions taken by large institutional stockholders and proxy advisors. As a result, the number of rules, regulations and standards applicable to us may become more burdensome to comply with, could increase scrutiny of our practices and policies by these or other groups and increase our legal and financial compliance costs and the amount of time management must devote to governance and compliance activities. For example, the SEC has recently adopted rules requiring that issuers provide significantly increased disclosures concerning cybersecurity risk management, strategy, governance and incident reporting and adopt more stringent executive compensation clawback policies and several agencies and governments, including the SEC, the EU and California have enacted legislation or adopted rules that will require large companies to provide significant disclosures concerning their greenhouse gas emissions and financial risks relating to climate change. Increasing regulatory burdens and corporate governance requirements could make it more difficult for us to attract and retain qualified members of our Board of Directors and qualified executive officers.

Liquidity and Credit Risks

Our customers could experience credit problems, which could reduce our future revenue and net income.

Certain of our customers have experienced significant financial difficulties in the past, with a few filing for bankruptcy. Financial difficulties experienced by one or more of our customers, could negatively affect our business by decreasing demand from such customers and through the potential inability of these companies to make full payment on amounts owed to us. Customer bankruptcies also entail the risk of potential recovery by the bankruptcy estate of amounts previously paid to us that are deemed a preference under bankruptcy laws. There can be no assurance that additional customers will not declare bankruptcy or suffer financial distress, in which case our future revenue, net income and cash flow could be reduced.

We may be unable to generate sufficient liquidity to maintain or expand our operations, which would reduce the amount of business our customers and vendors are able to do with us and impact our ability to continue operations at current levels without seeking additional funding; increasing interest rates will reduce our net income and operating cash flow; we could experience losses if one or more financial institutions holding our cash or other financial counterparties were to fail; repatriation of foreign cash could increase our taxes.

Our liquidity is dependent on a number of factors, including profitability, business volume, inventory levels, the extension of trade credit by our suppliers, the degree of alignment of payment terms from our suppliers with payment terms granted to our customers, the amount we invest in our facilities and equipment, the timing of acquisitions and divestitures, the schedule for repayment of our outstanding indebtedness, the timing of stock repurchases, the amount available to borrow under our credit agreement and the amount of accounts receivable eligible for sale under our factoring programs. In the event we need or desire additional liquidity beyond the sources described above to maintain or expand our business levels, make acquisitions or repurchase stock, there can be no assurance that such additional liquidity will be available on acceptable terms or at all. The sale of receivables under our factoring programs is subject to the approval of the banks or customers involved and there can be no assurance that we will be able to sell the maximum amount of receivables permitted by these programs when desired. In addition, because the interest rate we pay for borrowings under the Credit Agreement and the interest rate used to calculate the purchase price for receivables under our factoring programs are variable, recent sustained increases in interest rates resulting from actions taken by the Federal Reserve to reduce inflation both increases the amount of interest expense we pay, which reduces net income, and also reduces the amount of proceeds we receive from purchasers under our receivables factoring program, which reduces operating cash flow.

Any failure to maintain adequate liquidity would prevent us from maintaining operations at current or desired levels, which in turn would reduce both our revenue and profitability.

Although we believe our existing cash resources and sources of liquidity, together with cash generated from operations, will be sufficient to meet our working capital requirements for at least the next 12 months, should demand for our services increase significantly over the next 12 months or should we experience significant increases in delinquent or uncollectible accounts receivable for any reason, including recessionary economic conditions, our cash provided by operations could decrease significantly and we could be required to seek additional sources of liquidity to continue our operations at their current level. In such a case, there can be no assurance that such additional sources of financing would be available.

A principal source of our liquidity is our cash and cash equivalents, which are held with various financial institutions. Although we distribute such funds among a number of financial institutions that we believe to be of high quality, there can be no assurance that one or more of such institutions will not become insolvent in the future. For example, in the spring of 2023, three mid-sized regional banks failed and were placed under the temporary control of federal regulators. Although our cash and cash equivalents were not deposited in any of such banks, should the financial institutions in which our cash and cash equivalents are deposited fail and not be backstopped by the federal government or otherwise guaranteed, all or a portion of our uninsured funds on deposit with such institutions could be lost. Similarly, should the financial institutions holding the cash and cash equivalents of our customers fail and not be backstopped or otherwise guaranteed, our customers may become unable to satisfy their obligations to us. Finally, if one or more counterparties to our interest rate or foreign currency hedging instruments were to fail, we could suffer losses and our hedging of risk could become less effective.

As of June 29, 2024, approximately 65% of our cash was held in foreign jurisdictions. Some of these jurisdictions restrict the amount of cash that can be transferred to the U.S. or impose taxes and penalties on such transfers of cash. To the extent we have excess cash in foreign locations that could be used in, or is needed by, our U.S. operations, we may incur significant foreign taxes to repatriate these funds which would reduce the net amount ultimately available for such purposes.

Our Credit Agreement contains covenants that may adversely impact our business; the failure to comply with such covenants or the occurrence of an event of default could cause us to be unable to borrow additional funds and cause our outstanding debt to become immediately payable.

Our Credit Agreement contains a maximum leverage and minimum interest coverage ratio and a number of restrictive covenants, including restrictions on incurring additional debt, making investments and other restricted payments, selling assets and paying dividends, subject to certain exceptions, with which we must comply. Collectively, these covenants could constrain our ability to grow our business through acquisition or engage in other strategic transactions. Such facility also contains customary events of default. Finally, such facility includes covenants requiring, among other things, that we timely file quarterly and annual financial statements with the SEC, comply with all laws, pay all taxes and maintain casualty insurance. If we are not able to comply with these covenants or if an event of default were to occur and not be cured, all of our outstanding debt would become immediately due and payable and the incurrence of additional debt under our Credit Agreement would not be allowed, either of which would have a material adverse effect on our liquidity and ability to continue to conduct our business.

General Risk Factors

We are subject to intense competition in the electronics manufacturing services ("EMS") industry, which could cause us to lose sales and, therefore, harm our financial performance.

The EMS industry is highly competitive and the industry has experienced a surplus of manufacturing capacity. Our competitors include major global EMS providers, including Benchmark Electronics, Inc., Celestica, Inc., Flex Ltd., Hon Hai Precision Industry Co., Ltd. (Foxconn), Jabil Inc. and Plexus Corp., as well as other companies that have a regional, product, service or industry-specific focus. We also face competition from current and potential OEM customers who may elect to manufacture their own products internally rather than outsource to EMS providers.

Competition is based on a number of factors, including end markets served, price and quality. We may not be able to offer prices as low as some of our competitors for any number of reasons, including the willingness of competitors to provide EMS services at prices we are unable or unwilling to offer. There can be no assurance that we will win new business or maintain existing business due to competitive factors, which could decrease our sales and net income. In addition, due to the extremely price sensitive nature of our industry, business that we do win or maintain may have lower margins than our historical or target margins. As a result, competition may cause our gross and operating margins to fall.

Consolidation in the electronics industry may adversely affect our business by increasing customer buying power and increasing prices we pay for components.

Consolidation in the electronics industry among our customers, our suppliers and/or our competitors may increase, which could result in a small number of very large electronics companies offering products in multiple sectors of the electronics industry. If one of our customers is acquired by another company that does not rely on us to provide EMS services, we may lose that customer's business. Similarly, consolidation among our suppliers could result in a sole or limited source for certain components used in our customers' products. Any such consolidation could cause us to be required to pay increased prices for such components, which could reduce our gross margin and profitability if we are unable to pass on the corresponding cost to our customers.

Changes in our income tax rates or exposure to additional tax liabilities or expiration of our net operating loss carryforwards could increase our taxes and decrease our net income; developments in pending audits could result in an increase in our tax expenses which would decrease our net income.

