

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

(Mark One)

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

For the fiscal year ended March 31, 2017

Or

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

Commission file number 000-23354

**FLEX LTD.**

(Exact name of registrant as specified in its charter)

**Singapore**

(State or other jurisdiction of  
incorporation or organization)

**2 Changi South Lane,  
Singapore**

(Address of registrant's principal executive offices)

**Not Applicable**

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

**486123**

(Zip Code)

Registrant's telephone number, including area code

**(65) 6876-9899**

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

**Title of Each Class**

Ordinary Shares, No Par Value

**Name of Each Exchange on Which Registered**

The NASDAQ Stock Market LLC  
(NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act— **NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of September 30, 2016, the aggregate market value of the Company's ordinary shares held by non-affiliates of the registrant was approximately \$7.4 billion based upon the closing sale price as reported on the NASDAQ Stock Market LLC (NASDAQ Global Select Market).

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

**Class**

Ordinary Shares, No Par Value

**Outstanding at May 10, 2017**

529,913,600

**DOCUMENTS INCORPORATED BY REFERENCE**

**Document**

Proxy Statement to be delivered to shareholders in connection with the Registrant's 2017 Annual General Meeting of Shareholders

**Parts into Which Incorporated**

Part III

**TABLE OF CONTENTS**

		<b>Page</b>
	<b><u>PART I</u></b>	
	<a href="#">Forward-Looking Statements</a>	<a href="#">3</a>
<a href="#">Item 1.</a>	<a href="#">Business</a>	<a href="#">3</a>
<a href="#">Item 1A.</a>	<a href="#">Risk Factors</a>	<a href="#">13</a>
<a href="#">Item 1B.</a>	<a href="#">Unresolved Staff Comments</a>	<a href="#">25</a>
<a href="#">Item 2.</a>	<a href="#">Properties</a>	<a href="#">25</a>
<a href="#">Item 3.</a>	<a href="#">Legal Proceedings</a>	<a href="#">26</a>
<a href="#">Item 4.</a>	<a href="#">Mine Safety Disclosures</a>	<a href="#">26</a>
	<b><u>PART II</u></b>	
<a href="#">Item 5.</a>	<a href="#">Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">27</a>
<a href="#">Item 6.</a>	<a href="#">Selected Financial Data</a>	<a href="#">30</a>
<a href="#">Item 7.</a>	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">31</a>
<a href="#">Item 7A.</a>	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">47</a>
<a href="#">Item 8.</a>	<a href="#">Financial Statements and Supplementary Data</a>	<a href="#">48</a>
<a href="#">Item 9.</a>	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">104</a>
<a href="#">Item 9A.</a>	<a href="#">Controls and Procedures</a>	<a href="#">104</a>
<a href="#">Item 9B.</a>	<a href="#">Other Information</a>	<a href="#">107</a>
	<b><u>PART III</u></b>	
<a href="#">Item 10.</a>	<a href="#">Directors, Executive Officers and Corporate Governance</a>	<a href="#">107</a>
<a href="#">Item 11.</a>	<a href="#">Executive Compensation</a>	<a href="#">107</a>
<a href="#">Item 12.</a>	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters</a>	<a href="#">107</a>
<a href="#">Item 13.</a>	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">107</a>
<a href="#">Item 14.</a>	<a href="#">Principal Accountant Fees and Services</a>	<a href="#">107</a>
	<b><u>PART IV</u></b>	
<a href="#">Item 15.</a>	<a href="#">Exhibits and Financial Statement Schedules</a>	<a href="#">108</a>
<a href="#">Signatures</a>		<a href="#">113</a>

## PART I

### FORWARD-LOOKING STATEMENTS

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

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

#### ITEM 1. BUSINESS

##### OVERVIEW

We are a globally-recognized, provider of *Sketch-to-Scale*<sup>™</sup> services - innovative design, engineering, manufacturing, and supply chain services and solutions - from conceptual sketch to full-scale production. We design, build, ship and service complete packaged consumer and industrial products, from athletic shoes to electronics, for companies of all sizes in various industries and end-markets, through our activities in the following segments:

- Communications & Enterprise Compute ("CEC"), which includes our telecom business of radio access base stations, remote radio heads, and small cells for wireless infrastructure; our networking business, which includes optical communications, routing, broadcasting, and switching products for the data and video networks; our server and storage platforms for both enterprise and cloud-based deployments; next generation storage and security appliance products; and rack level solutions, converged infrastructure and software-defined product solutions;
- Consumer Technologies Group ("CTG"), which includes our consumer-related businesses in connected living, wearables, gaming, augmented and virtual reality, fashion, and mobile devices; and including various supply chain solutions for notebook personal computers ("PC"), tablets, and printers; in addition, CTG is expanding its business relationships to include supply chain optimization for non-electronics products such as footwear and clothing;
- Industrial and Emerging Industries ("IEI"), which is comprised of energy and metering, semiconductor tools and capital equipment, office solutions, household industrial and lifestyle, industrial automation and kiosks, and lighting; and
- High Reliability Solutions ("HRS"), which is comprised of our medical business, including consumer health, digital health, disposables, precision plastics, drug delivery, diagnostics, life sciences and imaging equipment; our automotive business, including vehicle electrification, connectivity, autonomous vehicles, and clean technologies; and our defense and aerospace businesses, focused on commercial aviation, defense and military.

We provide our advanced design, manufacturing and supply chain services through a network of over 100 facilities in approximately 30 countries across four continents. We have established this extensive network of design and manufacturing facilities in the world's major consumer electronics and industrial products markets (Asia, the Americas, and Europe) in order to serve the outsourcing needs of both multinational and regional companies. Our services provide our customers with a competitive advantage by delivering improved product quality, increased flexibility, leading-edge manufacturability, improved performance, faster time-to-market, and competitive costs. Our customers leverage our services to meet their requirements

throughout their products' entire life cycles. For the fiscal year ended March 31, 2017, we had revenue of \$23.9 billion and net income of \$319.6 million.

Over the past several years, we have evolved beyond a traditional Electronics Manufacturing Services ("EMS") company, and now consider Flex to be a provider of a full range of *Sketch-to-Scale*<sup>™</sup> services – beyond electronics manufacturing services – including strategic product development planning and design-phase innovation, supported by a talented team of design engineers. Our innovation strategy is focused on three levels: products, systems, and manufacturing technologies and processes.

We believe that the combination of our extensive open innovation platform solutions, design and engineering services, advanced supply chain management solutions and services, significant scale and global presence, and industrial campuses in low-cost geographies provide us with a competitive advantage and strong differentiation in the market for designing, manufacturing, and servicing consumer electronics, and industrial and consumer products for leading multinational and regional companies. Through these services and facilities, we offer our customers accelerated design, increased flexibility and responsiveness, improved time to market, and supply chain predictability and real time visibility, which enable them to accelerate product launches, enter new markets, mitigate risks, and improve free cash flow.

We recognized research and development costs primarily related to our design and innovations businesses of \$65.6 million, \$61.0 million, and \$26.3 million for the fiscal years ended March 31, 2017, 2016 and 2015, respectively.

## INDUSTRY OVERVIEW

Our expertise is *Sketch-to-Scale*<sup>™</sup> services: design, manufacture, and supply services for a broad range of products, from electronics to athletic shoes. Although Flex has evolved beyond traditional EMS, the majority of our customers are electronics original equipment manufacturers ("OEMs"); as such, the closest broad definition of our industry remains the outsourced EMS industry.

EMS has experienced significant change and growth as an increasing number of companies elect to outsource some or all of their design, manufacturing, and after-market services requirements. In recent years, we have seen an increased level of diversification by many companies, primarily in the technology sector. Companies that have historically identified themselves as software providers, internet service providers, or e-commerce retailers are entering the highly competitive and rapidly evolving hardware markets, with products including mobile devices, home entertainment and wearable devices. This trend has resulted in significant changes to the hardware manufacturing and supply chain solutions requirements of such companies. Increasingly complex products require highly customized supply chain solutions, in turn resulting in significant changes to the overall manufacturing and supply chain landscape. The growth of the overall industry for calendar year 2016 is estimated to have been around 4%.

We believe the total available market for the EMS industry is poised for continued growth, with current penetration rates estimated to be about 30%. The intensely competitive nature of the electronics industry, the increasing complexity and sophistication of electronics products, and pressure on OEMs to reduce product costs and shorten product life cycles are all factors that encourage OEMs to utilize supply chain service providers as part of their business and manufacturing strategies. Utilizing global manufacturing and service providers allows OEMs to take advantage of the global design, manufacturing and supply chain management expertise of such providers, and enables OEMs to concentrate on product research, development, marketing, and sales. We believe that OEMs realize a number of important benefits through their strategic relationships with EMS providers, including:

- Improved efficiency and reduced production costs;
- Reduced design and development costs and lead time;
- Accelerated time-to-market and time-to-volume production;
- Reduced capital investment requirements and fixed costs;
- Improved inventory management and purchasing power;
- Access to worldwide design, engineering, manufacturing, and after-market service capabilities; and
- Ability to focus on core branding and R&D initiatives.

We believe that growth in the EMS industry will be largely driven by the need for OEMs to respond to rapidly changing markets and technologies, the increasing complexity of supply chains and the continued pressure to be cost competitive. Additionally, we believe that there are significant opportunities for global EMS providers to win additional business from OEMs in markets or industry segments that have yet to substantially utilize such providers.

## SERVICE OFFERINGS

We offer a broad range of customizable services to our customers. We believe that Flex has the broadest worldwide end-to-end supply chain solution capabilities in the industry, from concept design resources to aftermarket services. We believe a key competitive advantage is the Flex Platform, which is our system for improving customer competitiveness by providing superior speed, scope, and scale:

- *Speed:* Our sophisticated supply chain management tools and expertise allow us to provide customers with access to real-time information that increases visibility throughout the entire product lifecycle, reducing risk while accelerating execution.
- *Scope:* Our end-to-end services, from *Sketch-to-Scale*<sup>™</sup>, include design and innovation services, engineering, logistics, and supply chain management. Our deep industry knowledge and multi-domain expertise accelerates the entire process of producing increasingly complex products for increasingly interconnected industries.
- *Scale:* Our physical infrastructure includes over 100 facilities in approximately 30 countries, staffed by approximately 200,000 employees, providing our customers with truly global scale and strategic geographic distribution capabilities.

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

Our services include all processes necessary to design, build, ship and service complete packaged consumer electronics and industrial products for our customers. These services include:

*Innovation Services.* This area of our business has seen increased investment and focus over the past five years. We provide a comprehensive set of services that enable companies, from startups to multinationals, to successfully innovate, create new products and solutions, and gain access to new markets. These services span the entire product introduction and solution lifecycle by providing access to new technologies, accelerating product development from early concepts to final production-ready design, and providing advanced manufacturing and testing for new product introduction and market access to grow our customers' offerings. We launched the Silicon Valley Open Innovation Initiative to create an ecosystem of customers, suppliers and design tool makers to drive new product innovation technologies that improve productivity, cost and time-to-market. As part of this initiative, we founded the Silicon Valley Open Innovation Summit.

In fiscal year 2017, we continued to expand our Innovation Centers worldwide and further enhanced our flagship Customer Innovation Center in Silicon Valley. Our innovation services include:

- *Innovations Labs.* Innovation Labs is a design and engineering organization that specializes in supporting customer design and product development services from early concept stages, with the ability to accommodate highly ambiguous requirements. Customers gain access to our design and engineering facilities, technical subject matter expertise, and rapid prototyping resources such as metal and plastic 3D printers and soft tooling capabilities.
- *Collective Innovation Platform.* The Collective Innovation Platform is an ecosystem of qualified technology solutions that helps customers reduce time-to-market and enhance product functionality by leveraging technology building blocks that have been qualified by Flex as part our technology Centers of Excellence. By joining the Flex Collective Innovation Program, technology providers can monetize their investments and gain access to our large, global customer base. Program members include technology suppliers, startups, software/application providers, research labs/institutes and universities.
- *Lab IX.* A startup accelerator program that invests in the next generation of disruptive technologies, giving startups a competitive advantage by providing them the necessary resources and connections to grow their business. By bringing together startups, OEMs and technology partners, we provide Lab IX portfolio companies with access to our global

end-to-end supply chain solutions, our wealth of experience in hardware design, our manufacturing services and logistics across a wide range of markets, and additional benefits from our specialized partners.

- *Centers of Excellence.* Centers of Excellence provide strategic technology capabilities developed by Flex in critical solutions areas which are leveraged across multiple industries, for integration into our customers' products. Centers of Excellence include Human Machine Interface, Wireless and Connectivity, Semiconductors, Sensors and Actuators, Power and Battery Management, Smart Software, Flexible Technology, Computing, and Mechanicals and Plastics.
- *Interconnect Technology Center.* The Interconnect Technology Center provides expertise in both rigid and flexible circuits for next generation printed circuits technology, testing methods, and designs. The Center's state-of-the-art labs are specifically designed for printed circuit innovation, with a focus on embedded components, integration and transfer, wearable and stretchable design, thermal management, system integration and simulation.
- *CloudLabs.* The CloudLabs initiative provides cloud infrastructure companies with engineering and design services to optimize rack-level solutions, especially in the case of multi-vendor equipment integration. CloudLabs enables customers to accelerate a spectrum of cloud, converged infrastructure, and datacenter strategies.

*Design and Engineering Services.* We offer a comprehensive range of value-added design and engineering services, tailored to the specific markets and needs of our customers. These services can be delivered by one of two primary business models:

- Contract Design Services, where customers purchase engineering and development services on a time and materials basis; or
- Joint Development Manufacturing Services, where our engineering and development teams work jointly with our customers' teams to ensure product development integrity, seamless manufacturing handoffs, and faster time to market.

Our design and engineering services are provided by our global market-based engineering teams and cover a broad range of technical competencies:

- *System Architecture, User Interface and Industrial Design.* We help our customers design and develop innovative and cost-effective products that address the needs of the user and the market. These services include product definition, analysis and optimization of performance and functional requirements, 2-D sketch level drawings, 3-D mock-ups and proofs of concept, interaction and interface models, detailed hard models, and product packaging.
- *Mechanical Engineering, Technology, Enclosure Systems, Thermal and Tooling Design.* We offer detailed mechanical, structural, and thermal design solutions for enclosures that encompass a wide range of plastic, metal and other material technologies. These capabilities and technologies are increasingly important to our customers' product differentiation goals and are increasingly required to be successful in today's competitive marketplace. Additionally, we provide design and development services for prototype and production tooling equipment used in manufacturing.
- *Electronic System Design.* We provide complete electrical and hardware design for products ranging in size from small handheld consumer devices to large, high-speed, carrier-grade, telecommunications equipment, including embedded microprocessors, memory, digital signal processing design, high-speed digital interfaces, analog circuit design, power management solutions, wired and wireless communication protocols, display imaging, audio/video, and radio frequency systems and antenna design.
- *Reliability and Failure Analysis.* We provide comprehensive design for manufacturing, test, and reliability services leveraging robust, internally-developed tools and databases. These services leverage our core manufacturing competencies to help our customers achieve their time-to-revenue goals.
- *Component Level Development Engineering.* We have developed substantial engineering competencies for product development and lifecycle management of various component technologies, such as power solutions, and printed circuit board and interconnection technologies, both rigid and flexible.

We are exposed to different or greater potential liabilities from our various design services than those we face in our core assembly and manufacturing services. See "Risk Factors—The success of certain of our activities depends on our ability to protect our intellectual property rights; intellectual property infringement claims against our customers or us could harm our business."

*Systems Assembly and Manufacturing.* Our assembly and manufacturing operations, which generate the majority of our revenues, include printed circuit board assembly and assembly of systems and subsystems that incorporate printed circuit boards and complex electromechanical components. We often assemble electronics products with our proprietary printed circuit boards and custom electronic enclosures on either a build-to-order or configure-to-order basis. In these operations, we employ just-in-time, ship-to-stock and ship-to-line programs, continuous flow manufacturing, demand flow processes, and statistical process controls. As our customers seek to provide greater functionality in physically smaller products, they increasingly require more sophisticated manufacturing technologies and processes. Our investment in advanced manufacturing equipment and our expertise in innovative miniaturization, packaging and interconnect technologies, enables us to offer a variety of advanced manufacturing solutions. We support a wide range of product demand profiles, from low-volume, high-complexity programs, to high-volume production. Continuous focus on lean manufacturing, and a systematic approach to identifying and eliminating waste (non-value-added activities) through continuous improvement based on customer demand allows us to increase our efficiency and flexibility to meet dynamic customer requirements. Our systems assembly and manufacturing expertise includes the following:

- *Enclosures.* We offer a comprehensive set of custom electronics enclosures and related products and services. Our services include the design, manufacture and integration of electronics packaging systems, including custom enclosure systems, power and thermal subsystems, interconnect subsystems, cabling, and cases. In addition to standard sheet metal and plastic fabrication services, we assist in the design of electronics packaging systems that protect sensitive electronics and enhance functionality. Our enclosure design services focus on functionality, manufacturability and testing. These services are integrated with our other assembly and manufacturing services to provide our customers with improved overall supply chain management.
- *Testing Services.* We offer computer-aided testing services for assembled printed circuit boards, systems and subsystems. These services significantly improve our ability to deliver high-quality products on a consistent basis. Our test services include management defect analysis, in-circuit testing and functional testing as well as environmental stress tests of board and system assemblies. We also offer design for test, manufacturing, and environmental services to jointly improve customer product design and manufacturing.
- *Materials Procurement and Inventory Management.* Our manufacturing and assembly operations capitalize on our materials inventory management expertise and volume procurement capabilities. As a result, we believe that we are able to achieve highly competitive cost reductions and reduce total manufacturing cycle time for our OEM customers. Materials procurement and management consist of the planning, purchasing, expediting, and warehousing of components and materials used in the manufacturing process. In addition, our strategy includes having third-party suppliers of custom components located in our industrial parks to reduce material and transportation costs, simplify logistics and facilitate inventory management. We also use a sophisticated automated manufacturing resource planning system and enhanced electronic data interchange capabilities to ensure inventory control and optimization. Through our manufacturing resources planning system, we have real-time visibility of material availability and are able to track work in process. We utilize electronic data interchange with our customers and suppliers to implement a variety of supply chain management programs. Electronic data interchange allows customers to share demand and product forecasts, deliver purchase orders and assists suppliers with satisfying just-in-time delivery and supplier-managed inventory requirements. This also enables us to implement vendor-managed inventory solutions to increase flexibility and reduce overall capital allocation in the supply chain. We procure a wide assortment of materials, including electronic components, plastics and metals. There are a number of sources for these materials, including customers for whom we are providing systems assembly and manufacturing services. On some occasions, there have been shortages in certain electronic components, most recently with regard to connectors, capacitors, LCD panels and memory (both DRAM and Flash). However, such shortages have not had a material impact on our operating results for any periods presented. See "Risk Factors— We may be adversely affected by shortages of required electronic components."

*Component businesses.* We offer the following components product solutions:

- *Rigid and Flexible Printed Circuit Board ("PCB") Fabrication.* Printed circuit boards are composed of laminated materials that provide the interconnection for integrated circuits, passive and other electronic components and thus are at the heart of almost every electrical system. They are formed out of multi-layered epoxy resin and glass cloth systems with very fine traces, spaces, and plated holes (called vias) which interconnect the different layers into an extremely dense circuit network that carries the electrical signals between components. As semiconductor designs become more complex and signal speeds increase, there is an increasing demand for higher density integration on printed circuit boards, requiring higher layer counts, finer lines and spacings, smaller vias (microvias) and base materials with very low electrical loss characteristics. The manufacturing of these complex multilayer interconnect products often requires the use of sophisticated circuit interconnections between layers, and adherence to strict electrical characteristics to maintain consistent transmission speeds and impedances. The global demand for wireless



devices and the complexity of wireless products are driving the demand for more flexible printed circuits. Flexible circuit boards facilitate a reduction in the weight of a finished electronic product and allow the designer to use the third dimension in designing new products or product features. Flexible circuits have become a very attractive design alternative for many new and emerging application spaces such as automotive rear light-emitting diode ("LED") lighting, tablet computers, and miniaturized radio frequency identification tags or smart cards. We are an industry leader in high-density interconnect with Every Layer Inter Connect ("ELIC") technology, which is widely used in smart phone designs, and multilayer constructions which are used in advanced routers and switches, telecom equipment, servers, storage, and flexible printed circuit boards and flexible printed circuit board assemblies. Our PCB business (Multek) manufactures printed circuit boards on a low-volume, quick-turn basis, as well as on a high-volume production basis. We provide quick-turn prototype services that allow us to provide small test quantities to meet the needs of customers' product development groups in as quickly as 48 hours. Our extensive range of services enables us to respond to our customers' demands for an accelerated transition from prototype to volume production. Multek offers a one-stop solution from design to manufacturing of PCB, flexible circuits and rigid flex circuits and sub-assemblies. We have printed circuit board and flexible circuit fabrication service capabilities in North America and Asia. Our PCB capabilities are centered in Asia and North America.

- *Power Supplies.* We have a full service power supply business ("Flex Power") that is a key player in the mobile revolution, with expertise in high efficiency and high density switching power supplies ranging from 1 to 3,000 watts. Our product portfolio includes chargers for smartphones and tablets, adapters for notebooks and gaming, and power supplies for server, storage, and networking markets. We pride ourselves on our ability to service the needs of industry leaders in these markets through valuable technology, design expertise, collaborative development, and efficient execution. Our products are fully compliant with the environmental and Energy Star requirements that drive efficiency specifications in our industry. Customers who engage with Flex Power gain access to compelling innovations and intellectual property in digital control and smart power.

*Logistics.* Our Flex Global Services business is a provider of after-market supply chain logistics services. Our comprehensive suite of services is tailored to customers operating in the computing, consumer digital, infrastructure, industrial, mobile and medical markets. Our expansive global infrastructure includes 27 sites and approximately 11,000 employees strategically located throughout the Americas, Europe, and Asia. By leveraging our operational infrastructure, supply chain network, and IT systems, we are able to offer our customers globally consistent logistics solutions. By linking the flow of information from these supply chains, we create supply chain insight for our customers. We provide multiple logistics solutions including supplier-managed inventory, inbound freight management, product postponement, build/configure to order, order fulfillment and distribution, and supply chain network design.

*Reverse Logistics and Repair Services.* We offer a suite of integrated reverse logistics and repair solutions that use globally consistent processes, which help increase our customers' brand loyalty by improving turnaround times and raising end-customer satisfaction levels. Our objective is to maximize asset value retention for our customers' products throughout their product life cycle while simultaneously minimizing non-value added repair inventory levels and handling in the supply chain. With our suite of end-to-end solutions, we can effectively manage our customers' reverse logistics requirements, while providing critical feedback to their supply chain constituents, delivering continuous improvement and efficiencies for both existing and next generation products. Our reverse logistics and repair solutions include returns management, exchange programs, complex repair, asset recovery, recycling and e-waste management. We provide repair expertise to multiple product lines such as consumer and midrange products, printers, smart phones, consumer medical devices, notebooks, PC's, set-top boxes, game consoles and highly complex infrastructure products. With our service parts logistics business, we manage all of the logistics and restocking processes essential to the efficient operation of repair and refurbishment services.

## STRATEGY

We build intelligent products for a connected world. We do this by providing our customers with end-to-end product development services, from innovation, design, and engineering, to manufacturing, logistics, and supply chain solutions. We strive to help create a smarter, more connected world, enabling simpler, richer lives through technology. Our strategy is to enable and scale innovation for our customers, maintain our leadership in our core capabilities, and build extended offerings in high-growth sectors.

*Talent.* To maintain our competitiveness and world-class capabilities, we focus on hiring and retaining the world's best talent. We empower talented employees to develop global supply chain solutions that transform industries and companies. We have taken steps to attract the best functional and operational leaders and have accelerated efforts to develop the future leaders of the company.



*Customer-Focus* . We believe that serving aspiring leaders in dynamic industries fosters the development of our core skills and results in superior growth and profitability. Our customers come first, and we have a relentless focus on delivering distinctive products and services in a cost-effective manner with fast time-to-market.

*Market Focus* . We apply a rigorous approach to managing our portfolio of opportunities by focusing on companies that are leaders in their industry and value our superior capabilities in design, manufacturing, supply chain and aftermarket services. We focus our energy and efforts on high-growth markets where we have distinctive competence and compelling value propositions. Examples include our investments in energy, healthcare, automotive, industrial markets, and a number of enabling components technologies. Our market-focused approach to managing our business increases our customers' competitiveness by leveraging our deep industry expertise, as well as global scale and sensitivity and rapid response to changes in market dynamics.

*Global Operations Capabilities* . We continue to invest in maintaining the leadership of our world-class manufacturing and services capabilities. We constantly push the state of the art in manufacturing technology, process development and operations management. We believe these skills, IP, and assets contribute to our significant competitive advantage. We continue to capitalize on our industrial park concept, where we co-locate our manufacturing, design, and service resources in low-cost regions, to provide a competitive advantage by minimizing logistics, manufacturing costs, and cycle times while increasing flexibility and responsiveness. Our ability to cost effectively manage such a massive worldwide system is itself a major competitive advantage.

*Extended Value Propositions* . We continue to extend our distinctiveness in manufacturing into new value propositions that leverage our core capabilities. We opportunistically invest in new capabilities and services to provide our customers with a broader value-added suite of services and solutions to meet their product and market requirements. We continue to develop manufacturing process technologies that reduce cost and improve product performance.

## COMPETITIVE STRENGTHS

We continue to enhance our business through the development and expansion of our product and service offerings. We strive to maintain the efficiency and flexibility of our organization, with repeatable execution that adapts to macro-economic changes providing clear value to our customers, while increasing their competitiveness. We have a focused strategy on delivering scale, scope and speed to our customers through world-class operations, innovation and design services, supply chain solutions, and industry and market expertise. We provide real-time supply chain applications that enable improved supply chain visibility, allowing customers to better monitor and mitigate risks. We believe the following capabilities further differentiate us from our competitors and enable us to better serve our customers' requirements:

*Significant Scale and Global Integrated System* . We believe that scale is a significant competitive advantage, as our customers' solutions increasingly require cost structures and capabilities that can only be achieved through size and global reach. We are a leader in global procurement, purchasing approximately \$22.8 billion of materials during our fiscal year ended March 31, 2017 . As a result, we are able to use our worldwide supplier relationships to achieve advantageous pricing and supply chain flexibility for our customers.

We have established an extensive, integrated network of design, manufacturing and logistics facilities in the world's major consumer electronics and industrial markets to serve the outsourcing needs of both multinational and regional companies. Our extensive global network of over 100 facilities in approximately 30 countries with approximately 200,000 employees, helps increase our customers' competitiveness by simplifying their global product development processes while delivering improved product quality with improved performance and accelerated time to market.

*End-to-End Solutions* . We offer a comprehensive range of worldwide supply chain services that simplify and improve global product development processes, providing meaningful time and cost savings to our customers. Our broad-based, end-to-end services enable us to cost effectively design, build, ship and service a complete packaged product. We believe that our capabilities help our customers improve product quality, manufacturability and performance, while reducing costs. We have expanded and enhanced our service offering by adding capabilities in 3D printing, automation, innovation labs, real-time supply chain software, plastics, machining, and mobile charging, and by introducing new capabilities in areas such as solar equipment, large format stamping, and chargers.

*Long-Standing Customer Relationships* . We believe that maintaining our long-term relationships with key customers is a critical requirement for maintaining our market position, growth and profitability. We believe that our ability to maintain and grow these customer relationships results from our history and reputation of creating value for our customers while increasing their own competitiveness. We achieve this through our market-focused approach, our broad range of service offerings and solutions, and our deep industry expertise, which allow us to provide innovative solutions to all of the

manufacturing and related service needs of our customers. We continue to receive numerous service and quality awards that further validate the strength of our customer relationships.

*Extensive Design and Engineering Capabilities* . We have an industry-leading global design service offering, with extensive product design engineering resources, that provides design services, product developments, and solutions to satisfy a wide array of customer requirements across all of our key markets. We combine our design and manufacturing services to provide *Sketch-to-Scale*<sup>™</sup> customized solutions that include services from design concept, through product industrialization and product development, including the manufacture of components and complete products (such as smart phones), which are then sold by our customers under their brand names.

*Geographic, Customer and End Market Diversification* . We believe we have created a well-diversified and balanced company. Our business spans multiple end markets, significantly expanding our total available market. The world is experiencing rapid changes, and macro-economic disruptions have led to demand shifts and realignments. We believe that we are well-positioned through our market diversification to grow faster than the industry average and successfully navigate through difficult economic times. Our broad geographic footprint and experiences with multiple product types and complexity levels create a significant competitive advantage. We continually look for new ways to diversify our offering within each market segment.

*Customer and Product Innovation Centers* . We have established state-of-the art innovation centers in the Americas, Asia and Europe, with differentiated offerings and specialized services and focus. Some of these offerings include the most advanced 3D plastic printing, 3D metal printing, surface mount technology (SMT), and X-ray and test equipment to support major industries in bringing innovative products to market rapidly. We also have a reliability and failure analysis lab and an automation applications team. Another key feature is our focus on confidentiality and security as we offer dedicated customer-confidential work spaces that provide increased security and restricted access to protect our customers' intellectual property ("IP") and the confidentiality of new products being launched into the marketplace. These innovation centers offer our customers a geographically-focused version of our *Sketch-to-Scale*<sup>™</sup> services, taking their product from concept to volume production and go-to-market in a rapid, cost effective and low risk manner.

*Industrial Parks; Low-Cost Manufacturing Services* . We have developed self-contained campuses that co-locate our manufacturing and logistics operations with our suppliers at a single, low-cost location. These industrial parks enhance our supply chain management efficiency, while providing a low-cost, multi-technology solution for our customers. This approach increases the competitiveness of our customers by reducing logistical barriers and costs, improving communications, increasing flexibility, lowering transportation costs and reducing turnaround times. We have strategically established our industrial parks in Brazil, China, Malaysia, Mexico and Poland.

We have selected manufacturing operations situated in low-cost regions of the world to provide our customers with a wide array of manufacturing solutions and low manufacturing costs. As of March 31, 2017 , approximately 80% of our manufacturing capacity was located in low-cost locations, such as Brazil, China, Hungary, India, Indonesia, Malaysia, Mexico, Poland, Romania, and the Ukraine. We believe we are a global industry leader in low-cost production capabilities.

## CUSTOMERS

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

As our business spans multiple end markets, we believe that we are well-positioned through our market diversification to grow faster than the industry average and successfully navigate through difficult economic times. As an example, we serve the following key customers across our diverse business groups including i) medical customers Abbott and Johnson & Johnson and auto customers Ford and Nexteer in our HRS segment, ii) Teradyne, Applied Materials and Xerox in our IIE segment, iii) Cisco, Nokia Solutions and Huawei in our CEC segment and iv) Motorola Lenovo, Nike and Bose out of our CTG segment. We continually look for new ways to diversify our offering within each market segment.

In fiscal year 2017 , our ten largest customers accounted for approximately 43% of net sales. No customers accounted for greater than 10% of the Company's net sales in fiscal year 2017 .

## **BACKLOG**

Although we obtain firm purchase orders from our customers, OEM customers typically do not make firm orders for delivery of products more than 30 to 90 days in advance. In addition, OEM customers may reschedule or cancel firm orders depending on contractual arrangements. Therefore, we do not believe that the backlog of expected product sales covered by firm purchase orders is a meaningful measure of future sales.

## **COMPETITION**

Our market is extremely competitive and includes many companies, several of which have achieved substantial market share. We compete against numerous domestic and foreign manufacturing service providers, as well as our current and prospective customers, who evaluate our capabilities in light of their own capabilities and cost structures. We face particular competition from Asian-based competitors, including Taiwanese Original Design Manufacturing ("ODM") suppliers who compete in a variety of our end markets and have a substantial share of global information technology hardware production.

We compete with different companies depending on the type of service we are providing or the geographic area in which an activity takes place. We believe that the principal competitive factors in the manufacturing services market are quality and range of services, design and technological capabilities; cost; location of facilities; responsiveness and flexibility. We believe we are extremely competitive with regard to all of these factors.

## **SOCIAL RESPONSIBILITY**

Our Corporate Social and Environmental Responsibility ("CSER") management system has several elements, including environmental, health and safety compliance, labor and human rights, ethics, governance, and community engagement. Flex's CSER framework is based upon the principles, policies, and standards prescribed by the Electronics Industry Citizenship Coalition ("EICC"), a worldwide association of electronics companies committed to promoting an industry code of conduct for global electronics supply chains to improve working and environmental, health and safety conditions as well as other relevant international standards (e.g., ISO 14001). Flex is a founding member of the EICC. Social responsibility is also an area of increasing regulation, with specific regulations such as the California Transparency in Supply Chains Act, the U.S. Federal Acquisition Regulation on Human Trafficking and the U.K. Modern Slavery Act of 2015, all creating new compliance and disclosure obligations for the Company and for our customers. We operate a number of programs, including compliance audits, data collection, training and leadership programs that focus upon driving continuous improvements in social, ethical, and environmental performance throughout all of our global operating units, all in accordance with our Code of Business Conduct and Ethics. Being a good corporate citizen does not mean we should merely conform to standards. We go beyond required responsibilities by offering a wide range of programs and initiatives to engage both our internal and external communities. At the heart of this endeavor lies our pragmatic goal of positively influencing the lives of people in the communities in which we operate. We intend to continue investing in these global communities through grant-making, financial contributions, volunteer work, direct engagement and donation of resources.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), Section 1502, introduced reporting requirements related to the verification of whether we are directly (or indirectly through suppliers of materials) purchasing the following minerals: columbite-tantalite, also known as coltan (the metal ore from which tantalum is extracted); cassiterite (the metal ore from which tin is extracted); gold; wolframite (the metal ore from which tungsten is extracted); or their derivatives, which are limited to tantalum, tin and tungsten; or any other mineral or its derivatives as determined by the Secretary of State associated with financing conflicts in the Democratic Republic of the Congo or an adjoining country. We are working directly with suppliers, industry groups, and customers to comply with the reporting requirements necessary to comply with this law. See "Risk Factors—Compliance with government regulations regarding the use of 'conflict minerals' may result in increased costs and risks to us." We have filed the required reports on Form SD with the Securities and Exchange Commission (SEC) in accordance with the Dodd-Frank Act.

## **ENVIRONMENTAL REGULATION**

Our operations are regulated under various federal, state, local and international laws governing the environment, including laws governing the discharge of pollutants into the air and water, the management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. We have implemented processes and procedures to ensure that our operations are in compliance with all applicable environmental regulations. We do not believe that costs of compliance with

these laws and regulations will have a material adverse effect on our capital expenditures, operating results, or competitive position. In addition, we are responsible for cleanup of contamination at some of our current and former manufacturing facilities and at some third-party sites. We engage environmental consulting firms to assist us in the evaluation of environmental liabilities associated with our ongoing operations, historical disposal activities and closed sites in order to establish appropriate accruals in our financial statements. We determine the amount of our accruals for environmental matters by analyzing and estimating the probability of occurrence and the reasonable possibility of incurring costs in light of information currently available. The imposition of more stringent standards or requirements under environmental laws or regulations, the results of future testing and analysis undertaken by us at our operating facilities, or a determination that we are potentially responsible for the release of hazardous substances at other sites could result in expenditures in excess of amounts currently estimated to be required for such matters. Additionally, we could be required to alter our operations in order to comply with any new standards or requirements under environmental laws or regulations. There can be no assurance that additional environmental matters will not arise in the future or that costs will not be incurred with respect to sites as to which no issue is currently known.

We are also required to comply with an increasing number of product environmental compliance regulations focused upon the restriction of certain hazardous substances. For example, the electronics industry is subject to the European Union's ("EU") Restrictions on Hazardous Substances ("RoHS") 2011/65/EU, Waste Electrical and Electronic Equipment ("WEEE") 2012/19/EU directives, the regulation EC 1907/2006 EU Directive REACH ("Registration, Evaluation, Authorization, and Restriction of Chemicals"), and China RoHS entitled, Management Methods for Controlling Pollution for Electronic Information Products ("EIPs"). Similar legislation has been or may be enacted in other jurisdictions, including the United States. Our business requires close collaboration with our customers and suppliers to mitigate risks of non-compliance. We have developed rigorous compliance programs designed to meet the needs and specifications of our customers as well as the regulations. These programs vary from collecting compliance or material data from our Flex controlled or managed suppliers to full laboratory testing, and we include compliance requirements in our standard supplier contracts. Non-compliance could potentially result in significant costs and/or penalties. RoHS and other similar legislation bans or restricts the use of lead, mercury and certain other specified substances in electronics products and WEEE requires EU importers and/or producers to assume responsibility for the collection, recycling and management of waste electronic products and components. In the case of WEEE, although the compliance responsibility rests primarily with the EU importers and/or producers rather than with EMS companies, OEMs may turn to EMS companies for assistance in meeting their WEEE obligations. Flex continues to monitor developments related to product environmental compliance and is working with our customers and other technical organizations to anticipate and minimize any impacts to our operations.

## **EMPLOYEES**

As of March 31, 2017, our global workforce totaled approximately 200,000 employees. In certain international locations, our employees are represented by labor unions and by work councils. We have never experienced a significant work stoppage or strike, and we believe that our employee relations are good.

Our success depends to a large extent upon the continued services of key managerial and technical employees. The loss of such personnel could seriously harm our business, results of operations and business prospects. To date, we have not experienced significant difficulties in attracting or retaining such personnel.

## **INTELLECTUAL PROPERTY**

We own or license various United States and foreign patents relating to a variety of technologies. For certain of our proprietary processes, we rely on trade secret protection. We also have registered our corporate name and several other trademarks and service marks that we use in our business in the United States and other countries throughout the world. As of March 31, 2017 and 2016, the carrying value of our intellectual property was not material.

Although we believe that our intellectual property assets and licenses are sufficient for the operation of our business as we currently conduct it, from time to time third parties do assert patent infringement claims against us or our customers. In addition, we provide design and engineering services to our customers and also design and make our own products. As a consequence of these activities, our customers are requiring us to take responsibility for intellectual property to a greater extent than in our manufacturing and assembly businesses. If and when third parties make assertions regarding the ownership or right to use intellectual property, we could be required to either enter into licensing arrangements or to resolve the issue through litigation. Such license rights might not be available to us on commercially acceptable terms, if at all, and any such litigation might not be resolved in our favor. Additionally, litigation could be lengthy and costly and could materially harm our financial

condition regardless of the outcome. We also could be required to incur substantial costs to redesign a product or re-perform design services.

## FINANCIAL INFORMATION ABOUT SEGMENTS AND GEOGRAPHIC AREAS

Refer to note 19 to our consolidated financial statements included under Item 8 for financial information about our business segments and geographic areas.

## ADDITIONAL INFORMATION

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

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

## ITEM 1A. RISK FACTORS

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

We derive our revenues from customers in the following business groups:

- CEC, which includes our telecom business of radio access base stations, remote radio heads, and small cells for wireless infrastructure; our networking business, which includes optical, routing, broadcasting, and switching products for the data and video networks; our server and storage platforms for both enterprise and cloud-based deployments; next generation storage and security appliance products; and rack level solutions, converged infrastructure and software-defined product solutions;
- CTG, which includes our consumer-related businesses in connected living, wearables, gaming, augmented and virtual reality, fashion, and mobile devices; and including various supply chain solutions for notebook personal computers ("PC"), tablets, and printers; in addition, CTG is expanding its business relationships to include supply chain optimization for non-electronics products such as footwear and clothing;
- IEI, which is comprised of energy and metering, semiconductor and capital equipment, office solutions, household industrial and lifestyle, industrial automation and kiosks, and lighting; and
- HRS, which is comprised of our medical business, including consumer health, digital health, disposables, precision plastics, drug delivery, diagnostics, life sciences and imaging equipment; our automotive business, including vehicle electrification, connectivity, autonomous vehicles, and clean technologies; and our defense and aerospace businesses, focused on commercial aviation, defense and military.

Factors affecting any of these industries in general or our customers in particular, could adversely impact us. These factors include:

- rapid changes in technology, evolving industry standards, and requirements for continuous improvement in products and services that result in short product life cycles;
- demand for our customers' products may be seasonal;
- our customers may fail to successfully market their products, and our customers' products may fail to gain widespread commercial acceptance;
- our customers' products may have supply chain issues;

- our customers may experience dramatic market share shifts in demand which may cause them to lose market share or exit businesses; and
- there may be recessionary periods in our customers' markets.