We are or may become subject to income, sales, value-added, goods and services, withholding and other taxes in the United States and various foreign jurisdictions. Significant judgment is required in determining our worldwide provision for taxes and, in the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. Our effective income tax rates and liability for other taxes could increase as a result of changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in enacted tax laws, the effectiveness of our cash and tax management strategies, our ability to negotiate advance pricing agreements with foreign tax authorities, compliance with local trade laws and other factors. International initiatives require multinational enterprises, like ours, to report profitability on a country-by-country basis, which could increase scrutiny by foreign tax authorities. Such initiatives may also result in the imposition of minimum global tax rates, which could have the effect of increasing the Company's consolidated tax rate. For example, the OECD has proposed changes to numerous long-standing tax principles which would impose a global minimum corporate tax rate of 15%. In addition, our tax determinations are regularly subject to audit by tax authorities. For example, we are currently undergoing audits of our tax returns for certain recent tax years in a number of jurisdictions, including the United States. In connection with one such audit, on November 17, 2023, we received a RAR from the IRS, which asserted an underpayment of tax of approximately $8 million for fiscal 2009. The proposed underpayment results from the IRS's proposed disallowance of a $503 million worthless stock deduction previously taken by us. We disagree with the IRS's position as asserted in the RAR and intend to vigorously contest this matter through the applicable IRS administrative and judicial procedures, as appropriate. However, an adverse result in this matter or additional developments in these or future audits would adversely affect our tax provisions, including through the disallowance or reduction of deferred tax assets or the assessment of back taxes, interest and penalties, any of which could result in a material increase to our income tax expense and therefore a material decrease in our net income and could have a material adverse impact on our condensed consolidated financial statements. Further, as of September 30, 2023, we have cumulative net operating loss carryforwards ("NOLs") for federal, state and foreign tax purposes of $155 million, $337 million and $433 million, respectively. Our federal NOLs begin expiring in fiscal 2028 and our state NOLs began expiring in fiscal 2024, with both federal and state NOLs expiring completely at various dates through September 29, 2035. Certain foreign NOLs began expiring in fiscal 2024. When NOLs expire, our federal and state income tax rates will increase, which will reduce our net income.

We can experience losses due to foreign exchange rate fluctuations and currency controls, which could reduce our net income and impact our ability to repatriate funds.

Because we manufacture the majority of our products abroad, our operating results can be negatively impacted due to fluctuations in foreign currency exchange rates. We use financial instruments, primarily short-term foreign currency forward contracts, to hedge our exposure to exchange rate fluctuations. However, the success of our foreign currency hedging activities in preventing foreign exchange losses depends largely upon the accuracy of our forecasts of future sales, expenses, capital expenditures and assets and liabilities. As such, our foreign currency hedging program may not fully cover all of our exposure to exchange rate fluctuations. If our hedging activities are not successful, our net income may be reduced. In addition, certain countries in which we operate have adopted currency controls requiring that local transactions be settled only in local currency rather than in our functional currency, which is generally different than the local currency. Such controls could require us to hedge larger amounts of local currency than we otherwise would and/or prevent us from repatriating cash generated by our operations in such countries.

We may not have sufficient insurance coverage for potential claims and losses, which could leave us responsible for certain costs and damages.

We carry various forms of business and liability insurance in types and amounts we believe are reasonable and customary for similarly situated companies in our industry. However, our insurance program does not generally cover losses due to failure to comply with typical customer warranties for workmanship, product and medical device liability, intellectual property infringement, product recall claims, or environmental contamination. In particular, our insurance coverage with respect to damages to or closure of our facilities, or damages to our customers' products caused by cyberattacks, outages and certain natural disasters, such as earthquakes, epidemics and pandemics (such as the COVID-19 pandemic), is limited and is subject to policy deductibles, coverage limits, and exclusions, and as a result, may not be sufficient to cover all of our losses. For example, our policies have very limited coverage for damages due to earthquakes or losses caused by business disruptions. In addition, such coverage may not continue to be available at commercially reasonable rates and terms. Our policies generally have deductibles and/or limits or may be limited to certain lines or business or customer engagements that reduce the amount of our potential recoveries from insurance. As a result, not all of our potential business losses are covered under our insurance policies. Should we sustain a significant uncovered loss, our net income will be reduced. Additionally, if one or more counterparties to our insurance coverage were to fail, we would bear the entire amount of an otherwise insured loss.

Recruiting and retaining our key personnel is critical to the continued growth of our business.

Our success depends upon the continued service of our key personnel, particularly our highly skilled sales and operations executives, managers and engineers with many years of experience in the EMS industry. Such individuals can be difficult to identify, recruit and retain and are heavily recruited by our competitors. As our key employees choose to retire or terminate their employment with us, we will be required to replace them with new employees with the required experience, which has become challenging in the U.S. recently due to the strong employment market. Should we be unable to recruit new employees to fill key positions with us, our operations and growth prospects could be negatively impacted.

We may not be successful in implementing and integrating strategic transactions or in divesting assets or businesses, which could harm our operating results; we could become required to book a charge to earnings should we determine that goodwill and other acquired assets are impaired.

From time to time, we may undertake strategic transactions that give us the opportunity to access new customers and new end markets, increase our proprietary product offerings, obtain new manufacturing and service capabilities and technologies, enter new geographic manufacturing locations, lower our manufacturing costs, increase our margins or further develop existing customer relationships. For example, in the first quarter of fiscal 2023, we entered into a joint venture with a wholly owned subsidiary of RSBVL intended to create a world-class electronic manufacturing hub in India. The success of this joint venture is subject to a number of risks and uncertainties, including the timing of the joint venture obtaining “Trusted Source” designation under the India government’s “Make in India” initiative, adverse changes in the key markets the joint venture will target and the risks described above under the caption “We are subject to risks arising from our international operations.” Strategic transactions involve a number of risks, uncertainties and costs, including integrating acquired operations and workforce, businesses and products, resolving quality issues involving acquired products, incurring severance and other restructuring costs, diverting management attention from their normal operational duties, maintaining customer, supplier or other favorable business relationships of acquired operations, terminating unfavorable commercial arrangements, losing key employees, integrating the systems of acquired operations into our management information systems and satisfying the liabilities of acquired businesses, including liability for past violations of law and material environmental liabilities. Any of these risks could cause our strategic transactions not to be ultimately profitable. We may also choose to divest plants, businesses or products lines in the future. Divestitures reduce revenue and, potentially, margins and can involve the risk of retained liabilities from the operations divested, including environmental liabilities.

In addition, we have in the past recorded, and may be required to record in the future, goodwill and other intangible assets in connection with our acquisitions. We evaluate, at least on an annual basis, whether events or circumstances have occurred that indicate all, or a portion, of the carrying amount of our goodwill and other intangible assets may no longer be recoverable. Should we determine in the future that our goodwill or other intangible assets have become impaired, an impairment charge to earnings would become necessary, which could be significant. For example, during our fiscal 2018 annual goodwill impairment analysis, we fully impaired goodwill of $31 million associated with the acquisition of a storage software business we purchased in 2016.

We are subject to risks associated with natural disasters and global events.

Our activities, including manufacturing, administration and information technology management, can be adversely affected by natural disasters such as major earthquakes, hurricanes, floods, tsunamis, tornadoes, fires and epidemics or pandemics, such as the COVID-19 pandemic. Climate change may cause certain of these events to become more severe and therefore more damaging. In the event of a major natural disaster affecting one or more of our facilities, our operations and management information systems, which control our worldwide procurement, inventory management, shipping and billing activities, could be significantly disrupted. Such events could delay or prevent product manufacturing for an extended period of time. Any extended inability to continue our operations at affected facilities following such an event could reduce our revenue. Further, geopolitical events like the war in Ukraine and conflict in the Middle East may also impact our operations by affecting our supply chain or impacting our plants located in the region of instability.