***Our customers may cancel their orders, change production quantities or locations, or delay production, and our current and potential customers may decide to manufacture some or all of their products internally, which could harm our business.***

Cancellations, reductions, or delays by a significant customer or by a group of customers have harmed, and may in the future harm, our results of operations by reducing the volumes of products we manufacture and deliver for these customers, by causing a delay in the repayment of our expenditures for inventory in preparation for customer orders, and by lowering our asset utilization resulting in lower gross margins. Additionally, current and prospective customers continuously evaluate our capabilities against other providers as well as against the merits of manufacturing products themselves. Our business would be adversely affected if customers decide to perform these functions internally or transfer their business to another provider. In addition, we face competition from the manufacturing operations of some of our current and potential customers, who are continually evaluating the merits of manufacturing products internally against the advantages of outsourcing. In the past, some of our customers moved a portion of their manufacturing from us in order to more fully utilize their excess internal manufacturing capacity. Any of these developments could cause a decline in our sales, loss of market acceptance of our products or services, decreases of our profits or loss of our market share.

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

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

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

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

We compete with a number of different companies, depending on the type of service we provide or the location of our operations. For example, we compete with major global EMS providers, other smaller EMS companies that have a regional or product-specific focus and ODMs with respect to some of the services that we provide. We also compete with our current and prospective customers, who evaluate our capabilities in light of their own capabilities and cost structures. Our industry is extremely competitive, many of our competitors have achieved substantial market share, and some may have lower cost structures or greater design, manufacturing, financial or other resources than we do. We face particular competition from Asian-based competitors, including Taiwanese ODM suppliers who compete in a variety of our end markets and have a substantial share of global information technology hardware production. If we are unable to provide comparable manufacturing services and improved products at lower cost than the other companies in our market, our net sales could decline.

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

Sales to our ten largest customers represent a significant percentage of our net sales. Our ten largest customers accounted for approximately 43% , 46% and 50% of net sales in fiscal years 2017 , 2016 and 2015 , respectively. No customer accounted for more than 10% of net sales in fiscal year 2017 and only Lenovo/Motorola, which is reflected in our CTG segment, accounted for more than 10% of net sales in fiscal year 2016 and 2015 . Our principal customers have varied from year to year. These customers may experience dramatic declines in their market shares or competitive position, due to economic or other forces, that may cause them to reduce their purchases from us or, in some cases, result in the termination of their relationship



with us. Significant reductions in sales to any of these customers, or the loss of major customers, would materially harm our business. If we are not able to timely replace expired, canceled or reduced contracts with new business, our revenues and profitability could be harmed. Additionally, mergers, acquisitions, consolidations or other significant transactions involving our key customers generally entail risks to our business. If a significant transaction involving any of our key customers results in the loss of or reduction in purchases by the largest customers, it could have a materially adverse effect on our business, results of operations, financial condition and prospects.

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

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

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

In addition, customers often require unique configurations or custom designs, which must be developed and integrated in the customer's product well before the customer launches the product. Thus, there is often substantial lead-time between the commencement of design efforts for a customized component and the commencement of volume shipments of the component to the customer. As a result, we may make substantial investments in the development and customization of products for our customers, and no revenue may be generated from these efforts if our customers do not accept the customized component. Even if our customers accept the customized component, if our customers do not purchase anticipated levels of products, we may not realize any profits.

Our achievement of anticipated levels of profitability in our components business is also dependent on our ability to achieve efficiencies in our manufacturing as well as to manufacture components in commercial quantities to the performance specifications demanded by our customers. As a result of these and other risks, we have been, and in the future may be, unable to achieve anticipated levels of profitability in our components business.

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

We provide manufacturing services to companies and industries that have in the past, and may in the future, experience financial difficulty. If some of our customers experience financial difficulty, we could have difficulty recovering amounts owed to us from these customers, or demand for our products from these customers could decline. Additionally, if our suppliers experience financial difficulty we could have difficulty sourcing supplies necessary to fulfill production requirements and meet scheduled shipments. If one or more of our customers were to become insolvent or otherwise were unable to pay for the services provided by us on a timely basis, or at all, our operating results and financial condition could be adversely affected. Such adverse effects could include one or more of the following: an increase in our provision for doubtful accounts, a charge for inventory write-offs, a reduction in revenue, and an increase in our working capital requirements due to higher inventory levels and increases in days our accounts receivable are outstanding. On April 21, 2016, SunEdison, Inc. and certain of its subsidiaries ("SunEdison") filed for protection under Chapter 11 of the U.S. Bankruptcy Code. For the fiscal year ended March 31, 2016, we recognized a bad debt reserve charge of \$61.0 million associated with our outstanding SunEdison receivables and accepted return of previously shipped inventory of approximately \$90 million. During the second quarter of fiscal year 2017, prices for solar panel modules declined significantly. We determined that certain solar panel inventory previously designated for SunEdison on hand at the end of the second quarter of fiscal year 2017 was not fully recoverable and recorded a charge of \$60.0 million to reduce the carrying costs to market during fiscal year 2017. In addition we recognized a \$16.0 million impairment charge for solar module equipment and incurred \$16.9 million of incremental costs primarily related to negative margin sales and other associated solar panel direct costs. The estimates underlying our recorded provisions, as well as consideration of other potential customer bankruptcy-related contingencies associated with the SunEdison bankruptcy proceedings, are based on the facts currently known to us. No preference claims have been asserted against the Company and consideration has been given to the related contingencies based on the facts currently known to us. We are unable to reasonably estimate a loss or any range of possible loss. Further, we believe that we continue to have a number of affirmative and direct



defenses to any potential claims for recovery and intend to vigorously defend any such claim, if asserted. An unfavorable resolution of this matter could be material to our results of operations, financial condition, or cash flows.

***We may be adversely affected by shortages of required electronic components.***

From time to time, we have experienced shortages of some of the electronic components that we use. These shortages can result from strong demand for those components or from problems experienced by suppliers, such as shortages of raw materials. These unanticipated component shortages could result in curtailed production or delays in production, which may prevent us from making scheduled shipments to customers. Our inability to make scheduled shipments could cause us to experience a reduction in sales, increase in inventory levels and costs, and could adversely affect relationships with existing and prospective customers. Component shortages may also increase our cost of goods sold because we may be required to pay higher prices for components in short supply and redesign or reconfigure products to accommodate substitute components. As a result, component shortages could adversely affect our operating results. Our performance depends, in part, on our ability to incorporate changes in component costs into the selling prices for our products.

Our supply chain may also be impacted by other events outside our control, including macro-economic events, political crises or natural or environmental occurrences.

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

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

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

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

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

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

The geographic distances between the Americas, Asia and Europe create a number of logistical and communications challenges for us. These challenges include managing operations across multiple time zones, directing the manufacture and delivery of products across distances, coordinating procurement of components and raw materials and their delivery to multiple locations, and coordinating the activities and decisions of the core management team, which is based in a number of different countries.

Facilities in several different locations may be involved at different stages of the production process of a single product, leading to additional logistical difficulties.

Because our manufacturing operations are located in a number of countries throughout the Americas, Asia and Europe, we are subject to risks of changes in economic and political conditions in those countries, including:

- fluctuations in the value of local currencies;
- labor unrest, difficulties in staffing and geographic labor shortages;
- longer payment cycles;
- cultural differences;
- increases in duties, tariffs, and taxation levied on our products;
- increased scrutiny by the media and other third parties of labor practices within our industry (including but not limited to working conditions) which may result in allegations of violations, more stringent and burdensome labor laws and regulations and inconsistency in the enforcement and interpretation of such laws and regulations, higher labor costs, and/or loss of revenues if our customers become dissatisfied with our labor practices and diminish or terminate their relationship with us;
- imposition of restrictions on currency conversion or the transfer of funds;
- limitations on imports or exports of components or assembled products, or other travel restrictions;
- expropriation of private enterprises;
- ineffective legal protection of our intellectual property rights in certain countries;
- natural disasters;
- exposure to infectious disease and epidemics;
- inability of international customers and suppliers to obtain financing resulting from tightening of credit in international financial markets;
- political unrest; and
- a potential reversal of current favorable policies encouraging foreign investment or foreign trade by our host countries.

The attractiveness of our services to U.S. customers can be affected by changes in U.S. trade policies, such as most favored nation status and trade preferences for some Asian countries. In addition, some countries in which we operate, such as Brazil, Hungary, India, Mexico, Malaysia and Poland, have experienced periods of slow or negative growth, high inflation, significant currency devaluations or limited availability of foreign exchange. Furthermore, in countries such as China, Brazil and Mexico, governmental authorities exercise significant influence over many aspects of the economy, and their actions could have a significant effect on us. We could be seriously harmed by inadequate infrastructure, including lack of adequate power and water supplies, transportation, raw materials and parts in countries in which we operate. In addition, we may encounter labor disruptions and rising labor costs, in particular within the lower-cost regions in which we operate. Any increase in labor costs that we are unable to recover in our pricing to our customers could adversely impact our operating results.

Operations in foreign countries also present risks associated with currency exchange and convertibility, inflation and repatriation of earnings. In some countries, economic and monetary conditions and other factors could affect our ability to convert our cash distributions to U.S. dollars or other freely convertible currencies, or to move funds from our accounts in these countries. Furthermore, the central bank of any of these countries may have the authority to suspend, restrict or otherwise impose conditions on foreign exchange transactions or to approve distributions to foreign investors.

***Fluctuations in foreign currency exchange rates could increase our operating costs.***

We have manufacturing operations and industrial parks that are located in lower cost regions of the world, such as Asia, Eastern Europe and Mexico. A portion of our purchases and our sale transactions are denominated in currencies other than the

United States dollar. As a result, we are exposed to fluctuations in these currencies impacting our fixed cost overhead or our supply base relative to the currencies in which we conduct transactions.

Currency exchange rates fluctuate on a daily basis as a result of a number of factors, including changes in a country's political and economic policies. Volatility in the functional and non-functional currencies of our entities and the United States dollar could seriously harm our business, operating results and financial condition. The primary impact of currency exchange fluctuations is on the cash, receivables, payables and expenses of our operating entities. As part of our currency hedging strategy, we use financial instruments such as forward exchange, swap contracts, and options to hedge our foreign currency exposure in order to reduce the short-term impact of foreign currency rate fluctuations on our operating results. If our hedging activities are not successful or if we change or reduce these hedging activities in the future, we may experience significant unexpected fluctuations in our operating results as a result of changes in exchange rates.

We are also exposed to risks related to the valuation of the Chinese currency relative to the U.S. dollar. The Chinese currency is the renminbi ("RMB"). A significant increase in the value of the RMB could adversely affect our financial results and cash flows by increasing both our manufacturing costs and the costs of our local supply base.

***If our IT or physical security systems are breached, we may incur significant legal and financial exposure.***

We regularly face attempts by others to gain unauthorized access through the Internet or to introduce malicious software to our information systems. We are also a target of malicious attackers who attempt to gain access to our network or data centers or those of our customers or end users; steal proprietary information related to our business, products, employees, and customers; or interrupt our systems and services or those of our customers or others. We believe such attempts are increasing in number and in technical sophistication. In some instances, we, our customers, and the users of our products and services might be unaware of an incident or its magnitude and effects. We have implemented security systems with the intent of maintaining the physical security of our facilities and inventory and protecting our customers' and our suppliers' confidential information. In addition, while we seek to detect and investigate all unauthorized attempts and attacks against our network, products, and services, and to prevent their recurrence where practicable through changes to our internal processes and tools, we are subject to, and at times have suffered from, breach of these security systems which have in the past and may in the future result in unauthorized access to our facilities and/or unauthorized use or theft of the inventory or information we are trying to protect. If unauthorized parties gain physical access to our inventory or if they gain electronic access to our information systems or if such information or inventory is used in an unauthorized manner, misdirected, lost or stolen during transmission or transport, any theft or misuse of such information or inventory could result in, among other things, unfavorable publicity, governmental inquiry and oversight, difficulty in marketing our services, allegations by our customers that we have not performed our contractual obligations, litigation by affected parties including our customers and possible financial obligations for damages related to the theft or misuse of such information or inventory, any of which could have a material adverse effect on our profitability and cash flow.

***Our strategic relationships with major customers create risks.***

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

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

- if demand for the customers' products declines, the customer may reduce its volume of purchases, and we may not be able to sufficiently reduce the expenses of operating the facility or use the facility to provide services to other customers.

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

***If our compliance policies are breached, we may incur significant legal and financial exposure.***

We have implemented local and global compliance policies to ensure compliance with our legal obligations across our operations. A significant legal risk resulting from our international operations is compliance with the U.S. Foreign Corrupt Practices Act or similar local laws of the countries in which we do business, including the UK Anti-Bribery Act, which prohibits covered companies from making payments to foreign government officials to assist in obtaining or retaining business. Our Code of Business Conduct prohibits corrupt payments on a global basis and precludes us from offering or giving anything of value to a government official for the purpose of obtaining or retaining business, to win a business advantage or to improperly influence a decision regarding Flex. Nevertheless, there can be no assurance that all of our employees and agents will refrain from taking actions in violation of this and our related anti-corruption policies and procedures. Any such violation could have a material adverse effect on our business.

***We are subject to the risk of increased income taxes.***

We are subject to taxes in numerous jurisdictions. Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory rates and changes in tax laws or their interpretation including changes related to tax holidays or tax incentives. The international tax environment continues to change as a result of both coordinated efforts by governments and unilateral measures designed by individual countries, both intended to tackle concerns over perceived international tax avoidance techniques, which could ultimately have an adverse effect on the taxation of international businesses. For example, legislative changes may result from the Organization for Economic Co-operation and Development's Base Erosion and Profit Shifting Project or any U.S. tax reform, which has been stated to be a priority for the new U.S. presidential administration and U.S. Congress. Any such changes, if adopted, could adversely impact our effective tax rate. Our taxes could also increase if certain tax holidays or incentives are not renewed upon expiration, or if tax rates applicable to us in such jurisdictions are otherwise increased. Our continued ability to qualify for specific tax holiday extensions will depend on, among other things, our anticipated investment and expansion in these countries and the manner in which the local governments interpret the requirements for modifications, extensions or new incentives.

In addition, the Company and its subsidiaries are regularly subject to tax return audits and examinations by various taxing jurisdictions around the world. In determining the adequacy of our provision for income taxes, we regularly assess the likelihood of adverse outcomes resulting from tax examinations. While it is often difficult to predict the final outcome or the timing of the resolution of a tax examination, we believe that our reserves for uncertain tax benefits reflect the outcome of tax positions that are more likely than not to occur. However, we cannot assure you that the final determination of any tax examinations will not be materially different than that which is reflected in our income tax provisions and accruals. Should additional taxes be assessed as a result of a current or future examination, there could be a material adverse effect on our tax provision, operating results, financial position and cash flows in the period or periods for which that determination is made.

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

The expansion of our business, as well as business contractions and other changes in our customers' requirements, have in the past, and may in the future, require that we adjust our business and cost structures by incurring restructuring charges. Restructuring activities involve reductions in our workforce at some locations and closure of certain facilities. All of these changes have in the past placed, and may in the future place, considerable strain on our financial and management control systems and resources, including decision support, accounting management, information systems and facilities. If we do not properly manage our financial and management controls, reporting systems and procedures to manage our employees, our business could be harmed.

In recent years, including during fiscal year 2017, we undertook initiatives to restructure our business operations through a series of restructuring activities, which were intended to accelerate our ability to support more *Sketch-to-Scale*<sup>™</sup> efforts across the Company and reposition away from historical legacy programs and structures through rationalizing our current footprint at existing sites and at corporate SG&A functions. These activities were primarily for employee termination costs.

While we incur severance, asset impairment charges and other charges as a result of changes in our customer mix on an ongoing basis, such individual actions were not considered material and did not qualify as restructuring charges per accounting

principles generally accepted in the United States to be separately disclosed as restructuring charges in fiscal years 2016 and 2015, and are included in either cost of sales or selling, general and administrative expenses, as appropriate. Our restructuring activities undertaken during fiscal year 2017 have been disclosed separately on our statement of operations. We may be required to take additional charges in the future to align our operations and cost structures with global economic conditions, market demands, cost competitiveness, and our geographic footprint as it relates to our customers' production requirements. We may consolidate certain manufacturing facilities or transfer certain of our operations to lower cost geographies. If we are required to take additional restructuring charges in the future, our operating results, financial condition, and cash flows could be adversely impacted. Additionally, there are other potential risks associated with our restructurings that could adversely affect us, such as delays encountered with the finalization and implementation of the restructuring activities, work stoppages, and the failure to achieve targeted cost savings.

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

We prepare our financial statements in conformity with U.S. GAAP. These principles are subject to interpretation by the Financial Accounting Standards Board (FASB), the American Institute of Certified Public Accountants (AICPA), the SEC and various bodies formed to interpret and create accounting policies. For example, significant changes to revenue recognition rules have been enacted and will begin to apply to us in fiscal year 2019 as the FASB has proposed. 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.

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

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

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

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

- diversion of management's attention from the normal operation of our business;
- potential loss of key employees and customers of the acquired companies;
- difficulties managing and integrating operations in geographically dispersed locations;
- the potential for deficiencies in internal controls at acquired companies;
- increases in our expenses and working capital requirements, which reduce our return on invested capital;
- lack of experience operating in the geographic market or industry sector of the acquired business;
- cybersecurity and compliance related issues;
- initial dependence on unfamiliar supply chain or relatively small supply chain partners; and
- exposure to unanticipated liabilities of acquired companies.

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

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

***The success of certain of our activities depends on our ability to protect our intellectual property rights; intellectual property infringement claims against our customers or us could harm our business.***

We retain certain intellectual property rights to some of the technologies that we develop as part of our engineering, design and manufacturing services and components offerings. The measures we have taken to prevent unauthorized use of our technology may not be successful. If we are unable to protect our intellectual property rights, this could reduce or eliminate the competitive advantages of our proprietary technology, which would harm our business.

Our engineering, design and manufacturing services and components offerings involve the creation and use of intellectual property rights, which subject us to the risk of claims of intellectual property infringement from third parties, as well as claims arising from the allocation of intellectual property rights among us and our customers. In addition, our customers are increasingly requiring us to indemnify them against the risk of intellectual property infringement. If any claims are brought against us or our customers for such infringement, whether or not these have merit, we could be required to expend significant resources in defense of such claims. In the event of such an infringement claim, we may be required to spend a significant amount of money to develop non-infringing alternatives or obtain licenses or to resolve the issue through litigation. We may not be successful in developing such alternatives or obtaining such licenses on reasonable terms or at all, and any such litigation might not be resolved in our favor. Additionally, litigation could be lengthy and costly, and could materially harm our financial condition regardless of outcome.

***We are subject to risks relating to litigation, which may have a material adverse effect on our business.***

From time to time, we are involved in various claims, suits, investigations and legal proceedings. Additional legal claims or regulatory matters may arise in the future and could involve matters relating to commercial disputes, government regulatory and compliance, intellectual property, antitrust, tax, employment or shareholder issues, product liability claims and other issues on a global basis. If we receive an adverse judgment in any litigation, we could be required to pay substantial damages and cease certain practices or activities. Regardless of the merits of the claims, litigation may be both time-consuming and disruptive to our business. The defense and ultimate outcome of any lawsuits or other legal proceedings may result in higher operating expenses and a decrease in operating margin, which could have a material adverse effect on our business, financial condition, or results of operations.

***We may not meet regulatory quality standards applicable to our manufacturing and quality processes for medical devices, which could have an adverse effect on our business, financial condition or results of operations.***

As a medical device manufacturer, we have additional compliance requirements. We are required to register with the U.S. Food and Drug Administration ("FDA") and are subject to periodic inspection by the FDA for compliance with the FDA's Quality System Regulation ("QSR") requirements, which require manufacturers of medical devices to adhere to certain regulations, including testing, quality control and documentation procedures. Compliance with applicable regulatory requirements is subject to continual review and is rigorously monitored through periodic inspections and product field monitoring by the FDA. If any FDA inspection reveals noncompliance with QSR or other FDA regulations, and the Company does not address the observation adequately to the satisfaction of the FDA, the FDA may take action against us. FDA actions may include issuing a letter of inspectional observations, issuing a warning letter, imposing fines, bringing an action against the Company and its officers, requiring a recall of the products we manufactured for our customers, refusing requests for clearance or approval of new products or withdrawal of clearance or approval previously granted, issuing an import detention on products entering the U.S. from an offshore facility, or shutting down a manufacturing facility. If any of these actions were to occur, it would harm our reputation and cause our business to suffer.

In the European Union ("EU"), we are required to maintain certain standardized certifications in order to sell our products and must undergo periodic inspections to obtain and maintain these certifications. Continued noncompliance to the EU regulations could stop the flow of products into the EU from us or from our customers. In China, the Safe Food and Drug Administration controls and regulates the manufacture and commerce of healthcare products. We must comply with the regulatory laws applicable to medical device manufactures or our ability to manufacture products in China could be impacted. In Japan, the Pharmaceutical Affairs Laws regulate the manufacture and commerce of healthcare products. These regulations also require that subcontractors manufacturing products intended for sale in Japan register with authorities and submit to regulatory audits. Other Asian countries and Latin America where we operate have similar laws regarding the regulation of medical device manufacturing.

***If our products or components contain defects, demand for our services may decline and we may be exposed to product liability and product warranty liability.***

Defects in the products we manufacture or design, whether caused by a design, engineering, manufacturing or component failure or deficiencies in our manufacturing processes, could result in product or component failures, which may damage our business reputation and expose us to product liability or product warranty claims.

Product liability claims may include liability for personal injury or property damage. Product warranty claims may include liability to pay for the recall, repair or replacement of a product or component. Although we generally allocate liability for these claims in our contracts with our customers, increasingly we are unsuccessful in allocating such liability, and even where we have allocated liability to our customers, our customers may not have the resources to satisfy claims for costs or liabilities arising from a defective product or component for which they have assumed responsibility.

If we design, engineer or manufacture a product or component that is found to cause any personal injury or property damage or is otherwise found to be defective, we could spend a significant amount of money to resolve the claim. In addition, product liability and product recall insurance coverage are expensive and may not be available for some or all of our services offerings on acceptable terms, in sufficient amounts, or at all. A successful product liability or product warranty claim in excess of our insurance coverage or any material claim for which insurance coverage is denied, limited or is not available could have a material adverse effect on our business, results of operations and financial condition.

***Our operating results may fluctuate significantly due to seasonal demand.***

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

***We depend on our executive officers and skilled management personnel.***

Our success depends to a large extent upon the continued services of our executive officers and other key employees. Generally, our employees are not bound by employment or non-competition agreements, and we cannot assure you that we will retain our executive officers and other key employees. We could be seriously harmed by the loss of any of our executive officers or other key employees. We will need to recruit and retain skilled management personnel, and if we are not able to do so, our business could be harmed. In addition, in connection with expanding our design services offerings, we must attract and retain experienced design engineers. There is substantial competition in our industry for highly skilled employees. Our failure to recruit and retain experienced design engineers could limit the growth of our design services offerings, which could adversely affect our business.

***Our failure to comply with environmental laws could adversely affect our business.***

We are subject to various federal, state, local and foreign environmental laws and regulations, including regulations governing the use, storage, discharge and disposal of hazardous substances used in our manufacturing processes. We are also subject to laws and regulations governing the recyclability of products, the materials that may be included in products, and our obligations to dispose of these products after end users have finished with them. Additionally, we may be exposed to liability to our customers relating to the materials that may be included in the components that we procure for our customers' products. Any violation or alleged violation by us of environmental laws could subject us to significant costs, fines or other penalties.

We are also required to comply with an increasing number of global and local product environmental compliance regulations focused on the restriction of certain hazardous substances. We are subject to the EU directives, including the Restrictions on RoHS, the WEEE as well as the EU's REACH regulation. In addition, new technical classifications of e-Waste being discussed in the Basel Convention technical working group could affect both our customers' abilities and obligations in electronics repair and refurbishment. Also of note is China's Management Methods for Controlling Pollution Caused by EIPs regulation, commonly referred to as "China RoHS", which restricts the importation into and production within China of electrical equipment containing certain hazardous materials. Similar legislation has been or may be enacted in other jurisdictions, including in the United States. RoHS and other similar legislation bans or restricts the use of lead, mercury and certain other specified substances in electronics products and WEEE requires EU importers and/or producers to assume responsibility for the collection, recycling and management of waste electronic products and components. We have developed rigorous risk mitigating compliance programs designed to meet the needs of our customers as well as applicable regulations. These programs may include collecting compliance data from our suppliers, full laboratory testing and public reporting of other environmental metrics such as carbon emissions, electronic waste and water, and we also require our supply chain to comply. Non-compliance could potentially result in significant costs and/or penalties. In the case of WEEE, the compliance responsibility rests primarily with the EU importers and/or producers rather than with EMS companies. However, customers may turn to EMS companies for assistance in meeting their obligations under WEEE.



In addition, we are responsible for the cleanup of contamination at some of our current and former manufacturing facilities and at some third party sites. If more stringent compliance or cleanup standards under environmental laws or regulations are imposed, or the results of future testing and analyses at our current or former operating facilities indicate that we are responsible for the release of hazardous substances into the air, ground and/or water, we may be subject to additional liability. Additional environmental matters may arise in the future at sites where no problem is currently known or at sites that we may acquire in the future. Additionally, we could be required to alter our manufacturing and operations and incur substantial expense in order to comply with environmental regulations. Our failure to comply with environmental laws and regulations or adequately address contaminated sites could limit our ability to expand our facilities or could require us to incur significant expenses, which would harm our business.

***Failure to comply with domestic or international employment and related laws could result in the payment of significant damages, which would reduce our net income.***

We are subject to a variety of domestic and foreign employment laws, including those related to safety, wages and overtime, discrimination, whistleblowing, classification of employees and severance payments. Enforcement activity relating to these laws, particularly outside of the United States, can increase as a result of increased media attention due to violations by other companies, changes in law, political and other factors. There can be no assurance that we won't be found to have violated such laws in the future, due to a more aggressive enforcement posture by governmental authorities or for any other reason. Any such violations could lead to the assessment of fines against us by federal, state or foreign regulatory authorities or damages payable to employees, which fines could be substantial and which would reduce our net income.

***Our business could be impacted as a result of actions by activist shareholders or others.***

We may be subject, from time to time, to legal and business challenges in the operation of our company due to actions instituted by activist shareholders or others. Responding to such actions could be costly and time-consuming, may not align with our business strategies and could divert the attention of our Board of Directors and senior management from the pursuit of our business strategies. Perceived uncertainties as to our future direction as a result of shareholder activism may lead to the perception of a change in the direction of the business or other instability and may make it more difficult to attract and retain qualified personnel and business partners and may affect our relationships with vendors, customers and other third parties.

***Our debt level may create limitations.***

As of March 31, 2017, our total debt was approximately \$3.0 billion. This level of indebtedness could limit our flexibility as a result of debt service requirements and restrictive covenants, and may limit our ability to access additional capital or execute our business strategy.

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

Our credit is rated by credit rating agencies. Our 4.625% Notes, our 5.000% Notes and our 4.750% Notes are currently rated BBB- by Standard and Poor's ("S&P") which is considered to be "investment grade" by S&P, rated Baa3 by Moody's which is considered to be "investment grade" by Moody's, and rated BBB- by Fitch which is considered to be "investment grade" by Fitch. Any decline in our credit rating may make it more expensive for us to raise additional capital in the future on terms that are acceptable to us, if at all, negatively impact the price of our ordinary shares, increase our interest payments under some of our existing debt agreements, and have other negative implications on our business, many of which are beyond our control. In addition, the interest rate payable on some of our credit facilities is subject to adjustment from time to time if our credit ratings change. Thus, any potential future negative change in our credit rating may increase the interest rate payable on these credit facilities.

In addition, we are exposed to interest rate risk under our variable rate terms loans, bilateral facilities and revolving credit facility for indebtedness we have incurred or may incur under such borrowings. The interest rates under these borrowings are based on either (i) a margin over LIBOR or (ii) the base rate (the greatest of the agent's prime rate, the federal funds rate plus 0.50% and LIBOR for a one-month interest period plus 1.00%) plus an applicable margin, in each case depending on our credit rating. Refer to the discussion in note 7, "Bank Borrowings and Long-Term Debt" to the consolidated financial statements for further details of our debt obligations. We are also exposed to interest rate risk on our invested cash balances, our securitization facilities and our factoring activities.

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

Our revenue and gross margin depend significantly on general economic conditions and the demand for products in the markets in which our customers compete. Adverse worldwide economic conditions may create challenging conditions in the

electronics industry. For example, these conditions may be adversely impacted by the pending withdrawal of the United Kingdom from the EU following its referendum on EU membership and the position that the U.S. will take with respect to certain treaty and trade relationships with other countries. These conditions may result in reduced consumer and business confidence and spending in many countries, a tightening in the credit markets, a reduced level of liquidity in many financial markets, high volatility in credit, fixed income and equity markets, currency exchange rate fluctuations, and global economic uncertainty. In addition, longer term disruptions in the capital and credit markets could adversely affect our access to liquidity needed for our business. If financial institutions that have extended credit commitments to us are adversely affected by the conditions of the U.S. and international capital markets, they may become unable to fund borrowings under their credit commitments to us, which could have an adverse impact on our financial condition and our ability to borrow additional funds, if needed, for working capital, capital expenditures, acquisitions, research and development and other corporate purposes.

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

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

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

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

We rely on a variety of common carriers to transport our materials from our suppliers to us, and to transport our products from us to our customers. Problems suffered by any of these common carriers, whether due to a natural disaster, labor problem, increased energy prices, criminal activity or some other issue, could result in shipping delays, increased costs, or other supply chain disruptions, and could therefore have a material adverse effect on our operations.

***We are subject to risks associated with investments.***

We invest in private funds and companies for strategic reasons and may not realize a return on our investments. We make investments in private funds and companies to further our strategic objectives, support key business initiatives and develop business relationships with related portfolio companies. Many of the instruments in which we invest are non-marketable at the time of our initial investment. If any of the funds or companies in which we invest fail, we could lose all or part of our investment. If we need to determine that an other-than-temporary decline in the fair value exists for an investment, we would need to write down the investment to its fair value and recognize a loss.

***Compliance with government regulations regarding the use of "conflict minerals" may result in increased costs and risks to us.***

As part of the Dodd-Frank Act, the SEC has promulgated disclosure requirements regarding the use of certain minerals ("Minerals"), which may have originated in the Democratic Republic of the Congo or adjoining countries. In May 2016, we filed our report on Form SD for the year ended December 31, 2015 to report that, based on our diligence review, we were unable to determine whether Minerals contained in our products originated in the Democratic Republic of the Congo or adjoining countries or whether the mining or trade of such Minerals directly or indirectly financed or otherwise benefited armed groups in those countries. We expect to undertake further reviews of our supply chain in 2017 and beyond as necessary to comply with the SEC's disclosure requirements. Additionally, customers rely on us to provide critical data regarding the products they purchase and request information on such Minerals. Our materials sourcing is broad-based and multi-tiered, and we may not be able to easily verify the origins of the Minerals used in the products we sell. We have many suppliers and each may provide the required information in a different manner, if at all. Accordingly, because the supply chain is complex, our reputation may suffer if we are unable to sufficiently verify the origins of the Minerals, if any, used in our products. Additionally, customers may demand that the products they purchase be free of any Minerals originating in the specified countries. The implementation of this requirement could affect the sourcing and availability of products we purchase from our suppliers. This may reduce the number of suppliers that may be able to provide products and may affect our ability to obtain products in sufficient quantities to meet customer demand or at competitive prices.

***Our business and operations could be adversely impacted by climate change initiatives.***

Concern over climate change has led to international legislative and regulatory initiatives directed at limiting carbon dioxide and other greenhouse gas emissions. Proposed and existing efforts to address climate change by reducing greenhouse gas emissions could directly or indirectly affect our costs of energy, materials, manufacturing, distribution, packaging and other operating costs, which could impact our business and financial results.

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

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

Refer to notes 1 and 2 to the consolidated financial statements and 'critical accounting policies' in management's discussion and analysis of financial condition and results of operations for further discussion of the impairment testing of goodwill and identifiable intangible assets.

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

***The market price of our ordinary shares is volatile.***

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

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

Our facilities consist of a global network of industrial parks, regional manufacturing operations, and design, engineering and product introduction centers, providing approximately 27 million square feet of productive capacity as of March 31, 2017.

The composition of the square footage of our facilities, by region, is as follows:

	Americas	Asia	Europe	Total
(in million square feet)				
<b>Manufacturing Square Footage Space</b>				
Manufacturing - Leased	3.6	6.4	1.3	11.3
Manufacturing - Owned	4.9	7.7	2.9	15.5
<b>Total</b>	<b>8.5</b>	<b>14.1</b>	<b>4.2</b>	<b>26.8</b>
<b>Total Square Footage Space</b>				
Manufacturing	8.5	14.1	4.2	26.8
Non-manufacturing	9.3	9.0	4.9	23.2
<b>Total</b>	<b>17.8</b>	<b>23.1</b>	<b>9.1</b>	<b>50.0</b>

Our facilities include large industrial parks, ranging in size from 0.6 million to 4.9 million square feet in Brazil, China, Malaysia, Mexico and Poland. We also have regional manufacturing operations, generally ranging in size from under 100,000 to approximately 1.6 million square feet in Austria, Brazil, Canada, China, Czech Republic, Denmark, Hong Kong, Hungary, India, Indonesia, Ireland, Israel, Italy, Japan, Malaysia, Mexico, The Netherlands, Poland, Romania, Singapore, Spain, Switzerland, the Ukraine and the United States. We also have smaller design and engineering centers, innovation centers and product introduction centers at a number of locations in the world's major industrial and electronics markets.

Our facilities are well maintained and suitable for the operations conducted. The productive capacity of our plants is adequate for current needs.

### **ITEM 3. LEGAL PROCEEDINGS**

For a description of our material legal proceedings, see note 12 "Commitments and Contingencies" to the consolidated financial statements included under Item 8, which is incorporated herein by reference.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****PRICE RANGE OF ORDINARY SHARES**

Our ordinary shares are quoted on the NASDAQ Global Select Market under the symbol "FLEX." The following table sets forth the high and low per share sales prices for our ordinary shares since the beginning of fiscal year 2016 as reported on the NASDAQ Global Select Market.

	<u>High</u>	<u>Low</u>
Fiscal Year Ended March 31, 2017		
Fourth Quarter	\$ 16.88	\$ 14.33
Third Quarter	14.84	13.54
Second Quarter	13.69	11.66
First Quarter	13.19	11.69
Fiscal Year Ended March 31, 2016		
Fourth Quarter	\$ 12.06	\$ 9.10
Third Quarter	11.79	10.27
Second Quarter	11.56	9.90
First Quarter	12.84	11.53

As of May 10, 2017 there were 3,197 holders of record of our ordinary shares and the closing sales price of our ordinary shares as reported on the NASDAQ Global Select Market was \$15.43 per share.

**DIVIDENDS**

Since inception, we have not declared or paid any cash dividends on our ordinary shares. We currently do not have plans to pay any dividends in fiscal year 2018.

**STOCK PRICE PERFORMANCE GRAPH**

*The following stock price performance graph and accompanying information is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A under the Securities Exchange Act of 1934 or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of any general incorporation language in any such filing.*

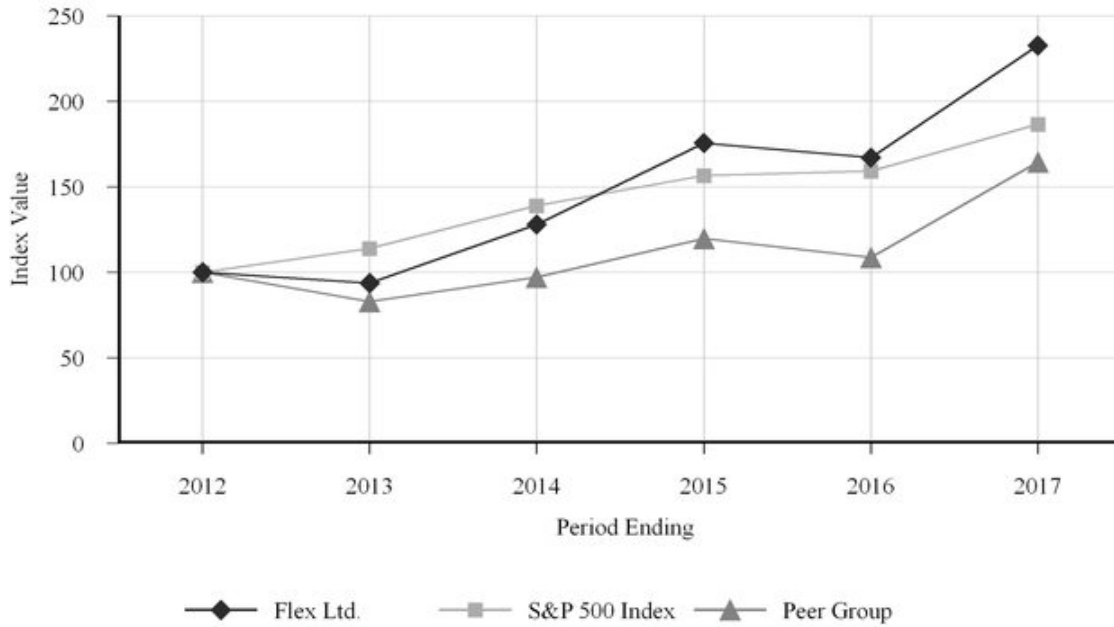
The graph below compares the cumulative total shareholder return on our ordinary shares, the Standard & Poor's 500 Stock Index and a peer group comprised of Benchmark Electronics, Inc., Celestica, Inc., Jabil Circuit, Inc., and Sanmina-SCI Corporation.

The graph below assumes that \$100 was invested in our ordinary shares, in the Standard & Poor's 500 Stock Index and in the peer group described above on March 31, 2012 and reflects the annual return through March 31, 2017, assuming dividend reinvestment.

The comparisons in the graph below are based on historical data and are not indicative of, or intended to forecast, the possible future performances of our ordinary shares.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN**

Flex, the S&P 500 Index, and Peer Group



	3/12	3/13	3/14	3/15	3/16	3/17
Flex Ltd.	100.00	93.63	127.98	175.62	167.04	232.69
S&P 500 Index	100.00	113.96	138.87	156.55	159.34	186.71
Peer Group	100.00	82.98	97.08	119.77	108.64	164.51

Prepared by Zacks Investment Research, Inc. Used with permission. All rights reserved. Copyright 1980-2017

Index Data: Copyright Standard and Poor's, Inc. Used with permission. All rights reserved.

**Issuer Purchases of Equity Securities**

The following table provides information regarding purchases of our ordinary shares made by us for the period from January 1, 2017 through March 31, 2017.

Period (2)	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 - February 3, 2017	2,166,612	\$ 14.84	2,166,612	\$ 343,043,322
February 4 - March 3, 2017	1,860,843	16.30	1,860,843	312,710,616
March 4 - March 31, 2017	1,647,223	16.63	1,647,223	285,322,239
Total	<u>5,674,678</u>		<u>5,674,678</u>	

- (1) During the period from January 1, 2017 through March 31, 2017 all purchases were made pursuant to the program discussed below in open market transactions. All purchases were made in accordance with Rule 10b-18 under the Securities Exchange Act of 1934.
- (2) On August 24, 2016, our Board of Directors authorized the repurchase of our outstanding ordinary shares for up to \$500 million. This is in accordance with the share purchase mandate whereby our shareholders approved a repurchase limit of 20% of our issued ordinary shares outstanding at the Annual General Meeting held on the same date as the Board authorization. As of March 31, 2017, shares in the aggregate amount of \$285.3 million were available to be repurchased under the current plan.

**RECENT SALES OF UNREGISTERED SECURITIES**

None.

**INCOME TAXATION UNDER SINGAPORE LAW**

*Dividends.* Singapore does not impose a withholding tax on dividends. All dividends are tax exempt to shareholders.

*Gains on Disposal.* Under current Singapore tax law there is no tax on capital gains, thus any profits from the disposal of shares are not taxable in Singapore unless the gains arising from the disposal of shares are income in nature and subject to tax, especially if they arise from activities which the Inland Revenue Authority of Singapore regards as the carrying on of a trade or business in Singapore (in which case, the profits on the sale would be taxable as trade profits rather than capital gains).

Shareholders who apply, or who are required to apply, the Singapore Financial Reporting Standard 39 Financial Instruments—Recognition and Measurement ("FRS 39") for the purposes of Singapore income tax may be required to recognize gains or losses (not being gains or losses in the nature of capital) in accordance with the provisions of FRS 39 (as modified by the applicable provisions of Singapore income tax law) even though no sale or disposal of shares is made.

*Stamp Duty.* There is no stamp duty payable for holding shares, and no duty is payable on the issue of new shares. When existing shares are acquired in Singapore, a stamp duty of 0.2% is payable on the instrument of transfer of the shares at market value. The stamp duty is borne by the purchaser unless there is an agreement to the contrary. If the instrument of transfer is executed outside of Singapore, the stamp duty must be paid only if the instrument of transfer is received in Singapore.

*Estate Taxation.* The estate duty was abolished for deaths occurring on or after February 15, 2008. For deaths prior to February 15, 2008 the following rules apply:

If an individual who is not domiciled in Singapore dies on or after January 1, 2002, no estate tax is payable in Singapore on any of our shares held by the individual.

If property passing upon the death of an individual domiciled in Singapore includes our shares, Singapore estate duty is payable to the extent that the value of the shares aggregated with any other assets subject to Singapore estate duty exceeds S\$600,000. Unless other exemptions apply to the other assets, for example, the separate exemption limit for residential properties, any excess beyond S\$600,000 will be taxed at 5% on the first S\$12,000,000 of the individual's chargeable assets and thereafter at 10%.



An individual shareholder who is a U.S. citizen or resident (for U.S. estate tax purposes) will have the value of the shares included in the individual's gross estate for U.S. estate tax purposes. An individual shareholder generally will be entitled to a tax credit against the shareholder's U.S. estate tax to the extent the individual shareholder actually pays Singapore estate tax on the value of the shares; however, such tax credit is generally limited to the percentage of the U.S. estate tax attributable to the inclusion of the value of the shares included in the shareholder's gross estate for U.S. estate tax purposes, adjusted further by a pro rata apportionment of available exemptions. Individuals who are domiciled in Singapore should consult their own tax advisors regarding the Singapore estate tax consequences of their investment.

*Tax Treaties Regarding Withholding.* There is no reciprocal income tax treaty between the U.S. and Singapore regarding withholding taxes on dividends and capital gains.

**ITEM 6. SELECTED FINANCIAL DATA**

These historical results are not necessarily indicative of the results to be expected in the future. The following selected consolidated financial data set forth below was derived from our historical audited consolidated financial statements and is qualified by reference to and should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 8, "Financial Statements and Supplementary Data."

	Fiscal Year Ended March 31,				
	2017	2016	2015	2014	2013
(In thousands, except per share amounts)					
<b>CONSOLIDATED STATEMENT OF OPERATIONS DATA:</b>					
Net sales	\$ 23,862,934	\$ 24,418,885	\$ 26,147,916	\$ 26,108,607	\$ 23,569,475
Cost of sales	22,303,231	22,810,824	24,602,576	24,609,738	22,187,393
Restructuring charges (3)	38,758	—	—	58,648	215,834
Gross profit	1,520,945	1,608,061	1,545,340	1,440,221	1,166,248
Selling, general and administrative expenses	937,339	954,890	844,473	874,796	805,235
Intangible amortization	81,396	65,965	32,035	28,892	29,529
Restructuring charges (3)	10,637	—	—	16,663	11,600
Other charges (income), net (1)	21,193	47,738	(53,233)	57,512	(65,190)
Interest and other, net	99,532	84,793	51,410	61,904	56,259
Income before income taxes	370,848	454,675	670,655	400,454	328,815
Provision for income taxes	51,284	10,594	69,854	34,860	26,313
Income from continuing operations	319,564	444,081	600,801	365,594	302,502
Loss from discontinued operations, net of tax	—	—	—	—	(25,451)
Net income	\$ 319,564	\$ 444,081	\$ 600,801	\$ 365,594	\$ 277,051
Diluted earnings (loss) per share:					
Continuing operations	\$ 0.59	\$ 0.79	\$ 1.02	\$ 0.59	\$ 0.45
Discontinued operations	\$ —	\$ —	\$ —	\$ —	\$ (0.04)
Total	\$ 0.59	\$ 0.79	\$ 1.02	\$ 0.59	\$ 0.41

	As of March 31,				
	2017	2016	2015	2014	2013
	(In thousands)				
<b>CONSOLIDATED BALANCE SHEET DATA:</b>					
Working capital (2)	\$ 1,883,149	\$ 1,742,921	\$ 1,985,809	\$ 1,744,967	\$ 1,599,671
Total assets	12,593,363	12,384,981	11,652,891	12,485,035	10,579,107
Total long-term debt, excluding current portion	2,890,609	2,709,389	2,025,970	2,056,233	1,639,580
Shareholders' equity	2,678,276	2,605,530	2,396,250	2,201,679	2,246,758

- (1) For fiscal years 2017, 2016 and 2015, refer to note 15 to the consolidated financial statements for further discussion.

Other charges, net in the fiscal year 2014 includes \$55.0 million of other charges for the contractual obligation to reimburse a customer for certain performance provisions. Additionally, the Company exercised warrants to purchase common shares of a certain supplier and sold the underlying shares for total proceeds of \$67.3 million resulting in a loss of \$7.1 million.

Other income, net in the fiscal year 2013 includes the fair value change in warrants to purchase common shares of a certain supplier of \$74.4 million and loss on sale of two investments.

- (2) Working capital is defined as current assets less current liabilities.
- (3) The Company initiated restructuring plans during fiscal years 2017, 2014 and 2013. For the restructuring plan initiated during fiscal year 2017, please refer to note 14 to the consolidated financial statements for further discussion.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report on Form 10-K contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. The words "expects," "anticipates," "believes," "intends," "plans" and similar expressions identify forward-looking statements. In addition, any statements which refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. We undertake no obligation to publicly disclose any revisions to these forward-looking statements to reflect events or circumstances occurring subsequent to filing this Form 10-K with the Securities and Exchange Commission. These forward-looking statements are subject to risks and uncertainties, including, without limitation, those discussed in this section and in Item 1A, "Risk Factors." In addition, new risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risk factors on our business. Accordingly, our future results may differ materially from historical results or from those discussed or implied by these forward-looking statements. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements.

## OVERVIEW

We are a globally-recognized, provider of *Sketch-to-Scale*<sup>™</sup> services - innovative design, engineering, manufacturing, and supply chain services and solutions - from conceptual sketch to full-scale production. We design, build, ship and service complete packaged consumer and industrial products, from athletic shoes to electronics, for companies of all sizes in various industries and end-markets, through our activities in the following segments: Communications & Enterprise Compute ("CEC"), which includes our telecom business of radio access base stations, remote radio heads, and small cells for wireless infrastructure; our networking business which includes optical, routing, broadcasting, and switching products for the data and video networks; our server and storage platforms for both enterprise and cloud-based deployments; next generation storage and security appliance products; and rack level solutions, converged infrastructure and software-defined product solutions; Consumer Technologies Group ("CTG"), which includes our consumer-related businesses in connected living, wearables, gaming, augmented and virtual reality, fashion, and mobile devices; and including various supply chain solutions for notebook personal computers ("PC"), tablets, and printers; in addition, CTG is expanding its business relationships to include supply

chain optimization for non-electronics products such as footwear and clothing; Industrial and Emerging Industries ("IEI"), which is comprised of energy and metering, semiconductor and capital equipment, office solutions, household industrial and lifestyle, industrial automation and kiosks, and lighting; and High Reliability Solutions ("HRS"), which is comprised of our medical business, including consumer health, digital health, disposables, precision plastics, drug delivery, diagnostics, life sciences and imaging equipment; our automotive business, including vehicle electrification, connectivity, autonomous vehicles, and clean technologies; and our defense and aerospace businesses, focused on commercial aviation, defense and military.

Our strategy is to provide customers with a full range of cost competitive, vertically-integrated global supply chain solutions through which we can design, build, ship and service a complete packaged product for our customers. This enables our customers to leverage our supply chain solutions to meet their product requirements throughout the entire product life cycle.

Over the past few years, we have seen an increased level of diversification by many companies, primarily in the technology sector. Some companies that have historically identified themselves as software providers, Internet service providers or e-commerce retailers have entered the highly competitive and rapidly evolving technology hardware markets, such as mobile devices, home entertainment and wearable devices. This trend has resulted in a significant change in the manufacturing and supply chain solutions requirements of such companies. While the products have become more complex, the supply chain solutions required by such companies have become more customized and demanding, and it has changed the manufacturing and supply chain landscape significantly.

We use a portfolio approach to manage our extensive service offerings. As our customers change the way they go to market, we are able to reorganize and rebalance our business portfolio in order to align with our customers' needs and requirements in an effort to optimize operating results. The objective of our business model is to allow us to be flexible and redeploy and reposition our assets and resources as necessary to meet specific customer's supply chain solutions needs across all of the markets we serve and earn a return on our invested capital above the weighted average cost of that capital.

During the past few years, we have made significant efforts to evolve our long-term portfolio towards a higher mix of businesses which possess longer product life cycles and higher segment operating margins such as reflected in our IEI and HRS businesses. During the last two fiscal years, we launched several programs broadly across our portfolio of services and in some instances we deployed certain new technologies. Some of these programs have started to yield better results, as demonstrated by our segment operating margin improvement while our sales decreased compared to the prior year. We continue to invest in innovation and we have expanded our design and engineering relationships through our product innovation centers.

We believe that our business transformation has strategically positioned us to take advantage of the long-term, future growth prospects for outsourcing of advanced manufacturing capabilities, design and engineering services and after-market services, which remain strong.

We are one of the world's largest providers of global supply chain solutions, with revenues of \$23.9 billion in fiscal year 2017 . We have established an extensive network of manufacturing facilities in the world's major consumer electronics and industrial markets (Asia, the Americas, and Europe) in order to serve the growing outsourcing needs of both multinational and regional customers. We design, build, ship, and service consumer electronics and industrial products for our customers through a network of over 100 facilities in approximately 30 countries across four continents. As of March 31, 2017 , our total manufacturing capacity was approximately 27 million square feet. In fiscal year 2017 , our net sales in Asia, the Americas and Europe represented approximately 46% , 36% and 18% , respectively, of our total net sales, based on the location of the manufacturing site. The following tables set forth net sales and net property and equipment, by country, based on the location of our manufacturing sites and the relative percentages:

Net sales:	Fiscal Year Ended March 31,								
	2017		2016		2015				
	(In thousands)								
China	\$	7,213,614	30%	\$	8,471,036	35%	\$	9,550,837	37%
Mexico		4,075,616	17%		3,645,432	15%		3,512,767	13%
U.S.		2,560,300	11%		2,767,641	11%		2,876,359	11%
Malaysia		2,267,578	10%		2,241,645	9%		2,300,579	9%
Brazil		1,907,591	8%		1,839,395	8%		2,474,291	9%
Other		5,838,235	24%		5,453,736	22%		5,433,083	21%
	\$	<u>23,862,934</u>		\$	<u>24,418,885</u>		\$	<u>26,147,916</u>	

Property and equipment, net:	Fiscal Year Ended March 31,					
	2017		2016			
	(In thousands)					
China	\$	719,972	31%	\$	789,571	35%
Mexico		525,282	23%		429,989	19%
U.S.		290,463	13%		330,778	15%
Malaysia		173,410	7%		159,787	7%
Hungary		132,527	6%		107,492	5%
Other		475,372	21%		425,559	19%
	\$	2,317,026		\$	2,243,176	

We believe that the combination of our extensive open innovation platform solutions, design and engineering services, advanced supply chain management solutions and services, significant scale and global presence, and industrial campuses in low-cost geographic areas provide us with a competitive advantage and strong differentiation in the market for designing, manufacturing and servicing consumer electronics and industrial products for leading multinational and regional customers. Specifically, we have launched multiple product innovation centers ("PIC") focused exclusively on offering our customers the ability to simplify their global product development, manufacturing process, and after sales services, and enable them to meaningfully accelerate their time to market and cost savings.

Our operating results are affected by a number of factors, including the following:

- changes in the macro-economic environment and related changes in consumer demand;
- the mix of the manufacturing services we are providing, the number and size of new manufacturing programs, the degree to which we utilize our manufacturing capacity, seasonal demand, shortages of components and other factors;
- the effects on our business when our customers are not successful in marketing their products, or when their products do not gain widespread commercial acceptance;
- our ability to achieve commercially viable production yields and to manufacture components in commercial quantities to the performance specifications demanded by our customers;
- the effects on our business due to our customers' products having short product life cycles;
- our customers' ability to cancel or delay orders or change production quantities;
- our customers' decisions to choose internal manufacturing instead of outsourcing for their product requirements;
- our exposure to financially troubled customers;
- integration of acquired businesses and facilities;
- increased labor costs due to adverse labor conditions in the markets we operate;
- changes in tax legislation; and
- changes in trade regulations and treaties.

We also are subject to other risks as outlined in Item 1A, "Risk Factors".

Net sales for fiscal year 2017 declined from the prior year, decreasing by 2.3% or \$0.6 billion to \$23.9 billion . The decrease was primarily due to a \$0.6 billion decrease in our CTG segment as well as a \$0.5 billion decrease in our CEC segment, partially offset by a \$0.3 billion increase in our IEI segment, and a \$0.2 billion increase in our HRS segment. Our fiscal year 2017 gross profit totaled \$1.5 billion , representing a decrease of \$87.1 million , or 5.4% , from the prior year, which is primarily driven by a \$92.9 million charge following the significant decline in prices for solar modules coupled with the restructuring charges of \$49.4 million , of which \$38.8 million impacted gross margin, incurred during fiscal year 2017 in a plan

to accelerate our ability to support more *Sketch-to-Scale*<sup>™</sup> efforts across the Company and reposition away from historical legacy programs and structures. Our net income totaled \$319.6 million, representing a decrease of \$124.5 million, or 28.0%, compared to fiscal year 2016. The decrease in net income during fiscal year 2017 is primarily due to the same factors explained above.

Cash provided by operations remained consistent at \$1.1 billion for the fiscal years 2017 and 2016. Cash used in investing activities decreased by approximately \$0.7 billion to a total amount of \$0.7 billion for fiscal year 2017 compared with \$1.4 billion for fiscal year 2016 primarily due to a decrease in the amount of cash paid for acquired businesses during fiscal year 2017. Our average net working capital, defined as accounts receivable, including deferred purchase price receivable from our asset-backed securitization programs plus inventory less accounts payable, as a percentage of annualized sales decreased by 0.8% to 6.9%. Our free cash flow, which we define as cash from operating activities less net purchases of property and equipment, was \$660.4 million for fiscal year 2017 compared to \$639.5 million for fiscal year 2016. The increase in free cash flow is primarily due to higher cash flows from operations. Refer to the Liquidity and Capital Resources section for the free cash flows reconciliation to our most directly comparable GAAP financial measure of cash flows from operations. Cash used in financing activities amounted to \$242.1 million during fiscal year 2017, which changed \$491.7 million from a cash inflow of \$249.6 million in the prior year primarily due to lower net proceeds from bank borrowings and long-term debt.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP" or "GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates and assumptions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements. For further discussion of our significant accounting policies, refer to note 2 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data."

### *Revenue Recognition*

We recognize manufacturing revenue when we ship goods or the goods are received by our customer, title and risk of ownership have passed, the price to the buyer is fixed or determinable and recoverability is reasonably assured. Generally, there are no formal substantive customer acceptance requirements or further obligations related to manufacturing services. If such requirements or obligations exist, then we recognize the related revenues at the time when such requirements are completed and the obligations are fulfilled. Some of our customer contracts allow us to recover certain costs related to manufacturing services that are over and above the prices we charge for the related products. We determine the amount of costs that are recoverable based on historical experiences and agreements with those customers. Also, certain customer contracts may contain certain commitments and obligations that may result in additional expenses or decrease in revenue. We accrue for these commitments and obligations based on facts and circumstances and contractual terms. We also make provisions for estimated sales returns and other adjustments at the time revenue is recognized based upon contractual terms and an analysis of historical returns. Provisions for sales returns and other adjustments were not material to our consolidated financial statements for any of the periods presented.

We also recognize revenue in accordance with multiple-element arrangements accounting codified under U.S. GAAP for arrangements that contain multiple deliverables. We determined that our multiple-element arrangements are generally comprised of arrangements where multiple product components are sold together as part of a complete system. Depending on the contractual provisions of the respective contracts, we have concluded that the units of accounting for such arrangements are, in most cases, comprised of an aggregation of product components, however, may also be established at the product component level. For multiple-element arrangements, revenue is allocated to each unit of accounting based on their relative selling prices. Relative selling prices are based first on vendor specific objective evidence of fair value ("VSOE"), then on third-party evidence of selling price ("TPE") when VSOE does not exist, and then on management's best estimate of the selling price ("BESP") when VSOE and TPE do not exist. We base the allocation of revenue on BESP, because we do not have either VSOE or TPE for the respective deliverables.

We provide a comprehensive suite of services for our customers that range from advanced product design to manufacturing and logistics to after-sales services. We recognize service revenue when the services have been performed, and the related costs are expensed as incurred. Our net sales for services were less than 10% of our total sales for all periods presented, and accordingly, are included in net sales in the consolidated statements of operations.

### ***Customer Credit Risk***

We have an established customer credit policy through which we manage customer credit exposures through credit evaluations, credit limit setting, monitoring, and enforcement of credit limits for new and existing customers. We perform ongoing credit evaluations of our customers' financial condition and make provisions for doubtful accounts based on the outcome of those credit evaluations. We evaluate the collectability of accounts receivable based on specific customer circumstances, current economic trends, historical experience with collections and the age of past due receivables. To the extent we identify exposures as a result of credit or customer evaluations, we also review other customer related exposures, including but not limited to inventory and related contractual obligations.

On April 21, 2016, SunEdison, Inc. (together with certain of its subsidiaries, "SunEdison"), filed a petition for reorganization under bankruptcy law. During the fiscal year ended March 31, 2016, we recognized a bad debt reserve charge of \$61.0 million associated with our outstanding SunEdison receivables and accepted return of previously shipped inventory of approximately \$90.0 million. During the second quarter of fiscal year 2017, prices for solar panel modules declined significantly. We determined that certain solar panel inventory previously designated for SunEdison on hand at the end of the second quarter of fiscal year 2017 was not fully recoverable and recorded a charge of \$60.0 million to reduce the carrying costs to market during fiscal year 2017. In addition, we recognized a \$16.0 million impairment charge for solar module equipment and incurred \$16.9 million of incremental costs primarily related to negative margin sales and other associated solar panel direct costs. The total charge of \$92.9 million is included in cost of sales for fiscal year 2017.

### ***Restructuring Charges***

We recognize restructuring charges related to our plans to close or consolidate excess manufacturing facilities and rationalize administrative functions and to realign our corporate cost structure. In connection with these activities, we recognize restructuring charges for employee termination costs, long-lived asset impairment and other exit-related costs.

The recognition of these restructuring charges requires that we make certain judgments and estimates regarding the nature, timing and amount of costs associated with the planned exit activity. To the extent our actual results differ from our estimates and assumptions, we may be required to revise the estimates of future liabilities, requiring the recognition of additional restructuring charges or the reduction of liabilities already recognized. Such changes to previously estimated amounts may be material to the consolidated financial statements. At the end of each reporting period, we evaluate the remaining accrued balances to ensure that no excess accruals are retained and the utilization of the provisions are for their intended purpose in accordance with developed exit plans.

Refer to note 14 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our restructuring activities.

### ***Inventory Valuation***

Our inventories are stated at the lower of cost (on a first-in, first-out basis) or market value. Our industry is characterized by rapid technological change, short-term customer commitments and rapid changes in demand. We purchase our inventory based on forecasted demand, and we estimate write downs for excess and obsolete inventory based on our regular reviews of inventory quantities on hand, and the latest forecasts of product demand and production requirements from our customers. If actual market conditions or our customers' product demands are less favorable than those projected, additional write downs may be required. In addition, unanticipated changes in the liquidity or financial position of our customers and/or changes in economic conditions may require additional write downs for inventories due to our customers' inability to fulfill their contractual obligations with regard to inventory procured to fulfill customer demand.

### ***Carrying Value of Long-Lived Assets***

We review property and equipment and acquired amortizable intangible assets for impairment at least annually and whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. An impairment loss is recognized when the carrying amount of these long-lived assets exceeds their fair value. Recoverability of property and equipment and acquired amortizable intangible assets are measured by comparing their carrying amount to the projected cash flows the assets are expected to generate. If such assets are determined to be impaired, the impairment loss recognized, if any, is the amount by which the carrying amount of the property and equipment and acquired amortizable intangible assets exceeds fair value. Our judgments regarding projected cash flows for an extended period of time and the fair value of assets may be impacted by changes in market conditions, general business environment and other factors. To the extent our estimates relating to cash flows and fair value of assets change adversely we may have to recognize additional impairment charges in the future.

Goodwill is tested for impairment on an annual basis and whenever events or changes in circumstances indicate that the carrying amount of goodwill may not be recoverable. Recoverability of goodwill is measured at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit, which is measured based upon, among other factors, market multiples for comparable companies as well as a discounted cash flow analysis. The Company performed its goodwill impairment assessment on January 1, 2017 and determined that no impairment existed as of the date of the impairment test because the fair value of each reporting unit exceeded its carrying value.

### ***Contingent Liabilities***

We may be exposed to certain liabilities relating to our business operations, acquisitions of businesses and assets and other activities. We make provisions for such liabilities when it is probable that the settlement of the liability will result in an outflow of economic resources or the impairment of an asset. We make these assessments based on facts and circumstances that may change in the future resulting in additional expenses.

### ***Income Taxes***

Our deferred income tax assets represent temporary differences between the carrying amount and the tax basis of existing assets and liabilities, which will result in deductible amounts in future years, including net operating loss carry forwards. Based on estimates, the carrying value of our net deferred tax assets assumes that it is more likely than not that we will be able to generate sufficient future taxable income in certain tax jurisdictions to realize these deferred income tax assets. Our judgments regarding future profitability may change due to future market conditions, changes in U.S. or international tax laws and other factors. If these estimates and related assumptions change in the future, we may be required to increase or decrease our valuation allowance against deferred tax assets previously recognized, resulting in additional or lesser income tax expense.

We are regularly subject to tax return audits and examinations by various taxing jurisdictions and around the world, and there can be no assurance that the final determination of any tax examinations will not be materially different than that which is reflected in our income tax provisions and accruals. Should additional taxes be assessed as a result of a current or future examination, there could be a material adverse effect on our tax position, operating results, financial position and cash flows. Refer to note 13 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our tax position.

### ***Translation of Foreign Currencies***

The financial position and results of operations for certain of our subsidiaries are measured using a currency other than the U.S. dollar as their functional currency. Accordingly, all assets and liabilities for these subsidiaries are translated into U.S. dollars at the current exchange rates as of the respective balance sheet dates. Revenue and expense items are translated at the average exchange rates prevailing during the period. Cumulative gains and losses from the translation of these subsidiaries' financial statements are reported as other comprehensive loss, a component of shareholders' equity. Foreign exchange gains and losses arising from transactions denominated in a currency other than the functional currency of the entity involved, and re-measurement adjustments for foreign operations where the U.S. dollar is the functional currency, are included in operating results.



## RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, certain statements of operations data expressed as a percentage of net sales. The financial information and the discussion below should be read in conjunction with the consolidated financial statements and notes thereto included in Item 8, "Financial Statements and Supplementary Data." The data below, and discussion that follows, represents our results from operations.

	Fiscal Year Ended March 31,		
	2017	2016	2015
Net sales	100.0%	100.0%	100.0 %
Cost of sales	93.5	93.4	94.1
Restructuring charges	0.2	—	—
Gross profit	6.3	6.6	5.9
Selling, general and administrative expenses	3.9	3.9	3.2
Intangible amortization	0.3	0.3	0.1
Restructuring charges	—	—	—
Other charges (income), net	0.1	0.2	(0.2)
Interest and other, net	0.4	0.3	0.2
Income before income taxes	1.6	1.9	2.6
Provision for income taxes	0.2	—	0.3
Net Income	1.4%	1.9%	2.3 %

### Net sales

Net sales during fiscal year 2017 totaled \$23.9 billion, representing a decrease of \$0.6 billion, or 2.3%, from \$24.4 billion during fiscal year 2016, largely attributable to the closure of our Lenovo/Motorola dedicated China operations. During fiscal year 2017, net sales decreased \$0.8 billion in Asia, while increasing \$0.2 billion in the Americas, and \$35.6 million in Europe.

Net sales during fiscal year 2016 totaled \$24.4 billion, representing a decrease of \$1.7 billion, or 6.6%, from \$26.1 billion during fiscal year 2015. During fiscal year 2016, net sales decreased \$1.2 billion in Asia, \$0.6 billion in the Americas, and \$14.7 million in Europe.

The following table sets forth net sales by segments and their relative percentages. Historical information has been recast to reflect realignment of customers and/or products between segments:

Segments:	Fiscal Year Ended March 31,					
	2017		2016		2015	
	(In thousands)					
Communications & Enterprise Compute	\$ 8,383,420	35%	\$ 8,841,642	36%	\$ 9,191,211	35%
Consumer Technologies Group	6,362,338	27%	6,997,526	29%	8,940,043	34%
Industrial & Emerging Industries	4,967,738	21%	4,680,718	19%	4,459,351	17%
High Reliability Solutions	4,149,438	17%	3,898,999	16%	3,557,311	14%
	<u>\$ 23,862,934</u>		<u>\$ 24,418,885</u>		<u>\$ 26,147,916</u>	

Net sales during fiscal year 2017 decreased \$0.6 billion or 9% in the CTG segment and \$0.5 billion or 5% in the CEC segment. The decline in sales for CTG was primarily due to a decline in demand from our largest smartphone customer Lenovo/Motorola in connection with our exit of a China operation dedicated to them, partially offset by revenues from our Bose acquisition as well as ramping of a broad mix of customers. The decrease in CEC is largely attributable to lower sales within our legacy server and storage business. These decreases were partially offset by a \$287.0 million or 6% increase in sales from our IEI segment driven by contribution from our NEXTracker Inc. ("NEXTracker") acquisition and expansion within our capital equipment business, and by a \$250.4 million or 6% increase in sales from our HRS segment primarily driven by automotive business.

Net sales during fiscal year 2016 decreased \$1.9 billion or 22% in the CTG segment and \$349.6 million or 4% in the CEC segment. The drop in CTG was due to a decline in demand from our largest customer in our mobile business offset by expansion across wearables, connected home and gaming markets. The decrease in CEC is primarily attributable to lower sales within our server and storage business. These decreases were partially offset by a \$341.7 million or 10% increase in sales from our HRS segment, and by a \$221.4 million or 5% increase in sales from our IEI segment. These increases in HRS and IEI were attributable to an increase across multiple product categories and customers, most notably in our household, energy, automotive, and medical businesses primarily as a result of our strategic acquisitions in both segments referred to below.

Our ten largest customers during fiscal years 2017, 2016 and 2015 accounted for approximately 43%, 46% and 50% of net sales, respectively. We have made substantial efforts toward the diversification of our portfolio which allow us to operate at scale in so many different industries, as a result no customer accounted for greater than 10% of net sales in fiscal year 2017. During fiscal years 2016 and 2015, only Lenovo/Motorola (including net sales from its former parent, Google, up to the point in time when Motorola Mobility was acquired by Lenovo and including net sales from Lenovo thereafter), which is reflected in our CTG segment, accounted for greater than 10% of net sales. Going forward, we do not expect Motorola Mobility to account for greater than 10% of our net sales.

### ***Gross profit***

Gross profit is affected by a number of factors, including the number and size of new manufacturing programs, product mix, component costs and availability, product life cycles, unit volumes, pricing, competition, new product introductions, capacity utilization and the expansion and consolidation of manufacturing facilities. The flexible design of our manufacturing processes allows us to build a broad range of products in our facilities and better utilize our manufacturing capacity across our diverse geographic footprint. In the cases of new programs, profitability normally lags revenue growth due to product start-up costs, lower manufacturing program volumes in the start-up phase, operational inefficiencies, and under-absorbed overhead. Gross margin for these programs often improves over time as manufacturing volumes increase, as our utilization rates and overhead absorption improve, and as we increase the level of manufacturing services content. As a result of these various factors, our gross margin varies from period to period.

Gross profit during fiscal year 2017 decreased \$87.1 million to \$1.5 billion from \$1.6 billion during fiscal year 2016 primarily as a result of the \$92.9 million, or 40 basis points, of charges recognized related to the significant decline in prices for solar modules and the slowdown in demand as previously discussed under our customer credit risk section, coupled with the restructuring charges incurred during fiscal year 2017, to accelerate our ability to support more *Sketch-to-Scale*<sup>™</sup> efforts across the Company. A portion of this decrease was offset by our strategic evolution and structural mix shift to higher margin end markets in our IEI and HRS segments while also providing greater levels of innovation, design and engineering services. Gross margin decreased 30 basis points, to 6.3% of net sales in fiscal year 2017, from 6.6% of net sales in fiscal year 2016, mainly attributable to the same factors previously described.

Gross profit during fiscal year 2016 increased \$62.7 million to \$1.6 billion from \$1.5 billion during fiscal year 2015 reflecting a richer mix of business and improved operational execution while ramping new customers and programs during fiscal year 2016. Gross margin increased to 6.6% of net sales in fiscal year 2016 as compared with 5.9% of net sales in fiscal year 2015. Gross margins improved 70 basis points in fiscal year 2016 compared to that of fiscal year 2015 due to proportionate increased share of our total revenue attributable to our HRS and IEI segments coupled with their increased profitability primarily driven by our acquisitions of Mirror Controls International ("MCI") and NEXTracker.

### ***Segment income***

An operating segment's performance is evaluated based on its pre-tax operating contribution, or segment income. Segment income is defined as net sales less cost of sales, and segment selling, general and administrative expenses, and does not include amortization of intangibles, stock-based compensation, restructuring charges and other, distressed customer charges, other charges (income), net and interest and other, net. A portion of depreciation is allocated to the respective segment together with other general corporate research and development and administrative expenses.

The following table sets forth segment income and margins:

	Fiscal Year Ended March 31,								
	2017		2016		2015				
	(In thousands)								
<b>Segment income &amp; margin:</b>									
CEC	\$	229,332	2.7%	\$	265,076	3.0%	\$	257,323	2.8%
CTG		179,910	2.8%		163,677	2.3%		218,251	2.4%
IEI		179,749	3.6%		157,588	3.4%		131,956	3.0%
HRS		334,108	8.1%		294,635	7.6%		227,595	6.4%
Corporate and Other		(107,850)			(89,219)			(83,988)	
Total segment income		815,249	3.4%		791,757	3.2%		751,137	2.9%
<b>Reconciling items:</b>									
Intangible amortization		81,396			65,965			32,035	
Stock-based compensation		82,266			77,580			50,270	
SunEdison bankruptcy related (Note 2)		92,915			61,006			—	
Restructuring and other (1)		67,099			—			—	
Other charges (income), net		21,193			47,738			(53,233)	
Interest and other, net		99,532			84,793			51,410	
Income before income taxes	\$	370,848		\$	454,675		\$	670,655	

Corporate and other primarily includes corporate services costs that are not included in the CODM's assessment of the performance of each of the identified reporting segments.

- (1) During the fiscal year ended March 31, 2017, we initiated a restructuring plan to accelerate its ability to support more *Sketch-to-Scale*<sup>™</sup> efforts across the Company and reposition away from historical legacy programs and structures through rationalizing its current footprint at existing sites and at corporate SG&A functions. This charge is primarily for employee terminations costs, as described in note 14 to the consolidated financial statements, as well as other asset impairments, and is split between cost of sales and selling, general and administration expenses on our consolidated statement of operations. This charge is excluded from the measurement of our operating segment's performance.

CEC segment margin decreased 30 basis points to 2.7%, for fiscal year 2017, from 3.0% during fiscal year 2016. The decrease was driven by lower capacity utilization causing reduced overhead absorption, pricing pressures coupled with incremental costs for proactive repositioning of certain programs and actions to better align CEC's operating structure. CEC segment margin increased 20 basis points, for fiscal year 2016, from 2.8% during fiscal year 2015. The improvements were driven by a favorable product mix changes from new program offerings, higher utilization levels and strong operational execution across multiple customers and facilities, offset by incremental engineering spend as we continue to invest in expanding our capabilities in converged infrastructure.

CTG segment margin increased 50 basis points to 2.8% for fiscal year 2017, from 2.3% during fiscal year 2016, primarily driven by a portfolio shift within the CTG product mix with a greater concentration of higher margin products where we provide greater levels of design and engineering value-added content, as well as exiting of lower margin businesses and the benefit from a better-than-expected execution on certain products which were going end of life. CTG segment margin slightly decreased 10 basis points for fiscal year 2016, from 2.4% during fiscal year 2015, due primarily to the soft macro economy, notably in Brazil, which impacted consumer business, partially offset by a portfolio shift within the CTG product mix focusing on higher margin consumer electronics products.

IEI segment margin increased 20 basis points to 3.6% for fiscal year 2017, from 3.4% during fiscal year 2016. This is primarily driven by new program ramps and demand increase in capital equipment and household industrial and lifestyle, partially offset by underperformance from the loss of SunEdison, which was formerly our largest IEI customer and relatedly, from sales of solar panel inventory acquired from SunEdison in 2016. IEI segment margin increased 40 basis points to 3.4% for fiscal year 2016, from 3.0% during fiscal year 2015. This is primarily due to strong operational execution and higher utilization levels coupled with additional margin enhancement from our NEXTracker acquisition that contributed higher margins for the second half of fiscal year 2016.

HRS segment margin increased 50 basis points to 8.1% for fiscal year 2017, from 7.6% during fiscal year 2016. The improvements are primarily the result of new program launches and richer mix with greater value-added business engagements as a result of greater design and engineering solutions as part of our *Sketch-to-Scale*<sup>™</sup> offering. HRS segment margin increased 120 basis points to 7.6% for fiscal year 2016, from 6.4% for fiscal year 2015 primarily due to additional flow through from the increase in revenue from new programs and contribution from our MCi acquisition starting in our second quarter of fiscal year 2016. Additional margin was related to greater value-added business engagements resulting from an increase in design and engineering solutions as part of our *Sketch-to-Scale*<sup>™</sup> offering.

#### ***Restructuring charges***

During fiscal year 2017, we initiated a restructuring plan to accelerate our ability to support more *Sketch-to-Scale*<sup>™</sup> efforts across the Company and reposition away from historical legacy programs and structures through rationalizing our current footprint at existing sites including certain corporate SG&A functions. We recognized \$49.4 million of pre-tax restructuring charges predominantly for employee termination costs. The restructuring charges by geographic region were \$28.5 million in the Americas, \$15.1 million in Asia and \$5.8 million in Europe. We classified \$38.8 million of these charges as a component of cost of sales and \$10.6 million as a component of selling, general and administrative expenses. There were no material restructuring activities during fiscal years 2016 and 2015.

As of March 31, 2017 the plan had been completed and the accrued costs relating to the restructuring charges were \$23.5 million of which \$23.5 million was classified as a current obligation.

Refer to note 14 to the consolidated financial statements in Item 8, "Financial Statements and Supplementary Data" for further discussion of our restructuring activities.

#### ***Selling, general and administrative expenses***

Selling, general and administrative expenses ("SG&A") totaled \$937.3 million or 3.9% of net sales, during fiscal year 2017, compared to \$954.9 million, or 3.9% of net sales, during fiscal year 2016, decreasing by \$17.6 million or 2%. The decrease in SG&A in dollars is primarily the result of the nonrecurring \$61.0 million bad debt reserve charge recognized in the prior year as explained below, offset by further investments in design and engineering resources by us to support our increased *Sketch-to-Scale*<sup>™</sup> initiatives. We also incurred incremental costs associated with our targeted acquisitions and restructuring activities in fiscal year 2017.

SG&A totaled \$954.9 million or 3.9% of net sales, during fiscal year 2016, compared to \$844.5 million, or 3.2% of net sales, during fiscal year 2015, increasing by \$110.4 million or 13%. The increase in SG&A in dollars and as a percentage of net sales is primarily the result of an increase in costs associated with research, development and design activities, as we continued to deploy resources to meet the needs of our customers and explore new product innovations, increases in stock-based compensation expense, incremental costs associated with our acquisitions of MCi and NEXTracker both of which drive a higher proportional SG&A level, and a bad debt reserve charge associated with our outstanding SunEdison receivables of \$61.0 million as a result of SunEdison's bankruptcy filing.

#### ***Intangible amortization***

Amortization of intangible assets in fiscal year 2017 increased by \$15.4 million to \$81.4 million from \$66.0 million in fiscal year 2016, primarily as a result of incremental amortization expense on intangibles assets relating to our acquisitions completed during fiscal year 2017 as well as those completed in the second half of fiscal year 2016.

Amortization of intangible assets in fiscal year 2016 increased by \$33.9 million to \$66.0 million from \$32.0 million in fiscal year 2015, primarily as a result of incremental amortization expense on intangibles assets relating to our acquisitions completed during the fiscal year 2016.

#### ***Other charges (income), net***

The fiscal year ended March 31, 2017 includes a \$7.4 million loss attributable to a non-strategic facility sold during the second quarter of fiscal year 2017. No other components of other charges and income, net incurred during fiscal year 2017 were material.

During fiscal year 2016, we recognized other charges of \$47.7 million primarily due to a \$26.8 million loss on the disposition of a non-strategic Western European manufacturing facility which included a non-cash foreign currency translation loss of \$25.3 million, and \$21.8 million from the impairment of a non-core investment. These were offset by a non-cash foreign currency translation gain of \$4.2 million.

During fiscal year 2015, we recognized other income of \$53.2 million principally as a result of the reversal of a contractual obligation with a certain customer recognized during the fiscal year 2014 in the amount of \$55.0 million. We executed an amendment to the customer contract during fiscal year 2015 which relieved us of the performance commitment as was defined in an existing customer manufacturing agreement. We also recognized an \$11.0 million loss in connection with the disposition of a manufacturing facility in Western Europe. Further, we recognized a net gain for the sale of a certain investment, which primarily comprises the balance for other income in fiscal year 2015 net of the above items.

#### ***Interest and other, net***

Interest and other, net was \$99.5 million during fiscal year 2017 compared to \$84.8 million during fiscal year 2016. The increase in interest and other, net of \$14.7 million was primarily due to a \$10.0 million increase of interest expense from the 4.750% Note due June 15, 2025 and the Term Loan due November 2021, as further discussed in note 7 to the consolidated financial statements, and a \$7.9 million decrease in foreign exchange gains, offset by \$8.0 million of acquisition-related costs incurred during fiscal year 2016 as described below.

Interest and other, net was \$84.8 million during fiscal year 2016 compared to \$51.4 million during fiscal year 2015. The increase in interest and other, net of \$33.4 million was primarily due to a \$23.5 million increase of interest expense from the 4.750% Notes issued during the fiscal year 2016 as further discussed in note 7 to the consolidated financial statements, as well as \$8.0 million of acquisition-related costs incurred during fiscal year 2016, primarily for our acquisition of MCi.

Interest and other, net was \$51.4 million during fiscal year 2015 compared to \$61.9 million during fiscal year 2014. The decrease in interest and other, net was primarily due to a gain associated with minority interest from an investment, an increase in foreign currency gains relating to the Chinese RMB, and a decrease in interest expense as a result of refinancing of certain debt facilities during the latter part of fiscal year 2014.

#### ***Income taxes***

The Company works to ensure it accrues and pays the appropriate amount of income taxes according to the laws and regulations of each jurisdiction in which it operates. Certain of our subsidiaries have, at various times, been granted tax relief in their respective countries, resulting in lower income taxes than would otherwise be the case under ordinary tax rates. The consolidated effective tax rates were 13.8%, 2.3% and 10.4% for the fiscal years 2017, 2016 and 2015, respectively. The effective rate varies from the Singapore statutory rate of 17.0% in each year as a result of the following items:

	Fiscal Year Ended March 31,		
	2017	2016	2015
Income taxes based on domestic statutory rates	17.0 %	17.0 %	17.0 %
Effect of tax rate differential	(23.0)	(13.7)	(11.3)
Change in liability for uncertain tax positions	0.2	(3.0)	4.4
Change in valuation allowance	21.2	0.2	0.4
Other	(1.6)	1.8	(0.1)
Provision for income taxes	13.8 %	2.3 %	10.4 %

The variation in our effective tax rate each year is primarily a result of recognition of earnings in foreign jurisdictions which are taxed at rates lower than the Singapore statutory rate including the effect of tax holidays and tax incentives we received primarily for our subsidiaries in China, Malaysia and Israel of \$15.5 million, \$6.6 million and \$9.8 million in fiscal years 2017, 2016 and 2015, respectively. Additionally, our effective tax rate is impacted by changes in our liabilities for uncertain tax positions of \$0.7 million, \$(13.7) million, and \$29.7 million and changes in our valuation allowances on deferred tax assets of \$78.7 million, \$1.0 million and \$2.5 million in fiscal years 2017, 2016 and 2015, respectively. We generate most of our revenues and profits from operations outside of Singapore.

We are regularly subject to tax return audits and examinations by various taxing jurisdictions and around the world, and there can be no assurance that the final determination of any tax examinations will not be materially different than that which is reflected in our income tax provisions and accruals. Should additional taxes be assessed as a result of a current or future examinations, there could be a material adverse effect on our tax position, operating results, financial position and cash flows.