Risks of Investing in Our Stock

The market price of our common stock is volatile and is impacted by factors other than our financial performance.

The stock market in recent years has experienced significant price and volume fluctuations that have affected our stock price. These fluctuations have often been unrelated to our operating performance. Factors that can cause such fluctuations include announcements by our customers, suppliers, competitors or other events affecting companies in the electronics industry, such as component shortages, currency fluctuations, the impact of natural disasters and global events, such as the COVID-19 pandemic, geopolitical tensions, such as the war in Ukraine and conflict in the Middle East, general market fluctuations and macroeconomic conditions, including concerns about inflation and recession, any of which may cause the market price of our common stock to fluctuate widely.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

The table below sets forth information regarding our repurchases of our common stock during the third quarter of 2024:

Period (1)	TOTAL NUMBER OF SHARES PURCHASED	AVERAGE PRICE PAID PER SHARE (2)	TOTAL NUMBER OF SHARES PURCHASED AS PART OF PUBLICLY ANNOUNCED PROGRAMS (3)	MAXIMUM DOLLAR VALUE OF SHARES THAT MAY YET BE PURCHASED UNDER THE PROGRAMS (2)
Month #1				
March 31, 2024 through April 27, 2024	196,542	$ 58.31	196,542	$ 160,954,528
Month #2				
April 28, 2024 through May 25, 2024	338,552	$ 65.87	338,552	$ 138,655,741
Month #3				
May 26, 2024 through June 29, 2024	310,000	$ 67.20	310,000	$ 117,824,163
Total	845,094	$ 64.60	845,094	

(1) All months shown are our fiscal months.

(2) Amounts do not include commission or excise tax payable on shares repurchased. The total average price paid per share is a weighted average based on the total number of shares repurchased during the period.

(3) During the third quarter of fiscal 2022 and third quarter of fiscal 2023, our Board of Directors authorized us to repurchase up to $200 million and $200 million of our common stock, respectively, in the open market or in negotiated private transactions. These programs have no expiration date.

Item 5. ***Other Information***

During the quarter ended June 29, 2024, the following director adopted a "Rule 10b5-1 trading arrangement" as defined in Regulation S-K Item 408 as follows:

On May 3, 2024, David V. Hedley III, a member of the Board of Directors of the Company, adopted a Rule 10b5-1 trading arrangement (the "Plan") with respect to the sale of 1,208 shares of common stock to cover income tax liabilities associated with the vesting of director RSUs during the term of the Plan. The Plan terminates on March 21, 2025 or at such time all shares under the Plan are sold and is intended to satisfy the affirmative defense conditions of Rule 10b5–1(c)
under the Exchange Act.

No other directors or officers, as defined in Rule 16a-1(f) under the Exchange Act, adopted and/or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," each as defined in Regulation S-K Item 408.

Item 6. *Exhibits*

Exhibit Number	Description
10.45±	Amendment No. 1, dated May 17, 2024, to the Receivables Purchase Agreement dated August 31, 2023, by and among Sanmina Corporation, as Seller, Servicer and Guarantor, the other Sellers and Servicers described therein, the buyers described therein and Truist Bank as Administrative Agent (filed herewith).
31.1	Certification of the Principal Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification of the Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1 (1)	Certification of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.2 (1)	Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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± Portions of this exhibit have been omitted in accordance with Item 601(b)(10)(iv) of Regulation S-K under the Securities Act of 1933.

(1) This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

SIGNATURES

Pursuant to the requirements 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.

SANMINA CORPORATION
(Registrant)

By: /s/ JURE SOLA

Jure Sola
Chief Executive Officer (Principal Executive Officer)

Date: July 31, 2024

By: /s/ JONATHAN FAUST

Jonathan Faust
Executive Vice President and
Chief Financial Officer (Principal Financial Officer)

Date: July 31, 2024

The portions of this exhibit marked with "[***]" have been excluded in accordance with Item 601(b)(10)(iv) of Regulation S-K under the Securities Act of 1933 because they are both not material and would likely cause competitive harm to the registrant if publicly disclosed

AMENDMENT NO. 1

This **AMENDMENT NO. 1** to the RECEIVABLES PURCHASE AGREEMENT (this "Amendment"), dated as of May 17, 2024, is among each of SANMINA CORPORATION, a Delaware corporation ("Sanmina"), SANMINA-SCI SYSTEMS SINGAPORE PTE. LTD., a Singapore private company limited by shares ("Sanmina Singapore", together with Sanmina, each in such capacity, a "Seller" and collectively, the "Sellers") and a servicer (each in such capacity, a "Servicer" and collectively, the "Servicers"), Sanmina, as a guarantor (in such capacity, the "Guarantor"), SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD., (REGISTRATION NO. 199101016030 (226342-D)), a private company limited by shares and deemed registered under the Companies Act 2016 of Malaysia ("Sanmina Malaysia"), as the exiting seller (the "Exiting Seller"), TRUIST BANK ("Truist"), DBS BANK LIMITED ("DBS"), BMO BANK N.A. ("BMO") (each a "Buyer" and collectively, the "Buyers"), and Truist, as administrative agent (in such capacity, the "Administrative Agent").

W I T N E S S E T H:

WHEREAS, Sanmina, as a Seller, Servicer and Guarantor, Sanmina Singapore, as a Seller, the Exiting Seller, the Buyers and the Administrative Agent, have previously entered into the Receivables Purchase Agreement, dated as of August 31, 2023 (as amended, restated, supplemented, assigned or otherwise modified from time to time, the "Receivables Purchase Agreement");

WHEREAS, as of the date hereof, there are no outstanding Purchased Receivables sold by the Exiting Seller under the Receivables Purchase Agreement;

WHEREAS, the Exiting Seller desires to be removed as a Seller and Servicer under the Receivables Purchase Agreement; and

WHEREAS, the parties hereto wish to amend the Receivables Purchase Agreement to (i) remove the Exiting Seller as a Seller and a Servicer thereunder and (ii) make certain other modifications thereto as more fully set forth herein.

NOW, THEREFORE, in exchange for good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged and confirmed), the parties hereto agree as follows:

A G R E E M E N T:

1. Definitions. Unless otherwise defined or provided herein, capitalized terms used herein have the meanings attributed thereto in (or by reference in) the Receivables Purchase Agreement.

2. Release of the Exiting Seller. Upon the Amendment Effective Date (as defined below), the Exiting Seller shall no longer (a) be a party to the Receivables Purchase Agreement or any other Transaction Document and shall no longer have any obligations or rights thereunder and (b) sell, transfer or assign any Receivables to the Buyers pursuant to the Receivables Purchase Agreement or otherwise. All references in the Receivables Purchase Agreement and all other Transaction Documents to the term "Seller," "Sellers," "Servicer," or "Servicers" shall be deemed to remove Sanmina Malaysia from those respective capacities.

3. Delegation and Assumption of Exiting Seller's Obligations. Effective immediately prior to the removal of the Exiting Seller as a party to the Receivables Purchase Agreement pursuant to Section 2 above, the Exiting Seller hereby delegates to Sanmina, and Sanmina hereby assumes all of the Exiting Seller's duties, obligations and liabilities (including, but not limited to, the indemnity obligations under Section 5(i), 6(c) and 6(d) of the Receivables Purchase Agreement) under the Receivables Purchase Agreement and each of the other Transaction Documents.

4. Amendments to Receivables Purchase Agreement. The Receivables Purchase Agreement is hereby amended to incorporate the changes shown on the marked pages of the Receivables Purchase Agreement attached hereto as Exhibit A.

5. Authorization to File Termination Statement. In connection with the release of the Exiting Seller as a party to the Receivables Purchase Agreement pursuant to Section 2 above, each of the parties hereto hereby consents to the filing on or after the date hereof of the UCC-3 termination statements in the form attached as Exhibit B hereto.

6. Conditions to Effectiveness. This Amendment shall be effective as of the date on which all of the following conditions are satisfied (such date, the "Amendment Effective Date"):

(a) the Administrative Agent receives a counterpart of this Amendment duly executed by each party hereto;

(b) the Administrative Agent receives a fully executed counterpart of the Request for Cancellation of Notices of Adjudication Letter to the Inland Revenue Board of Malaysia (i.e. *Lembaga Hasil Dalam Negeri Malaysia*, "LHDNM"), duly executed by Sanmina, Sanmina Singapore, Sanmina Malaysia, and Truist, as Administrative Agent and on behalf of the Buyers; and

(c) the Administrative Agent receives evidence of the cancellation of the Notices of Adjudication by LHDNM, in form and substance satisfactory to the Administrative Agent.

7. Certain Representations, Warranties and Covenants. The Sellers, the Servicers and the Guarantor hereby represent and warrant to the Administrative Agent and each Buyer, as of the Amendment Effective Date, that:

(a) the representations and warranties made by it in the Receivables Purchase Agreement and in any other Transaction Document to which it is a party are true and correct in all material respects as of (i) the Amendment Effective Date and (ii) immediately after giving effect to this Amendment on the Amendment Effective Date;

(b) it has the requisite power and authority to enter into and deliver this Amendment and the other Transaction Documents, and it has taken all necessary corporate or other action required to authorize the execution, delivery and performance by such Person of this Amendment and the other Transaction Documents. This Amendment and the other Transaction Documents to which such Person is a party have been duly executed and delivered by such Person; and

(c) no Servicer Termination Event or Insolvency Event with respect to any Seller, Servicer or Guarantor has occurred and is continuing, or would occur as a result of this Amendment or the transactions contemplated hereby.

8. Reference to, and Effect on the Receivables Purchase Agreement and the Transaction Documents.

(a) The Receivables Purchase Agreement (except as specifically amended herein) and the other Transaction Documents shall remain in full force and effect and the Receivables Purchase Agreement and such other Transaction Documents are hereby ratified and confirmed in all respects by each of the parties hereto.

(b) The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of any Buyer or the Administrative Agent, nor constitute a waiver of any provision of, the Receivables Purchase Agreement or any other Transaction Document.

(c) After this Amendment becomes effective, all references in the Receivables Purchase Agreement or in any other Transaction Document to "the Receivables Purchase Agreement," "this Agreement," "hereof," "herein" or words of similar effect, in each case referring to the Receivables Purchase Agreement, shall be deemed to be references to the Receivables Purchase Agreement as amended by this Amendment.

9. Reaffirmation of Guaranty. The Guarantor hereby ratifies and affirms Section 7 of the Receivables Purchase Agreement and acknowledges that its guaranty provided therein has continued and shall continue to be in full force and effect following the effectiveness of this Amendment.

10. Further Assurances. Each party hereto agrees at the sole cost and expense of the Sellers to do all such things and execute all such documents and instruments as the other party may reasonably consider necessary or desirable to give full effect to the transaction contemplated by this Amendment and the documents, instruments and agreements executed in connection herewith.

11. Costs and Expenses. The Sellers agree to reimburse the Administrative Agent and each Buyer on demand for all reasonable and documented out-of-pocket costs and expenses (including reasonable legal fees) that the Administrative Agent or any Buyer incurs in connection with the preparation, negotiation, documentation and delivery of this Amendment.

12. Transaction Document. This Amendment is a Transaction Document for purposes of the Receivables Purchase Agreement.

13. Successors and Assigns. This Amendment shall be binding upon and inure to the benefit of the Sellers, the Servicers, the Guarantor, the Administrative Agent and each Buyer, and their respective successors and assigns.

14. Execution in Counterparts. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, shall be deemed to be an original, and all of which, when taken together, shall constitute but one and the same agreement. Delivery of an executed counterpart of a signature page to this Amendment by electronic mail attachment in portable document format (.pdf) shall be effective as delivery of a manually executed counterpart of this Amendment.

15. Governing Law. **THIS AMENDMENT, INCLUDING THE RIGHTS AND DUTIES OF THE PARTIES HERETO, SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING**

SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK, BUT WITHOUT REGARD TO ANY OTHER CONFLICTS OF LAW PROVISIONS THEREOF, EXCEPT TO THE EXTENT THAT THE PERFECTION, THE EFFECT OF PERFECTION OR PRIORITY OF THE INTERESTS OF THE BUYERS IN THE PURCHASED RECEIVABLES IS GOVERNED BY THE LAWS OF A JURISDICTION OTHER THAN THE STATE OF NEW YORK).

16. Headings. Section headings in this Amendment are for purposes of reference only and shall not otherwise affect the meaning or interpretation of any provision hereof.

17. Severability. Any provisions of this Amendment which are prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized, as of the date first above written.

SANMINA CORPORATION,
as Seller and Servicer

By:/s/ Brian Wszolek
Name: Brian Wszolek
Title: VP, Treasurer

SANMINA CORPORATION,
as Guarantor

By:/s/ Brian Wszolek
Name: Brian Wszolek
Title: VP, Treasurer

SANMINA-SCI SYSTEMS SINGAPORE PTE. LTD.
as Seller and Servicer

By:/s/ Christopher Sadeghian
Name: Christopher Sadeghian
Title: Director

Signed for and on behalf of

SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD.
as the Exiting Seller

/s/ Christopher Sadeghian
Director
Name: Christopher Sadeghian
Passport/NRIC No.:

AUTHENTICATION CERTIFICATE

I, …………………………………………………………, a Notary Public / Commissioner for Oaths / Advocate and Solicitor of the High Court of Malaya practising / officiating at ………………………………………, hereby certify that the signature of ……………………………………… (Passport / NRIC No.: ………………………………………) was written in my presence on this ……….. day of ………………………., 2024, and is, to my own personal knowledge, the true signature of ……………………………………… (Passport / NRIC No.: ………………………………………) who has acknowledged to me that he/she is of full age and that he/she has voluntarily executed this instrument as a duly authorised signatory of **SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD. (Registration No. 199101016030 (226342-D))** in accordance with the regulations of the said company.

Witness my hand,

____

TRUIST BANK,
as the Administrative Agent

By:/s/ Paul Cornely
Name: Paul Cornely
Title: Vice President

TRUIST BANK,
as Buyer

By:/s/ Paul Cornely
Name: Paul Cornely
Title: Vice President

DBS BANK LIMITED,
as a Buyer

By: /s/ Juliana Fong
Name: Juliana Fong
Title: Executive Director

BMO BANK N.A.,
as a Buyer

By: /s/ Scott Bruni
Name: Scott Bruni
Title: Managing Director

Exhibit A

Amendments to Receivables Purchase Agreement

(Attached)

EXHIBIT A to Amendment No. 1, dated May 17, 2024

RECEIVABLES PURCHASE AGREEMENT

dated as of

August 31, 2023
by and among
SANMINA CORPORATION,
as Seller, Servicer, and Guarantor,

THE OTHER SELLERS AND SERVICERS DESCRIBED HEREIN,

THE BUYERS DESCRIBED HEREIN

and

TRUIST BANK,
as Administrative Agent

RECEIVABLES PURCHASE AGREEMENT

This RECEIVABLES PURCHASE AGREEMENT (this "Agreement") is entered into as of August 31, 2023, by and among SANMINA CORPORATION, a Delaware corporation ("Sanmina"), SANMINA-SCI SYSTEMS SINGAPORE PTE. LTD., a Singapore private company limited by shares ("Sanmina Singapore"), ~~SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD., (REGISTRATION NO.~~

~~199101016030 (226342-D)), a private company limited by shares and deemed registered under the Companies Act 2016 of Malaysia (“Sanmina Malaysia”),~~ and any other seller from time to time party hereto (each, in such capacity, a “Seller” and collectively, the “Sellers”), and as servicers (each, in such capacity, a “Servicer” and collectively, the “Servicers”), Sanmina, as guarantor (in such capacity the “Guarantor”), TRUIST BANK (“Truist”) and each other buyer from time to time party hereto (each, in such capacity, a “Buyer” and collectively, the “Buyers”), and Truist, as administrative agent (in such capacity, the “Administrative Agent”).