We provide a valuation allowance against deferred tax assets that in our estimation are not more likely than not to be realized. During fiscal year 2017, we released valuation allowances totaling \$39.6 million primarily related to our operations in Austria, China, Ireland and Canada as these amounts were deemed to be more likely than not to be realized due to the sustained profitability during the past three fiscal years as well as continued forecasted profitability of those subsidiaries. However, these

valuation allowance eliminations were offset by other current period valuation allowance movements primarily related to current period valuation allowance additions due to increased deferred tax assets related to current period losses in legal entities with existing full valuation allowance positions. In addition, due to increased negative evidence during the fiscal year ended March 31, 2017, the Company added a valuation allowance of \$14.4 million for a Chinese subsidiary which did not previously have a valuation allowance recorded.

See note 13, "Income Taxes," to the consolidated financial statements included in Item 8, "Financial Statements and Supplementary Data" for further discussion.

## **LIQUIDITY AND CAPITAL RESOURCES**

As of March 31, 2017, we had cash and cash equivalents of \$1.8 billion and bank and other borrowings of \$3.0 billion. We have a \$1.5 billion revolving credit facility, under which we had no borrowings outstanding as of March 31, 2017.

Our cash balances are held in numerous locations throughout the world. As of March 31, 2017, over half of our cash and cash equivalents were held by foreign subsidiaries outside of Singapore. Although substantially all of the amounts held outside of Singapore could be repatriated, under current laws, a significant amount could be subject to income tax withholdings. We provide for tax liabilities on these amounts for financial statement purposes, except for certain of our foreign earnings that are considered indefinitely reinvested outside of Singapore (approximately \$1.2 billion as of March 31, 2017). Repatriation could result in an additional income tax payment; however, our intent is to permanently reinvest these funds outside of Singapore and our current plans do not demonstrate a need to repatriate them to fund our operations in jurisdictions outside of where they are held. Where local restrictions prevent an efficient intercompany transfer of funds, our intent is that cash balances would remain outside of Singapore and we would meet our liquidity needs through ongoing cash flows, external borrowings, or both.

### ***Fiscal Year 2017***

Cash provided by operating activities was \$1.1 billion during fiscal year 2017. This resulted primarily from \$319.6 million of net income for the period plus \$673.6 million of non-cash charges such as depreciation, amortization, other impairment charges, provision for doubtful accounts and stock-based compensation expense that are included in the determination of net income. Depreciation expense comprised \$432.2 million of those non-cash charges, which was relatively consistent with our normal annual run rate of approximately \$425 million. We generated \$156.7 million in cash as a result of changes in our operating assets and liabilities, driven primarily by a \$268.7 million increase in accounts payable, offset by a \$184.0 million increase in accounts receivable. Net working capital ("NWC"), defined as net accounts receivable, including deferred purchase price receivables, plus inventory less accounts payable decreased by \$189.5 million primarily due to an increase in accounts payables and reduction in our inventory.

Cash used in investing activities was \$0.7 billion during fiscal year 2017. This resulted primarily from \$489.5 million of net capital expenditures for property and equipment to expand capability and capacity in support of our automotive and medical businesses and further investments in both automation and expanding technologies to support our innovation services. We also paid \$189.1 million for the acquisition of four businesses, net of cash acquired, including \$161.7 million, net of \$18.0 million of cash acquired related to the acquisition of manufacturing facilities from Bose. Further, \$60.0 million was paid for a non-controlling interest in a joint venture with RIB Software AG as our partner. Offsetting this was proceeds from various other investing activities of \$63.5 million, most notably the receipt of \$36.7 million for the sale of two non-strategic businesses.

Cash used in financing activities was \$242.1 million during fiscal year 2017. This was primarily for the repurchase of ordinary shares in the amount \$349.5 million, and \$31.4 million of cash paid to a third party banking institution for certain assets that were financed by the third party banking institution on behalf of a customer, which is included in other financing activities, as further discussed in note 2 to the consolidated financial statements. These cash outflows were partially offset by \$171.0 million of net proceeds from bank borrowings and long-term debt, of which \$130.0 million is the incremental amount borrowed extending the maturity date of one of our loan agreements from August 30, 2018 to November 30, 2021, and \$107.4 million is the amount of proceeds from the €100 million term loan, discussed further in note 7 to the consolidated financial statements.

### ***Fiscal Year 2016***

Cash provided by operating activities was \$1.1 billion during fiscal year 2016. This resulted primarily from \$444.1 million of net income for the period plus \$625.4 million of non-cash charges such as depreciation, amortization, other impairment charges, provision for doubtful accounts and stock-based compensation expense that are included in the determination of net income. Depreciation expense comprised \$425.7 million of those non-cash charges, which was relatively consistent with our normal annual run rate of approximately \$425.0 million. We generated \$66.9 million in cash as a result of

changes in our operating assets and liabilities, driven primarily by a \$423.6 million reduction in accounts receivable due to improved collection efforts and lower business levels, offset by a \$365.1 million reduction in accounts payable. Net working capital, defined as net accounts receivable, including deferred purchase price receivables, plus inventory less accounts payable decreased by \$37.7 million primarily due to lower business levels during the fourth quarter of fiscal year 2016 as compared to the same quarter of fiscal year 2015, which resulted in slightly lower levels of investments in NWC.

Cash used in investing activities was \$1.4 billion during fiscal year 2016. This resulted primarily from \$916.5 million for the acquisition of eleven businesses completed during fiscal year 2016, including approximately \$555.2 million, net of cash acquired, related to the acquisition of MCI, \$240.8 million, net of cash acquired, related to the acquisition of NEXTracker, and approximately \$67.5 million to acquire an optical transport facility from Alcatel-Lucent. We also paid \$510.6 million in gross capital expenditures for property and equipment to support certain programs, offset by \$13.7 million of proceeds from the sale of certain buildings and machinery and equipment. Other investing activities also includes \$44.7 million paid for the purchase of certain investments, offset by \$54.3 million of proceeds from the sale of certain assets that were purchased on behalf of a customer and financed by a third party banking institution, as further discussed in note 17 to the consolidated financial statements.

Cash provided by financing activities was \$249.6 million during fiscal year 2016, which was primarily the result of net proceeds from bank borrowings and long-term debt of \$694.5 million mainly resulting from our new debt issuance discussed further in note 7 to the consolidated financial statements, and \$61.3 million from the issuance of our shares for option exercises. These cash inflows were partially offset by \$420.3 million of cash paid for the repurchase of our ordinary shares, and \$75.8 million of cash paid to a third party banking institution for certain assets that were financed by the third party banking institution on behalf of a customer, which is included in other financing activities.

### ***Fiscal Year 2015***

Cash provided by operating activities was \$794.0 million during fiscal year 2015. This resulted primarily from \$600.8 million of net income for the period plus \$510.9 million of non-cash charges such as depreciation, amortization, other impairment charges and stock-based compensation expense that are included in the determination of net income. Depreciation expense comprised \$496.8 million of those non-cash charges, which was higher than our normal annual run rate of approximately \$425.0 million due to accelerated depreciation recognized for fixed assets directly associated with certain product exits during the year. These were offset by \$317.6 million from changes in our operating assets and liabilities, driven primarily by a \$565.1 million reduction in customer deposits that were received in prior periods to support increased working capital requirements in those periods. NWC decreased by \$212.5 million primarily due to lower business levels during the fourth quarter of fiscal year 2015 as compared to the same quarter of fiscal year 2014, which resulted in lower levels of investments in NWC.

Cash used in investing activities amounted to \$242.2 million during fiscal year 2015. This resulted primarily from \$347.4 million in gross capital expenditures for property and equipment to support certain programs, offset by \$107.7 million of proceeds from the sale of certain buildings and machinery and equipment. We also paid \$52.7 million for the acquisition of four businesses completed during fiscal year 2015. Other investing activities also includes \$79.7 million of proceeds from the sale of manufacturing equipment originally purchased on behalf of a customer and financed by a third party banking institution, partially offset by \$15.7 million paid for the purchase of certain technology rights.

Cash used in financing activities was \$516.0 million during fiscal year 2015, which was primarily the result of cash paid for the repurchase of our ordinary shares in the amount of \$415.9 million and net repayment of debt in the amount of \$24.6 million. Included in other financing activities is \$88.8 million of cash paid to a third party banking institution for certain manufacturing equipment that was financed by the third party banking institution on behalf of a customer and \$11.3 million of cash paid for contingent consideration related to our acquisition of Saturn Electronics and Engineering Inc. The aforementioned cash outflows were partially offset by proceeds from the issuance of our shares for option exercises amounting to \$23.5 million.

### ***Key Liquidity Metrics***

#### ***Free Cash flow***

We believe free cash flow is an important liquidity metric because it measures, during a given period, the amount of cash generated that is available to repurchase company shares, fund acquisitions, make investments, repay debt obligations, and for certain other activities. Our free cash flow, which is calculated as cash provided by operations less net purchases of property and equipment, was \$660.4 million, \$639.5 million and \$554.3 million for fiscal years 2017, 2016 and 2015, respectively.

Free cash flow is not a measure of liquidity under generally accepted accounting principles in the United States, and may not be defined and calculated by other companies in the same manner. Free cash flow should not be considered in isolation or



as an alternative to net cash provided by operating activities. Free cash flows reconcile to the most directly comparable GAAP financial measure of cash flows from operations as follows:

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
Net cash provided by operating activities	\$ 1,149,909	\$ 1,136,445	\$ 794,034
Purchases of property and equipment	(525,111)	(510,634)	(347,413)
Proceeds from the disposition of property and equipment	35,606	13,676	107,689
Free cash flow	<u>\$ 660,404</u>	<u>\$ 639,487</u>	<u>\$ 554,310</u>

#### Cash Conversion Cycle

	Fiscal Year Ended March 31,		
	2017	2016	2015
Days in trade accounts receivable	43 days	45 days	46 days
Days in inventory	58 days	59 days	58 days
Days in accounts payable	77 days	77 days	77 days
Cash conversion cycle	24 days	27 days	27 days

Days in trade accounts receivable was calculated as average accounts receivable for the current and prior quarter, adding back the reduction in accounts receivable for the deferred purchase price received in exchange for sales of accounts receivable under our global asset backed securitization programs, divided by annualized sales for the current quarter by day. During the fiscal year ended March 31, 2017, days in trade accounts receivable decreased by 2 days to 43 days compared to the fiscal year ended March 31, 2016 primarily due to better experience in collections. Deferred purchase price receivables included for the purposes of the calculation were \$506.5 million, \$501.1 million and \$600.7 million for the years ended March 31, 2017, 2016 and 2015, respectively, and are recorded in other current assets in the consolidated balance sheets.

Days in inventory was calculated as average inventory for the current and prior quarter divided by annualized cost of sales for the current quarter by day. During the fiscal year ended March 31, 2017, days in inventory decreased by 1 day to 58 days as compared to the fiscal year ended March 31, 2016. The decrease was primarily the result of improved inventory management.

Days in accounts payable was calculated as average accounts payable for the current and prior quarter divided by annualized cost of sales for the current quarter by day. During the fiscal year ended March 31, 2017, days in accounts payable remained consistent at 77 days compared to the fiscal year ended March 31, 2016.

Our cash conversion cycle was calculated as days in trade receivables plus days in inventory, minus days in accounts payable and is a measure of how efficient we are at managing our working capital. Our cash conversion cycle decreased by 3 days for the fiscal year ended March 31, 2017 compared to that of fiscal year 2016 due to the factors affecting each of the components in the calculation discussed above.

Liquidity is affected by many factors, some of which are based on normal ongoing operations of the business and some of which arise from fluctuations related to global economics and markets. Cash balances are generated and held in many locations throughout the world. Local government regulations may restrict our ability to move cash balances to meet cash needs under certain circumstances; however, any current restrictions are not material. We do not currently expect such regulations and restrictions to impact our ability to pay vendors and conduct operations throughout the global organization. We believe that our existing cash balances, together with anticipated cash flows from operations and borrowings available under our credit facilities, will be sufficient to fund our operations through at least the next twelve months.

Future liquidity needs will depend on fluctuations in levels of inventory, accounts receivable and accounts payable, the timing of capital expenditures for new equipment, the extent to which we utilize operating leases for new facilities and equipment, and the levels of shipments and changes in the volumes of customer orders. We are also consciously elevating the levels of spend to support our new business models and investing across all aspects of our platform as we continue our shift to a *Sketch-to-Scale*<sup>™</sup> portfolio.

In April 2017, the Company completed the acquisition of AGM Automotive for approximately \$220 million, which expanded its capabilities in the automotive market, and is included within the HRS segment.

Historically, we have funded operations from cash and cash equivalents generated from operations, proceeds from public offerings of equity and debt securities, bank debt and lease financings. We also sell a designated pool of trade receivables under asset-backed securitization ("ABS") programs and sell certain trade receivables, which are in addition to the trade receivables sold in connection with these securitization agreements. During fiscal years 2017, 2016 and 2015 we received approximately \$5.7 billion, \$5.2 billion and \$4.3 billion, respectively from sales of receivables under our ABS programs, and \$1.3 billion, \$2.3 billion and \$4.2 billion, respectively from other sales of receivables. As of March 31, 2017 and 2016, the outstanding balance on receivables sold for cash was \$1.2 billion, for each year, under all our accounts receivable sales programs, which are removed from accounts receivable balances in our consolidated balance sheets.

We anticipate that we will enter into debt and equity financings, sales of accounts receivable and lease transactions to fund acquisitions and anticipated growth.

The sale or issuance of equity or convertible debt securities could result in dilution to current shareholders. Further, we may issue debt securities that have rights and privileges senior to those of holders of ordinary shares, and the terms of this debt could impose restrictions on operations and could increase debt service obligations. This increased indebtedness could limit our flexibility as a result of debt service requirements and restrictive covenants, potentially affect our credit ratings, and may limit our ability to access additional capital or execute our business strategy. Any downgrades in credit ratings could adversely affect our ability to borrow as a result of more restrictive borrowing terms. We continue to assess our capital structure and evaluate the merits of redeploying available cash to reduce existing debt or repurchase ordinary shares.

Historically we have been successful in refinancing and extending the maturity dates on our term loans and credit facilities. In November 2016, we entered into a new arrangement to extend the maturity date of a term loan agreement from August 2018 to November 2021, and borrowed an incremental amount of \$130 million under the term loan, thereby increasing the total amount under the term loan to \$700 million. In January 2017, we borrowed €100 million (approximately \$107.4 million as of March 31, 2017), under a 5-year, term-loan agreement due January 2022. Refer to our Contractual Obligations and Commitments section for further description on these arrangements.

Under our current share repurchase program, our Board of Directors authorized repurchases of our outstanding ordinary shares for up to \$500 million in accordance with the share repurchase mandate approved by our shareholders at the date of the most recent Annual General Meeting which was held on August 24, 2016. During fiscal year 2017, we paid \$349.5 million to repurchase shares (under the current and prior repurchase plans) at an average price of \$13.74 per share. As of March 31, 2017, shares in the aggregate amount of \$285.3 million were available to be repurchased under the current plan.

## CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Bank borrowings and long-term debt are as follows:

	As of March 31,	
	2017	2016
	(In thousands)	
Term Loan, including current portion, due in installments through March 2019	\$ 502,500	\$ 547,500
4.625% Notes due February 2020	500,000	500,000
Term Loan, including current portion, due in installments through November 2021	700,000	577,500
5.000% Notes due February 2023	500,000	500,000
4.750% Notes due June 2025	595,979	595,589
Other credit lines	169,671	71,317
Debt issuance costs	(16,007)	(17,351)
	2,952,143	2,774,555
Current portion, net of debt issuance costs	(61,534)	(65,166)
Non-current portion	\$ 2,890,609	\$ 2,709,389

Refer to the discussion in note 7, "Bank Borrowings and Long-Term Debt" to the consolidated financial statements for further details of our debt obligations.

We have purchase obligations that arise in the normal course of business, primarily consisting of binding purchase orders for inventory related items and capital expenditures. Additionally, we have leased certain of our property and equipment under capital lease commitments, and certain of our facilities and equipment under operating lease commitments.

Future payments due under our purchase obligations, debt including capital leases and related interest obligations and operating lease:

	Total	Less Than 1 Year	1 - 3 Years	4 - 5 Years	Greater Than 5 Years
	(In thousands)				
<b>Contractual Obligations:</b>					
Purchase obligations	\$ 2,598,059	\$ 2,598,059	\$ —	\$ —	\$ —
Long-term debt and capital lease obligations					
Long-term debt	2,968,150	63,887	992,684	811,652	1,099,927
Capital lease	19,135	4,715	10,327	4,093	—
Interest on long-term debt obligations	700,386	110,196	233,586	238,979	117,625
Operating leases, net of subleases	553,148	117,217	167,437	94,525	173,969
Restructuring costs	23,501	23,501	—	—	—
<b>Total contractual obligations</b>	<b>\$ 6,862,379</b>	<b>\$ 2,917,575</b>	<b>\$ 1,404,034</b>	<b>\$ 1,149,249</b>	<b>\$ 1,391,521</b>

We have excluded \$203.3 million of liabilities for unrecognized tax benefits from the contractual obligations table as we cannot make a reasonably reliable estimate of the periodic settlements with the respective taxing authorities. See note 13, "Income Taxes" to the consolidated financial statements for further details.

Our purchase obligations can fluctuate significantly from period to period and can materially impact our future operating asset and liability balances, and our future working capital requirements. We intend to use our existing cash balances, together with anticipated cash flows from operations to fund our existing and future contractual obligations.

#### OFF-BALANCE SHEET ARRANGEMENTS

We sell designated pools of trade receivables to unaffiliated financial institutions under our ABS programs, and in addition to cash, we receive a deferred purchase price receivable for each pool of the receivables sold. Each of these deferred purchase price receivables serves as additional credit support to the financial institutions and is recorded at its estimated fair value. As of March 31, 2017 and 2016, the fair value of our deferred purchase price receivable was approximately \$506.5 million and \$501.1 million, respectively. As of March 31, 2017 and 2016, the outstanding balance on receivables sold for cash was \$1.2 billion for each period, under all our accounts receivable sales programs, which were removed from accounts receivable balances in our consolidated balance sheets. For further information, see note 10 to the consolidated financial statements.

#### RECENT ACCOUNTING PRONOUNCEMENTS

Refer to note 2 to the consolidated financial statements for recent accounting pronouncements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**INTEREST RATE RISK**

A portion of our exposure to market risk for changes in interest rates relates to our investment portfolio, which consists of highly liquid investments or bank deposits with maturities of three months or less from original dates of purchase and are classified as cash equivalents on our consolidated balance sheet. We do not use derivative financial instruments in our investment portfolio. We place cash and cash equivalents with various major financial institutions and highly rated money market accounts. Our investment policy has strict guidelines focusing on preservation of capital. The portfolio is comprised of various instruments including term deposits with banks, marketable securities and money market accounts. Our cash is principally invested in the U.S. dollar and China RMB serving as a natural hedge of our RMB denominated costs. As of March 31, 2017, the outstanding amount in the investment portfolio was \$1.1 billion, the largest components of which were USD and RMB denominated money market accounts with an average return of 1.74%. A hypothetical 10% change in interest rates would not be expected to have a material effect on our financial position, results of operations and cash flows over the next fiscal year.

We had variable rate debt outstanding of approximately \$1.4 billion as of March 31, 2017. Variable rate debt obligations consisted of borrowings under our term loans. Interest on these obligations is discussed above.

Our variable rate debt instruments create exposures for us related to interest rate risk. Primarily due to the current low interest rates a hypothetical 10% change in interest rates would not be expected to have a material effect on our financial position, results of operations and cash flows over the next fiscal year.

As of March 31, 2017, the approximate average fair value of our debt outstanding under our term loan facilities that matures in March 2019 and November 2021, and Notes due February 2020, February 2023 and June 2025 was 103.4% of the face value of the debt obligations based on broker trading prices.

**FOREIGN CURRENCY EXCHANGE RISK**

We transact business in various foreign countries and are, therefore, subject to risk of foreign currency exchange rate fluctuations. We have established a foreign currency risk management policy to manage this risk. To the extent possible, we manage our foreign currency exposure by evaluating and using non-financial techniques, such as currency of invoice, leading and lagging payments and receivables management. In addition, we may borrow in various foreign currencies and enter into short-term foreign currency forward, swap, and option contracts to hedge only those currency exposures associated with certain assets and liabilities, mainly accounts receivable and accounts payable, and cash flows denominated in non-functional currencies.

We endeavor to maintain a partial or fully hedged position for certain transaction exposures. These exposures are primarily, but not limited to, revenues, customer and vendor payments and inter-company balances in currencies other than the functional currency unit of the operating entity. The credit risk of our foreign currency forward and swap contracts is minimized since all contracts are with large financial institutions and accordingly, fair value adjustments related to the credit risk of the counter-party financial institution were not material. The gains and losses on forward and swap contracts generally offset the losses and gains on the assets, liabilities and transactions hedged. The fair value of currency forward and swap contracts is reported on the balance sheet. The aggregate notional amount of outstanding contracts as of March 31, 2017 amounted to \$4.1 billion and the recorded fair values of the associated assets and liabilities were not material. The majority of these foreign exchange contracts expire in less than three months and all expire within one year. They will settle primarily in Brazilian real, British pound, China renminbi, Danish krone, the Euro, Hungarian forint, Israeli shekel, Malaysian ringgit, Mexican peso, Singapore dollar, Indian rupee, Swiss franc and the U.S. dollar.

Based on our overall currency rate exposures as of March 31, 2017, including the derivative financial instruments intended to hedge the nonfunctional currency-denominated monetary assets, liabilities and cash flows, a near-term 10% appreciation or depreciation of the U.S. dollar from its cross-functional rates would not be expected to have a material effect on our financial position, results of operations and cash flows over the next fiscal year.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Flex Ltd.  
Singapore

We have audited the accompanying consolidated balance sheets of Flex Ltd. and subsidiaries (the "Company") as of March 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended March 31, 2017. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Flex Ltd. and subsidiaries as of March 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of March 31, 2017, based on the criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 16, 2017 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

May 16, 2017

**FLEX LTD.**  
**CONSOLIDATED BALANCE SHEETS**

	As of March 31,	
	2017	2016
(In thousands, except share amounts)		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,830,675	\$ 1,607,570
Accounts receivable, net of allowance for doubtful accounts (Note 2)	2,192,704	2,044,757
Inventories	3,396,462	3,491,656
Other current assets	967,935	1,171,143
Total current assets	8,387,776	8,315,126
Property and equipment, net	2,317,026	2,257,633
Goodwill	984,867	942,066
Other intangible assets, net	362,181	403,754
Other assets	541,513	466,402
Total assets	\$ 12,593,363	\$ 12,384,981
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Bank borrowings and current portion of long-term debt	\$ 61,534	\$ 65,166
Accounts payable	4,484,908	4,248,292
Accrued payroll	344,245	353,547
Other current liabilities	1,613,940	1,905,200
Total current liabilities	6,504,627	6,572,205
Long-term debt, net of current portion	2,890,609	2,709,389
Other liabilities	519,851	497,857
Commitments and contingencies (Note 12)		
Shareholders' equity		
Flex Ltd. Shareholders' equity		
Ordinary shares, no par value; 581,534,129 and 595,062,966 issued, and 531,294,774 and 544,823,611 outstanding as of March 31, 2017 and 2016, respectively	6,733,539	6,987,214
Treasury stock, at cost; 50,239,355 shares as of March 31, 2017 and 2016, respectively	(388,215)	(388,215)
Accumulated deficit	(3,572,648)	(3,892,212)
Accumulated other comprehensive loss	(128,143)	(135,915)
Total Flex Ltd. shareholders' equity	2,644,533	2,570,872
Noncontrolling interests	33,743	34,658
Total shareholders' equity	2,678,276	2,605,530
Total liabilities and shareholders' equity	\$ 12,593,363	\$ 12,384,981

The accompanying notes are an integral part of these consolidated financial statements.

**FLEX LTD.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands, except per share amounts)		
Net sales	\$ 23,862,934	\$ 24,418,885	\$ 26,147,916
Cost of sales	22,303,231	22,810,824	24,602,576
Restructuring charges	38,758	—	—
Gross profit	1,520,945	1,608,061	1,545,340
Selling, general and administrative expenses	937,339	954,890	844,473
Intangible amortization	81,396	65,965	32,035
Restructuring charges	10,637	—	—
Other charges (income), net	21,193	47,738	(53,233)
Interest and other, net	99,532	84,793	51,410
Income before income taxes	370,848	454,675	670,655
Provision for income taxes	51,284	10,594	69,854
Net income	\$ 319,564	\$ 444,081	\$ 600,801
Earnings per share:			
Basic	\$ 0.59	\$ 0.80	\$ 1.04
Diluted	\$ 0.59	\$ 0.79	\$ 1.02
Weighted-average shares used in computing per share amounts:			
Basic	540,503	557,667	579,981
Diluted	546,220	564,869	591,556

The accompanying notes are an integral part of these consolidated financial statements.



**FLEX LTD.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
Net income	\$ 319,564	\$ 444,081	\$ 600,801
Other comprehensive income (loss):			
Foreign currency translation adjustments, net of zero tax	(1,324)	17,846	(18,932)
Unrealized gain (loss) on derivative instruments and other, net of zero tax	9,096	26,744	(35,417)
Comprehensive income	<u>\$ 327,336</u>	<u>\$ 488,671</u>	<u>\$ 546,452</u>

The accompanying notes are an integral part of these consolidated financial statements.

**FLEX LTD.**
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

	Ordinary Shares		Accumulated Other Comprehensive Loss				Total		
	Shares Outstanding	Amount	Accumulated deficit	Unrealized gain (loss) on derivative instruments and other	Foreign currency translation adjustments	Total accumulated other comprehensive loss	Total Flex Ltd. Shareholders' Equity	Noncontrolling Interests	Shareholders' Equity
	(In thousands)								
<b>BALANCE AT MARCH 31, 2014</b>	591,427	\$7,226,300	\$(4,937,094)	\$ (32,849)	\$ (93,307)	\$ (126,156)	\$ 2,163,050	\$ 38,629	\$ 2,201,679
Repurchase of Flex Ltd. ordinary shares at cost	(38,951)	(421,687)	—	—	—	—	(421,687)	—	(421,687)
Exercise of stock options	3,601	23,497	—	—	—	—	23,497	11	23,508
Issuance of Flex Ltd. vested shares under share bonus awards	7,246	—	—	—	—	—	—	—	—
Issuance of subsidiary shares	—	—	—	—	—	—	—	300	300
Net income	—	—	600,801	—	—	—	600,801	(4,272)	596,529
Stock-based compensation, net of tax	—	49,502	—	—	—	—	49,502	768	50,270
Total other comprehensive loss	—	—	—	(35,417)	(18,932)	(54,349)	(54,349)	—	(54,349)
<b>BALANCE AT MARCH 31, 2015</b>	563,323	6,877,612	(4,336,293)	(68,266)	(112,239)	(180,505)	2,360,814	35,436	2,396,250
Repurchase of Flex Ltd. ordinary shares at cost	(37,314)	(412,819)	—	—	—	—	(412,819)	—	(412,819)
Exercise of stock options	10,244	61,278	—	—	—	—	61,278	486	61,764
Issuance of Flex Ltd. vested shares under share bonus awards	8,570	—	—	—	—	—	—	—	—
Premium on acquired equity plan	—	799	—	—	—	—	799	—	799
Net income	—	—	444,081	—	—	—	444,081	(6,715)	437,366
Stock-based compensation, net of tax	—	72,129	—	—	—	—	72,129	5,451	77,580
Total other comprehensive income	—	—	—	26,744	17,846	44,590	44,590	—	44,590
<b>BALANCE AT MARCH 31, 2016</b>	544,823	6,598,999	(3,892,212)	(41,522)	(94,393)	(135,915)	2,570,872	34,658	2,605,530
Repurchase of Flex Ltd. ordinary shares at cost	(25,125)	(345,782)	—	—	—	—	(345,782)	—	(345,782)
Exercise of stock options	2,283	12,438	—	—	—	—	12,438	610	13,048
Issuance of Flex Ltd. vested shares under share bonus awards	9,313	—	—	—	—	—	—	—	—
Issuance of subsidiary shares	—	—	—	—	—	—	—	9,306	9,306
Net income	—	—	319,564	—	—	—	319,564	(8,492)	311,072
Stock-based compensation, net of tax	—	79,669	—	—	—	—	79,669	(2,339)	77,330
Total other comprehensive income	—	—	—	9,096	(1,324)	7,772	7,772	—	7,772
<b>BALANCE AT MARCH 31, 2017</b>	531,294	\$6,345,324	\$(3,572,648)	\$ (32,426)	\$ (95,717)	\$ (128,143)	\$ 2,644,533	\$ 33,743	\$ 2,678,276

The accompanying notes are an integral part of these consolidated financial statements.

## FLEX LTD.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
Cash flows from operating activities:			
Net income	\$ 319,564	\$ 444,081	\$ 600,801
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization and other impairment charges	609,660	515,367	540,490
Provision (reversal) for doubtful accounts (Note 2)	(184)	72,295	650
Non-cash other loss (income)	6,858	24,521	(21,278)
Stock-based compensation	77,330	77,580	50,270
Income taxes	(20,041)	(64,346)	(59,261)
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(164,239)	317,946	316,773
Inventories	85,047	84,790	72,660
Other current and noncurrent assets	84,949	(2,704)	125,218
Accounts payable	268,686	(365,051)	(176,941)
Other current and noncurrent liabilities	(117,721)	31,966	(655,348)
Net cash provided by operating activities	<u>1,149,909</u>	<u>1,136,445</u>	<u>794,034</u>
Cash flows from investing activities:			
Purchases of property and equipment	(525,111)	(510,634)	(347,413)
Proceeds from the disposition of property and equipment	35,606	13,676	107,689
Acquisition of businesses, net of cash acquired	(189,084)	(916,527)	(66,854)
Proceeds from divestitures of businesses, net of cash held in divested businesses	36,731	5,740	—
Other investing activities, net	(60,329)	11,369	64,362
Net cash used in investing activities	<u>(702,187)</u>	<u>(1,396,376)</u>	<u>(242,216)</u>
Cash flows from financing activities:			
Proceeds from bank borrowings and long-term debt	312,741	884,702	319,542
Repayments of bank borrowings and long-term debt	(141,730)	(190,221)	(344,156)
Payments for repurchases of ordinary shares	(349,532)	(420,317)	(415,945)
Proceeds from exercise of stock options	12,438	61,278	23,508
Other financing activities, net	(76,024)	(85,800)	(98,966)
Net cash provided by (used in) financing activities	<u>(242,107)</u>	<u>249,642</u>	<u>(516,017)</u>
Effect of exchange rates on cash	17,490	(10,549)	(1,121)
Net change in cash and cash equivalents	223,105	(20,838)	34,680
Cash and cash equivalents, beginning of year	1,607,570	1,628,408	1,593,728
Cash and cash equivalents, end of year	<u>\$ 1,830,675</u>	<u>\$ 1,607,570</u>	<u>\$ 1,628,408</u>

The accompanying notes are an integral part of these consolidated financial statements.

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. ORGANIZATION OF THE COMPANY**

Flex Ltd., formerly Flextronics International Ltd., ("Flex" or the "Company") was incorporated in the Republic of Singapore in May 1990. The Company's operations have expanded over the years through a combination of organic growth and acquisitions. The Company is a globally-recognized, provider of *Sketch-to-Scale*<sup>™</sup> services - innovative design, engineering, manufacturing, and supply chain services and solutions - from conceptual sketch to full-scale production. The Company designs, builds, ships and services complete packaged consumer and industrial products, from athletic shoes to electronics, for companies of all sizes in various industries and end-markets, through its activities in the following segments: Communications & Enterprise Compute ("CEC"), which includes telecom business of radio access base stations, remote radio heads, and small cells for wireless infrastructure; networking business which includes optical, routing, broadcasting, and switching products for the data and video networks; server and storage platforms for both enterprise and cloud-based deployments; next generation storage and security appliance products; and rack level solutions, converged infrastructure and software-defined product solutions; Consumer Technologies Group ("CTG"), which includes consumer-related businesses in connected living, wearables, gaming, augmented and virtual reality, fashion, and mobile devices; and including various supply chain solutions for notebook personal computers ("PC"), tablets, and printers; in addition, CTG is expanding its business relationships to include supply chain optimization for non-electronics products such as footwear and clothing; Industrial and Emerging Industries ("IEI"), which is comprised of energy and metering, semiconductor and capital equipment, office solutions, household industrial and lifestyle, industrial automation and kiosks, and lighting; and High Reliability Solutions ("HRS"), which is comprised of medical business, including consumer health, digital health, disposables, precision plastics, drug delivery, diagnostics, life sciences and imaging equipment; automotive business, including vehicle electrification, connectivity, autonomous vehicles, and clean technologies; and defense and aerospace businesses, focused on commercial aviation, defense and military.

The Company's service offerings include a comprehensive range of value-added design and engineering services that are tailored to the various markets and needs of its customers. Other focused service offerings relate to manufacturing (including enclosures, metals, plastic injection molding, precision plastics, machining, and mechanicals), system integration and assembly and test services, materials procurement, inventory management, logistics and after-sales services (including product repair, warranty services, re-manufacturing and maintenance) and supply chain management software solutions and component product offerings (including rigid and flexible printed circuit boards and power adapters and chargers).

**2. SUMMARY OF ACCOUNTING POLICIES**

***Basis of Presentation and Principles of Consolidation***

The accompanying consolidated financial statements include the accounts of Flex and its majority-owned subsidiaries, after elimination of intercompany accounts and transactions. Amounts included in these consolidated financial statements are expressed in U.S. dollars unless otherwise designated. The Company consolidates its majority-owned subsidiaries and investments in entities in which the Company has a controlling interest. For the consolidated majority-owned subsidiaries in which the Company owns less than 100% , the Company recognizes a noncontrolling interest for the ownership of the noncontrolling owners. As of March 31, 2017 , the noncontrolling interest has been included on the consolidated balance sheets as a component of total shareholders' equity. The associated noncontrolling owners' interest in the income or losses of these companies is classified as a component of interest and other, net, in the consolidated statements of operations.

The Company has certain non-majority-owned equity investments in non-publicly traded companies that are accounted for using the equity method of accounting. The equity method of accounting is used when the Company has the ability to significantly influence the operating decisions of the issuer, or if the Company has an ownership percentage of a corporation equal to or generally greater than 20% but less than 50%, and for non-majority-owned investments in partnerships when generally greater than 5%. The equity in earnings (losses) of equity method investees are immaterial for all of the periods presented, and are included in interest and other, net in the condensed consolidated statements of operations.

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP" or "GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates are used in accounting for, among other things: allowances for doubtful accounts; inventory write-downs; valuation allowances for deferred tax assets; uncertain tax positions; valuation and useful lives of long-lived assets including property, equipment, intangible assets and goodwill; asset impairments; fair values of financial instruments including investments, notes receivable and derivative instruments; restructuring charges; contingencies; warranty provisions; fair values of assets obtained and liabilities assumed in business combinations and the fair values of stock options and share bonus awards granted under the Company's stock-based compensation plans. Actual results may differ from previously estimated amounts, and such differences may be material to the consolidated financial statements. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the period they occur.

***Translation of Foreign Currencies***

The financial position and results of operations for certain of the Company's subsidiaries are measured using a currency other than the U.S. dollar as their functional currency. Accordingly, all assets and liabilities for these subsidiaries are translated into U.S. dollars at the current exchange rates as of the respective balance sheet dates. Revenue and expense items are translated at the average exchange rates prevailing during the period. Cumulative gains and losses from the translation of these subsidiaries' financial statements are reported as other comprehensive loss, a component of shareholders' equity. Foreign exchange gains and losses arising from transactions denominated in a currency other than the functional currency of the entity involved, and re-measurement adjustments for foreign operations where the U.S. dollar is the functional currency, are included in operating results. Non-functional currency transaction gains and losses, and re-measurement adjustments were not material to the Company's consolidated results of operations for any of the periods presented, and have been classified as a component of interest and other, net in the consolidated statements of operations.

***Revenue Recognition***

The Company recognizes manufacturing revenue when it ships goods or the goods are received by its customer, title and risk of ownership have passed, the price to the buyer is fixed or determinable and recoverability is reasonably assured. Generally, there are no formal substantive customer acceptance requirements or further obligations related to manufacturing services. If such requirements or obligations exist, then the Company recognizes the related revenues at the time when such requirements are completed and the obligations are fulfilled. Some of the Company's customer contracts allow the recovery of certain costs related to manufacturing services that are over and above the prices charged for the related products. The Company determines the amount of costs that are recoverable based on historical experiences and agreements with those customers. Also, certain customer contracts may contain certain commitments and obligations that may result in additional expenses or decrease in revenue. The Company accrues for these commitments and obligations based on facts and circumstances and contractual terms. The Company also makes provisions for estimated sales returns and other adjustments at the time revenue is recognized based upon contractual terms and an analysis of historical returns. Provisions for sales returns and other adjustments were not material to the consolidated financial statements for any of the periods presented.

The Company also recognizes revenue in accordance with multiple-element arrangements accounting codified under U.S. GAAP for arrangements that contain multiple deliverables. The Company determined that its multiple-element arrangements are generally comprised of arrangements where multiple product components are sold together as part of a complete system. Depending on the contractual provisions of the respective contracts, the Company has concluded that the units of accounting for such arrangements are, in most cases, comprised of an aggregation of product components, however, may also be established at the product component level. For multiple-element arrangements, revenue is allocated to each unit of accounting based on their relative selling prices. Relative selling prices are based first on vendor specific objective evidence of fair value ("VSOE"), then on third-party evidence of selling price ("TPE") when VSOE does not exist, and then on management's best estimate of the selling price ("BESP") when VSOE and TPE do not exist. The Company bases the allocation of revenue on BESP, because the Company does not have either VSOE or TPE for the respective deliverables.

The Company provides a comprehensive suite of services for its customers that range from advanced product design to manufacturing and logistics to after-sales services. The Company recognizes service revenue when the services have been performed, and the related costs are expensed as incurred. Sales for services were less than 10% of the Company's total sales

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

for all periods presented, and accordingly, are included in net sales in the consolidated statements of operations. The Company recognized research and development costs primarily related to its design and innovations businesses of \$65.6 million, \$61.0 million, and \$26.3 million for the fiscal years ended March 31, 2017, 2016 and 2015, respectively. Research and development costs for prior years have been recast to conform to fiscal year 2017 presentation.

***Concentration of Credit Risk***

Financial instruments which potentially subject the Company to concentrations of credit risk are primarily accounts receivable, cash and cash equivalents, and derivative instruments.

***Customer Credit Risk***

The Company has an established customer credit policy, through which it manages customer credit exposures through credit evaluations, credit limit setting, monitoring, and enforcement of credit limits for new and existing customers. The Company performs ongoing credit evaluations of its customers' financial condition and makes provisions for doubtful accounts based on the outcome of those credit evaluations. The Company evaluates the collectability of its accounts receivable based on specific customer circumstances, current economic trends, historical experience with collections and the age of past due receivables. To the extent the Company identifies exposures as a result of credit or customer evaluations, the Company also reviews other customer related exposures, including but not limited to inventory and related contractual obligations.

On April 21, 2016, SunEdison, Inc. (together with certain of its subsidiaries, "SunEdison"), filed a petition for reorganization under bankruptcy law. During the fiscal year ended March 31, 2016, the Company recognized a bad debt reserve charge of \$61.0 million associated with its outstanding SunEdison receivables and accepted return of previously shipped inventory of approximately \$90.0 million. During the second quarter of fiscal year 2017, prices for solar panel modules declined significantly. The Company determined that certain solar panel inventory previously designated for SunEdison on hand at the end of the second quarter of fiscal year 2017 was not fully recoverable and recorded a charge of \$60.0 million to reduce the carrying costs to market during fiscal year 2017. In addition, the Company recognized a \$16.0 million impairment charge for solar module equipment and incurred \$16.9 million of incremental costs primarily related to negative margin sales and other associated solar panel direct costs. The total charge for fiscal year 2017 of \$92.9 million is included in cost of sales.

The following table summarizes the activity in the Company's allowance for doubtful accounts during fiscal years 2017, 2016 and 2015:

	<b>Balance at Beginning of Year</b>	<b>Charged to Costs and Expenses</b>	<b>Deductions/ Write-Offs</b>	<b>Balance at End of Year</b>
<b>(In thousands)</b>				
<b>Allowance for doubtful accounts:</b>				
Year ended March 31, 2015	\$ 5,529	\$ 650	\$ (1,645)	\$ 4,534
Year ended March 31, 2016	\$ 4,534	\$ 72,295	\$ (12,221)	\$ 64,608
Year ended March 31, 2017	\$ 64,608	\$ (184)	\$ (7,122)	\$ 57,302

For the fiscal year ended March 31, 2016, the Company recognized a bad debt charge of \$61.0 million associated with its outstanding SunEdison receivables as explained above, and another charge of \$10.5 million relating to a separate distressed customer which was also written-off during the year.

One customer (including net sales from its current and former parent companies, through the dates of their respective ownership), which is within the Company's CTG segment, accounted for approximately 11% and 17% of the Company's net sales in fiscal years 2016 and 2015, respectively, and approximately 17% and 11% of the Company's total accounts receivable balances in fiscal years 2017 and 2016, respectively. Another customer included in the Company's CEC segment, accounted for approximately 11% of the Company's total accounts receivable balance in fiscal years 2016.