RECITALS

WHEREAS, each Seller desires to sell certain of its Receivables from time to time, and the Buyers may be willing to purchase from each Seller such Receivables, in which case the terms set forth herein shall apply to such purchase. Each capitalized term used but not defined herein shall have the meaning set forth in, or by reference in, Exhibit A hereto, and the interpretive provisions set out in Exhibit A hereto shall be applied in the interpretation of this Agreement.

Accordingly, the parties hereto agree as follows:

AGREEMENT

1. Sale and Purchase.

(a) Sales of Receivables. From time to time during the term of this Agreement, one or more Sellers may submit to the Administrative Agent a request (a “Purchase Request”) via the Technology Platform (which Purchase Request shall be forwarded by the Platform Provider to the Administrative Agent) that the Buyers purchase from such Seller or Sellers the Proposed Receivables described in such Purchase Request on the proposed Purchase Date indicated therein; provided, however, and notwithstanding anything herein to the contrary, if (i) the Technology Platform is not operational or is otherwise offline or (ii) the Administrative Agent has, in its discretion, instructed the Sellers that the Technology Platform is no longer available for use, then such Seller or Sellers may deliver a Purchase Request to the Administrative Agent in a form agreed between the Administrative Agent and the Sellers, and this Agreement shall be construed and interpreted accordingly, *mutatis mutandis*.

(b) If received by no later than 1:00 p.m. New York City time (or such later time as agreed to by the Administrative Agent and the Buyers in writing in their sole and absolute discretion) on a Business Day from such Seller, by no later than 5:00 p.m. New York City time (or such later time as agreed to by the Buyers in writing in their sole and absolute discretion) on such date, the Administrative Agent shall transmit such Purchase Request to each Buyer having a Pro Rata Share in any Proposed Receivables described in such Purchase Request via electronic mail or another communication method designated by the Administrative Agent, together with an estimate of the Purchase Price for such Proposed Receivables (as calculated by the Platform Administrator (or by the Platform Provider on its behalf) in accordance with its normal policies and procedures), and the Pro Rata Share of each such Buyer (as calculated by the Platform Administrator (or by the Platform Provider on its behalf) in accordance with its normal policies and procedures). The applicable Buyers, in their sole and absolute discretion, may elect to accept or reject a Purchase Request. Each Buyer receiving such a Purchase accordance with Section 1(a) containing only the Auto Rejected Receivables and such Auto Rejected Receivables may be purchased, according to the applicable Modified Designated Percentages (as defined below), by the Modified Designated Percentage Buyers. For purposes of this Section 1(g), (A) “Modified Designated Percentage Buyers” shall mean, collectively, some or all of the Buyers (if any) that have a Pro Rata Share in respect of an Auto Rejected Receivables (other than any Non-Funding Buyers) and (B) “Modified Designated Percentage” shall mean, in connection with any Proposed Receivables that are also Auto Rejected Receivables, the respective Designated Percentages corresponding to the Modified Designated Percentage Buyers from time to time agreed among the Modified Designated Percentage

Buyers, the Administrative Agent and the Sellers (but in all cases representing, on an aggregate basis, 100% of each such Proposed Receivable).

(h) True Sale; No Recourse. Except as otherwise provided in this Agreement, each purchase of the Purchased Receivables is made without recourse to any Seller and no Seller shall have liability to the Administrative Agent or any Buyer for the failure of any Account Debtor to pay any Purchased Receivable when it is due and payable under the terms applicable thereto. The parties hereto have structured each transaction contemplated by this Agreement as an absolute and irrevocable sale, and each Buyer, the Guarantor and each Seller agree to treat each such transaction as a "true sale" for all purposes under Applicable Law and accounting principles, including, without limitation, in their respective books, records, computer files, tax returns (federal, state and local), regulatory and governmental filings (and shall reflect such sale in their respective financial statements). Each Seller and the Guarantor will advise all Persons inquiring about the ownership of any Purchased Receivable that all Purchased Receivables have been sold to the Buyers. In the event that, contrary to the mutual intent of the parties hereto, any purchase of Purchased Receivables is not characterized as a sale, each Seller (other than any Seller organized under the laws of Singapore ~~or Malaysia~~) shall, effective as of the date hereof, be deemed to have granted to the Administrative Agent (for the benefit of the Buyers), and each such Seller hereby does grant to the Administrative Agent (for the benefit of the Buyers), in addition to and not in substitution for the rights and remedies described in Section 6(g) hereof, a first-priority security interest in and to any and all present and future Purchased Receivables and the proceeds thereof to secure the payment of all obligations of such Seller arising in connection with this Agreement and each of the other Transaction Documents, whether now or hereafter existing. Each Seller hereby authorizes the Administrative Agent, on behalf of each Buyer, to file such financing statements (and continuation statements with respect to such financing statements when applicable) as may be necessary to perfect the Administrative Agent's and each Buyer's security interest and ownership under the UCC, with applicable collateral description in any such financing statements designating all Purchased Receivables, together with the rights granted to Administrative Agent hereunder and proceeds thereof. With respect to such grant of a security interest, the Administrative Agent may at its option exercise from time to time any and all rights and remedies available to it hereunder, for the benefit of the Buyers, under the UCC or otherwise. For purposes of this clause (h), each Seller (other than any Seller organized under the laws of Singapore ~~or Malaysia~~) agrees that ten (10) Business Days shall be reasonable prior notice to such Seller of the date of any public or private sale or other disposition of all or any of the Purchased Receivables.

(i) Pro Rata Shares. Purchases in respect of each Proposed Receivable shall be made by the Buyers simultaneously and proportionately to their respective Pro Rata Shares for such Proposed Receivable.

(j) Several Obligations of Buyers. The obligations of the Buyers hereunder are several and not joint, and no Buyer shall be responsible for the obligations of any other Buyer hereunder. Nothing contained herein or in any other Transaction Document, and no action taken by the Buyers

as Seller or Servicer:	Sanmina-SCI Systems Singapore Pte. Ltd. 2 Chai Chee Drive Singapore Singapore 469044 Attention: Email:
With a copy to the Guarantor:	Sanmina Corporation 2700 North First Street San Jose, California 95134 Attention: Email:
~~If to Sanmina Malaysia, as Seller or Servicer:~~	~~SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD.~~ ~~Plot 2 Bayan Lepas~~ ~~Technoplex Industrial Park~~ ~~Mukim 12 SWD~~ ~~11900 Bayan Lepas Penang, Malaysia~~ ~~Attention: Lim Seong Jin, Director~~ ~~Email: seongjin.lim@sanmina.com~~
With a copy to the Guarantor:	Sanmina Corporation 2700 North First Street San Jose, California 95134 Attention: Email:
If to the Administrative Agent:	Truist Bank 3333 Peachtree Road, NE 7th Floor South Tower, MC 803-06-07-10 Atlanta, GA 30326 Attention: Email:
If to the Buyers:	
For Truist:	Truist Bank 3333 Peachtree Road, NE 7th Floor South Tower, MC 803-06-07-10 Atlanta, GA 30326 Attention: Email:
For BMO:	BMO Harris Bank N.A. 180 Montgomery Street San Francisco, California 94104 Attention: Email:

~~Signed for and on behalf of~~

~~**SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD.**~~
~~as a Seller and Servicer~~

~~Director~~
~~Name:~~
~~Passport/NRIC No.:~~

~~**AUTHENTICATION CERTIFICATE**~~

~~I, ……………………………………………………………, a Notary Public / Commissioner for Oaths / Advocate and Solicitor of the High Court of Malaya practising / officiating at.............................……………………………………~~, hereby certify that the signature of…~~..........................……………………………………… (Passport / NRIC No...) was written in my presence on this ………… day of ………………………., 2023, and is, to my own personal knowledge, the true signature of ……………………………………… (Passport / NRIC No.:………………………………………) who has acknowledged to me that he/she is of full age and that~~ he/she has voluntarily executed this instrument as a duly authorised signatory of **SANMINA-SCI** ~~**SYSTEMS (MALAYSIA) SDN. BHD. (Registration No. 199101016030 (226342-D))** in accordance with the regulations of the said company.~~

~~Witness my hand,~~

~~Signed for and on behalf of~~

~~**SANMINA SCI SYSTEMS (MALAYSIA) SDN> BHD.**~~
~~as a Seller and Servicer~~

~~Director:~~
~~Name:~~
~~Passport/NRIC No.:~~

~~**AUTHENTICATION CERTIFICATE**~~

I, ………………………………………………………, a Notary Public / Commissioner for Oaths / ~~Advocate and Solicitor of the High Court of Malaya practising / officiating at................................…………………………………………, hereby certify that the signature of................................…………………………………………… (Passport / NRIC No...) was written in my presence on this ………… day of ………………………., 2023, and is, to my own~~ personal knowledge, the true signature of ……………………………………… (Passport / NRIC No.:~~…………………………………………) who has acknowledged to me that he/she is of full age and that he/she has voluntarily executed this instrument as a duly authorised signatory of **SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD. (Registration No. 199101016030 (226342-D))** in accordance with the regulations of the said company.~~

~~Witness my hand,~~

TRUIST BANK,
as the Administrative Agent

By: ______________________________
Name:
Title:

TRUIST BANK,
as a Buyer

By: ______________________________
Name:
Title:

Schedule II

Account Debtors

Seller: Sanmina

Account Debtor Name	Other Permitted Governing Law	Account Debtor Purchase Sublimit[1]	Account Debtor Buffer Period	Designated Percentages	Buyer
[***]		$[***]	[***]	[***]	[***]
[***]		$~~[***]~~[***]	[***]	[***]	[***]
[***]					
[***]		$[***]	[***]	[***]	[***]
[***]					
[***]					
~~[***]~~					
[***]		$[***]	[***]	[***]	[***]
[***]					
[***]		$[***]	[***]	[***]	[***]
[***]		$[***]	[***]	[***]	[***]
[***]		$[***]	[***]	[***]	[***]
[***]		$[***]	[***]	[***]	[***]
[***]		$~~[***]~~[***]	[***]	[***]	[***]
[***]		$~~[***]~~[***]	[***]	[***]	[***]
~~[***]~~	~~[***]~~	~~$[***]~~	~~[***]~~	~~[***]~~	~~[***]~~
~~[***]~~	~~[***]~~				
~~[***]~~	~~[***]~~				
~~[***]~~					

[1] [***]

[2] [***].

[3] [***]

~~[1] [***].~~

~~[1] [***]~~

The portions of this exhibit marked with "[***]" have been excluded in accordance with Item 601(b)(10)(iv) of Regulation S-K under the Securities

Act of 1933 because they are both not material and would likely cause competitive harm to the registrant if publicly disclosed.

[***]						

~~Schedule II~~

~~Account Debtors~~

~~Seller: Sanmina Malaysia~~

~~Account Debtor Name~~	~~Other Permitted Governing Law~~	~~Account Debtor Purchase Sublimit~~	~~Account Debtor Buffer Period~~	~~Designated Percentages~~	~~Buyer~~
~~[***]~~		~~[***]~~ ~~Sanmina Malaysia: $[***]~~	~~[***]~~	~~[***]~~	~~[***]~~

The portions of this exhibit marked with “[***]” have been excluded in accordance with Item 601(b)(10)(iv) of Regulation S-K under the Securities Act of 1933 because they are both not material and would likely cause competitive harm to the registrant if publicly disclosed.

[1] ~~This is a combined Purchase Sublimit for Receivables sold by Sanmina and Sanmina Malaysia.~~

Schedule III
UCC Information

~~(a) Name: SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD.~~
~~(b) Chief Executive Office: Plot 2 Bayan Lepas~~
~~Technoplex Industrial Park~~
~~Mukim 12 SWD~~
~~11900 Bayan Lepas Penang, Malaysia~~
~~(c) Jurisdiction of Incorporation: Malaysia~~
~~(d) Registration Number: 199101016030 (226342-D)~~
~~(e) FEIN/ Tax ID: N/A~~
~~(f) Tradenames: None~~
~~(g) Changes in Location, Name and Corporate Organization in the last 5 years: None~~

(a) Name: SANMINA CORPORATION
(b) Chief Executive Office: 2700 North First Street, San Jose, CA 95134
(c) Jurisdiction of Organization: Delaware
(d) Organizational Number: 2195845
(e) FEIN: 77-0228183
(f) Tradenames: Viking Technology; 42Q; Advanced Micro Systems Technologies; Hadco, Viking; Viking Components; Viking Enterprise Solutions; and Viking Modular Solutions
(g) Changes in Location, Name and Corporate Organization in the last 5 years: None

(a) Name: SANMINA-SCI SYSTEMS SINGAPORE PTE. LTD.
(b) Chief Executive Office: 2 Chai Chee Drive, Singapore, 469044
(c) Jurisdiction of Organization: Singapore
(d) Organizational Number: 198305350W
(e) FEIN: N/A
(f) Tradenames: None
(g) Changes in Location, Name and Corporate Organization in the last 5 years: None

into which Collections in respect of any Purchased Receivables are received or held prior to being transferred to the Administrative Agent.

"Affected Buyer" has the meaning set forth in Section 8(j)(ii) hereof.

"Affiliate" when used with respect to a Person means any other current or future Person controlling, controlled by, or under common control with, such Person. For the purposes of this definition, "control" of a Person means the possession, directly or indirectly, of the power to direct or cause the direction of its management and policies, whether through the ownership of voting securities, by contract or otherwise.

"Agent Fee Letter" means any fee letter agreement entered into subsequent to the date hereof by and between Sellers and the Administrative Agent with respect to any administrative, processing or other similar fees payable to the Administrative Agent.

"Agreement" has the meaning set forth in the preamble hereto.

"Anti-Terrorism Laws" means any laws relating to terrorism or money laundering, including the USA PATRIOT Act (Title III of Pub. L. 107-56 (signed into law October 26, 2001)).

"Applicable Law" means any law (including common law), constitution, statute, treaty, regulation, rule, ordinance, order, injunction, writ, decree, judgment, award or similar item of or by a Governmental Authority or any interpretation, implementation or application thereof.

"Auto Rejected Receivable" has the meaning set forth in Section 1(g) hereof.

"Base Rate" means, for any Purchased Receivable, Term SOFR; provided, however, that if Term SOFR is less than 0%, then the Base Rate shall be deemed to be 0%.

"Beneficial Ownership Rule" means 31 C.F.R. § 1010.230.