The Company's ten largest customers accounted for approximately 43%, 46% and 50%, of its net sales in fiscal years 2017, 2016 and 2015, respectively.

***Derivative Instruments***

**FLEX LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The amount subject to credit risk related to derivative instruments is generally limited to the amount, if any, by which a counterparty's obligations exceed the obligations of the Company with that counterparty. To manage counterparty risk, the Company limits its derivative transactions to those with recognized financial institutions. See additional discussion of derivatives in note 8.

*Cash and Cash Equivalents*

The Company maintains cash and cash equivalents with various financial institutions that management believes to be of high credit quality. These financial institutions are located in many different locations throughout the world. The Company's investment portfolio, which consists of short-term bank deposits and money market accounts, is classified as cash equivalents on the consolidated balance sheets.

All highly liquid investments with maturities of three months or less from original dates of purchase are carried at cost, which approximates fair market value, and are considered to be cash equivalents. Cash and cash equivalents consist of cash deposited in checking accounts, money market funds and time deposits.

Cash and cash equivalents consisted of the following:

	As of March 31,	
	2017	2016
	(In thousands)	
Cash and bank balances	\$ 763,834	\$ 533,438
Money market funds and time deposits	1,066,841	1,074,132
	<u>\$ 1,830,675</u>	<u>\$ 1,607,570</u>

*Inventories*

Inventories are stated at the lower of cost (on a first-in, first-out basis) or market value. The stated cost is comprised of direct materials, labor and overhead. The components of inventories, net of lower of cost or market write-downs, were as follows:

	As of March 31,	
	2017	2016
	(In thousands)	
Raw materials	\$ 2,537,623	\$ 2,234,512
Work-in-progress	279,493	561,282
Finished goods	579,346	695,862
	<u>\$ 3,396,462</u>	<u>\$ 3,491,656</u>

*Property and Equipment, Net*

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are recognized on a straight-line basis over the estimated useful lives of the related assets, with the exception of building leasehold improvements, which are amortized over the term of the lease, if shorter. Repairs and maintenance costs are expensed as incurred. Property and equipment was comprised of the following:



**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	Depreciable Life (In Years)	As of March 31,	
		2017	2016
(In thousands)			
Machinery and equipment	3 - 10	\$ 3,233,392	\$ 3,187,590
Buildings	30	1,237,739	1,144,798
Leasehold improvements	up to 30	395,663	397,340
Furniture, fixtures, computer equipment and software	3 - 7	502,223	477,203
Land	—	145,663	127,927
Construction-in-progress	—	212,326	178,851
		5,727,006	5,513,709
Accumulated depreciation and amortization		(3,409,980)	(3,256,076)
Property and equipment, net		\$ 2,317,026	\$ 2,257,633

Total depreciation expense associated with property and equipment amounted to approximately \$432.2 million, \$425.7 million and \$496.8 million in fiscal years 2017, 2016 and 2015, respectively.

The Company reviews property and equipment for impairment at least annually and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of property and equipment is determined by comparing its carrying amount to the lowest level of identifiable projected undiscounted cash flows the property and equipment are expected to generate. An impairment loss is recognized when the carrying amount of property and equipment exceeds its fair value.

***Deferred Income Taxes***

The Company provides for income taxes in accordance with the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recognized for the tax consequences of temporary differences between the carrying amount and the tax basis of existing assets and liabilities by applying the applicable statutory tax rate to such differences. Additionally, the Company assesses whether each income tax position is "more likely than not" of being sustained on audit, including resolution of related appeals or litigation, if any. For each income tax position that meets the "more likely than not" recognition threshold, the Company would then assess the largest amount of tax benefit that is greater than 50% likely of being realized upon effective settlement with the tax authority.

***Accounting for Business and Asset Acquisitions***

The Company has actively pursued business and asset acquisitions, which are accounted for using the acquisition method of accounting. The fair value of the net assets acquired and the results of the acquired businesses are included in the Company's consolidated financial statements from the acquisition dates forward. The Company is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and results of operations during the reporting period. Estimates are used in accounting for, among other things, the fair value of acquired net operating assets, property and equipment, intangible assets and related deferred tax liabilities, useful lives of plant and equipment and amortizable lives for acquired intangible assets. Any excess of the purchase consideration over the fair value of the identified assets and liabilities acquired is recognized as goodwill.

The Company estimates the preliminary fair value of acquired assets and liabilities as of the date of acquisition based on information available at that time. Contingent consideration is recorded at fair value as of the date of the acquisition with subsequent adjustments recorded in earnings. Changes to valuation allowances on acquired deferred tax assets are recognized in the provision for, or benefit from, income taxes. The valuation of these tangible and identifiable intangible assets and liabilities is subject to further management review and may change materially between the preliminary allocation and end of the purchase price allocation period. Any changes in these estimates may have a material effect on the Company's consolidated operating results or financial position.

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Goodwill***

Goodwill is tested for impairment on an annual basis and whenever events or changes in circumstances indicate that the carrying amount of goodwill may not be recoverable. Recoverability of goodwill is measured at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit, which is measured based upon, among other factors, market multiples for comparable companies as well as a discounted cash flow analysis. If the recorded value of the assets, including goodwill, and liabilities ("net book value") of each reporting unit exceeds its fair value, an impairment loss may be required to be recognized. Further, to the extent the net book value of the Company as a whole is greater than its fair value in the aggregate, all, or a significant portion of its goodwill may be considered impaired.

The Company has four reporting units, which correspond to its four reportable operating segments: HRS, CTG, IEI and CEC. The Company concluded that there was no change to its reporting units in fiscal year 2017 and performed its goodwill impairment assessment on January 1, 2017. In lieu of the qualitative "Step Zero" assessment, the Company performed a quantitative assessment of its goodwill and determined that no impairment existed as of the date of the impairment test because the fair value of each reporting unit exceeded its carrying value.

The following table summarizes the activity in the Company's goodwill during fiscal years 2017 and 2016 (in thousands):

	<b>HRS</b>	<b>CTG</b>	<b>IEI</b>	<b>CEC</b>	<b>Total</b>
Balance, as of March 31, 2015	93,138	68,234	64,221	108,038	333,631
Additions (1)	340,610	—	258,582	3,655	602,847
Purchase accounting adjustments (3)	125	—	—	—	125
Foreign currency translation adjustments (4)	5,463	—	—	—	5,463
Balance, as of March 31, 2016	\$ 439,336	\$ 68,234	\$ 322,803	\$ 111,693	\$ 942,066
Additions (1)	—	42,989	17,544	3,309	63,842
Divestitures (2)	(1,787)	—	(2,640)	—	(4,427)
Purchase accounting adjustments (3)	794	—	—	—	794
Foreign currency translation adjustments (4)	(17,408)	—	—	—	(17,408)
Balance, as of March 31, 2017	\$ 420,935	\$ 111,223	\$ 337,707	\$ 115,002	\$ 984,867

- (1) The goodwill generated from the Company's business combinations completed during the fiscal years 2017 and 2016 are primarily related to value placed on the employee workforce, service offerings and capabilities and expected synergies. The goodwill is not deductible for income tax purposes. Refer to the discussion of the Company's business acquisitions in note 17.
- (2) During the fiscal year ended March 31, 2017, the Company disposed of two non-strategic businesses within the IEI and HRS segments, and recorded an aggregate reduction of goodwill of \$4.4 million accordingly, which is included in the loss on sale recorded in other charges, net on the consolidated statement of operations.
- (3) Includes adjustments based on management's estimates resulting from their review and finalization of the valuation of assets and liabilities acquired through certain business combinations completed in a period subsequent to the respective acquisition. These adjustments were not individually, nor in the aggregate, significant to the Company.
- (4) During the fiscal years ended March 31, 2017 and 2016, the Company recorded \$17.4 million and \$5.5 million, respectively, of foreign currency translation adjustments primarily related to the goodwill associated with the acquisition of Mirror Controls International ("MCI") in fiscal year 2016, as the U.S. Dollar fluctuated against the Euro.

***Other Intangible Assets***

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's acquired intangible assets are subject to amortization over their estimated useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an intangible asset may not be recoverable. An impairment loss is recognized when the carrying amount of an intangible asset exceeds its fair value. The Company reviewed the carrying value of its intangible assets as of March 31, 2017 and concluded that such amounts continued to be recoverable.

Intangible assets are comprised of customer-related intangible assets, that include contractual agreements and customer relationships; and licenses and other intangible assets, that are primarily comprised of licenses and also includes patents and trademarks, and developed technologies. Generally, both customer-related intangible assets and licenses and other intangible assets are amortized on a straight line basis, over a period of up to ten years. No residual value is estimated for any intangible assets. The fair value of the Company's intangible assets purchased through business combinations is determined based on management's estimates of cash flow and recoverability. The components of acquired intangible assets are as follows:

	As of March 31, 2017			As of March 31, 2016		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
(In thousands)						
Intangible assets:						
Customer-related intangibles	\$ 260,704	\$ (105,912)	\$ 154,792	\$ 223,046	\$ (66,473)	\$ 156,573
Licenses and other intangibles	283,897	(76,508)	207,389	285,053	(37,872)	247,181
Total	<u>\$ 544,601</u>	<u>\$ (182,420)</u>	<u>\$ 362,181</u>	<u>\$ 508,099</u>	<u>\$ (104,345)</u>	<u>\$ 403,754</u>

The gross carrying amounts of intangible assets are removed when fully amortized. During fiscal year 2017, the gross carrying amounts of fully amortized intangible assets totaled \$14.2 million. During fiscal year 2017, the gross carrying amount of intangible assets increased primarily in connection with the Company's acquisitions during the year. Total intangible asset amortization expense recognized in operations during fiscal years 2017, 2016 and 2015 was \$81.4 million, \$66.0 million and \$32.0 million, respectively. As of March 31, 2017, the weighted-average remaining useful lives of the Company's intangible assets were approximately 6.6 years for both customer-related intangibles and licenses and other intangible assets. The estimated future annual amortization expense for acquired intangible assets is as follows:

<u>Fiscal Year Ending March 31,</u>	<u>Amount</u>
	(In thousands)
2018	\$ 68,472
2019	61,582
2020	52,439
2021	48,266
2022	39,714
Thereafter	91,708
Total amortization expense	<u>\$ 362,181</u>

***Derivative Instruments and Hedging Activities***

All derivative instruments are recognized on the consolidated balance sheets at fair value. If the derivative instrument is designated as a cash flow hedge, effectiveness is tested monthly using a regression analysis of the change in spot currency rates and the change in present value of the spot currency rates. The spot currency rates are discounted to present value using functional currency Inter-bank Offering Rates over the maximum length of the hedge period. The effective portion of changes in the fair value of the derivative instrument (excluding time value) is recognized in shareholders' equity as a separate component of accumulated other comprehensive income (loss), and recognized in the consolidated statements of operations when the hedged item affects earnings. Ineffective and excluded portions of changes in the fair value of cash flow hedges are

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

recognized in earnings immediately. If the derivative instrument is designated as a fair value hedge, the changes in the fair value of the derivative instrument and of the hedged item attributable to the hedged risk are recognized in earnings in the current period. Additional information is included in note 8.

***Other Current Assets***

Other current assets include approximately \$506.5 million and \$501.1 million as of March 31, 2017 and 2016, respectively for the deferred purchase price receivable from the Company's Global and North American Asset-Backed Securitization programs. See note 10 for additional information.

In connection with a prior acquisition, the Company entered into an agreement with a customer and a third party banking institution to procure certain manufacturing equipment that was financed by the third party banking institution, acting as an agent of the customer. The manufacturing equipment was used exclusively for the benefit of this customer. During fiscal year 2015, the Company ceased manufacturing of the product related to the financed equipment. As a result, pursuant to an agreement with the customer the Company as an agent on behalf of the customer dispositioned the equipment via sales to third parties and used the proceeds to reduce the obligation to the third party banking institution. Accordingly, the residual value due from the customer related to the equipment financed by the third party banking institution was \$83.6 million as of March 31, 2016, and was included in other current assets. During fiscal year 2017, the Company entered into an agreement with the third party banking institution and the customer granted a waiver of any amounts owed under the financing arrangement which allowed for a net settlement of the related asset and liability.

***Investments***

The Company has certain equity investments in, and notes receivable from, non-publicly traded companies which are included within other assets. The equity method of accounting is used when the Company has the ability to significantly influence the operating decisions of the issuer; otherwise the cost method is used. Non-majority-owned investments in corporations are accounted for using the equity method when the Company has an ownership percentage equal to or generally greater than 20% but less than 50%, and for non-majority-owned investments in partnerships when generally greater than 5%. The Company monitors these investments for impairment indicators and makes appropriate reductions in carrying values as required. Fair values of these investments, when required, are estimated using unobservable inputs, primarily comparable company multiples and discounted cash flow projections.

As of March 31, 2017 and 2016, the Company's equity investments in non-majority owned companies totaled \$200.1 million and \$122.9 million, respectively. The equity in the earnings or losses of the Company's equity method investments was not material to the consolidated results of operations for any period presented and is included in interest and other, net.

During fiscal year 2017, the Company formed a joint venture with RIB Software AG, a provider of technology for the construction industry. This joint venture will offer a fully integrated enterprise software platform for building and housing projects. The Company contributed \$60.0 million for a non-controlling interest in this joint venture. This contribution, net of the Company's equity in losses, which is immaterial, is included in other assets on the condensed consolidated balance sheet. The cash outflows to pay for this investment have been included in cash flows from other investing activities during the fiscal year ended March 31, 2017.

***Other Current Liabilities***

Other current liabilities include customer working capital advances of \$231.3 million and \$253.7 million, customer-related accruals of \$501.9 million and \$479.5 million, and deferred revenue of \$280.7 million and \$332.3 million as of March 31, 2017 and 2016, respectively. The customer working capital advances are not interest bearing, do not have fixed repayment dates and are generally reduced as the underlying working capital is consumed in production.

As of March 31, 2016, other current liabilities also included the outstanding balances due to the third party banking institution related to the financed equipment discussed above of \$122.0 million. As discussed above, during fiscal year 2017, the Company entered into an agreement with the third party banking institution and the customer granted a waiver of any amounts owed under the financing arrangement which provided for a net settlement of the outstanding balance of approximately \$90.6 million with the related asset.

***Restructuring Charges***

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company recognizes restructuring charges related to its plans to close or consolidate excess manufacturing facilities and rationalize administrative functions. In connection with these activities, the Company records restructuring charges for employee termination costs, long-lived asset impairment and other exit-related costs.

The recognition of restructuring charges requires the Company to make certain judgments and estimates regarding the nature, timing and amount of costs associated with the planned exit activity. To the extent the Company's actual results differ from its estimates and assumptions, the Company may be required to revise the estimates of future liabilities, requiring the recognition of additional restructuring charges or the reduction of liabilities already recognized. Such changes to previously estimated amounts may be material to the consolidated financial statements. At the end of each reporting period, the Company evaluates the remaining accrued balances to ensure that no excess accruals are retained and the utilization of the provisions are for their intended purpose in accordance with developed exit plans. See note 14 for additional information regarding restructuring charges.

***Recently Adopted Accounting Pronouncements***

In March 2016, the Financial Accounting Standards Board ("FASB") issued new guidance intended to reduce the cost and complexity of the accounting for share-based payments. The new guidance simplifies various aspects of the accounting for share-based payments including income tax effects, withholding requirements and forfeitures. The Company elected to early adopt this new guidance beginning in the first quarter of fiscal year 2017. The guidance eliminates additional paid in capital ("APIC") pools and requires companies to recognize all excess tax benefits and tax deficiencies in the income statement when the awards vest or are settled. It also addresses the presentation of excess tax benefits and employee taxes paid on the statement of cash flows. Prior to adoption, the Company elected to not deduct tax benefits for stock-based compensation awards on its tax returns, and accordingly, did not have any excess tax benefits or tax deficiencies upon adoption. The Company therefore determined that adoption of the new guidance had no impact on the condensed consolidated statement of operations and the condensed consolidated statement of cash flows. Further, the new guidance eliminates the requirement to estimate forfeitures and reduce stock compensation expense during the vesting period. Instead, companies can elect to account for actual forfeitures as they occur and record any previously unrecognized compensation expense for estimated forfeitures up to the period of adoption as a retrospective adjustment to beginning retained earnings. The Company has made the election to account for actual forfeitures as they occur starting in fiscal year 2017. After assessment, it was determined that the cumulative effect adjustment required under the new guidance was immaterial and therefore the Company did not record a retrospective adjustment. The Company finally determined that the adoption of this guidance did not have a significant impact on the consolidated financial position, results of operations and cash flows of the Company.

***Recently Issued Accounting Pronouncements***

In January 2017, the FASB issued new guidance to simplify the subsequent measurement of goodwill by eliminating step 2 from the goodwill impairment test. This guidance requires that the change be applied on a prospective basis, and it is effective for the Company beginning in the first quarter of fiscal year 2021, with early application permitted. The Company is currently assessing the impact of the new guidance and the timing of adoption.

In January 2017, the FASB issued new guidance that changes the definition of a business to assist entities with evaluating when a set of transferred assets and activities is a business. This guidance requires that the amendments be applied on a prospective basis, and it is effective for the Company beginning in the first quarter of fiscal year 2019, with early application permitted. The guidance may result in more asset acquisitions being accounted for as purchases of assets in lieu of business combinations. The Company intends to adopt the guidance when it becomes effective in the first quarter of fiscal year 2019.

In October 2016, the FASB issued new guidance to amend the consolidation guidance on how a reporting entity that is the single decision maker of a variable interest entity ("VIE") should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. This guidance requires that the amendments be applied on a retrospective or modified retrospective basis, and it is effective for the Company beginning in the first quarter of fiscal year 2018, with early adoption permitted. The Company expects the new guidance will have an immaterial impact on its consolidated financial statements, and it intends to adopt the guidance when it becomes effective in the first quarter of fiscal year 2018.

In August 2016, the FASB issued new guidance intended to address specific cash flow issues with the objective of reducing the existing diversity in practice. This guidance is effective for the Company beginning in the first quarter of fiscal

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

year 2019, with early application permitted. The new guidance allows for two transition methods in application - (i) retrospective to each period presented, or (ii) if it is impracticable to apply the amendments retrospectively for some of the issues, then the amendments for those issues would be applied prospective as of the earliest date practicable. The Company expects an immaterial impact on its consolidated financial statements. The Company is currently assessing the timing of adoption.

In February 2016, the FASB issued new guidance intended to improve financial reporting on leasing transactions. The new lease guidance will require entities that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases with lease terms of more than 12 months. The guidance will also enhance existing disclosure requirements relating to those leases. The Company will be required to adopt the new lease guidance beginning with the first quarter of fiscal year 2020 using a modified retrospective approach, with early adoption permitted. Upon initial evaluation, the Company believes the new guidance will have a material impact on its consolidated balance sheets when adopted. The Company is currently assessing the timing of adoption.

In July 2015, the FASB issued new guidance to simplify the measurement of inventory, by requiring that inventory be measured at the lower of cost and net realizable value. Prior to the issuance of the new guidance, inventory was measured at the lower of cost or market. This guidance is effective for the Company beginning in the first quarter of fiscal year 2018, and should be applied prospectively with early application permitted as of the beginning of an interim or annual reporting period. The Company is currently assessing the impact of this update and the timing of adoption.

In May 2014, the FASB issued new guidance which requires an entity to recognize revenue relating to contracts with customers that depicts the transfer of promised goods or services to customers in an amount reflecting the consideration to which the entity expects to be entitled in exchange for such goods or services. In order to meet this requirement, the entity must apply the following steps: (i) identify the contracts with the customers; (ii) identify performance obligations in the contracts; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations per the contracts; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. Additionally, disclosures required for revenue recognition will include qualitative and quantitative information about contracts with customers, significant judgments and changes in judgments, and assets recognized from costs to obtain or fulfill a contract. The guidance is effective for the Company beginning in the first quarter of fiscal year 2019. The Company has assessed that the impact of the new guidance will result in a change of the Company's revenue recognition model for electronics manufacturing services from "point in time" upon physical delivery to an "over time" model and believes this transition will have a material impact on the Company's consolidated financial statements upon adoption primarily as it recognizes an increase in contract assets for unbilled receivables with a corresponding reduction in finished goods and work-in-progress inventory. The Company has commenced implementation in accordance with the planned effective date. The new guidance allows for two transition methods in application - (i) retrospective to each prior reporting period presented, or (ii) prospective with the cumulative effect of adoption recognized on April 1, 2018, the first day of the Company's fiscal year 2019. The Company has not yet concluded upon its selection of the transition method.

**FLEX LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****3. SHARE-BASED COMPENSATION*****Equity Compensation Plans***

The Company's primary plan used for granting equity compensation awards is the 2010 Equity Incentive Plan (the "2010 Plan").

During fiscal year 2016, in conjunction with the acquisition of NEXTracker, the Company assumed all of the outstanding, unvested share bonus awards and outstanding, unvested options to purchase shares of common stock of NEXTracker, and converted all these shares into Flex awards. As a result, the Company now offers the 2014 NEXTracker Equity Incentive Plan (the "NEXTracker Plan").

Additionally, during fiscal year 2017, in conjunction with an immaterial acquisition, the Company assumed all of the outstanding, unvested options to purchase shares of common stock of the acquiree, and converted all of these shares into Flex awards. As a result, the Company now offers an additional equity compensation plan, the BrightBox Technologies 2013 Plan (the "BrightBox Plan").

Further, during fiscal year 2017, the Company granted equity compensation awards under a fourth plan, the 2013 Elementum Plan (the "Elementum Plan"), which is administered by Elementum SCM (Cayman) Limited ("Elementum"), a majority owned subsidiary of the Company.

***Share-Based Compensation Expense***

The Company early adopted new guidance intended to reduce cost and complexity of the accounting for share-based payments, as discussed further in note 2.

The following table summarizes the Company's share-based compensation expense for all Equity Incentive Plans:

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
Cost of sales	\$ 10,023	\$ 8,986	\$ 7,503
Selling, general and administrative expenses	72,243	68,594	42,767
Total share-based compensation expense	<u>\$ 82,266</u>	<u>\$ 77,580</u>	<u>\$ 50,270</u>

Cash flows resulting from excess tax benefits (tax benefits related to the excess of proceeds from employee exercises of share options over the share-based compensation cost recognized for those options) are classified as operating cash flows. During fiscal years 2017, 2016 and 2015, the Company did not recognize any excess tax benefits as an operating cash inflow.

***The 2010 Equity Incentive Plan***

As of March 31, 2017, the Company had approximately 18.1 million shares available for grant under the 2010 Plan. Options issued to employees under the 2010 Plan generally vest over four years and expire seven years from the date of grant. Options granted to non-employee directors expire five years from the date of grant.

The exercise price of options granted to employees is determined by the Company's Board of Directors or the Compensation Committee and may not be less than the closing price of the Company's ordinary shares on the date of grant.

As of March 31, 2017, the total unrecognized compensation cost related to unvested share options granted to employees under the 2010 Plan was not significant and will be amortized on a straight-line basis over a weighted-average period of approximately 1.5 years.

The Company also grants share bonus awards under its equity compensation plan. Share bonus awards are rights to acquire a specified number of ordinary shares for no cash consideration in exchange for continued service with the Company.



**FLEX LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Share bonus awards generally vest in installments over a three to five -year period and unvested share bonus awards are forfeited upon termination of employment.

Vesting for certain share bonus awards is contingent upon both service and market conditions. Further, vesting for certain share bonus awards granted to certain executive officers is contingent upon meeting certain free cash flow targets.

As of March 31, 2017, the total unrecognized compensation cost related to unvested share bonus awards granted to employees was approximately \$130.0 million under the 2010 Plan. These costs will be amortized generally on a straight-line basis over a weighted-average period of approximately 2.5 years. Approximately \$14.4 million of the unrecognized compensation cost related to the 2010 Plan is related to share bonus awards granted to certain key employees whereby vesting is contingent on meeting a certain market condition.

***Determining Fair Value - Options and share bonus awards***

*Valuation and Amortization Method* —The Company estimates the fair value of share options granted under the 2010 Plan using the Black-Scholes valuation method and a single option award approach. This fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. The fair market value of share bonus awards granted, other than those awards with a market condition, is the closing price of the Company's ordinary shares on the date of grant and is generally recognized as compensation expense on a straight-line basis over the respective vesting period.

*Expected Term* —The Company's expected term used in the Black-Scholes valuation method represents the period that the Company's share options are expected to be outstanding and is determined based on historical experience of similar awards, giving consideration to the contractual terms of the share options, vesting schedules and expectations of future employee behavior as influenced by changes to the terms of its share options.

*Expected Volatility* —The Company's expected volatility used in the Black-Scholes valuation method is derived from a combination of implied volatility related to publicly traded options to purchase Flex ordinary shares and historical variability in the Company's periodic share price.

*Expected Dividend* —The Company has never paid dividends on its ordinary shares and accordingly the dividend yield percentage is zero for all periods.

*Risk-Free Interest Rate* —The Company bases the risk-free interest rate used in the Black-Scholes valuation method on the implied yield currently available on U.S. Treasury constant maturities issued with a term equivalent to the expected term of the option.

There were no options granted under the 2010 Plan during fiscal years 2017 and 2016. The fair value of the Company's share options granted to employees for fiscal year 2015 was estimated using the following weighted-average assumptions:

	<b>Fiscal Year Ended March 31, 2015</b>
Expected term	6.3 years
Expected volatility	46.9%
Expected dividends	0.0%
Risk-free interest rate	2.3%
Weighted-average fair value	\$4.85

***Determining Fair Value - Share bonus awards with service and market conditions***

*Valuation and Amortization Method* —The Company estimates the fair value of share bonus awards granted under the 2010 Plan whereby vesting is contingent on meeting certain market conditions using Monte Carlo simulation. This fair value is then amortized on a straight-line basis over the vesting period, which is the service period.

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Expected volatility of Flex*—Volatility used in a Monte Carlo simulation is derived from the historical volatility of Flex's stock price over a period equal to the service period of the share bonus awards granted. The service period is three years for those share bonus awards granted in fiscal years 2017, 2016 and 2015.

*Average peer volatility*—Volatility used in a Monte Carlo simulation is derived from the historical volatilities of both the Standard and Poor's ("S&P") 500 index and components of an extended Electronics Manufacturing Services ("EMS") group, comprised of global competitors of the Company within the same industry, for the share bonus awards granted in fiscal years 2017, 2016 and 2015.

*Average Peer Correlation*—Correlation coefficients were used to model the movement of Flex's stock price relative to both the S&P 500 index and peers in the extended EMS group for the share bonus awards granted in fiscal years 2017, 2016 and 2015.

*Expected Dividend and Risk-Free Interest Rate assumptions*—Same methodology as discussed above.

The fair value of the Company's share-bonus awards under the 2010 Plan, whereby vesting is contingent on meeting certain market conditions, for fiscal years 2017, 2016 and 2015 was estimated using the following weighted-average assumptions:

	Fiscal Year Ended March 31,		
	2017	2016	2015
Expected volatility	25.8%	26.0%	29.4%
Average peer volatility	25.1%	23.0%	25.9%
Average peer correlation	0.6	0.6	0.6
Expected dividends	0.0%	0.0%	0.0%
Risk-free interest rate	0.9%	1.2%	0.9%

**Share-Based Awards Activity**

The following is a summary of option activity for the Company's 2010 Plan ("Price" reflects the weighted-average exercise price):

	Fiscal Year Ended March 31,					
	2017		2016		2015	
	Options	Price	Options	Price	Options	Price
Outstanding, beginning of fiscal year	2,369,636	\$ 8.31	15,992,894	\$ 7.81	23,612,872	\$ 8.57
Granted	—	—	—	—	15,000	11.11
Exercised	(1,573,356)	6.89	(10,006,774)	6.10	(3,600,900)	6.53
Forfeited	(653,953)	12.39	(3,616,484)	12.23	(4,034,078)	13.17
Outstanding, end of fiscal year	142,327	\$ 8.97	2,369,636	\$ 8.31	15,992,894	\$ 7.81
Options exercisable, end of fiscal year	138,950	\$ 8.93	2,359,527	\$ 8.30	15,959,173	\$ 7.81

The aggregate intrinsic value of options exercised under the Company's 2010 Plan (calculated as the difference between the exercise price of the underlying award and the price of the Company's ordinary shares determined as of the time of option exercise for options exercised in-the-money) was \$9.3 million, \$55.3 million and \$16.3 million during fiscal years 2017, 2016 and 2015, respectively.

Cash received from option exercises under the 2010 Plan was \$10.9 million, \$61.1 million and \$23.5 million for fiscal years 2017, 2016 and 2015, respectively.

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the composition of options outstanding and exercisable under the 2010 Plan as of March 31, 2017 :

Range of Exercise Prices	Options Outstanding			Options Exercisable		
	Number of Shares Outstanding	Weighted Average Remaining Contractual Life (In Years)	Weighted Average Exercise Price	Number of Shares Exercisable	Weighted Average Remaining Contractual Life (In Years)	Weighted Average Exercise Price
\$3.39 - \$5.75	15,759	0.42	\$ 5.03	15,759	0.42	\$ 5.03
\$5.87 - \$7.07	11,003	1.43	6.63	11,003	1.43	6.63
\$7.08 - \$10.59	62,564	0.97	8.16	62,564	0.97	8.16
\$10.67 - \$11.41	45,501	1.14	11.16	42,124	0.91	11.16
\$11.53 - \$13.98	7,500	0.61	12.47	7,500	0.61	12.47
\$3.39 - \$13.98	142,327	0.99	\$ 8.97	138,950	0.91	\$ 8.93
Options vested and expected to vest	142,014	0.98	\$ 8.97			

As of March 31, 2017 the aggregate intrinsic value for options outstanding, options vested and expected to vest, and options exercisable under the Company's 2010 Plan, was \$1.2 million , respectively. The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's ordinary shares as of March 31, 2017 for the approximately 0.2 million options that were in-the-money at March 31, 2017 .

The following table summarizes the Company's share bonus award activity under the 2010 Plan ("Price" reflects the weighted-average grant-date fair value):

	Fiscal Year Ended March 31,					
	2017		2016		2015	
	Shares	Price	Shares	Price	Shares	Price
Unvested share bonus awards outstanding, beginning of fiscal year	17,000,076	\$ 10.77	18,993,252	\$ 9.01	21,848,120	\$ 7.32
Granted (1)	6,578,366	13.46	7,619,722	12.23	6,963,125	11.75
Vested (1)	(6,922,946)	9.44	(8,529,378)	7.93	(7,246,056)	6.97
Forfeited	(956,914)	11.20	(1,083,520)	9.67	(2,571,937)	7.70
Unvested share bonus awards outstanding, end of fiscal year	15,698,582	\$ 12.44	17,000,076	\$ 10.77	18,993,252	\$ 9.01

(1) Excluded from the fiscal year 2017 amounts are 1.7 million of share bonus awards representing the number of awards achieved above target levels based on the achievement of certain market conditions, as further described in the table below. These awards were issued and immediately vested in accordance with the terms and conditions of the underlying awards.

Of the 6.6 million unvested share bonus awards granted under the 2010 Plan in fiscal year 2017 , approximately 5.7 million unvested share bonus awards have an average grant date price of \$13.09 per share. Further, approximately 0.2 million of these unvested share bonus awards have an average grant date price of \$12.82 per share and represents the target amount of grants made to certain executive officers whereby vesting is contingent on meeting certain free cash flow targets. These awards cliff vest after three years and will ultimately pay out over a range from zero up to a maximum of 0.4 million of the target payment based on a measurement of cumulative three -year increase of free cash flow from operations of the Company.

Further, 0.7 million of these unvested share bonus awards granted in fiscal year 2017 represents the target amount of grants made to certain key employees whereby vesting is contingent on certain market conditions. The average grant date fair value of these awards contingent on certain market conditions was estimated to be \$17.57 per award and was calculated using a Monte Carlo simulation. Vesting information of these shares are further detailed in the table below.

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Of the 15.7 million unvested share bonus awards outstanding under the 2010 Plan as of the fiscal year ended 2017, approximately 2.1 million of unvested share bonus awards under the 2010 Plan represents the target amount of grants made to certain key employees whereby vesting is contingent on meeting certain market conditions summarized as follows:

Year of grant	Targeted number of awards as of March 31, 2017 (in shares)	Average grant date fair value (per share)	Market condition	Range of shares that may be issued		Assessment dates
				Minimum	Maximum	
Fiscal 2017	722,213	\$ 17.57	Vesting ranges from zero to 200% based on measurement of Flex's total shareholder return against both the Standard and Poor's ("S&P") 500 Composite Index and an Extended Electronics Manufacturing Services ("EMS") Group Index.	—	1,444,426	May 2019
Fiscal 2016	712,977	\$ 14.96	Vesting ranges from zero to 200% based on measurement of Flex's total shareholder return against both the S&P 500 Composite Index and an EMS Group Index.	—	1,425,954	May 2018
Fiscal 2015	686,520	\$ 14.77	Vesting ranges from zero to 200% based on measurement of Flex's total shareholder return against both the S&P 500 Composite Index and an EMS Group Index.	—	1,373,040	May 2017
Totals	2,121,710				4,243,420	

The Company will recognize share-based compensation expense for awards with market conditions regardless of whether such awards will ultimately vest. During fiscal year 2017, 3.5 million shares vested in connection with the share bonus awards with market conditions granted in fiscal year 2014.

The total intrinsic value of share bonus awards vested under the Company's 2010 Plan was \$109.5 million, \$103.2 million and \$79.0 million during fiscal years 2017, 2016 and 2015, respectively, based on the closing price of the Company's ordinary shares on the date vested.

**The 2014 NEXTracker Equity Incentive Plan**

All shares previously granted under the NEXTracker plan are the result of the Company's conversion of all outstanding, unvested shares of NEXTracker into unvested shares of the Company, as part of the acquisition. Therefore, no additional share options or share bonus awards were granted by the Company during fiscal year 2017.

Options issued to employees under the NEXTracker Plan generally have a vesting period of two to four years from vesting commencement date and expire ten years from the date of grant.

The exercise price of options granted to employees was determined by the Company based on a conversion rate agreed upon in the purchase agreement of NEXTracker.

As of March 31, 2017, the total unrecognized compensation cost related to unvested share options granted to employees under the NEXTracker Plan was \$8.7 million and will be amortized on a straight-line basis over a weighted-average period of approximately 1.8 years.

Share bonus awards issued to employees under the NEXTracker Plan vest in installments over a three to five -year period from vesting commencement date, and unvested share bonus awards are forfeited upon termination of employment. Vesting for

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

certain of these share bonus awards is contingent on meeting certain performance targets over a three -year period commencing October 1, 2015.

As of March 31, 2017 , the total unrecognized compensation cost related to unvested share bonus awards granted to employees under the NEXTracker Plan was approximately \$11.0 million and will be amortized generally on a straight-line basis over a weighted-average period of approximately 1.5 years.

***Determining Fair Value***

As noted above, there were no options granted under the NEXTracker Plan during fiscal year 2017. The fair value of the Company's share options granted to employees under the NEXTracker Plan for fiscal year 2016 was estimated using the following weighted-average assumptions:

	<b>Fiscal Year Ended March 31, 2016</b>
Expected term	2.9 years
Expected volatility	28.8%
Expected dividends	0.0%
Risk-free interest rate	0.9%
Weighted-average fair value	\$7.76

***Share-Based Awards Activity***

The following is a summary of option activity for the NEXTracker Plan ("Price" reflects the weighted-average exercise price):

	<b>Fiscal Year Ended March 31,</b>			
	<b>2017</b>		<b>2016</b>	
	<b>Options</b>	<b>Price</b>	<b>Options</b>	<b>Price</b>
Outstanding, beginning of fiscal year	2,741,854	\$ 3.44	—	\$ —
Granted	—	—	3,205,806	3.28
Exercised	(709,845)	2.24	(237,380)	0.99
Forfeited	(395,993)	4.64	(226,572)	3.75
Outstanding, end of fiscal year	<u>1,636,016</u>	<u>\$ 3.61</u>	<u>2,741,854</u>	<u>\$ 3.44</u>
Options exercisable, end of fiscal year	<u>369,015</u>	<u>\$ 5.00</u>	<u>223,869</u>	<u>\$ 4.95</u>

The aggregate intrinsic value of options exercised under the NEXTracker plan (calculated as the difference between the exercise price of the underlying award and the price of the Company's ordinary shares determined as of the time of option exercise for options exercised in-the-money) was \$8.0 million and \$2.3 million as of March 31, 2017 and 2016, respectively.

Cash received from option exercises under the NEXTracker Plan was \$1.6 million and \$0.2 million for fiscal year 2017 and 2016, respectively.

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the composition of options outstanding and exercisable under the NEXTracker Plan as of March 31, 2017 :

Range of Exercise Prices	Options Outstanding			Options Exercisable		
	Number of Shares Outstanding	Weighted Average Remaining Contractual Life (In Years)	Weighted Average Exercise Price	Number of Shares Exercisable	Weighted Average Remaining Contractual Life (In Years)	Weighted Average Exercise Price
\$0.08 - \$5.24	1,223,059	8.50	\$ 1.30	229,584	8.50	\$ 1.70
\$5.25 - \$10.65	412,957	8.50	10.65	139,431	8.50	10.65
\$0.08 - \$10.65	1,636,016	8.50	\$ 3.61	369,015	8.50	\$ 5.00
Options vested and expected to vest	1,636,016	8.50	\$ 3.61			

As of March 31, 2017 the aggregate intrinsic value for options outstanding, options vested and expected to vest, and options exercisable under the Company's NEXTracker Plan, were \$22.2 million , \$22.2 million , and \$4.5 million , respectively. The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's ordinary shares as of March 31, 2017 for the approximately 1.6 million options under the NEXTracker Plan that were in-the-money at March 31, 2017 .

The following table summarizes the Company's share bonus award activity under the NEXTracker Plan ("Price" reflects the weighted-average grant-date fair value):

	Fiscal Year Ended March 31,			
	2017		2016	
	Shares	Price	Shares	Price
Unvested share bonus awards outstanding, beginning of fiscal year	2,309,096	\$ 10.27	—	\$ —
Granted	—	—	2,393,195	10.27
Vested	(705,738)	10.19	(31,925)	10.27
Forfeited	(59,921)	10.27	(52,174)	10.27
Unvested share bonus awards outstanding, end of fiscal year	1,543,437	\$ 10.23	2,309,096	\$ 10.27

The total intrinsic value of share bonus awards vested under the Company's NEXTracker Plan was \$9.6 million during fiscal year 2017 , based on the closing price of the Company's ordinary shares on the date vested.

**The BrightBox Technologies 2013 Plan**

During fiscal year 2017, the Company granted 0.2 million share options under the BrightBox Plan, at an average grant date fair value price of \$ 11.99 per share, and with a vesting period of three years from the vesting commencement date. All shares granted under the BrightBox plan are the result of the Company's conversion of all outstanding, unvested shares of BrightBox into unvested shares of the Company, as part of the acquisition. No additional grants will be made out of this plan in the future.

## FLEX LTD.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of March 31, 2017, total unrecognized compensation expense related to share options under the BrightBox Plan is \$ 1.4 million, and will be recognized over a weighted-average remaining vesting period of 2.1 years. As of March 31, 2017, the number of options outstanding was 0.2 million, at a weighted-average exercise price of \$0.51 per share. No options under this plan were exercisable as of March 31, 2017.

**The 2013 Equity Incentive Plan of Elementum SCM (Cayman) Ltd.**

As of March 31, 2017 Elementum had approximately 0.1 million shares available for future grants under the 2013 Elementum Plan. Options to purchase shares in Elementum issued to employees under the Elementum Plan have a vesting period of two to four years and expire ten years from the grant date. As of March 31, 2017 there were 33.6 million of options outstanding at a weighted average exercise price of \$0.39 per option. Cash received from option exercises under the Elementum Plan was \$0.6 million for fiscal year 2017. Total unrecognized compensation expenses relating to stock options granted to certain employees under the Elementum Plan as of March 31, 2017 is \$5.7 million, and will be recognized over a weighted average period of 2.6 years.

**4. EARNINGS PER SHARE**

Basic earnings per share excludes dilution and is computed by dividing net income by the weighted-average number of ordinary shares outstanding during the applicable periods.

Diluted earnings per share reflects the potential dilution from stock options and share bonus awards. The potential dilution from stock options exercisable into ordinary share equivalents and share bonus awards was computed using the treasury stock method based on the average fair market value of the Company's ordinary shares for the period.