"BMO" means BMO Harris Bank N.A.

"Business Day" means any day that is not a Saturday, Sunday or other day on which banks in New York City or Singapore are required or permitted to close; provided that, when used in connection with determining the Base Rate, each applicable reference to a "Business Day" shall be deemed to refer to a "U.S. Government Securities Business Day".

"Buyer" has the meaning set forth in the preamble hereto.

"Buyer's Facility Share" shall mean, with respect to any Buyer, (i) if appearing below, the amount set forth opposite such Buyer's name below, or as such amount is modified from time to time, and (ii) with respect to any other Buyer, in the applicable Buyer Joinder under which it becomes a Buyer hereunder, as such amount is modified from time to time.

Truist	$[***]
BMO	$[***]
DBS	$[***]

b) any change in the application to such Person of any existing Applicable Law, regulation, interpretation, directive, requirement, request or accounting principles referred to in clause (a)(i), (a)(ii), (a)(iii) or (a)(iv) above.

"Related Indemnified Person" means (i) with respect any Primary Indemnified Person, each of such Primary Indemnified Person's officers, directors, agents, representatives, shareholders, counsel, employees, Affiliates, successors and assigns and (ii) with respect to any Person that is a Related Indemnified Person of a Primary Indemnified Person, each of (x) such Primary Indemnified Person and

(y) each other Related Indemnified Person of such Primary Indemnified Person. "Related Security"

means, with respect to any Receivable:

(i) all rights to enforce payment of such Receivable under the related Contract;

(ii) all instruments and chattel paper that may evidence such Receivable;

(iii) all payment rights under guaranties, insurance and other agreements or arrangements of whatever character from time to time supporting or securing payment of such Receivable whether pursuant to the Contract related to such Receivable or otherwise;

(iv) all security interests or liens and property subject thereto from time to time purporting to secure payment of such Receivable, whether pursuant to the Contract related to such Receivable or otherwise, together with all financing statements describing any collateral securing such Receivable; and

(v) all books, records and other information (including computer programs, tapes, discs, punch cards, data processing software and related property and rights) relating to such Receivable and the related Account Debtor.

"Required Buyers" shall mean, (i) at such time as there are two or fewer Buyers, all Buyers, (ii) at such time as there are three Buyers, at least two Buyers and (iii) at all other times, the Buyers the Pro Rata Shares in excess of 50%.

"Sanction(s)" means any sanction administered or enforced by the United States Government (including without limitation, OFAC), the United Nations Security Council, the European Union, His Majesty's Treasury, the Monetary Authority of Singapore or other relevant sanctions authority.

"Sanmina" has the meaning set forth in the preamble hereto.

~~"Sanmina Malaysia" has the meaning set forth in the preamble hereto.~~

"Sanmina Singapore" has the meaning set forth in the preamble hereto.

"Seller" has the meaning set forth in the preamble hereto.

Exhibit B
<u>Conditions Precedent for Effectiveness</u>

Each of the following is in form and substance satisfactory to the Administrative Agent and each Buyer:

(a) A fully executed counterpart of this Agreement.

(b) A fully executed counterpart of each Buyer Pricing Letter.

(c) Certificates (long form, if available) issued by the Secretary of State (or similar) of the applicable jurisdiction as to the legal existence and good standing of each Seller, Servicer and the Guarantor.

(d) A certificate of the Secretary or Assistant Secretary (or, in the cae of a Seller or Servicer incorporated under the laws of Singapore, of its Directors) of each Seller, Servicer and the Guarantor certifying attached copies of the certified organizational documents of such Person and all documents evidencing necessary corporate action to be taken by and governmental approvals, if any, to be obtained by such Person with respect to this Agreement and the other Transaction Documents to which it is a party and the names and true signatures of the incumbent officers of such Person authorized to sign this Agreement and any other Transaction Documents to be delivered by it hereunder (including each Purchase Request) or thereunder or in connection herewith or therewith.

(e) UCC, tax and judgment lien searches, bankruptcy and pending lawsuit searches or equivalent reports or searches (if any, in the relevant jurisdiction), each of a recent date, listing all effective financing statements, lien notices or comparable documents that name any Seller as debtor and that are filed in those state and county jurisdictions in which such Seller is organized or maintains its principal place of business or chief executive office and such other searches that the Administrative Agent deems necessary or appropriate~~, including, with respect to Sanmina Malaysia (i) a company search report issued by the Companies Commission of Malaysia; and (ii) a winding-up search report issued by the offices of the Director General of Insolvency of Malaysia, each of a recent date, as the Administrative Agent deems necessary or appropriate.~~.

(f) Acknowledgment copies (or other proof of filing satisfactory to the Administrative Agent) of proper termination statements (Form UCC-3) and any other relevant filings necessary to evidence the release of all security interests, ownership and other rights of any Person previously granted by any Seller in the Purchased Receivables, including, without limitation, any necessary filings to confirm that MUFG Bank, Ltd. has no interest in the Purchased Receivables.

(g) Properly completed forms of UCC-1 financing statements (showing each Seller as "debtor/seller" and Administrative Agent as "secured party/buyer") which have been submitted for filing the in the Uniform Commercial Code filing office in the jurisdiction of organization of each Seller (or the District of Columbia and any additional jurisdictions determined by the Administrative Agent if such Seller is not organized in a state of the United States).

(h) A lien release and acknowledgment letter from Bank of America, N.A., as Administrative Agent under the Credit Agreement.

(i) Favorable legal opinions from outside legal counsel to the Guarantor and each Seller in form and substance satisfactory to the Administrative Agent and the Buyers, including opinions with respect to due organization and good standing of each such Person, due authorization, execution and

(f) The applicable Related Security and rights thereunder included with the purchase of such Purchased Receivable comprise all the rights necessary to claim, collect or otherwise enforce the obligations of such Purchased Receivable.

(g) Such Purchased Receivable is not evidenced by and does not constitute an "instrument" or "chattel paper" as such terms are defined in the UCC.

(h) The applicable Account Debtor is not an Affiliate or Subsidiary of any Seller and is not a Sanctioned Person.

(i) Such Purchased Receivable has not been sold or assigned to any Person other than the Buyers.

(j) Neither such Seller, nor, to the best of such Seller's knowledge, the applicable Account Debtor, is in default of the applicable Contract or is in breach of its terms, except (i) as would not reasonably be expected to have a material adverse effect on the legality, validity, enforceability or collectability of such Receivable against the applicable Account Debtor and (ii) with respect to any contractual restrictions on the assignment of the applicable Purchased Receivables under such Contract, any such restrictions which are not enforceable under Applicable Law (including, if applicable, Sections 9-406 and 9-408 of the UCC).

(k) Neither such Seller nor the applicable Account Debtor has asserted any Dispute with respect to such Purchased Receivable.

(l) Such Purchased Receivable (x) is denominated in U.S. dollars, (y) is payable either in the United States or, if such Purchased Receivable ~~was sold by Sanmina Malaysia, in Malaysia or~~ was sold by Sanmina Singapore, in Singapore, and (z) was originated pursuant to a Contract governed by the laws of (i) the United States, any State thereof or the District of Columbia, (ii) any other jurisdiction identified opposite the name of the applicable Account Debtor on Schedule II hereto, or (iii) any other jurisdiction as may be mutually agreed by the Sellers, the Administrative Agent and the applicable Buyers.

(m) Such Purchased Receivable does not represent a progress billing or a sale on a bill-and-hold, guaranteed sale, sale-and-return, sale on approval, consignment, cash-on-delivery or any other repurchase or return basis, does not relate to payments of interest and has not been invoiced more than once.

(n) The Maturity Date for such Purchased Receivable is no later than the lesser of (i) one hundred and fifty (150) days after the Purchase Date therefor or (ii) the shortest number of days after such Purchase Date specified in any Buyer Pricing Letter for any Buyer holding a Pro Rata Share with respect to the applicable Account Debtor.

(o) No Insolvency Event with respect to the applicable Account Debtor has occurred and is continuing.

(p) There are no actions, claims or proceedings now pending between such Seller and the applicable Account Debtor which would reasonably be expected to have a material adverse effect on the legality, validity, enforceability or collectability of such Purchased Receivable against the applicable Account Debtor.

Exhibit G
Accounts

Administrative Agent's Account

Bank:
Bank Swift Address:
ABA#:
Account #:
Reference:
Bank Address:

Sellers' Accounts

Sanmina
Bank:
Bank Swift Address:
ABA #:
Account #:
Account Name:

Sanmina Singapore	
Bank:	Bank of America, N.A., Singapore Branch
Bank Swift Address:	BOFASG2XXXX
Intermediary Bank for UDS payment:	Bank of America New York
Intermediary Bank Swift Code:	
Account #:	
Account Name:	Sanmina-SCI Systems Singapore Pte Ltd.

~~Sanmina Malaysia~~	
~~Bank:~~	~~Bank of America Malaysia Berhad~~
~~Bank Swift Address:~~	~~BOFAMY2XXXX~~
~~Account #:~~	
~~Account Name:~~	~~SANMINA-SCI SYSTEMS (MALAYSIA) Sdn. Bhd.~~

evidence the transactions contemplated hereby and by the RPA. Without limiting the foregoing, the New Seller hereby authorizes the Administrative Agent to file UCC financing statements with respect to the transactions contemplated hereby and by the RPA, together with any amendments relating hereto or thereto.

5. The parties hereto have structured each transaction contemplated by this Agreement as an absolute and irrevocable sale, and each Buyer, the Guarantor and the New Seller agree to treat each such transaction as a "true sale" for all purposes under Applicable Law and accounting principles, including, without limitation, in their respective books, records, computer files, tax returns (federal, state and local), regulatory and governmental filings (and shall reflect such sale in their respective financial statements). In the event that, contrary to the mutual intent of the parties hereto, any purchase of Purchased Receivables is not characterized as a sale, the New Seller (other than any Seller organized under the laws of Singapore~~ or Malaysia~~) shall, effective as of the date hereof, be deemed to have granted to the Administrative Agent (for the benefit of the Buyers), and the New Seller hereby does grant to the Administrative Agent (for the benefit of the Buyers), in addition to and not in substitution for the rights and remedies described in Section 6(g) of the RPA, a first-priority security interest in and to any and all present and future Purchased Receivables and the proceeds thereof to secure the payment of all obligations of the New Seller arising in connection with the RPA and each of the other Transaction Documents, whether now or hereafter existing.

6. This Agreement is a Transaction Document for purposes of the RPA.

7. THIS AGREEMENT, INCLUDING THE RIGHTS AND DUTIES OF THE PARTIES HERETO, SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK, BUT WITHOUT REGARD TO ANY OTHER CONFLICTS OF LAW PROVISIONS THEREOF).

[Remainder of Page Intentionally Left Blank]

3.3 You agree that you and each of your affiliates and any of your respective officers, directors, employees, agents or other representatives shall, at all times, and in all respects, use the Platform in compliance with all applicable law (including applicable sanctions laws).

Section 4. CONFIDENTIALITY

You and the Platform Administrator agree that each Platform Provider is an intended third-party beneficiary of, and entitled to rely on Section 19 of the Agreement.

Section 5. GOVERNING LAW

THESE TERMS OF USE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO THE PRINCIPLES OF CONFLICTS OF LAWS THEREOF OR OF ANY OTHER JURISDICTION OTHER THAN SECTION 5-1401 AND SECTION 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW. You irrevocably and unconditionally waive to the fullest extent you may legally and effectively do so, any objection that you may now or hereafter have to the laying of venue of any suit, action or proceeding arising out of or relating to these Terms of Use in any New York State or federal court located in the Borough of Manhattan. YOU KNOWINGLY, VOLUNTARILY AND INTENTIONALLY WAIVE ANY RIGHTS YOU MAY HAVE TO A TRIAL BY JURY WITH RESPECT TO ANY LITIGATION BASED ON OR ARISING OUT OF, UNDER, RELATING TO OR IN CONNECTION WITH THESE TERMS OF USE OR ANY OF THE TRANSACTIONS CONTEMPLATED HEREBY OR THEREBY.

Section 6. DEFINITIONS

As used in these Terms of Use, the terms below shall have the following definitions: "***Agreement***" means the

Receivables Purchase Agreement, dated August 31, 2023, by and among

SANMINA CORPORATION, a Delaware corporation ("Sanmina"), SANMINA-SCI SYSTEMS SINGAPORE PTE. LTD., a Singapore private company limited by shares ("Sanmina Singapore"), ~~SANMINA-SCI SYSTEMS (MALAYSIA) SDN. BHD., (REGISTRATION NO. 199101016030 (226342-D)), a private company limited by shares and deemed registered under the Companies Act 2016 of Malaysia ("Sanmina Malaysia"),~~ and any other seller from time to time party hereto (each, in such capacity, a "Seller" and collectively, the "Sellers"), and as servicers (each, in such capacity, a "Servicer" and collectively, the "Servicers"), Sanmina, as guarantor (in such capacity the "Guarantor"), TRUIST BANK ("Truist") and each other buyer from time to time party hereto (each, in such capacity, a "Buyer" and collectively, the "Buyers"), and Truist, as administrative agent (in such capacity, the "Administrative Agent"), as the same may be amended from time to time.

"***Intellectual Property***" means all of the following intangible property and related proprietary rights, interests and protections, however arising, pursuant to the laws of any jurisdiction throughout the world, owned by the Platform Administrator, Platform Provider or their affiliates and property in which Platform Administrator or Platform Provider owns an exclusive or non-exclusive right or interest granted by license from other Persons: (a) rights in trademarks, service marks, trade names, brand names, logos, trade dress and other proprietary indicia of goods and services, whether registered, unregistered or arising by law; (b) rights in internet domain names, whether or not trademarks, registered in any generic top level domain by any authorized private registrar or governmental authority; (c) copyrights and other rights in original works of authorship in any medium of expression, whether or not published; and (d)

Exhibit B

Form of UCC-3 Termination Statements

(Attached)

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECURITIES EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Jure Sola, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sanmina Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's Board of Directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: July 31, 2024
/s/ JURE SOLA

Jure Sola
Chief Executive Officer (Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECURITIES EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jonathan Faust, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sanmina Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's Board of Directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: July 31, 2024

/s/ JONATHAN FAUST

Jonathan Faust

Chief Financial Officer (Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirement set forth in Section 1350 of Chapter 63 of Title 18 of the United States of America Code (18 U.S.C. §1350), Jure Sola, Chief Executive Officer of Sanmina Corporation (the “Company”), hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended June 29, 2024, to which this Certification is attached as Exhibit 32.1 (the “Periodic Report”), fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned has set his hand hereto as of July 31, 2024.

/s/ JURE SOLA
Jure Sola
Chief Executive Officer (Principal Executive Officer)

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirement set forth in Section 1350 of Chapter 63 of Title 18 of the United States of America Code (18 U.S.C. §1350), Jonathan Faust, Chief Financial Officer of Sanmina Corporation (the "Company"), hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended June 29, 2024, to which this Certification is attached as Exhibit 32.2 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned has set his hand hereto as of July 31, 2024.

/s/ JONATHAN FAUST
Jonathan Faust
Chief Financial Officer (Principal Financial Officer)

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.