The following table reflects the basic weighted-average ordinary shares outstanding and diluted weighted-average ordinary share equivalents used to calculate basic and diluted income per share:

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands, except per share amounts)		
<b>Basic earnings per share:</b>			
Net income	\$ 319,564	\$ 444,081	\$ 600,801
<b>Shares used in computation:</b>			
Weighted-average ordinary shares outstanding	540,503	557,667	579,981
Basic earnings per share	\$ 0.59	\$ 0.80	\$ 1.04
<b>Diluted earnings per share:</b>			
Net income	\$ 319,564	\$ 444,081	\$ 600,801
<b>Shares used in computation:</b>			
Weighted-average ordinary shares outstanding	540,503	557,667	579,981
Weighted-average ordinary share equivalents from stock options and awards (1)	5,717	7,202	11,575
Weighted-average ordinary shares and ordinary share equivalents outstanding	546,220	564,869	591,556
Diluted earnings per share	\$ 0.59	\$ 0.79	\$ 1.02

**FLEX LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

- (1) Options to purchase ordinary shares of 0.5 million , 2.0 million and 6.2 million during fiscal years 2017 , 2016 and 2015 , respectively, and share bonus awards of less than 0.1 million during fiscal year 2017 and 2015, respectively, were excluded from the computation of diluted earnings per share due to their anti-dilutive impact on the weighted average ordinary shares equivalents. There were no anti-dilutive share bonus awards in fiscal year 2016.

**5. NONCONTROLLING INTERESTS**

During fiscal year 2014, a previously wholly-owned subsidiary of the Company issued a noncontrolling equity interest to certain third party investors for an ownership interest of less than 20% of the outstanding shares in the subsidiary. During fiscal year 2017, this subsidiary received \$9.3 million in exchange for an additional noncontrolling equity interest from certain third party investors. The outstanding shares held by the third party investors in this subsidiary remained below 20% . The Company continues to own a majority of the subsidiary's outstanding equity and controls its board of directors. Accordingly, the consolidated financial statements include the financial position and results of operations of this subsidiary as of March 31, 2017 and for the year then ended.

The Company has recognized the carrying value of the noncontrolling interest as a component of total shareholders' equity. The noncontrolling interest in the operating losses of the subsidiary were \$8.5 million , \$6.7 million , and \$4.3 million for fiscal years 2017 , 2016 and 2015 , respectively, and were classified as a component of interest and other, net, in the Company's consolidated statements of operations.

**6. SUPPLEMENTAL CASH FLOW DISCLOSURES**

The following table represents supplemental cash flow disclosures and non-cash investing and financing activities:

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
Net cash paid for:			
Interest	\$ 127,346	\$ 114,578	\$ 87,179
Income taxes	\$ 86,651	\$ 105,453	\$ 70,621
Non-cash investing and financing activity:			
Unpaid purchases of property and equipment	\$ 84,375	\$ 93,310	\$ 115,757
Customer-related third party banking institution equipment financing net settlement	\$ 90,576	\$ —	\$ —

**7. BANK BORROWINGS AND LONG-TERM DEBT**

Bank borrowings and long-term debt are as follows:



**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	As of March 31,	
	2017	2016
	(In thousands)	
Term Loan, including current portion, due in installments through March 2019	\$ 502,500	\$ 547,500
4.625% Notes due February 2020	500,000	500,000
Term Loan, including current portion, due in installments through November 2021	700,000	577,500
5.000% Notes due February 2023	500,000	500,000
4.750% Notes due June 2025	595,979	595,589
Other credit lines	169,671	71,317
Debt issuance costs	(16,007)	(17,351)
	2,952,143	2,774,555
Current portion, net of debt issuance costs	(61,534)	(65,166)
Non-current portion	\$ 2,890,609	\$ 2,709,389

The weighted-average interest rates for the Company's long-term debt were 3.5% as of March 31, 2017 and 2016 .

Repayments of the Company's long-term debt are as follows:

<b>Fiscal Year Ending March 31,</b>	<b>Amount</b>
	(In thousands)
2018	\$ 63,887
2019	475,092
2020	517,592
2021	65,232
2022	746,420
Thereafter	1,099,927
Total	\$ 2,968,150

***Term Loan due November 2021***

In August 2013, the Company entered into a \$600 million term loan agreement due August 2018. In November 2016, the Company entered into a new arrangement to extend the maturity date of the agreement from August 30, 2018 to November 30, 2021 , and borrowed an incremental amount of \$130 million under this term loan, thereby increasing the total amount under the term loan to \$700 million . This loan is repayable in quarterly installments of \$4.1 million , which will commence October 31, 2017 and continue through September 30, 2021 , with the remaining amount due at maturity.

Borrowings under this term loan bear interest, at the Company's option, either at (i) LIBOR plus the applicable margin for LIBOR loans ranging between 1.125% and 2.125% , based on the Company's credit ratings or (ii) the base rate (the greatest of the prime rate in effect on each day as published in The Wall Street Journal, the federal funds rate plus 0.5% and LIBOR for a one-month interest period plus 1.00% ) plus an applicable margin ranging between 0.125% and 1.125% , based on the Company's credit rating.

This term loan is unsecured, and contains customary restrictions on the Company's and its subsidiaries' ability to (i) incur certain debt, (ii) make certain investments, (iii) make certain acquisitions of other entities, (iv) incur liens, (v) dispose of assets, (vi) make non-cash distributions to shareholders, and (vii) engage in transactions with affiliates. These covenants are subject to a number of exceptions and limitations. This term loan agreement also requires that the Company maintain a maximum ratio of total indebtedness to EBITDA (earnings before interest expense, taxes, depreciation and amortization), and a minimum interest coverage ratio, as defined therein, during its term; provided that the requirement to maintain the minimum interest coverage ratio may be suspended in certain circumstances. As of March 31, 2017 , the Company was in compliance with the covenants under this term loan agreement.

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Term Loan Agreement due March 2019 and Revolving Line of Credit***

As of March 31, 2017, the Company has a \$2.1 billion credit facility ("Credit Facility") consisting of a \$1.5 billion revolving credit facility and a \$600.0 million term loan, which is due to expire in March 2019. Quarterly repayments of principal under this term loan are \$11.3 million with the remainder due upon maturity.

Borrowings under this facility bear interest, at the Company's option, either at (i) LIBOR plus the applicable margin for LIBOR loans ranging between 1.125% and 2.125% , based on the Company's credit ratings or (ii) the base rate (the greatest of the agent's prime rate, the federal funds rate plus 0.50% and LIBOR for a one-month interest period plus 1.00% ) plus an applicable margin ranging between 0.125% and 1.125% , based on the Company's credit rating. The Company is required to pay a quarterly commitment fee ranging between 0.15% and 0.40% per annum on the daily unused amount of the \$1.5 billion Revolving Credit Facility based on the Company's credit rating.

This Credit Facility is unsecured, and contains customary restrictions on the Company's and its subsidiaries' ability to (i) incur certain debt, (ii) make certain investments, (iii) make certain acquisitions of other entities, (iv) incur liens, (v) dispose of assets, (vi) make non-cash distributions to shareholders, and (vii) engage in transactions with affiliates. These covenants are subject to a number of exceptions and limitations. This Credit Facility also requires that the Company maintain a maximum ratio of total indebtedness to EBITDA (earnings before interest expense, taxes, depreciation and amortization), and a minimum interest coverage ratio, as defined therein, during its term. As of March 31, 2017 , the Company was in compliance with the covenants under this loan agreement.

***Notes due February 2020 and February 2023***

In February 2013, the Company issued \$500.0 million of 4.625% Notes due February 15, 2020 and \$500.0 million of 5.000% Notes due February 15, 2023 (collectively the "Notes") in a private offering pursuant to Rule 144A and Regulation S under the Securities Act. In July 2013, the Company exchanged these notes for new notes with substantially similar terms and completed the registration of these notes with the Securities and Exchange Commission. The Company received net proceeds of approximately \$990.6 million from the issuance and used those proceeds, together with \$9.4 million of cash on hand, to repay \$1.0 billion of outstanding borrowings under its previous term loan that was due October 2014.

Interest on the Notes is payable semi-annually, which commenced on August 15, 2013. The Notes are senior unsecured obligations of the Company, rank equally with all of the Company's other existing and future senior and unsecured debt obligations, and are guaranteed, jointly and severally, fully and unconditionally on an unsecured basis, by each of the Company's 100% owned subsidiaries that guarantees indebtedness under, or is a borrower under, the Company's Credit Facility or the Company's Term Loan due 2018.

At any time prior to maturity, the Company may redeem some or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus an applicable premium accrued and unpaid interest, if any, to the applicable redemption date. Upon the occurrence of a change of control repurchase event (as defined in the Notes indenture), the Company must offer to repurchase the Notes at a repurchase price equal to 101% of the principal amount of the Notes repurchased, plus accrued and unpaid interest, if any, to the applicable repurchase date.

The indenture governing the Notes contains covenants that, among other things, restrict the ability of the Company and certain of the Company's subsidiaries to create liens; enter into sale-leaseback transactions; create, incur, issue, assume or guarantee any funded debt; and consolidate or merge with, or convey, transfer or lease all or substantially all of the Company's assets to, another person. These covenants are subject to a number of significant limitations and exceptions set forth in the indenture. The indenture also provides for customary events of default, including, but not limited to, cross defaults to certain specified other debt of the Company and its subsidiaries. In the case of an event of default arising from specified events of bankruptcy or insolvency, all outstanding Notes will become due and payable immediately without further action or notice. If any other event of default under the indenture occurs or is continuing, the applicable trustee or holders of at least 25% in aggregate principal amount of the then outstanding Notes may declare all of the Notes to be due and payable immediately. As of March 31, 2017 , the Company was in compliance with the covenants in the indenture governing the Notes.

***Notes due June 2025***

In June 2015, the Company issued \$600 million of 4.750% Notes ("2025 Notes") due June 15, 2025 in a private offering pursuant to Rule 144A and Regulation S under the Securities Act, at 99.213% of face value, and an effective yield of approximately 4.850% . The Company received net proceeds of approximately \$595.3 million from the issuance which was

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

used for general corporate purposes. During January 2016, the Company exchanged these notes for new notes with substantially similar terms and completed the registration of these notes with the Securities and Exchange Commission.

The Company incurred approximately \$7.9 million of costs in conjunction with the issuance of the 2025 Notes. The issuance costs were capitalized and presented on the balance sheet as a direct deduction from the carrying amount of the Notes.

Interest on the 2025 Notes is payable semi-annually, commencing on December 15, 2015. The 2025 Notes are senior unsecured obligations of the Company, rank equally with all of the Company's other existing and future senior and unsecured debt obligations, and are guaranteed, jointly and severally, fully and unconditionally on an unsecured basis, by each of the Company's 100% owned subsidiaries that guarantees indebtedness under, or is a borrower under, the Company's Term Loan Agreement and Revolving Line of Credit.

At any time prior to March 15, 2025, the Company may redeem some or all of the 2025 Notes at a redemption price equal to 100% of the principal amount of the 2025 Notes redeemed, plus an applicable premium and accrued and unpaid interest, if any, to the applicable redemption date. Upon the occurrence of a change of control repurchase event (as defined in the 2025 Notes indenture), the Company must offer to repurchase the 2025 Notes at a repurchase price equal to 101% of the principal amount of the 2025 Notes repurchased, plus accrued and unpaid interest, if any, to the applicable repurchase date.

The indenture governing the 2025 Notes contains covenants that, among other things, restrict the ability of the Company and certain of the Company's subsidiaries to create liens; enter into sale-leaseback transactions; create, incur, issue, assume or guarantee any funded debt; and consolidate or merge with, or convey, transfer or lease all or substantially all of the Company's assets to, another person, or permit any other person to consolidate, merge, combine or amalgamate with or into the Company. These covenants are subject to a number of significant limitations and exceptions set forth in the indenture. The indenture also provides for customary events of default, including, but not limited to, cross defaults to certain specified other debt of the Company and its subsidiaries. In the case of an event of default arising from specified events of bankruptcy or insolvency, all outstanding 2025 Notes will become due and payable immediately without further action or notice. If any other event of default under the agreement occurs or is continuing, the applicable trustee or holders of at least 25% in aggregate principal amount of the then outstanding 2025 Notes may declare all of the 2025 Notes to be due and payable immediately, but upon certain conditions such declaration and its consequences may be rescinded and annulled by the holders of a majority in principal amount of the 2025 Notes. As of March 31, 2017, the Company was in compliance with the covenants in the indenture governing the 2025 Notes.

***Other Credit Lines***

In January 2017, the Company borrowed €100 million (approximately \$107.4 million as of March 31, 2017), under a 5-year, term-loan agreement due January 2, 2022. Borrowings under this term loan bear interest at EURIBOR plus the applicable margin ranging between 0.40% and 1.35%, based on the Company's credit ratings. The loan is repayable upon maturity.

In October 2015, the Company borrowed €50 million (approximately \$53.7 million as of March 31, 2017), under a 5-year, term-loan agreement due September 30, 2020. Borrowings under this term loan bear interest at EURIBOR plus the applicable margin ranging between 0.80% and 2.00%, based on the Company's credit ratings. The loan is repayable beginning December 30, 2016 in quarterly payments of €312,500 through June 30, 2020 with the remainder due upon maturity.

These term loans are unsecured, and are guaranteed by the Company. These term loan agreements contain customary restrictions on the Company's and its subsidiaries' ability to (i) incur certain debt, (ii) make certain investments, (iii) make certain acquisitions of other entities, (iv) incur liens, (v) dispose of assets, (vi) make non-cash distributions to shareholders, and (vii) engage in transactions with affiliates. These covenants are subject to a number of exceptions and limitations. These term loan agreements also require that the Company maintain a maximum ratio of total indebtedness to EBITDA (earnings before interest expense, taxes, depreciation and amortization), and a minimum interest coverage ratio, as defined therein, during their terms. As of March 31, 2017, the Company was in compliance with the covenants under these term loan agreements.

As of March 31, 2017, the Company and certain of its subsidiaries had various uncommitted revolving credit facilities, lines of credit and other credit facilities in the amount of \$162.6 million in the aggregate. There were no borrowings outstanding under these facilities as of March 31, 2017 and 2016. These unsecured credit facilities, and lines of credit and other credit facilities bear annual interest at the respective country's inter-bank offering rate, plus an applicable margin, and generally have maturities that expire on various dates in future fiscal years.

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**8. FINANCIAL INSTRUMENTS**

*Foreign Currency Contracts*

The Company transacts business in various foreign countries and is therefore, exposed to foreign currency exchange rate risk inherent in forecasted sales, cost of sales, and monetary assets and liabilities denominated in non-functional currencies. The Company has established risk management programs to protect against volatility in the value of non-functional currency denominated monetary assets and liabilities, and of future cash flows caused by changes in foreign currency exchange rates. The Company tries to maintain a partial or fully hedged position for certain transaction exposures, which are primarily, but not limited to, revenues, customer and vendor payments and inter-company balances in currencies other than the functional currency unit of the operating entity. The Company enters into short-term foreign currency forward and swap contracts to hedge only those currency exposures associated with certain assets and liabilities, primarily accounts receivable and accounts payable, and cash flows denominated in non-functional currencies. Gains and losses on the Company's forward and swap contracts are designed to offset losses and gains on the assets, liabilities and transactions hedged, and accordingly, generally do not subject the Company to risk of significant accounting losses. The Company hedges committed exposures and does not engage in speculative transactions. The credit risk of these forward and swap contracts is minimized since the contracts are with large financial institutions and accordingly, fair value adjustments related to the credit risk of the counterparty financial institution were not material.

**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As of March 31, 2017, the aggregate notional amount of the Company's outstanding foreign currency forward and swap contracts was \$4.1 billion as summarized below:

<b>Currency</b>	<b>Foreign Currency Amount</b>		<b>Notional Contract Value in USD</b>	
	<b>Buy</b>	<b>Sell</b>	<b>Buy</b>	<b>Sell</b>
<b>(In thousands)</b>				
<b>Cash Flow Hedges</b>				
CNY	1,309,000	—	\$ 189,974	\$ —
EUR	27,830	64,132	29,915	71,796
HUF	13,800,000	—	47,935	—
ILS	70,481	—	19,438	—
INR	1,389,587	—	20,300	—
MXN	2,133,500	—	113,198	—
MYR	167,000	11,300	37,791	2,557
RON	114,780	—	27,083	—
Other	N/A	N/A	32,735	8,915
			<u>518,369</u>	<u>83,268</u>
<b>Other Forward/Swap Contracts</b>				
BRL	—	543,000	—	174,078
CHF	9,446	33,920	9,472	34,015
CNY	1,877,296	—	271,571	—
DKK	179,400	157,200	25,917	22,710
EUR	909,291	1,058,540	976,028	1,136,862
GBP	36,129	65,154	44,835	80,808
HUF	18,026,924	15,105,152	62,617	52,468
ILS	105,100	91,660	28,985	25,279
INR	5,200,000	19,528	80,160	300
MXN	2,166,702	686,447	114,930	36,421
MYR	331,628	44,500	75,046	10,070
PLN	118,139	62,613	30,044	15,923
RON	73,252	61,526	17,284	14,517
SEK	159,766	190,198	17,929	21,402
SGD	42,147	3,019	30,206	2,164
Other	N/A	N/A	30,361	39,390
			<u>1,815,385</u>	<u>1,666,407</u>
<b>Total Notional Contract Value in USD</b>			<u>\$ 2,333,754</u>	<u>\$ 1,749,675</u>

As of March 31, 2017 and 2016, the fair value of the Company's short-term foreign currency contracts was included in other current assets or other current liabilities, as applicable, in the consolidated balance sheets. Certain of these contracts are designed to economically hedge the Company's exposure to monetary assets and liabilities denominated in non-functional currencies and are not accounted for as hedges under the accounting standards. Accordingly, changes in fair value of these instruments are recognized in earnings during the period of change as a component of interest and other, net in the consolidated statements of operations. As of March 31, 2017 and 2016, the Company also has included net deferred gains and losses, in accumulated other comprehensive loss, a component of shareholders' equity in the consolidated balance sheets, relating to changes in fair value of its foreign currency contracts that are accounted for as cash flow hedges. Deferred gains totaled \$10.6

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

million as of March 31, 2017, and are expected to be recognized primarily as a component of cost of sales in the consolidated statement of operations over the next twelve-month period. The gains and losses recognized in earnings due to hedge ineffectiveness were not material for all fiscal years presented and are included as a component of interest and other, net in the consolidated statements of operations.

The following table presents the fair value of the Company's derivative instruments utilized for foreign currency risk management purposes at March 31, 2017 and 2016 :

Fair Values of Derivative Instruments					
Asset Derivatives			Liability Derivatives		
Balance Sheet Location	Fair Value		Balance Sheet Location	Fair Value	
	March 31, 2017	March 31, 2016		March 31, 2017	March 31, 2016
(In thousands)					
<b>Derivatives designated as hedging instruments</b>					
Foreign currency contracts	Other current assets	\$ 11,936	\$ 5,510	Other current liabilities	\$ 1,814 \$ 2,446
<b>Derivatives not designated as hedging instruments</b>					
Foreign currency contracts	Other current assets	\$ 10,086	\$ 17,138	Other current liabilities	\$ 9,928 \$ 18,645

The Company has financial instruments subject to master netting arrangements, which provides for the net settlement of all contracts with the counterparty upon maturity. The Company does not offset fair value amounts for assets and liabilities recognized for derivative instruments under these arrangements, and as such, the asset and liability balances presented in the table above reflect the gross amounts of derivatives in the consolidated balance sheets. The impact of netting derivative assets and liabilities is not material to the Company's financial position for any of the periods presented.

**9. ACCUMULATED OTHER COMPREHENSIVE LOSS**

The changes in accumulated other comprehensive loss by component, net of tax, during fiscal years ended March 31, 2017, 2016 and 2015 are as follows:

	Fiscal Year Ended March 31, 2017		
	Unrealized loss on derivative instruments and other	Foreign currency translation adjustments	Total
(In thousands)			
Beginning balance	\$ (41,522)	\$ (94,393)	\$ (135,915)
Other comprehensive gain (loss) before reclassifications	6,925	(1,198)	5,727
Net (gains) losses reclassified from accumulated other comprehensive loss	2,171	(126)	2,045
Net current-period other comprehensive (gain) loss	9,096	(1,324)	7,772
Ending balance	\$ (32,426)	\$ (95,717)	\$ (128,143)

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Fiscal Year Ended March 31, 2016		
	Unrealized loss on derivative instruments and other	Foreign currency translation adjustments	Total
	(In thousands)		
Beginning balance	\$ (68,266)	\$ (112,239)	\$ (180,505)
Other comprehensive loss before reclassifications	(2,199)	(3,145)	(5,344)
Net losses reclassified from accumulated other comprehensive loss	28,943	20,991	49,934
Net current-period other comprehensive gain	26,744	17,846	44,590
Ending balance	\$ (41,522)	\$ (94,393)	\$ (135,915)

	Fiscal Year Ended March 31, 2015		
	Unrealized loss on derivative instruments and other	Foreign currency translation adjustments	Total
	(In thousands)		
Beginning balance	\$ (32,849)	\$ (93,307)	\$ (126,156)
Other comprehensive loss before reclassifications	(76,470)	(9,318)	(85,788)
Net (gains) losses reclassified from accumulated other comprehensive loss	41,053	(9,614)	31,439
Net current-period other comprehensive loss	(35,417)	(18,932)	(54,349)
Ending balance	\$ (68,266)	\$ (112,239)	\$ (180,505)

Net (gains) losses reclassified from accumulated other comprehensive loss were immaterial during fiscal year 2017.

During fiscal year 2016, the Company recognized a loss of \$26.8 million in connection with the disposition of a non-strategic Western European manufacturing facility, which included a \$25.3 million cumulative foreign currency translation loss. This loss was offset by the release of certain cumulative foreign currency translation gains of \$4.2 million, which has been reclassified from accumulated other comprehensive loss during the period and is included in other charges (income), net in consolidated statement of operations.

During fiscal year 2015, the Company recognized a loss of \$11.0 million in connection with the disposition of a manufacturing facility in Western Europe. This loss includes the settlement of unrealized losses of \$4.2 million on an insignificant defined benefit plan associated with the disposed facility offset by the release of cumulative foreign currency translation gains of \$9.3 million, both of which have been reclassified from accumulated other comprehensive loss during the period. The loss on sale is included in other charges (income), net in the consolidated statement of operations.

**10. TRADE RECEIVABLES SECURITIZATION**

The Company sells trade receivables under two asset-backed securitization programs and an accounts receivable factoring program.

***Asset-Backed Securitization Programs***

The Company continuously sells designated pools of trade receivables under its Global Asset-Backed Securitization Agreement (the "Global Program") and its North American Asset-Backed Securitization Agreement (the "North American Program," collectively, the "ABS Programs") to affiliated special purpose entities, each of which in turn sells 100% of the receivables to unaffiliated financial institutions. These programs allow the operating subsidiaries to receive a cash payment and a deferred purchase price receivable for sold receivables. Following the transfer of the receivables to the special purpose

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

entities, the transferred receivables are isolated from the Company and its affiliates, and upon the sale of the receivables from the special purpose entities to the unaffiliated financial institutions effective control of the transferred receivables is passed to the unaffiliated financial institutions, which has the right to pledge or sell the receivables. Although the special purpose entities are consolidated by the Company, they are separate corporate entities and their assets are available first to satisfy the claims of their creditors. The investment limits set by the financial institutions are \$850.0 million for the Global Program, of which \$750.0 million is committed and \$100.0 million is uncommitted, and \$250.0 million for the North American Program, of which \$210.0 million is committed and \$40.0 million is uncommitted. Both programs require a minimum level of deferred purchase price receivable to be retained by the Company in connection with the sales.

The Company services, administers and collects the receivables on behalf of the special purpose entities and receives a servicing fee of 0.1% to 0.5% of serviced receivables per annum. Servicing fees recognized during the fiscal years ended March 31, 2017, 2016 and 2015 were not material and are included in interest and other, net within the consolidated statements of operations. As the Company estimates the fee it receives in return for its obligation to service these receivables is at fair value, no servicing assets or liabilities are recognized.

As of March 31, 2017 and 2016, the accounts receivable balances that were sold under the ABS Programs were removed from the consolidated balance sheets and the net cash proceeds received by the Company during fiscal years ended March 31, 2017, 2016 and 2015 were included as cash provided by operating activities in the consolidated statements of cash flows.

As of March 31, 2017, approximately \$1.5 billion of accounts receivable had been sold to the special purpose entities under the ABS Programs for which the Company had received net cash proceeds of \$1.0 billion and deferred purchase price receivables of \$506.5 million. As of March 31, 2016, approximately \$1.4 billion of accounts receivable had been sold to the special purpose entities for which the Company had received net cash proceeds of \$880.8 million and deferred purchase price receivables of \$501.1 million. The portion of the purchase price for the receivables which is not paid by the unaffiliated financial institutions in cash is a deferred purchase price receivable, which is paid to the special purpose entity as payments on the receivables are collected from account debtors. The deferred purchase price receivable represents a beneficial interest in the transferred financial assets and is recognized at fair value as part of the sale transaction. The deferred purchase price receivables are included in other current assets as of March 31, 2017 and 2016, and were carried at the expected recovery amount of the related receivables. The difference between the carrying amount of the receivables sold under these programs and the sum of the cash and fair value of the deferred purchase price receivables received at time of transfer is recognized as a loss on sale of the related receivables and recorded in interest and other, net in the consolidated statements of operations. Refer to note 16 for more details.

For the fiscal years ended March 31, 2017, 2016 and 2015, cash flows from sales of receivables under the ABS Programs consisted of approximately \$5.7 billion, \$5.2 billion and \$4.3 billion, respectively, for transfers of receivables (of which approximately \$0.4 billion for both fiscal years 2017 and 2016, and \$0.3 billion for fiscal year 2015, represented new transfers and the remainder proceeds from collections reinvested in revolving period transfers).

The following table summarizes the activity in the deferred purchase price receivables account during the fiscal years ended March 31, 2017 and 2016:

	As of March 31,	
	2017	2016
	(In thousands)	
Beginning balance	\$ 501,097	\$ 600,672
Transfers of receivables	3,254,849	3,475,400
Collections	(3,249,424)	(3,574,975)
Ending balance	<u>\$ 506,522</u>	<u>\$ 501,097</u>

***Trade Accounts Receivable Sale Programs***

The Company also sold accounts receivables to certain third-party banking institutions. The outstanding balance of receivables sold and not yet collected was approximately \$225.2 million and \$339.4 million as of March 31, 2017 and 2016, respectively. For the years ended March 31, 2017, 2016 and 2015, total accounts receivables sold to certain third party banking



**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

institutions was approximately \$1.3 billion , \$2.3 billion and \$4.2 billion , respectively. The receivables that were sold were removed from the consolidated balance sheets and were reflected as cash provided by operating activities in the consolidated statements of cash flows.

**11. FAIR VALUE MEASUREMENT OF ASSETS AND LIABILITIES**

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact, and it considers assumptions that market participants would use when pricing the asset or liability. The accounting guidance for fair value establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

*Level 1* —Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

The Company has deferred compensation plans for its officers and certain other employees. Amounts deferred under the plans are invested in hypothetical investments selected by the participant or the participant's investment manager. The Company's deferred compensation plan assets are included in other noncurrent assets on the consolidated balance sheets and include investments in equity securities that are valued using active market prices.

*Level 2* —Applies to assets or liabilities for which there are inputs other than quoted prices included within level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets) such as cash and cash equivalents and money market funds; or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

The Company values foreign exchange forward contracts using level 2 observable inputs which primarily consist of an income approach based on the present value of the forward rate less the contract rate multiplied by the notional amount.

The Company's cash equivalents are comprised of bank deposits and money market funds, which are valued using level 2 inputs, such as interest rates and maturity periods. Due to their short-term nature, their carrying amount approximates fair value.

The Company's deferred compensation plan assets also include money market funds, mutual funds, corporate and government bonds and certain convertible securities that are valued using prices obtained from various pricing sources. These sources price these investments using certain market indices and the performance of these investments in relation to these indices. As a result, the Company has classified these investments as level 2 in the fair value hierarchy.

*Level 3* —Applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company has accrued for contingent consideration in connection with its business acquisitions as applicable, which is measured at fair value based on certain internal models and unobservable inputs.

During fiscal year 2016, the Company accrued \$84.3 million of contingent consideration, of which \$81.0 million related to the acquisition of NEXTracker on the date of acquisition. The Company reduced the accrual by \$19.0 million for a contractual release from the obligation executed subsequent to the acquisition during fiscal year 2016. Upon achievement of targets established in the NEXTracker purchase agreement, the Company paid \$40.6 million of the total contingent consideration during fiscal year 2017. This payment is included in other financing activities, net, in the condensed consolidated statements of cash flows.

The fair value of the liability was estimated using a simulation-based measurement technique with significant inputs that are not observable in the market and thus represents a level 3 fair value measurement. The significant inputs in the fair value measurement not supported by market activity included the Company's probability assessments of expected future revenue during the earn-out period and associated volatility, appropriately discounted considering the uncertainties associated with the

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

obligation, and calculated in accordance with the terms of the merger agreement. Significant decreases in expected revenue during the earn-out period, or significant increases in the discount rate or volatility in isolation would result in lower fair value estimates. The interrelationship between these inputs is not considered significant.

The following table summarizes the activities related to contingent consideration:

	As of March 31,	
	2017	2016
	(In thousands)	
Beginning balance	\$ 73,423	\$ 4,500
Additions to accrual	—	84,261
Payments and settlements	(44,912)	(19,008)
Fair value adjustments	(6,085)	3,670
Ending balance	<u>\$ 22,426</u>	<u>\$ 73,423</u>

The Company values deferred purchase price receivables relating to its Asset-Backed Securitization Program based on a discounted cash flow analysis using unobservable inputs (i.e. level 3 inputs), which are primarily risk free interest rates adjusted for the credit quality of the underlying creditor. Due to its high credit quality and short term maturity, their fair value approximates carrying value. Significant increases in either of the significant unobservable inputs (credit spread or risk free interest rate) in isolation would result in lower fair value estimates, however the impact is insignificant. The interrelationship between these inputs is also insignificant. Refer to note 10 for a reconciliation of the change in the deferred purchase price receivable.

There were no transfers between levels in the fair value hierarchy during fiscal years 2017 and 2016 .

**Financial Instruments Measured at Fair Value on a Recurring Basis**

The following table presents the Company's assets and liabilities measured at fair value on a recurring basis as of March 31, 2017 and 2016 :

	Fair Value Measurements as of March 31, 2017			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
<b>Assets:</b>				
Money market funds and time deposits (Note 2)	\$ —	\$ 1,066,841	\$ —	\$ 1,066,841
Deferred purchase price receivable (Note 10)	—	—	506,522	506,522
Foreign exchange forward contracts (Note 8)	—	22,022	—	22,022
Deferred compensation plan assets:				
Mutual funds, money market accounts and equity securities	7,062	52,680	—	59,742
<b>Liabilities:</b>				
Foreign exchange forward contracts (Note 8)	\$ —	\$ (11,742)	\$ —	\$ (11,742)
Contingent consideration in connection with acquisitions	—	—	(22,426)	(22,426)

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Fair Value Measurements as of March 31, 2016			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
<b>Assets:</b>				
Money market funds and time deposits (Note 2)	\$ —	\$ 1,074,132	\$ —	\$ 1,074,132
Deferred purchase price receivable (Note 10)	—	—	501,097	501,097
Foreign exchange forward contracts (Note 8)	—	22,648	—	22,648
Deferred compensation plan assets:				
Mutual funds, money market accounts and equity securities	9,228	40,556	—	49,784
<b>Liabilities:</b>				
Foreign exchange forward contracts (Note 8)	\$ —	\$ (21,091)	\$ —	\$ (21,091)
Contingent consideration in connection with acquisitions	—	—	(73,423)	(73,423)

*Other financial instruments*

The following table presents the Company's liabilities not carried at fair value as of March 31, 2017 and 2016 :

	As of March 31, 2017		As of March 31, 2016		Fair Value Hierarchy
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
	(In thousands)		(In thousands)		
Term Loan, including current portion, due in installments through March 2019	\$ 502,500	\$ 503,756	\$ 547,500	\$ 542,709	Level 1
4.625% Notes due February 2020	500,000	526,255	500,000	524,735	Level 1
Term Loan, including current portion, due in installments through November 2021	700,000	699,566	577,500	573,533	Level 1
5.000% Notes due February 2023	500,000	534,820	500,000	507,500	Level 1
4.750% Notes due June 2025	595,979	633,114	595,589	604,926	Level 1
Total	\$ 2,798,479	\$ 2,897,511	\$ 2,720,589	\$ 2,753,403	

All Term Loans and Notes presented in the table above are valued based on broker trading prices in active markets.

The Company values its outstanding €100 million and €49.4 million (approximately \$107.4 million and \$53.0 million as of March 31, 2017), 5 -year, unsecured, term-loans due January 2, 2022 and September 30, 2020, respectively, based on the current market rate, and as of March 31, 2017, the carrying amounts for each loan approximate fair value.

**12. COMMITMENTS AND CONTINGENCIES**

*Commitments*

Capital lease obligations of \$19.1 million and \$25.0 million, consisting of short-term obligations of \$4.7 million and \$6.6 million and long term obligations of \$14.4 million and \$18.4 million are included in current and non-current liabilities on the Company's balance sheets as of March 31, 2017 and 2016, respectively.

As of March 31, 2017 and 2016, the gross carrying amount and associated accumulated depreciation of the Company's property and equipment financed under capital leases, and the related obligations was not material. The Company also leases

**FLEX LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

certain of its facilities and equipment under non-cancelable operating leases. These operating leases expire in various years through 2035 and require the following minimum lease payments:

<b><u>Fiscal Year Ending March 31,</u></b>	<b><u>Operating Lease</u></b>
	<b><u>(In thousands)</u></b>
2018	\$ 117,217
2019	92,542
2020	74,895
2021	51,493
2022	43,032
Thereafter	173,969
<b>Total minimum lease payments</b>	<b>\$ 553,148</b>

Total rent expense amounted to \$124.7 million , \$124.2 million and \$133.1 million in fiscal years 2017 , 2016 and 2015 , respectively.

***Litigation and other legal matters***

As discussed in note 2, on April 21, 2016, SunEdison, Inc. filed for protection under Chapter 11 of the U.S. Bankruptcy Code, no preference claims have been asserted against the Company and consideration has been given to the related contingencies based on the facts currently known to the Company. The Company is unable to reasonably estimate a loss or any range of possible loss. Further, the Company believes that it continues to have a number of affirmative and direct defenses to any potential claims for recovery and intends to vigorously defend any such claim, if asserted. An unfavorable resolution of this matter could be material to the Company's results of operations, financial condition, or cash flows.

One of the Company's Brazilian subsidiaries has received related assessments for certain sales and import taxes. The first two tax assessments were received in fiscal year 2014 and fiscal year 2016 relating to calendar year 2010 for an alleged total amount of 109 million Brazilian reals (approximately USD \$35 million based on the exchange rate as of March 31, 2017). These two assessments are in various stages of the review process at the administrative level. During the third quarter of fiscal year 2017, the same Brazilian subsidiary received a third assessment related to calendar year 2011 taxes of an additional 181 million Brazilian reals (approximately USD \$58 million based on the exchange rate as of March 31, 2017). The Company plans to continue to vigorously oppose all of these assessments, as well as any future assessments. The Company believes there is no legal basis for the alleged liabilities; however, due to the complexities and uncertainty surrounding the administrative review and judicial processes in Brazil and the nature of the claims, an adverse determination is reasonably possible. Due to the same considerations, it is not possible to estimate a loss or range of loss for these assessments or any future assessments that are reasonably possible. The Company does not expect final judicial determination on any of these claims for several years.

During fiscal year 2015, one of the Company's non-operating Brazilian subsidiaries received an assessment of approximately USD \$100 million related to income and social contribution taxes, interest and penalties. During the first quarter of fiscal year 2017, the Company received a final favorable judgment in the judicial process reversing the assessment and the case is now closed. As the Company had previously determined there was no legal basis for the assessment, no adjustment was required to be recorded during fiscal year 2017.

In addition, from time to time, the Company is subject to legal proceedings, claims, and litigation arising in the ordinary course of business. The Company defends itself vigorously against any such claims. Although the outcome of these matters is currently not determinable, management expects that any losses that are probable or reasonably possible of being incurred as a result of these matters, which are in excess of amounts already accrued in the Company's consolidated balance sheets, would not be material to the financial statements as a whole.

**13. INCOME TAXES**

The domestic (Singapore) and foreign components of income before income taxes were comprised of the following:

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
Domestic	\$ 435,709	\$ 199,283	\$ 67,482
Foreign	(64,861)	255,392	603,173
Total	\$ 370,848	\$ 454,675	\$ 670,655

The provision for income taxes consisted of the following:

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
Current:			
Domestic	\$ 1,037	\$ 56	\$ 87
Foreign	71,773	74,706	129,863
	72,810	74,762	129,950
Deferred:			
Domestic	350	3,779	(4,734)
Foreign	(21,876)	(67,947)	(55,362)
	(21,526)	(64,168)	(60,096)
Provision for income taxes	\$ 51,284	\$ 10,594	\$ 69,854

The domestic statutory income tax rate was approximately 17.0% in fiscal years 2017, 2016 and 2015. The reconciliation of the income tax expense expected based on domestic statutory income tax rates to the expense for income taxes included in the consolidated statements of operations is as follows:

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
Income taxes based on domestic statutory rates	\$ 63,044	\$ 77,295	\$ 114,011
Effect of tax rate differential	(85,132)	(62,072)	(75,699)
Change in liability for uncertain tax positions	684	(13,724)	29,729
Change in valuation allowance	78,728	1,049	2,495
Other	(6,040)	8,046	(682)
Provision for income taxes	\$ 51,284	\$ 10,594	\$ 69,854

A number of countries in which the Company is located allow for tax holidays or provide other tax incentives to attract and retain business. In general, these holidays were secured based on the nature, size and location of the Company's operations. The aggregate dollar effect on the Company's income resulting from tax holidays and tax incentives to attract and retain business for the fiscal years ended March 31, 2017, 2016 and 2015 was \$15.5 million, \$6.6 million and \$9.8 million, respectively. For fiscal year ended March 31, 2017, the effect on basic and diluted earnings per share was \$0.03 and \$0.03, respectively, and the effect on basic and diluted earnings per share were \$0.01 and \$0.01 during fiscal year 2016, and \$0.02 and \$0.02 during fiscal year 2015, respectively. Unless extended or otherwise renegotiated, the Company's existing holidays will expire in the fiscal year ending March 31, 2018 through fiscal year 2022.

For fiscal years ended March 31, 2017, 2016 and 2015, the Company released valuation allowances totaling \$39.6 million, \$63.3 million and \$55.0 million, respectively. For the fiscal year ended March 31, 2017, these valuation allowance

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

releases were primarily related to our operations in Austria, China, Ireland and Canada that were deemed to be more likely than not to realize the respective deferred tax assets due to sustained profitability during the prior three fiscal years as well as continued forecasted profitability of those subsidiaries. However, these valuation allowance eliminations were offset by other current period valuation allowance movements primarily related to current period valuation allowance additions due to increased deferred tax assets related to current period losses in legal entities with existing full valuation allowance positions. In addition, due to increased negative evidence during the fiscal year ended March 31, 2017, the Company added a valuation allowance of \$14.4 million for a Chinese subsidiary which did not previously have a valuation allowance recorded. For fiscal years ended March 31, 2017, 2016 and 2015, the offsetting amounts totaled \$103.9 million, \$64.3 million and \$57.5 million, respectively.

Under its territorial tax system, Singapore generally does not tax foreign sourced income until repatriated to Singapore. The Company has included the effects of Singapore's territorial tax system in the rate differential line above. The tax effect of foreign income not repatriated to Singapore for the fiscal years 2017, 2016 and 2015 were \$67.9 million, \$36.6 million and \$0.0 million, respectively.

The components of deferred income taxes are as follows:

	<b>As of March 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>(In thousands)</b>	
<b>Deferred tax liabilities:</b>		
Fixed assets	\$ (40,324)	\$ (74,316)
Intangible assets	(76,432)	(88,760)
Others	(20,702)	(29,472)
<b>Total deferred tax liabilities</b>	<b>(137,458)</b>	<b>(192,548)</b>
<b>Deferred tax assets:</b>		
Fixed assets	57,869	65,004
Intangible assets	3,153	3,795
Deferred compensation	19,335	15,892
Inventory valuation	8,489	10,124
Provision for doubtful accounts	2,911	1,300
Net operating loss and other carryforwards	2,369,405	2,332,894
Others	266,367	271,272
	<b>2,727,529</b>	<b>2,700,281</b>
<b>Valuation allowances</b>	<b>(2,442,105)</b>	<b>(2,385,489)</b>
<b>Net deferred tax assets</b>	<b>285,424</b>	<b>314,792</b>
<b>Net deferred tax asset</b>	<b>\$ 147,966</b>	<b>\$ 122,244</b>
<b>The net deferred tax asset is classified as follows:</b>		
Current asset (classified as other current assets)	\$ —	\$ —
Long-term asset	223,285	222,772
Long-term liability	(75,319)	(100,528)
<b>Total</b>	<b>\$ 147,966</b>	<b>\$ 122,244</b>

Utilization of the Company's deferred tax assets is limited by the future earnings of the Company in the tax jurisdictions in which such deferred assets arose. As a result, management is uncertain as to when or whether these operations will generate sufficient profit to realize any benefit from the deferred tax assets. The valuation allowance provides a reserve against deferred tax assets that are not more likely than not to be realized by the Company. However, management has determined that it is more likely than not that the Company will realize certain of these benefits and, accordingly, has recognized a deferred tax asset from

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

these benefits. The change in valuation allowance is net of certain increases and decreases to prior year losses and other carryforwards that have no current impact on the tax provision.

The Company has recorded deferred tax assets of approximately \$2.4 billion related to tax losses and other carryforwards against which the Company has recorded a valuation allowance for all but \$128.5 million of the deferred tax assets. These tax losses and other carryforwards will expire at various dates as follows:

**Expiration dates of deferred tax assets related to operating losses and other carryforwards**

	<b>(In thousands)</b>
2018 - 2023	\$ 682,705
2024 - 2029	925,092
2030 and post	378,047
Indefinite	404,763
	<u>\$ 2,390,607</u>

The amount of deferred tax assets considered realizable, however, could be reduced or increased in the near-term if facts, including the amount of taxable income or the mix of taxable income between subsidiaries, differ from management's estimates.

The Company does not provide for income taxes on approximately \$1.2 billion of undistributed earnings of its subsidiaries which are considered to be indefinitely reinvested outside of Singapore as management has plans for the use of such earnings to fund certain activities outside of Singapore. Determination of the amount of the unrecognized deferred tax liability on these undistributed earnings is not practicable. As of March 31, 2017, we have provided for applicable foreign withholding taxes on \$70.6 million of undistributed foreign earnings related to certain Chinese subsidiaries whose earnings are not intended to be permanently reinvested, and recorded an associate deferred tax liability of approximately \$7.1 million .

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	<b>Fiscal Year Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>(In thousands)</b>	
Balance, beginning of fiscal year	\$ 212,326	\$ 222,373
Additions based on tax position related to the current year	29,007	21,273
Additions for tax positions of prior years	9,728	20,453
Reductions for tax positions of prior years	(22,065)	(9,578)
Reductions related to lapse of applicable statute of limitations	(13,390)	(22,312)
Settlements	(3,684)	(12,797)
Impact from foreign exchange rates fluctuation	(8,599)	(7,086)
Balance, end of fiscal year	<u>\$ 203,323</u>	<u>\$ 212,326</u>

The Company's unrecognized tax benefits are subject to change over the next twelve months primarily as a result of the expiration of certain statutes of limitations and as audits are settled. The Company believes it is reasonably possible that the total amount of unrecognized tax benefits could decrease by an estimated range of an additional \$9 million to \$12 million within the next twelve months primarily due to potential settlements of various audits and the expiration of certain statutes of limitations.

The Company and its subsidiaries file federal, state, and local income tax returns in multiple jurisdictions around world. With few exceptions, the Company is no longer subject to income tax examinations by tax authorities for years before 2007 .

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Of the \$203.3 million of unrecognized tax benefits at March 31, 2017, \$185.4 million will affect the annual effective tax rate ("ETR") if the benefits are eventually recognized. The amount that doesn't impact the ETR relates to positions that would be settled with a tax loss carryforward previously subject to a valuation allowance.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits within the Company's tax expense. During the fiscal years ended March 31, 2017, 2016 and 2015, the Company recognized interest and penalties of approximately (\$1.6) million and (\$2.4) million and \$2.5 million, respectively. The Company had approximately \$12.9 million, \$14.6 million and \$17.0 million accrued for the payment of interest and penalties as of the fiscal years ended March 31, 2017, 2016 and 2015, respectively.

**14. RESTRUCTURING CHARGES**

During fiscal year 2017, the Company initiated a restructuring plan to accelerate its ability to support more *Sketch-to-Scale*<sup>™</sup> efforts across the Company and reposition away from historical legacy programs and structures through rationalizing its current footprint at existing sites and at corporate SG&A functions. There were no material restructuring activities during fiscal years 2016 and 2015. Restructuring charges are recorded based upon employee termination dates, site closure and consolidation plans generally in conjunction with an overall corporate initiative to drive cost reduction and realign the Company's global footprint.

During the fiscal year ended March 31, 2017, the Company recognized restructuring charges of approximately \$49.4 million primarily for employee termination costs under the above plan. Of these total charges, approximately \$38.8 million was recognized in cost of sales. Employee severance costs were associated with the terminations of 4,311 identified employees. The identified employee terminations by reportable geographic region amounted to approximately 2,229, 1,988 and 94 for Asia, the Americas and Europe, respectively. All fiscal year 2017 restructuring activities were completed as of March 31, 2017.

The components of the restructuring charges by geographic region incurred in fiscal year 2017 are as follows:

	Second Quarter	Third Quarter	Fourth Quarter	Total
(In thousands)				
<b>Americas:</b>				
Severance	\$ 10,822	\$ 6,263	\$ 7,623	\$ 24,708
Contractual obligations	—	489	3,353	3,842
Total	10,822	6,752	10,976	28,550
<b>Asia:</b>				
Severance	263	9,701	5,110	15,074
Contractual obligations	—	—	—	—
Total	263	9,701	5,110	15,074
<b>Europe:</b>				
Severance	454	968	1,049	2,471
Contractual obligations	—	—	3,300	3,300
Total	454	968	4,349	5,771
<b>Total</b>				
Severance	11,539	16,932	13,782	42,253
Contractual obligations	—	489	6,653	7,142
Total restructuring charges	\$ 11,539	\$ 17,421	\$ 20,435	\$ 49,395



**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Of the \$49.4 million total restructuring charges incurred in fiscal year 2017, \$15.2 million was associated with CEC, \$8.1 million was associated with CTG, \$5.4 million was associated with IEI, \$16.1 million was associated with HRS, and the remaining \$4.6 million was associated with general corporate activities. Restructuring charges are not included in segment income, as disclosed further in note 19.

The following table summarizes the provisions, respective payments, and remaining accrued balance as of March 31, 2017 for charges incurred in fiscal years 2017, 2016 and 2015 and prior periods:

	Severance	Other Exit Costs	Total
Balance as of March 31, 2014	\$ 36,493	\$ 5,903	\$ 42,396
Cash payments for charges incurred in fiscal year 2014 and prior	(23,130)	(4,209)	(27,339)
Balance as of March 31, 2015	13,363	1,694	15,057
Cash payments for charges incurred in fiscal year 2014 and prior	(1,458)	(359)	(1,817)
Balance as of March 31, 2016	11,905	1,335	13,240
Provision for charges incurred in fiscal year 2017	42,253	7,142	49,395
Cash payments for charges incurred in fiscal year 2017	(25,894)	—	(25,894)
Cash payments for charges incurred in fiscal year 2014 and prior	(11,905)	(1,335)	(13,240)
Balance as of March 31, 2017	16,359	7,142	23,501
Less: Current portion (classified as other current liabilities)	16,359	7,142	23,501
Accrued restructuring costs, net of current portion (classified as other liabilities)	\$ —	\$ —	\$ —

**15. OTHER CHARGES (INCOME), NET**

The fiscal year ended March 31, 2017 includes a \$7.4 million loss attributable to a non-strategic facility sold during the second quarter of fiscal year 2017. No other components of other charges and income, net incurred during fiscal year 2017 were material.

During fiscal year 2016, the Company incurred net losses of \$47.7 million primarily due to \$26.8 million loss on disposition of a non-strategic Western European manufacturing facility, which included a non-cash foreign currency translation loss of \$25.3 million, and \$21.8 million from the impairment of a non-core investment. These were offset by currency translation gains of \$4.2 million.

During fiscal year 2015, an amendment to a customer contract to reimburse a customer for certain performance provisions was executed which included the removal of a \$55.0 million contractual obligation recognized during fiscal year 2014. Accordingly, the Company reversed this charge with a corresponding credit to other charges (income), net in the consolidated statement of operations. Additionally, during fiscal year 2015, the Company recognized a loss of \$11.0 million in connection with the disposition of a manufacturing facility in Western Europe. The Company received \$11.5 million in cash for the sale of \$27.2 million in net assets of the facility. The loss also includes \$4.6 million of estimated transaction costs, partially offset by a gain of \$9.3 million for the release of cumulative foreign currency translation gains triggered by the disposition.

**16. INTEREST AND OTHER, NET**

For the fiscal years ended March 31, 2017, 2016 and 2015, the Company recognized interest income of \$12.1 million, \$12.3 million and \$18.7 million.

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For the fiscal years ended March 31, 2017, 2016 and 2015, the Company recognized interest expense of \$108.0 million, \$98.0 million and \$76.4 million, respectively, on its debt obligations outstanding during the period.

For the fiscal years ended March 31, 2017, 2016 and 2015, the Company recognized gains on foreign exchange transactions of \$16.5 million, \$24.4 million and \$19.7 million, respectively.

For the fiscal years ended March 31, 2017, 2016 and 2015, the Company recognized \$15.3 million, \$11.0 million and \$9.9 million of expense related to its ABS and AR Sales Programs.

**17. BUSINESS AND ASSET ACQUISITIONS & DIVESTITURES**

***Business Acquisitions***

The business and asset acquisitions described below were accounted for using the purchase method of accounting, and accordingly, the fair value of the net assets acquired and the results of the acquired businesses were included in the Company's consolidated financial statements from the acquisition dates forward. The Company has not finalized the allocation of the consideration for certain of its recently completed acquisitions and completes these allocations in less than one year of the respective acquisition dates.

**Fiscal year 2017 business acquisitions and divestitures**

**Acquisitions**

During the fiscal year ended March 31, 2017, the Company completed four acquisitions that were not individually, nor in the aggregate, significant to the consolidated financial position, results of operations and cash flows of the Company. Most notable is the Company's acquisition of two manufacturing and development facilities from Bose Corporation ("Bose"), a global leader in audio systems. The acquisition expanded the Company's capabilities in the audio market and is included in the CTG segment. The other acquired businesses strengthen the Company's capabilities in the communications market and energy market within the CEC and IEI segment, respectively. At the acquisition dates, the Company paid a total of \$189.1 million, net of cash acquired, of which \$161.7 million, net of \$18.0 million of cash acquired is related to the Bose acquisition which is included in cash from investing activities in the consolidated statements of cash flows. The Company acquired primarily \$73.1 million of inventory, \$60.8 million of property and equipment, and recorded goodwill of \$63.8 million and intangible assets of \$47.4 million substantially related to Bose. The intangibles will amortize over a weighted-average estimated useful life of 6.5 years. In connection with these acquisitions, the Company assumed \$63.3 million in other liabilities including additional consideration of \$28.0 million which was paid in the fourth quarter of fiscal year 2017 and included in other financing activities in the consolidated statements of cash flows. Further, the equity incentive plan of one of the acquirees was assumed as part of the acquisition.

The results of operations for each of the acquisitions completed in fiscal year 2017, including the Bose acquisition, were included in the Company's consolidated financial results beginning on the date of each acquisition, and the total amount of net income and revenue of the acquisitions, collectively, were immaterial to the Company's consolidated financial results for the fiscal year ended March 31, 2017. Pro-forma results of operations for the acquisitions completed in fiscal year 2017 have not been presented because the effects, individually and in the aggregate, were not material to the Company's consolidated financial results for all periods presented.

In April 2017, the Company completed the acquisition of AGM Automotive for approximately \$220 million, which expanded its capabilities in the automotive market, and is included within the HRS segment. The initial purchase price allocation for this acquisition is not yet complete.

**Divestitures**

During the fiscal year ended March 31, 2017, the Company disposed of two non-strategic businesses within the HRS and IEI segments. The Company received \$30.7 million of proceeds, net of an immaterial amount of cash held in one of the divested businesses. The property and equipment and various other assets sold, and liabilities transferred were not material to the Company's consolidated financial results. The loss on disposition was not material to the Company's consolidated financial results, and is included in other charges, net in the condensed consolidated statements of operations for the fiscal year.

## FLEX LTD.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Fiscal year 2016 business acquisitions

Acquisition of Mirror Controls International

In June 2015, the Company completed its acquisition of 100% of the outstanding share capital of MCi, and paid approximately \$555.2 million, net of \$27.7 million of cash acquired. This acquisition expanded the Company's capabilities in the automotive market, and was included in the HRS segment. The allocation of the purchase price to the tangible and identifiable intangible assets acquired and liabilities assumed was based on their estimated fair values as of the date of acquisition. The excess of the purchase price over the tangible and identifiable intangible assets acquired and liabilities assumed has been allocated to goodwill.

The following represents the Company's allocation of the total purchase price to the acquired assets and liabilities of MCi (in thousands):

Current assets:	
Accounts receivable	\$ 41,559
Inventories	19,897
Other current assets	2,856
Total current assets	64,312
Property and equipment, net	38,832
Other assets	2,463
Intangibles	236,800
Goodwill	323,357
Total assets	\$ 665,764
Current liabilities:	
Accounts payable	\$ 28,002
Accrued liabilities & other current liabilities	21,113
Total current liabilities	49,115
Other liabilities	61,492
Total aggregate purchase price	\$ 555,157

The intangible assets of \$236.8 million is comprised of customer relationships of \$75.5 million and licenses and other intangible assets of \$161.3 million. Customer relationships and licenses and other intangibles are each amortized over a weighted-average estimated useful life of 10 years. In addition to net working capital, the Company acquired \$38.8 million of machinery and equipment and assumed \$61.5 million of other liabilities primarily comprised of deferred tax liabilities. The Company incurred \$6.6 million in acquisition-related costs related to the acquisition of MCi during fiscal year 2016.

Acquisition of a facility from Alcatel-Lucent

In July 2015, the Company acquired an optical transport facility from Alcatel-Lucent for approximately \$67.5 million, which expanded its capabilities in the telecom market and was included in the CEC segment. The Company acquired primarily \$55.1 million of inventory, \$10.0 million of property and equipment primarily comprised of a building and land, and recorded goodwill and intangible assets for a customer relationship of \$3.6 million and \$2.1 million, respectively, and assumed \$3.3 million in other net liabilities in connection with this acquisition. The customer relationship intangible will amortize over a weighted-average estimated useful life of 5 years.

Acquisition of NextTracker

In September 2015, the Company acquired 100% of the outstanding share capital of NEXTracker, a provider of smart solar tracking solutions. The initial cash consideration was approximately \$240.8 million, net of \$13.2 million of cash acquired,

**FLEX LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

with an additional \$81.0 million of estimated potential contingent consideration, for a total purchase consideration of \$321.8 million. At the date of the acquisition, the maximum possible consideration under the agreement was \$97.2 million upon achievement of future revenue performance targets. The Company also acquired NEXTracker's equity incentive plan. The financial results of NEXTracker were included in the IEI segment. The allocation of the purchase price to the tangible and identifiable intangible assets acquired and liabilities assumed was based on their estimated fair values as of the date of acquisition. The excess of the purchase price over the tangible and identifiable intangible assets acquired and liabilities assumed has been allocated to goodwill.

The following represents the Company's preliminary allocation of the total purchase price to the acquired assets and liabilities of NEXTracker (in thousands):

Current assets:	
Accounts receivable	\$ 60,298
Inventories	3,235
Other current assets	19,272
Total current assets	82,805
Property and equipment, net	1,382
Other assets	70
Intangibles	108,700
Goodwill	255,601
Total assets	<u>\$ 448,558</u>
Current liabilities:	
Accounts payable	\$ 17,226
Other current liabilities	63,870
Total current liabilities	81,096
Other liabilities	45,712
Total aggregate purchase price	<u>\$ 321,750</u>

The intangible assets of \$108.7 million is comprised of customer-related intangibles of \$47.3 million and licenses and other intangible assets of \$61.4 million. Customer-related intangibles are amortized over a weighted-average estimated useful life of 4 years while licenses and other intangibles are amortized over a weighted-average estimated useful life of 6 years.

Other business acquisitions

Additionally, during fiscal year 2016, the Company completed eight acquisitions that were not individually, nor in the aggregate, significant to the consolidated financial position, results of operations and cash flows of the Company. Four of the acquired businesses expanded the Company's capabilities in the medical devices market, particularly precision plastics and molding within the HRS segment, two of them strengthened capabilities in the consumer electronics market within the CTG segment, one strengthened the capabilities in the communications market within the CEC segment, and the last one strengthened capabilities in the household industrial and lifestyle market within the IEI segment. The Company paid \$53.3 million, net of \$3.7 million of cash held by the targets. The Company acquired \$14.4 million of property and equipment, assumed liabilities of \$17.7 million and recorded goodwill and intangibles of \$57.4 million. These intangibles will amortize over a weighted-average estimated useful life of 4 years.

The results of operations for all of the acquisitions completed in fiscal year 2016 were included in the Company's consolidated financial results beginning on the date of each acquisition. The total amount of net income for all of the acquisitions completed in fiscal year 2016, collectively, was \$41.4 million. The total amount of revenue of these acquisitions, collectively, was not material to the Company's consolidated financial results for the fiscal year 2016.

On a pro-forma basis, and assuming the fiscal year 2016 acquisitions occurred on the first day of the prior period, or April 1, 2014, the Company's net income would have been estimated to be \$410.1 million and \$586.4 million for the fiscal years

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

2016 and 2015, respectively. The estimated pro-forma net income for both years does not include the \$43.0 million tax benefit for the release of the valuation allowance on deferred tax assets primarily relating to the NEXTracker acquisition, recognized in fiscal year 2016, to promote comparability. Pro-forma revenue for the acquisitions in fiscal years 2016 and 2015 have not been presented because the effect, collectively, was not material to the Company's consolidated revenues for fiscal years 2016 and 2015.

**Fiscal year 2015 business acquisitions**

During the fiscal year 2015, the Company completed four acquisitions that were not individually, nor in the aggregate, significant to the consolidated financial position, results of operations and cash flows of the Company. All of the acquired businesses expanded the Company's capabilities in the medical devices market, particularly precision plastics, within the HRS segment. The Company paid \$52.7 million net of \$5.9 million of cash held by the acquired businesses, and recorded an accrual of \$4.5 million for contingent consideration relating to one of the acquisitions. The Company primarily acquired \$29.4 million of current assets, \$9.0 million of property and equipment, recorded goodwill of \$35.8 million and intangibles of \$16.1 million, and assumed certain liabilities relating to payables and debt in connection with these acquisitions. The results of operations were included in the Company's consolidated financial results beginning on the date of these acquisitions. Pro-forma results of operations for these acquisitions have not been presented because the effects of the acquisitions were immaterial to the Company's consolidated financial results for all periods presented. The Company also paid \$7.5 million as a deposit to acquire a certain business that closed in fiscal year 2016 and that strengthened capabilities in the household industrial market within the IEI segment. This deposit was included in other assets during fiscal year 2015.

The Company continues to evaluate certain assets and liabilities related to business combinations completed during recent periods. Additional information, which existed as of the acquisition date, may become known to the Company during the remainder of the measurement period, a period not to exceed 12 months from the acquisition date. Changes to amounts recorded as assets or liabilities, as a result of such additional information, may result in a corresponding adjustment to goodwill.

**18. SHARE REPURCHASE PLAN**

During fiscal year 2017, the Company repurchased approximately 25.1 million shares for an aggregate purchase value of approximately \$345.8 million under two separate repurchase plans as further discussed below.

During the first and second quarters of fiscal year 2017, the Company repurchased the entire remaining amount under a share repurchase plan that was approved by the Company's Board of Directors on August 20, 2015 and the Company's shareholders at the 2015 Extraordinary General Meeting. The Company repurchased approximately 10.4 million shares for an aggregate purchase value of approximately \$131.1 million, and retired all of these shares.

Under the Company's current share repurchase program, the Board of Directors authorized repurchases of its outstanding ordinary shares for up to \$500 million in accordance with the share repurchase mandate approved by the Company's shareholders at the date of the most recent Annual General Meeting held on August 24, 2016. During fiscal year 2017, the Company repurchased approximately 14.7 million shares for an aggregate purchase value of approximately \$214.7 million under this plan, and retired all of these shares. As of March 31, 2017, shares in the aggregate amount of \$285.3 million were available to be repurchased under the current plan.

**19. SEGMENT REPORTING**

Operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the Chief Operating Decision Maker ("CODM"), or a decision making group, in deciding how to allocate resources and in assessing performance. Resource allocation decisions and the Company's performance are assessed by its Chief Executive Officer ("CEO"), with support from his direct staff who oversee certain operations of the business, collectively identified as the CODM or the decision making group.

The Company has four reportable segments: HRS, CTG, IEI, and CEC. These segments represent components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM. These segments are determined based on several factors, including the nature of products and services, the nature of production processes,

**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

customer base, delivery channels and similar economic characteristics. Refer to note 1 to the financial statements for a description of the various product categories manufactured under each of these segments.

An operating segment's performance is evaluated based on its pre-tax operating contribution, or segment income. Segment income is defined as net sales less cost of sales, and segment selling, general and administrative expenses, and does not include amortization of intangibles, stock-based compensation, restructuring charges and other, distressed customer charges, other charges (income), net and interest and other, net.

Selected financial information by segment is as follows:

	Fiscal Year Ended March 31,		
	2017	2016	2015
(In thousands)			
<b>Net sales:</b>			
Communications & Enterprise Compute	\$ 8,383,420	\$ 8,841,642	\$ 9,191,211
Consumer Technologies Group	6,362,338	6,997,526	8,940,043
Industrial & Emerging Industries	4,967,738	4,680,718	4,459,351
High Reliability Solutions	4,149,438	3,898,999	3,557,311
	<u>\$ 23,862,934</u>	<u>\$ 24,418,885</u>	<u>\$ 26,147,916</u>
<b>Segment income and reconciliation of income before tax:</b>			
Communications & Enterprise Compute	\$ 229,332	\$ 265,076	\$ 257,323
Consumer Technologies Group	179,910	163,677	218,251
Industrial & Emerging Industries	179,749	157,588	131,956
High Reliability Solutions	334,108	294,635	227,595
Corporate and Other	(107,850)	(89,219)	(83,988)
Total income	<u>815,249</u>	<u>791,757</u>	<u>751,137</u>
<b>Reconciling items:</b>			
Intangible amortization	81,396	65,965	32,035
Stock-based compensation	82,266	77,580	50,270
SunEdison bankruptcy related (Note 2)	92,915	61,006	—
Restructuring and other (1)	67,099	—	—
Other charges (income), net	21,193	47,738	(53,233)
Interest and other, net	99,532	84,793	51,410
Income before income taxes	<u>\$ 370,848</u>	<u>\$ 454,675</u>	<u>\$ 670,655</u>

Corporate and other primarily includes corporate services costs that are not included in the CODM's assessment of the performance of each of the identified reporting segments.

- (1) During the fiscal year ended March 31, 2017, the Company initiated a restructuring plan to accelerate its ability to support more *Sketch-to-Scale*<sup>™</sup> efforts across the Company and reposition away from historical legacy programs and structures through rationalizing its current footprint at existing sites and at corporate SG&A functions. This charge is primarily for employee terminations costs, as described in note 14, as well as other asset impairments, and is split between cost of sales and selling, general and administration expenses on the Company's consolidated statement of operations. This charge is excluded from the measurement of the Company's operating segment's performance.

**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Property and equipment on a segment basis is not disclosed as it is not separately identified and is not internally reported by segment to the Company's CODM. During fiscal year 2017, 2016 and 2015, depreciation expense included in the segment's measure of operating performance above is as follows:

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(In thousands)		
<b>Depreciation expense</b>			
Communications & Enterprise Compute	\$ 133,057	\$ 117,710	\$ 130,311
Consumer Technologies Group	110,379	123,139	203,808
Industrial & Emerging Industries	70,814	72,415	64,541
High Reliability Solutions	88,604	80,935	62,831
Corporate and Other	29,384	31,530	35,334
Total depreciation expense	<u>\$ 432,238</u>	<u>\$ 425,729</u>	<u>\$ 496,825</u>

Geographic information is as follows:

	Fiscal Year Ended March 31,					
	2017		2016		2015	
	(In thousands)					
Net sales:						
Asia	\$ 10,962,075	46%	\$ 11,788,992	48%	\$ 12,953,004	50%
Americas	8,582,849	36%	8,347,514	34%	8,897,868	34%
Europe	4,318,010	18%	4,282,379	18%	4,297,044	16%
	<u>\$ 23,862,934</u>		<u>\$ 24,418,885</u>		<u>\$ 26,147,916</u>	

Revenues are attributable to the country in which the product is manufactured or service is provided.

During fiscal years 2017, 2016 and 2015, net sales generated from Singapore, the principal country of domicile, were approximately \$595.3 million, \$519.1 million and \$553.4 million, respectively.

During fiscal year 2017, China, Mexico, the United States and Malaysia accounted for approximately 30%, 17%, 11% and 10% of consolidated net sales, respectively. No other country accounted for more than 10% of net sales in fiscal year 2017.

During fiscal year 2016, China, Mexico, and the United States accounted for approximately 35%, 15%, and 11% of consolidated net sales, respectively. No other country accounted for more than 10% of net sales in fiscal year 2016.

During fiscal year 2015, China, Mexico, and the United States accounted for approximately 37%, 13% and 11% of consolidated net sales, respectively. No other country accounted for more than 10% of net sales in fiscal year 2015.

	As of March 31,			
	2017		2016	
	(In thousands)			
Property and equipment, net:				
Asia	\$ 960,290	41%	\$ 1,013,317	45%
Americas	939,888	41%	886,305	39%
Europe	416,848	18%	358,011	16%
	<u>\$ 2,317,026</u>		<u>\$ 2,257,633</u>	

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As of March 31, 2017 and 2016 , property and equipment, net held in Singapore were approximately \$13.2 million and \$13.4 million , respectively.

As of March 31, 2017 , China, Mexico and the United States accounted for approximately 31% , 23% and 13% , respectively, of property and equipment, net. No other country accounted for more than 10% of property and equipment, net as of March 31, 2017 .

As of March 31, 2016 , China, Mexico and the United States accounted for approximately 35% , 19% and 15% , respectively, of property and equipment, net. No other country accounted for more than 10% of property and equipment, net as of March 31, 2016 .

**20. SUPPLEMENTAL GUARANTOR AND NON-GUARANTOR CONSOLIDATED FINANCIAL STATEMENTS**

Flex Ltd. ("Parent") has three tranches of Notes of \$500 million , \$500 million and \$600 million , respectively, each outstanding, which mature on February 15, 2020, February 15, 2023 and June 15, 2025, respectively. These notes are senior unsecured obligations, and are guaranteed, fully and unconditionally, jointly and severally, on an unsecured basis, by certain of the Company's 100% owned subsidiaries (the "guarantor subsidiaries"). These subsidiary guarantees will terminate upon 1) a sale or other disposition of the guarantor or the sale or disposition of all or substantially all the assets of the guarantor (other than to the Parent or a subsidiary); 2) such guarantor ceasing to be a guarantor or a borrower under the Company's Term Loan Agreement and the Revolving Line of Credit; 3) defeasance or discharge of the Notes, as provided in the Notes indenture; or 4) if at any time the Notes are rated investment grade, provided that each rating agency confirms that the Notes will continue to be rated investment grade after the Note Guaranties are terminated.

In lieu of providing separate financial statements for the guarantor subsidiaries, the Company has included the accompanying condensed consolidating financial statements, which are presented using the equity method of accounting. The principal elimination entries relate to investment in subsidiaries and intercompany balances and transactions, including transactions with the Company's non-guarantor subsidiaries.



**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
**Condensed Consolidating Balance Sheets as of March 31, 2017**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 561,555	\$ 169,083	\$ 1,100,037	\$ —	\$ 1,830,675
Accounts receivable	—	875,842	1,316,862	—	2,192,704
Inventories	—	1,523,578	1,872,884	—	3,396,462
Inter company receivable	10,951,993	7,527,058	14,575,412	(33,054,463)	—
Other current assets	683	181,602	785,650	—	967,935
Total current assets	11,514,231	10,277,163	19,650,845	(33,054,463)	8,387,776
Property and equipment, net	—	601,918	1,715,108	—	2,317,026
Goodwill and other intangible assets, net	1,214	119,255	1,226,579	—	1,347,048
Other assets	2,218,599	228,343	2,041,373	(3,946,802)	541,513
Investment in subsidiaries	3,071,296	3,543,990	16,029,346	(22,644,632)	—
Total assets	\$ 16,805,340	\$ 14,770,669	\$ 40,663,251	\$ (59,645,897)	\$ 12,593,363
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Current liabilities:					
Bank borrowings and current portion of long-term debt	\$ 56,177	\$ 977	\$ 4,380	\$ —	\$ 61,534
Accounts payable	—	1,758,660	2,726,248	—	4,484,908
Accrued payroll	—	101,206	243,039	—	344,245
Inter company payable	11,282,477	9,882,088	11,889,898	(33,054,463)	—
Other current liabilities	23,851	776,280	813,809	—	1,613,940
Total current liabilities	11,362,505	12,519,211	15,677,374	(33,054,463)	6,504,627
Long term liabilities	2,798,302	2,156,994	2,401,966	(3,946,802)	3,410,460
Flex Ltd. shareholders' equity	2,644,533	94,464	22,550,168	(22,644,632)	2,644,533
Noncontrolling interests	—	—	33,743	—	33,743
Total shareholders' equity	2,644,533	94,464	22,583,911	(22,644,632)	2,678,276
Total liabilities and shareholders' equity	\$ 16,805,340	\$ 14,770,669	\$ 40,663,251	\$ (59,645,897)	\$ 12,593,363

**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
**Condensed Consolidating Balance Sheets as of March 31, 2016**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 734,869	\$ 148,201	\$ 724,500	\$ —	\$ 1,607,570
Accounts receivable	—	729,331	1,315,426	—	2,044,757
Inventories	—	1,482,410	2,009,246	—	3,491,656
Inter company receivable	9,105,728	5,568,392	12,404,722	(27,078,842)	—
Other current assets	2,951	180,842	987,350	—	1,171,143
Total current assets	9,843,548	8,109,176	17,441,244	(27,078,842)	8,315,126
Property and equipment, net	—	553,072	1,704,561	—	2,257,633
Goodwill and other intangible assets, net	175	60,895	1,284,750	—	1,345,820
Other assets	2,249,145	267,034	2,004,437	(4,054,214)	466,402
Investment in subsidiaries	2,815,426	2,987,909	18,175,348	(23,978,683)	—
Total assets	\$ 14,908,294	\$ 11,978,086	\$ 40,610,340	\$ (55,111,739)	\$ 12,384,981
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Current liabilities:					
Bank borrowings and current portion of long-term debt	\$ 58,836	\$ 946	\$ 5,384	\$ —	\$ 65,166
Accounts payable	—	1,401,835	2,846,457	—	4,248,292
Accrued payroll	—	114,509	239,038	—	353,547
Inter company payable	9,562,405	7,999,335	9,517,102	(27,078,842)	—
Other current liabilities	33,008	869,470	1,002,722	—	1,905,200
Total current liabilities	9,654,249	10,386,095	13,610,703	(27,078,842)	6,572,205
Long term liabilities	2,683,173	2,063,988	2,514,299	(4,054,214)	3,207,246
Flex Ltd. shareholders' equity	2,570,872	(471,997)	24,450,680	(23,978,683)	2,570,872
Noncontrolling interests	—	—	34,658	—	34,658
Total shareholders' equity	2,570,872	(471,997)	24,485,338	(23,978,683)	2,605,530
Total liabilities and shareholders' equity	\$ 14,908,294	\$ 11,978,086	\$ 40,610,340	\$ (55,111,739)	\$ 12,384,981

**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
**Condensed Consolidating Statements of Operations for Fiscal Year Ended March 31, 2017**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
Net sales	\$ —	\$ 15,909,037	\$ 17,841,003	\$ (9,887,106)	\$ 23,862,934
Cost of sales	—	14,375,249	17,815,088	(9,887,106)	22,303,231
Restructuring charges	—	16,908	21,850	—	38,758
Gross profit	—	1,516,880	4,065	—	1,520,945
Selling, general and administrative expenses	—	282,821	654,518	—	937,339
Intangible amortization	175	5,967	75,254	—	81,396
Restructuring charges	—	8,716	1,921	—	10,637
Interest and other, net	(195,848)	1,102,341	(785,768)	—	120,725
Income before income taxes	195,673	117,035	58,140	—	370,848
Provision for income taxes	11	23,629	27,644	—	51,284
Equity in earnings in subsidiaries	123,902	(244,696)	233,325	(112,531)	—
Net income (loss)	\$ 319,564	\$ (151,290)	\$ 263,821	\$ (112,531)	\$ 319,564

**Condensed Consolidating Statements of Operations for Fiscal Year Ended March 31, 2016**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
Net sales	\$ —	\$ 16,841,405	\$ 19,286,221	\$ (11,708,741)	\$ 24,418,885
Cost of sales	—	15,278,265	19,241,300	(11,708,741)	22,810,824
Gross profit	—	1,563,140	44,921	—	1,608,061
Selling, general and administrative expenses	—	330,194	624,696	—	954,890
Intangible amortization	300	3,598	62,067	—	65,965
Interest and other, net	(191,859)	1,016,302	(691,912)	—	132,531
Income before income taxes	191,559	213,046	50,070	—	454,675
Provision for income taxes	26	(41,584)	52,152	—	10,594
Equity in earnings in subsidiaries	252,548	(173,846)	397,831	(476,533)	—
Net income	\$ 444,081	\$ 80,784	\$ 395,749	\$ (476,533)	\$ 444,081

FLEX LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Condensed Consolidating Statements of Operations for Fiscal Year Ended March 31, 2015

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
Net sales	\$ —	\$ 19,016,750	\$ 19,543,163	\$ (12,411,997)	\$ 26,147,916
Cost of sales	—	17,502,863	19,511,710	(12,411,997)	24,602,576
Gross profit	—	1,513,887	31,453	—	1,545,340
Selling, general and administrative expenses	—	258,212	586,261	—	844,473
Intangible amortization	300	3,808	27,927	—	32,035
Interest and other, net	10,086	901,059	(912,968)	—	(1,823)
Income (loss) before income taxes	(10,386)	350,808	330,233	—	670,655
Provision for income taxes	—	14,143	55,711	—	69,854
Equity in earnings in subsidiaries	611,187	564,105	471,575	(1,646,867)	—
Net income	\$ 600,801	\$ 900,770	\$ 746,097	\$ (1,646,867)	\$ 600,801

Condensed Consolidating Statements of Comprehensive Income for Fiscal Year Ended March 31, 2017

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
Net income (loss)	\$ 319,564	\$ (151,290)	\$ 263,821	\$ (112,531)	\$ 319,564
Other comprehensive income (loss):					
Foreign currency translation adjustments, net of zero tax	(1,324)	103,335	44,421	(147,756)	(1,324)
Unrealized loss on derivative instruments and other, net of zero tax	9,096	4,819	9,096	(13,915)	9,096
Comprehensive income (loss)	\$ 327,336	\$ (43,136)	\$ 317,338	\$ (274,202)	\$ 327,336

Condensed Consolidating Statements of Comprehensive Income for Fiscal Year Ended March 31, 2016

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
Net income	\$ 444,081	\$ 80,784	\$ 395,749	\$ (476,533)	\$ 444,081
Other comprehensive income (loss):					
Foreign currency translation adjustments, net of zero tax	17,846	(21,972)	(15,735)	37,707	17,846
Unrealized gain on derivative instruments and other, net of zero tax	26,744	15,188	26,744	(41,932)	26,744
Comprehensive income	\$ 488,671	\$ 74,000	\$ 406,758	\$ (480,758)	\$ 488,671

**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
**Condensed Consolidating Statements of Comprehensive Income for Fiscal Year Ended March 31, 2015**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
Net income	\$ 600,801	\$ 900,770	\$ 746,097	\$ (1,646,867)	\$ 600,801
Other comprehensive loss:					
Foreign currency translation adjustments, net of zero tax	(18,932)	177,046	221,418	(398,464)	(18,932)
Unrealized loss on derivative instruments and other, net of zero tax	(35,417)	(33,769)	(35,417)	69,186	(35,417)
Comprehensive income	<u>\$ 546,452</u>	<u>\$ 1,044,047</u>	<u>\$ 932,098</u>	<u>\$ (1,976,145)</u>	<u>\$ 546,452</u>

**Condensed Consolidating Statements of Cash Flows for Fiscal Year Ended March 31, 2017**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(In thousands)				
Net cash provided by operating activities	\$ 144,580	\$ 47,905	\$ 957,424	\$ —	\$ 1,149,909
Cash flows from investing activities:					
Purchases of property and equipment, net of proceeds from disposal	—	(182,132)	(307,388)	15	(489,505)
Acquisition of businesses, net of cash acquired	—	(69,998)	(119,086)	—	(189,084)
Proceeds from divestitures of business, net of cash held in divested business	—	30,655	6,076	—	36,731
Investing cash flows from (to) affiliates	(1,142,988)	(3,440,099)	159,426	4,423,661	—
Other investing activities, net	(61,212)	(12,429)	13,312	—	(60,329)
Net cash used in investing activities	<u>(1,204,200)</u>	<u>(3,674,003)</u>	<u>(247,660)</u>	<u>4,423,676</u>	<u>(702,187)</u>
Cash flows from financing activities:					
Proceeds from bank borrowings and long-term debt	204,879	107,502	360	—	312,741
Repayments of bank borrowings and long-term debt and capital lease obligations	(128,967)	(6,695)	(6,068)	—	(141,730)
Payments for repurchases of ordinary shares	(349,532)	—	—	—	(349,532)
Proceeds from exercise of stock options	12,438	—	—	—	12,438
Financing cash flows from (to) affiliates	1,164,543	3,606,993	(347,860)	(4,423,676)	—
Other financing activities, net	30,000	(51,902)	(54,122)	—	(76,024)
Net cash provided by financing activities	<u>933,361</u>	<u>3,655,898</u>	<u>(407,690)</u>	<u>(4,423,676)</u>	<u>(242,107)</u>
Effect of exchange rates on cash and cash equivalents	(47,055)	(8,918)	73,463	—	17,490
Net increase (decrease) in cash and cash equivalents	<u>(173,314)</u>	<u>20,882</u>	<u>375,537</u>	<u>—</u>	<u>223,105</u>
Cash and cash equivalents, beginning of period	734,869	148,201	724,500	—	1,607,570
Cash and cash equivalents, end of period	<u>\$ 561,555</u>	<u>\$ 169,083</u>	<u>\$ 1,100,037</u>	<u>\$ —</u>	<u>\$ 1,830,675</u>

**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
**Condensed Consolidating Statements of Cash Flows for Fiscal Year Ended March 31, 2016**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(In thousands)				
Net cash provided by operating activities	\$ 162,275	\$ 426,639	\$ 547,531	\$ —	\$ 1,136,445
Cash flows from investing activities:					
Purchases of property and equipment, net of proceeds from disposal	—	(151,383)	(345,584)	9	(496,958)
Acquisition of businesses, net of cash acquired	—	(809,272)	(107,255)	—	(916,527)
Proceeds from divestitures of business, net of cash held in divested business	—	—	5,740	—	5,740
Investing cash flows to affiliates	(1,596,210)	(1,587,365)	(1,509,352)	4,692,927	—
Other investing activities, net	(500)	(31,011)	42,880	—	11,369
Net cash used in investing activities	(1,596,710)	(2,579,031)	(1,913,571)	4,692,936	(1,396,376)
Cash flows from financing activities:					
Proceeds from bank borrowings and long-term debt	824,618	—	60,084	—	884,702
Repayments of bank borrowings and long-term debt and capital lease obligations	(179,920)	(3,059)	(7,242)	—	(190,221)
Payments for repurchases of ordinary shares	(420,317)	—	—	—	(420,317)
Proceeds from exercise of stock options	61,278	—	—	—	61,278
Financing cash flows from affiliates	1,240,145	2,143,568	1,309,223	(4,692,936)	—
Other financing activities, net	—	(8,800)	(77,000)	—	(85,800)
Net cash provided by financing activities	1,525,804	2,131,709	1,285,065	(4,692,936)	249,642
Effect of exchange rates on cash and cash equivalents	34,529	612	(45,690)	—	(10,549)
Net increase (decrease) in cash and cash equivalents	125,898	(20,071)	(126,665)	—	(20,838)
Cash and cash equivalents, beginning of period	608,971	168,272	851,165	—	1,628,408
Cash and cash equivalents, end of period	\$ 734,869	\$ 148,201	\$ 724,500	\$ —	\$ 1,607,570

**FLEX LTD.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**
**Condensed Consolidating Statements of Cash Flows for Fiscal Year Ended March 31, 2015**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(In thousands)				
Net cash provided by (used in) operating activities	\$ (73,356)	\$ 75,775	\$ 791,615	\$ —	\$ 794,034
Cash flows from investing activities:					
Purchases of property and equipment, net of proceeds from disposal	—	(85,876)	(153,833)	(15)	(239,724)
Acquisition and divestiture of businesses, net of cash acquired and cash held in divested business	—	(20,589)	(46,265)	—	(66,854)
Investing cash flows from (to) affiliates	(1,703,983)	(1,900,810)	796,493	2,808,300	—
Other investing activities, net	(1,500)	(13,821)	79,683	—	64,362
Net cash provided by (used in) investing activities	(1,705,483)	(2,021,096)	676,078	2,808,285	(242,216)
Cash flows from financing activities:					
Proceeds from bank borrowings and long-term debt	303,000	4,737	11,805	—	319,542
Repayments of bank borrowings and long-term debt and capital lease obligations	(335,500)	(3,127)	(5,529)	—	(344,156)
Payments for early repurchase of long-term debt	—	—	—	—	—
Payments for repurchases of ordinary shares	(415,945)	—	—	—	(415,945)
Proceeds from exercise of stock options	23,497	—	11	—	23,508
Financing cash flows from (to) affiliates	2,420,952	1,904,164	(1,516,831)	(2,808,285)	—
Other financing activities, net	—	—	(98,966)	—	(98,966)
Net cash provided by (used in) financing activities	1,996,004	1,905,774	(1,609,510)	(2,808,285)	(516,017)
Effect of exchange rates on cash and cash equivalents	(246,908)	(2,643)	248,430	—	(1,121)
Net increase (decrease) in cash and cash equivalents	(29,743)	(42,190)	106,613	—	34,680
Cash and cash equivalents, beginning of period	638,714	210,462	744,552	—	1,593,728
Cash and cash equivalents, end of period	\$ 608,971	\$ 168,272	\$ 851,165	\$ —	\$ 1,628,408

**FLEX LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**21. QUARTERLY FINANCIAL DATA (UNAUDITED)**

The Company's third fiscal quarter ends on December 31, which are comprised of 92 days and 97 days for fiscal years 2017 and 2016, respectively. The fourth fiscal quarter and year ends on March 31 of each year, which is comprised of 90 days and 91 days for fiscal years 2017 and 2016, respectively. The first fiscal quarter ended on July 1, 2016, which is comprised of 92 days in the period, and June 26, 2015, which is comprised of 87 days in the period, respectively. The second fiscal quarter ended on September 30, 2016 and September 25, 2015, which are comprised of 91 days in both periods, respectively.

The following table contains unaudited quarterly financial data for fiscal years 2017 and 2016 .

	Fiscal Year Ended March 31, 2017				Fiscal Year Ended March 31, 2016			
	First	Second	Third	Fourth	First	Second	Third	Fourth
Net sales	\$ 5,876,813	\$ 6,008,525	\$ 6,114,999	\$ 5,862,597	\$ 5,566,248	\$ 6,316,762	\$ 6,763,177	\$ 5,772,698
Gross profit (1)	405,995	313,691	416,455	384,804	352,341	396,916	452,467	406,337
Net income (loss) (2)	105,729	(2,508)	129,469	86,874	110,850	122,977	148,910	61,344
Earnings per share (3):								
Net income:								
Basic	\$ 0.19	\$ 0.00	\$ 0.24	\$ 0.16	\$ 0.20	\$ 0.22	\$ 0.27	\$ 0.11
Diluted	\$ 0.19	\$ 0.00	\$ 0.24	\$ 0.16	\$ 0.19	\$ 0.22	\$ 0.27	\$ 0.11

- (1) Gross profit for the second quarter of fiscal year 2017 was affected by \$92.9 million of SunEdison bankruptcy related charges, as further described in Note 2.
- (2) Net income for the second quarter of fiscal year 2017 was affected by \$92.9 million of SunEdison bankruptcy related charges, as further described in Note 2. Net income for the fourth quarter of fiscal year 2016 was affected by \$61.0 million of bad debt reserve charges, also related to the SunEdison bankruptcy.
- (3) Earnings per share are computed independently for each quarter presented; therefore, the sum of the quarterly earnings per share may not equal the total earnings per share amounts for the fiscal year.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

**ITEM 9A. CONTROLS AND PROCEDURES**

**(a) Evaluation of Disclosure Controls and Procedures**

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of March 31, 2017 . Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2017 , the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934, as amended, is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

**(b) Management's Annual Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a- 15(f) under the Securities Exchange Act of 1934, as amended. As of March 31, 2017 , under the supervision and with the participation of management, including the Company's Chief Executive Officer and Chief Financial



Officer, an evaluation was conducted of the effectiveness of the Company's internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that evaluation, management concluded that the Company's internal control over financial reporting was effective as of March 31, 2017 .

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements or prevent or detect instances of fraud. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls may be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's annual assessment of the effectiveness of our internal control over financial reporting as of March 31, 2017 excluded the internal control over financial reporting of three of our acquisitions that were completed during the year ended March 31, 2017 , which constitute, in the aggregate, 1% of total assets and 2% of net sales of the consolidated financial statements amount as of, and for the fiscal year ended March 31, 2017 .

**(c) *Attestation Report of the Registered Public Accounting Firm***

The effectiveness of the Company's internal control over financial reporting as of March 31, 2017 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which appears in this Item under the heading "Report of Independent Registered Public Accounting Firm."

**(d) *Changes in Internal Control Over Financial Reporting***

There were no changes in the Company's internal controls over financial reporting that occurred during the fourth quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Flex Ltd.  
Singapore

We have audited the internal control over financial reporting of Flex Ltd. and subsidiaries (the "Company") as of March 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in Management's Annual Report on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting of four acquisitions that were completed during the year ended March 31, 2017, which constitute, in aggregate, 1% of total assets and 2% of net sales of the consolidated financial statement amounts as of and for the fiscal year ended March 31, 2017. Accordingly, our audit did not include the internal control over financial reporting of four acquisitions. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2017, based on the criteria established in *Internal Control - Integrated Framework(2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended March 31, 2017 of the Company and our report dated May 16, 2017 expressed an unqualified opinion on those financial statements.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

May 16, 2017

**ITEM 9B. OTHER INFORMATION**

Not applicable.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information with respect to this item may be found in our definitive proxy statement to be delivered to shareholders in connection with our 2017 Annual General Meeting of Shareholders. Such information is incorporated by reference.

**ITEM 11. EXECUTIVE COMPENSATION**

Information with respect to this item may be found in our definitive proxy statement to be delivered to shareholders in connection with our 2017 Annual General Meeting of Shareholders. Such information is incorporated by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

Information with respect to this item may be found in our definitive proxy statement to be delivered to shareholders in connection with our 2017 Annual General Meeting of Shareholders. Such information is incorporated by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information with respect to this item may be found in our definitive proxy statement to be delivered to shareholders in connection with our 2017 Annual General Meeting of Shareholders. Such information is incorporated by reference.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information with respect to this item may be found in our definitive proxy statement to be delivered to shareholders in connection with our 2017 Annual General Meeting of Shareholders. Such information is incorporated by reference.

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) Documents filed as part of this annual report on Form 10-K:

1. *Financial Statements.* See Item 8, "Financial Statements and Supplementary Data."
2. *Financial Statement Schedules.* "Schedule II—Valuation and Qualifying Accounts" is included in the financial statements, see Concentration of Credit Risk in Note 2, "Summary of Accounting Policies" of the Notes to Consolidated Financial Statements in Item 8, "Financial Statements and Supplementary Data."
3. *Exhibits.* The following exhibits are filed with this annual report on Form 10-K:

Exhibit No.	Exhibit	Form	Incorporated by Reference		Exhibit No.	Filed Herewith
			File No.	Filing Date		
3.01	Constitution of the Registrant	10-Q	000-23354	10/31/2016	3.01	
4.01	Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023	8-K	000-23354	2/22/2013	4.01	
4.02	Form of 4.625% Note due 2020	8-K	000-23354	2/22/2013	4.02	
4.03	Form of 5.000% Note due 2023	8-K	000-23354	2/22/2013	4.03	
4.04	First Supplemental Indenture, dated as of March 28, 2013, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, to the Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023	10-K	000-23354	5/28/2013	4.11	
4.05	Second Supplemental Indenture, dated as of August 25, 2014, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, to the Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023	10-Q	000-23354	10/30/2014	4.01	
4.06	Third Supplemental Indenture, dated as of September 11, 2015, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023	S-4	333-207067	9/22/2015	4.11	
4.07	Indenture, dated as of June 8, 2015, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee	8-K	000-23354	6/8/2015	4.1	
4.08	Form of 4.750% Note due 2025	8-K	000-23354	6/8/2015	4.2	

[Table of Contents](#)

Exhibit No.	Exhibit	Form	Incorporated by Reference		Filed Herewith
			File No.	Filing Date	
4.09	First Supplemental Indenture, dated as of September 11, 2015, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.750% Notes due 2025	S-4	333-207067	9/22/2015	4.04
4.10	Credit Agreement, dated as of March 31, 2014, among Flex Ltd. and certain of its subsidiaries, as borrowers, Bank of America, N.A., as Administrative Agent and Swing Line Lender, and the other Lenders party thereto	8-K	000-23354	4/1/2014	10.01
4.11	Amendment No. 1, dated as of September 30, 2015, to Credit Agreement, dated as of March 31, 2014, among Flex Ltd. and certain of its subsidiaries, as borrowers, Bank of America, N.A., as Administrative Agent and Swing Line Lender, and the other Lenders party thereto	10-Q	000-23354	2/1/2016	4.01
4.12	Term Loan Agreement, dated as of November 30, 2016, among Flex Ltd., as borrower, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Administrative Agent, and the other Lenders party thereto	8-K	000-23354	12/1/2016	10.01
10.01	Form of Indemnification Agreement between the Registrant and its Directors and certain officers.†	10-K	000-23354	5/20/2009	10.10
10.02	Form of Indemnification Agreement between Flextronics Corporation and Directors and certain officers of the Registrant.†	10-K	000-23354	5/20/2009	10.20
10.03	Flex Ltd. 2001 Equity Incentive Plan, as amended.†	10-Q	000-23354	11/3/2009	10.01
10.04	Registrant's 2002 Interim Incentive Plan, as amended.†	8-K	000-23354	7/14/2009	10.02
10.05	Registrant's 2004 Award Plan for New Employees, as amended.†	8-K	000-23354	7/14/2009	10.09
10.06	Flex Ltd. 2010 Equity Incentive Plan.†	8-K	000-23354	7/28/2010	10.01
10.07	Form of Share Option Award Agreement under 2010 Equity Incentive Plan†	10-Q	000-23354	8/5/2010	10.02
10.08	Form of Restricted Share Unit Award Agreement under 2010 Equity Incentive Plan†	10-Q	000-23354	8/5/2010	10.03
10.09	Flextronics International USA, Inc. Third Amended and Restated 2005 Senior Management Deferred Compensation Plan†	10-Q	000-23354	2/5/2009	10.02
10.10	Flextronics International USA, Inc. Third Amended and Restated Senior Executive Deferred Compensation Plan†	10-Q	000-23354	2/5/2009	10.01
10.11	Summary of Directors' Compensation†	10-K	000.23354	5/21/2015	10.16
10.12	Solectron Corporation 2002 Stock Plan, as amended.†	10-Q	000-23354	11/3/2009	10.02
10.13	Executive Incentive Compensation Recoupment Policy†	10-Q	000-23354	8/5/2010	10.06
10.14	Francois Barbier Offer Letter, dated as of July 1, 2010†	8-K	000-23354	9/3/2010	10.01

Exhibit No.	Exhibit	Form	Incorporated by Reference		Exhibit No.	Filed Herewith
			File No.	Filing Date		
10.15	Francois Barbier Relocation Expenses Addendum, dated as of March 5, 2013†	10-K	000-23354	5/28/2013	10.27	
10.16	Francois Barbier Confirmation Date Letter, dated as of August 30, 2010†	8-K	000-23354	9/3/2010	10.03	
10.17	2010 Flextronics International USA, Inc. Deferred Compensation Plan†	10-Q	000-23354	11/3/2010	10.04	
10.18	Form of Restricted Stock Unit Award Under 2010 Equity Incentive Plan†	10-Q	000-23354	8/9/2011	10.01	
10.19	Form of Amendment to certain senior executive Restricted Share Unit Agreements under the 2010 Equity Incentive Plan†	10-Q	000-23354	2/4/2013	10.02	
10.20	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for certain performance based awards†	10-Q	000-23354	2/4/2013	10.03	
10.21	Form of Award Agreement under 2010 Deferred Compensation Plan†	10-Q	000-23354	7/30/2012	10.01	
10.22	Summary of Compensation Arrangements of Certain Executive Officers of Flex Ltd.†					X
10.23	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for time-based vesting awards†	10-Q	000-23354	11/1/2013	10.02	
10.24	Form of Performance-Based Restricted Stock Unit Award (S&P500/Extended EMS Group)†	10-Q	000-23354	8/2/2013	10.01	
10.25	Form of 2010 Deferred Compensation Plan Award Agreement (performance targets, cliff vesting)†	10-Q	000-23354	8/2/2013	10.02	
10.26	Form of 2010 Deferred Compensation Plan Award Agreement (non-performance, periodic vesting, continuing Participant)†	10-Q	000-23354	8/2/2013	10.03	
10.27	Award Agreement under the 2010 Deferred Compensation Plan†	10-Q	000-23354	7/28/2014	10.01	
10.28	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for certain executive fiscal year 2015 performance-based awards†	10-Q	000-23354	10/30/2014	10.01	
10.29	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for CEO FY15 performance-based award†	10-Q	000-23354	10/30/2014	10.01	
10.30	Description of Annual Incentive Bonus Plan for Fiscal 2017†	10-Q	000-23354	7/27/2016	10.02	
10.31	Description of Performance Long Term Incentive Plan for Fiscal 2017†	10-Q	000-23354	7/27/2016	10.03	
10.32	NEXTracker Inc. 2014 Equity Incentive Plan†	S-8	333-207325	10/7/2015	99.01	
10.33	Form of Elementum Holding Ltd. Restricted Share Purchase Agreement†	10-Q	000-23354	10/26/2015	10.02	
10.34	BrightBox Technologies, Inc. 2013 Stock Incentive Plan†	S-8	333-212267	6/27/2016	99.01	
10.35	Mutual Separation Agreement and Release of Claims dated June 20, 2016, by and between Flextronics International USA, Inc. and Jon Hoak†	10-Q	000-23354	7/27/2016	10.04	
21.01	Subsidiaries of Registrant.					X

[Table of Contents](#)

Exhibit No.	Exhibit	Form	Incorporated by Reference			Filed Herewith
			File No.	Filing Date	Exhibit No.	
23.01	Consent of Deloitte & Touche LLP.					X
24.01	Power of Attorney (included on the signature page to this Form 10-K)					X
31.01	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
31.02	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
32.01	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350*					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Scheme Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

---

\* This exhibit is furnished with this Annual Report on Form 10-K, is not deemed filed with the Securities and Exchange Commission, and is not incorporated by reference into any filing of Flex Ltd. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language contained in such filing.

† Management contract, compensatory plan or arrangement.

**ITEM 16. FORM 10-K SUMMARY**

None



**SIGNATURES**

Pursuant to the requirement of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Flex Ltd.

By: \_\_\_\_\_ /s/ MICHAEL M. MCNAMARA

Michael M. McNamara  
*Chief Executive Officer*

Date: May 16, 2017

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Michael M. McNamara and Christopher Collier and each one of them, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any and all amendments to this Report, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

[Table of Contents](#)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MICHAEL M. MCNAMARA</u> Michael M. McNamara	Chief Executive Officer and Director (Principal Executive Officer)	May 16, 2017
<u>/s/ CHRISTOPHER COLLIER</u> Christopher Collier	Chief Financial Officer (Principal Financial Officer)	May 16, 2017
<u>/s/ DAVID BENNETT</u> David Bennett	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 16, 2017
<u>/s/ H. RAYMOND BINGHAM</u> H. Raymond Bingham	Chairman of the Board	May 16, 2017
<u>/s/ MICHAEL D. CAPELLAS</u> Michael D. Capellas	Director	May 16, 2017
<u>/s/ MARC A. ONETTO</u> Marc A. Onetto	Director	May 16, 2017
<u>/s/ DANIEL H. SCHULMAN</u> Daniel H. Schulman	Director	May 16, 2017
<u>/s/ WILLY SHIH, PH.D.</u> Willy Shih, Ph.D.	Director	May 16, 2017
<u>/s/ LAY KOON TAN</u> Lay Koon Tan	Director	May 16, 2017
<u>/s/ WILLIAM D. WATKINS</u> William D. Watkins	Director	May 16, 2017
<u>/s/ LAWRENCE A. ZIMMERMAN</u> Lawrence A. Zimmerman	Director	May 16, 2017

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>	<b>Form</b>	<b>Incorporated by Reference</b>		<b>Exhibit No.</b>	<b>Filed Herewith</b>
			<b>File No.</b>	<b>Filing Date</b>		
3.01	Constitution of the Registrant	10-Q	000-23354	10/31/2016	3.01	
4.01	Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023	8-K	000-23354	2/22/2013	4.01	
4.02	Form of 4.625% Note due 2020	8-K	000-23354	2/22/2013	4.02	
4.03	Form of 5.000% Note due 2023	8-K	000-23354	2/22/2013	4.03	
4.04	First Supplemental Indenture, dated as of March 28, 2013, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, to the Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023	10-K	000-23354	5/28/2013	4.11	
4.05	Second Supplemental Indenture, dated as of August 25, 2014, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, to the Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023	10-Q	000-23354	10/30/2014	4.01	
4.06	Third Supplemental Indenture, dated as of September 11, 2015, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023	S-4	333-207067	9/22/2015	4.11	
4.07	Indenture, dated as of June 8, 2015, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee	8-K	000-23354	6/8/2015	4.1	
4.08	Form of 4.750% Note due 2025	8-K	000-23354	6/8/2015	4.2	
4.09	First Supplemental Indenture, dated as of September 11, 2015, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.750% Notes due 2025	S-4	333-207067	9/22/2015	4.04	
4.10	Credit Agreement, dated as of March 31, 2014, among Flex Ltd. and certain of its subsidiaries, as borrowers, Bank of America, N.A., as Administrative Agent and Swing Line Lender, and the other Lenders party thereto	8-K	000-23354	4/1/2014	10.01	

Exhibit No.	Exhibit	Form	Incorporated by Reference		Exhibit No.	Filed Herewith
			File No.	Filing Date		
4.11	Amendment No. 1, dated as of September 30, 2015, to Credit Agreement, dated as of March 31, 2014, among Flex Ltd. and certain of its subsidiaries, as borrowers, Bank of America, N.A., as Administrative Agent and Swing Line Lender, and the other Lenders party thereto	10-Q	000-23354	2/1/2016	4.01	
4.12	Term Loan Agreement, dated as of November 30, 2016, among Flex Ltd., as borrower, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Administrative Agent, and the other Lenders party thereto	8-K	000-23354	12/1/2016	10.01	
10.01	Form of Indemnification Agreement between the Registrant and its Directors and certain officers.†	10-K	000-23354	5/20/2009	10.10	
10.02	Form of Indemnification Agreement between Flextronics Corporation and Directors and certain officers of the Registrant.†	10-K	000-23354	5/20/2009	10.20	
10.03	Flex Ltd. 2001 Equity Incentive Plan, as amended.†	10-Q	000-23354	11/3/2009	10.01	
10.04	Registrant's 2002 Interim Incentive Plan, as amended.†	8-K	000-23354	7/14/2009	10.02	
10.05	Registrant's 2004 Award Plan for New Employees, as amended.†	8-K	000-23354	7/14/2009	10.09	
10.06	Flex Ltd. 2010 Equity Incentive Plan.†	8-K	000-23354	7/28/2010	10.01	
10.07	Form of Share Option Award Agreement under 2010 Equity Incentive Plan†	10-Q	000-23354	8/5/2010	10.02	
10.08	Form of Restricted Share Unit Award Agreement under 2010 Equity Incentive Plan†	10-Q	000-23354	8/5/2010	10.03	
10.09	Flextronics International USA, Inc. Third Amended and Restated 2005 Senior Management Deferred Compensation Plan†	10-Q	000-23354	2/5/2009	10.02	
10.10	Flextronics International USA, Inc. Third Amended and Restated Senior Executive Deferred Compensation Plan†	10-Q	000-23354	2/5/2009	10.01	
10.11	Summary of Directors' Compensation†	10-K	000.23354	5/21/2015	10.16	
10.12	Solectron Corporation 2002 Stock Plan, as amended.†	10-Q	000-23354	11/3/2009	10.02	
10.13	Executive Incentive Compensation Recoupment Policy†	10-Q	000-23354	8/5/2010	10.06	
10.14	Francois Barbier Offer Letter, dated as of July 1, 2010†	8-K	000-23354	9/3/2010	10.01	
10.15	Francois Barbier Relocation Expenses Addendum, dated as of March 5, 2013†	10-K	000-23354	5/28/2013	10.27	
10.16	Francois Barbier Confirmation Date Letter, dated as of August 30, 2010†	8-K	000-23354	9/3/2010	10.03	
10.17	2010 Flextronics International USA, Inc. Deferred Compensation Plan†	10-Q	000-23354	11/3/2010	10.04	
10.18	Form of Restricted Stock Unit Award Under 2010 Equity Incentive Plan†	10-Q	000-23354	8/9/2011	10.01	
10.19	Form of Amendment to certain senior executive Restricted Share Unit Agreements under the 2010 Equity Incentive Plan†	10-Q	000-23354	2/4/2013	10.02	
10.20	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for certain performance based awards†	10-Q	000-23354	2/4/2013	10.03	

Exhibit No.	Exhibit	Form	Incorporated by Reference		Exhibit No.	Filed Herewith
			File No.	Filing Date		
10.21	Form of Award Agreement under 2010 Deferred Compensation Plan†	10-Q	000-23354	7/30/2012	10.01	
10.22	Summary of Compensation Arrangements of Certain Executive Officers of Flex Ltd.†					X
10.23	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for time-based vesting awards†	10-Q	000-23354	11/1/2013	10.02	
10.24	Form of Performance-Based Restricted Stock Unit Award (S&P500/Extended EMS Group)†	10-Q	000-23354	8/2/2013	10.01	
10.25	Form of 2010 Deferred Compensation Plan Award Agreement (performance targets, cliff vesting)†	10-Q	000-23354	8/2/2013	10.02	
10.26	Form of 2010 Deferred Compensation Plan Award Agreement (non-performance, periodic vesting, continuing Participant)†	10-Q	000-23354	8/2/2013	10.03	
10.27	Award Agreement under the 2010 Deferred Compensation Plan†	10-Q	000-23354	7/28/2014	10.01	
10.28	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for certain executive fiscal year 2015 performance-based awards†	10-Q	000-23354	10/30/2014	10.01	
10.29	Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for CEO FY15 performance-based award†	10-Q	000-23354	10/30/2014	10.01	
10.30	Description of Annual Incentive Bonus Plan for Fiscal 2017†	10-Q	000-23354	7/27/2016	10.02	
10.31	Description of Performance Long Term Incentive Plan for Fiscal 2017†	10-Q	000-23354	7/27/2016	10.03	
10.32	NEXTracker Inc. 2014 Equity Incentive Plan†	S-8	333-207325	10/7/2015	99.01	
10.33	Form of Elementum Holding Ltd. Restricted Share Purchase Agreement†	10-Q	000-23354	10/26/2015	10.02	
10.34	BrightBox Technologies, Inc. 2013 Stock Incentive Plan†	S-8	333-212267	6/27/2016	99.01	
10.35	Mutual Separation Agreement and Release of Claims dated June 20, 2016, by and between Flextronics International USA, Inc. and Jon Hoak†	10-Q	000-23354	7/27/2016	10.04	
21.01	Subsidiaries of Registrant.					X
23.01	Consent of Deloitte & Touche LLP.					X
24.01	Power of Attorney (included on the signature page to this Form 10-K)					X
31.01	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
31.02	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act					X
32.01	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350*					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Scheme Document					X

[Table of Contents](#)

<u>Exhibit No.</u>	<u>Exhibit</u>	<u>Form</u>	<u>Incorporated by Reference</u>		<u>Exhibit No.</u>	<u>Filed Herewith</u>
			<u>File No.</u>	<u>Filing Date</u>		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

\* This exhibit is furnished with this Annual Report on Form 10-K, is not deemed filed with the Securities and Exchange Commission, and is not incorporated by reference into any filing of Flex Ltd. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language contained in such filing.

† Management contract, compensatory plan or arrangement.

**Summary of Compensation Arrangements of Certain Executive Officers of Flex Ltd.****(as of May 16, 2017 )**

Note: The following summary of compensation arrangements does not include all previously-reported compensation arrangements or awards granted under previously-disclosed incentive plans. Disclosures with respect to compensation for Named Executive Officers for the 2017 fiscal year will be included in the Company's definitive proxy statement for the Company's 2017 Annual General Meeting of Shareholders, and disclosures with respect to compensation for Named Executive Officers for the 2018 fiscal year will be included in the Company's definitive proxy statement for the Company's 2018 Annual General Meeting of Shareholders.

Compensation for Michael M. McNamara ( *Chief Executive Officer* )

Mr. McNamara's current annual base salary is \$1,250,000. In addition, Mr. McNamara will be eligible to participate in the Company's annual incentive bonus plan and long-term cash incentive deferred compensation plan. Mr. McNamara will be eligible to receive awards of performance-based restricted share unit awards and service-based restricted share unit awards under the Company's equity incentive plan as part of his fiscal year 2018 compensation.

Compensation for Christopher Collier ( *Chief Financial Officer* )

Mr. Collier's current annual base salary is \$700,000. In addition, Mr. Collier will be eligible to participate in the Company's annual incentive bonus plan and the long-term cash incentive deferred compensation program. Mr. Collier also will be eligible to receive awards of performance-based restricted share unit awards and service-based restricted share unit awards under the Company's equity incentive plan and a long-term cash performance bonus as part of his fiscal year 2018 compensation.

## Compensation for Francois P. Barbier

Mr. Barbier's current annual base salary is \$710,000. In addition, Mr. Barbier will be eligible to participate in the Company's annual incentive bonus plan and long-term cash incentive deferred compensation plan. Mr. Barbier also will be eligible to receive awards of performance-based restricted share unit awards and service-based restricted share unit awards under the Company's equity incentive plan and a long-term cash performance bonus as part of his fiscal year 2018 compensation.

## Compensation for Paul Humphries

Mr. Humphries's current annual base salary is \$710,000. In addition, Mr. Humphries will be eligible to participate in the Company's annual incentive bonus plan and long-term cash incentive deferred compensation plan. Mr. Humphries also will be eligible to receive awards of performance-based restricted share unit awards and service-based restricted share unit awards under the Company's equity incentive plan and a long-term cash performance bonus as part of his fiscal year 2018 compensation.

SUBSIDIARIES OF REGISTRANT

<u>Name of Subsidiary</u>	<u>Country/State of Incorporation/Organization</u>
Advance Mold & Manufacturing, Inc.	United States – Connecticut
Astron Group Limited	Hong Kong
Avail Medical Products, Inc.	United States – Delaware
Availmed, S.A. de C.V.	Mexico
BISSELL Asia Development Center (Shenzhen) Limited	China
Chatham International Holdings B.V.	Netherlands
Chengdu Flextronics Mechanical Manufacturing Co., Ltd.	China
Ciii Ltd.	Federal Territory of Labuan
Ciii USA, Inc.	United States – Delaware
Commercial Company in the form of a limited liability company factory “Flextronics LLC”	Ukraine
Dii International Holdings C.V.	Netherlands
Dongguan Flextronics Precision Metal Co., Ltd.	China
Elementum Holding Ltd	Cayman Islands
Elementum SCM (Cayman) Ltd	Cayman Islands
Elementum SCM, Inc.	United States – California
Express Cargo Forwarding Limited	United Kingdom
Farm Design, Inc.	United States – New Hampshire
Finchley Trading Limited	Hong Kong
Flex Asia Investment Limited	Mauritius
Flex Automotive GmbH	Germany
Flex Home Product Co Ltd	China
FLEX IDE8 HONG KONG LIMITED	Hong Kong
FLEX IDE8 MANUFACTURING (TIANJIN) CO., LTD.	China
Flex Intelligent Technology Solutions Limited	Ireland
Flex Luxembourg Holdings S.a r.l.	Luxembourg
Flex Precision Plastics Solutions (Switzerland) AG	Switzerland
Flex Solutions Poland sp. z o. o.	Poland
Flex Solutions Sweden AB	Sweden
Flextronics (Canada) Inc.	Canada
Flextronics (China) Electronics Technology Co., Ltd.	China
Flextronics (Israel) Ltd.	Israel
Flextronics (Malaysia) Sdn. Bhd.	Malaysia
Flextronics (Shanghai) Co., Ltd	China
Flextronics Aerospace & Defense Services Inc	United States – Colorado
Flextronics America, LLC	United States – Delaware
Flextronics AP, LLC	United States – Colorado
FLEXTRONICS AUSTRALIA PTY LTD	Australia
Flextronics Automotive (Suzhou) Co., Ltd.	China
Flextronics Automotive de Juarez, S.A. de C.V.	Mexico



<b>Name of Subsidiary</b>	<b>Country/State of Incorporation/Organization</b>
Flextronics Automotive Sales and Marketing, Ltd.	Mauritius
Flextronics Automotive USA (Texas), LLC	United States – Texas
Flextronics Automotive USA Design and Development Corporation	Philippines
Flextronics Automotive USA Manufacturing Co.	United States – Ohio
Flextronics Automotive USA, Inc.	United States – Michigan
Flextronics Beerse N.V.	Belgium
Flextronics Bermuda Ltd.	Bermuda
Flextronics Canada Design Services, Inc.	Canada
Flextronics Cayman (SLR) Limited	Cayman Islands
Flextronics Central Europe B.V.	Netherlands
Flextronics Chateaudun S.N.C.	France
Flextronics China (Mauritius) Electronics Technology Co., Ltd.	Mauritius
Flextronics China Holding (Singapore) Pte. Ltd.	Singapore
Flextronics Computing (Suzhou) Co., Ltd	China
Flextronics Computing Mauritius Limited	Mauritius
Flextronics Computing Sales and Marketing (L) Ltd.	Federal Territory of Labuan
Flextronics Corporation	United States – Delaware
Flextronics Design Asia Pte. Ltd.	Singapore
Flextronics Design Korea Ltd.	Korea
Flextronics Design S.r.l.	Italy
Flextronics Design, s.r.o.	Czech Republic
Flextronics Electronics (Mauritius) Limited	Mauritius
Flextronics Electronics Technology (Shenzhen) Co., Ltd.	China
Flextronics Electronics Technology (Suzhou) Co., Ltd.	China
Flextronics Enclosure (Zhuhai) Co., Ltd	China
Flextronics Enclosure Zhuhai (Mauritius) Co., Ltd.	Mauritius
Flextronics Enclosures (Hong Kong) Limited	Hong Kong
Flextronics Europe Holdings C.V.	Netherlands
Flextronics Europe Holdings LLC	United States – Delaware
Flextronics Europe Limited	United Kingdom
Flextronics Foundation	United States – California
Flextronics Funding LLC	United States – Delaware
Flextronics Global Enclosures (Shanghai) Co., Ltd.	China
Flextronics Global Enclosures (Singapore) Pte. Ltd.	Singapore
Flextronics Global Enclosures Shanghai (Mauritius) Co., Ltd	Mauritius
Flextronics Global Holdings II Ltd.	Cayman Islands
Flextronics Global Holdings L.P.	Cayman Islands
Flextronics Global Procurement Ltd.	Bermuda
Flextronics Global Services (Manchester) Limited	United Kingdom
Flextronics Global Services Canada Inc. Services Globaux Flextronics Canada Inc.	Canada
Flextronics Global Services Lojistik Hizmetleri Limited Şirketi	Turkey
Flextronics Guadalajara Group, S. de R.L. de C.V.	Mexico
Flextronics Holding (Singapore) Pte. Ltd.	Singapore
Flextronics Holding do Brasil Ltda.	Brazil
Flextronics Holding Finland Oy	Finland

<b>Name of Subsidiary</b>	<b>Country/State of Incorporation/Organization</b>
Flextronics Holding France S.A.	France
Flextronics Holding GmbH	Germany
Flextronics Holding USA, Inc.	United States – Delaware
Flextronics Holdings Mexico Dos, S.A. de C.V.	Mexico
Flextronics Holdings Mexico, S.A. de C.V.	Mexico
Flextronics Holdings Spain, S.L.	Spain
Flextronics Ind. (Malaysia) Sdn. Bhd.	Malaysia
Flextronics Industrial (Shenzhen) Co Ltd	China
Flextronics Industrial (Suzhou) Co., Ltd.	China
Flextronics Industrial (Zhuhai) Co., Ltd.	China
Flextronics Industrial Ltd.	Mauritius
Flextronics Industrial Shenzhen (Mauritius) Co Ltd.	Mauritius
Flextronics Industrial Zhuhai (Mauritius) Co., Ltd.	Mauritius
Flextronics Industries Marketing (L) Ltd.	Federal Territory of Labuan
Flextronics Industries Singapore Ltd.	Singapore
Flextronics Information Technology (Shen Zhen) Co., Ltd	China
Flextronics Information Technology Shen Zhen (Mauritius) Co., Ltd.	Mauritius
Flextronics Instituto de Tecnologia – FIT	Brazil
Flextronics Integrated Services Mex, S. de R.L. de C.V.	Mexico
Flextronics International (Singapore Group) Pte. Ltd.	Singapore
Flextronics International Asia-Pacific Ltd	Mauritius
Flextronics International Componentes Ltda.	Brazil
Flextronics International Cork B.V.	Netherlands
Flextronics International Denmark A/S	Denmark
Flextronics International Europe B.V.	Netherlands
Flextronics International Gesellschaft m.b.H.	Austria
Flextronics International Holding LLC	United States – California
Flextronics International Holding LLC	United States – Delaware
Flextronics International Holdings Pte. Ltd.	Singapore
Flextronics International Ireland Limited	Ireland
Flextronics International Japan Co., Ltd	Japan
Flextronics International Lojistik Hizmetler Ticaret Limited Şirketi	Turkey
Flextronics International Management Services Ltd.	Mauritius
Flextronics International N.V.	Curacao
Flextronics International Ostersed AB	Sweden
Flextronics International Poland Sp. z o.o.	Poland
Flextronics International s.r.o.	Czech Republic
Flextronics International Sweden AB	Sweden
Flextronics International Taiwan Ltd.	Taiwan
Flextronics International Technology LLC	United States – Delaware
Flextronics International Tecnologia Ltda	Brazil
Flextronics International Termelő és Szolgáltató Vámzabaderületi Korlátolt Felelősségű Társaság	Hungary
Flextronics International USA, Inc.	United States – California
Flextronics Investment Holding (Singapore) Pte. Ltd.	Singapore

<b>Name of Subsidiary</b>	<b>Country/State of Incorporation/Organization</b>
Flextronics Italy S.p.A.	Italy
Flextronics Laval S.N.C.	France
Flextronics Lighting Solutions, Inc.	United States – Delaware
Flextronics Logistics (Hong Kong) Limited	Hong Kong
Flextronics Logistics (Zhuhai) Co., Ltd.	China
Flextronics Logistics B.V.	Netherlands
Flextronics Logistics Poland Sp. z o.o.	Poland
Flextronics Logistics USA, Inc.	United States – California
Flextronics Logistics Zhuhai (Mauritius) Co., Limited	Mauritius
Flextronics Manufacturing (H.K.) Limited	Hong Kong
Flextronics Manufacturing (Singapore) Pte. Ltd.	Singapore
Flextronics Manufacturing (Tianjin) Co., Ltd.	China
Flextronics Manufacturing (Zhuhai) Co., Ltd.	China
Flextronics Manufacturing Aguascalientes, S.A. de C.V.	Mexico
Flextronics Manufacturing Europe B.V.	Netherlands
Flextronics Manufacturing Juarez, S. de R.L. de C.V.	Mexico
Flextronics Manufacturing Mex, S.A. de C.V.	Mexico
Flextronics Manufacturing S.r.l.	Italy
Flextronics Manufacturing Shanghai (Mauritius) Co., Ltd.	Mauritius
Flextronics Manufacturing Zhuhai (Mauritius) Co., Ltd.	Mauritius
Flextronics Marketing (L) Ltd.	Federal Territory of Labuan
Flextronics Mauritius Holdings Limited	Mauritius
Flextronics Mauritius Limited	Mauritius
Flextronics Mechanicals Marketing (L) Ltd.	Federal Territory of Labuan
Flextronics Mechanicals Singapore Pte. Ltd.	Singapore
Flextronics Medical Sales and Marketing, Ltd	Mauritius
Flextronics Mexico Holdings II LLC	United States – Delaware
FLEXTRONICS NEW ZEALAND PTY LIMITED	New Zealand
Flextronics ODM Luxembourg S.A.	Luxembourg
Flextronics Ostersund AB	Sweden
Flextronics Photonics PPT, Inc.	United States – Oregon
Flextronics Plastic (Asia Pacific) Limited	Hong Kong
Flextronics Plastic Technology (ShenZhen) Ltd.	China
Flextronics Plastic Technology ShenZhen (Mauritius) Ltd.	Mauritius
Flextronics Plastics (M) Sdn. Bhd.	Malaysia
Flextronics Plastics (Shenzhen) Co., Ltd	China
Flextronics Plastics (Singapore) Pte. Ltd.	Singapore
Flextronics Plastics Gushu (Mauritius) Co., Ltd	Mauritius
Flextronics Plastics Services, LLC	United States – Delaware
Flextronics Plastics Zhuhai (Mauritius) Co., Ltd.	Mauritius
Flextronics Plastics, S.A. de C.V.	Mexico
Flextronics Power Systems (Dongguan) Co., Ltd.	China
Flextronics Precision Metal (Hong Kong) Limited	Hong Kong
Flextronics Precision Plastics, Inc.	United States – Delaware
Flextronics Puerto Rico Limited	Cayman Islands

<b>Name of Subsidiary</b>	<b>Country/State of Incorporation/Organization</b>
Flextronics R&D (Shenzhen) Co., Ltd	China
Flextronics R&D Shenzhen (Mauritius) Co., Ltd	Mauritius
Flextronics Romania S.R.L.	Romania
Flextronics S.R.L.	Italy
Flextronics Sales & Marketing (A-P) Ltd.	Mauritius
Flextronics Sales & Marketing North Asia (L) Ltd.	Federal Territory of Labuan
Flextronics Sales and Marketing Consumer Digital Ltd.	Mauritius
Flextronics Sárvár Logistics Korlátolt Felelősségű Társaság	Hungary
Flextronics Scotland Limited	United Kingdom
Flextronics Shah Alam Sdn. Bhd.	Malaysia
Flextronics Shanghai (Mauritius) Co., Ltd.	Mauritius
Flextronics Shanghai Electronic Equipment Repair Service (Mauritius) Co., Ltd.	Mauritius
Flextronics SMI (China) Ltd	Mauritius
Flextronics Systems (Penang) Sdn. Bhd.	Malaysia
Flextronics Technologies (India) Private Limited	India
Flextronics Technologies Luxembourg LLC	United States – Nevada
Flextronics Technologies Luxembourg S.a r.l.	Luxembourg
Flextronics Technologies Mexico, S. de R.L. de C.V.	Mexico
Flextronics Technologies San Luis, S.A. de C.V.	Mexico
Flextronics Technology (Malaysia) Sdn. Bhd.	Malaysia
Flextronics Technology (Nanjing) Co., Ltd	China
Flextronics Technology (Penang) Sdn. Bhd.	Malaysia
Flextronics Technology (Shah Alam) Sdn. Bhd.	Malaysia
Flextronics Technology (Shanghai) Co., Ltd.	China
Flextronics Technology (ShenZhen) Co., Ltd	China
Flextronics Technology (Singapore) Pte. Ltd.	Singapore
Flextronics Technology (Zhuhai) Co. Ltd.	China
Flextronics Technology Nanjing (Mauritius) Co., Ltd	Mauritius
Flextronics Technology Shanghai (Mauritius) Co., Ltd.	Mauritius
Flextronics Technology ShenZhen (Mauritius) Co., Ltd	Mauritius
Flextronics Technology Wujiang (Mauritius) Ltd	Mauritius
Flextronics Technology Zhuhai (Mauritius) Co., Ltd	Mauritius
Flextronics Tecnologia Do Brasil Ltd.	Cayman Islands
Flextronics Telecom Systems Ltd	Mauritius
Flextronics UK Limited	United Kingdom
Flextronics Vagyonkezelő és Befektetési Korlátolt Felelősségű Társaság	Hungary
Flextronics Verwaltungs GmbH	Germany
FTIP Manufacturing Solutions Private Limited	India
Glouple Ventures 2000-II, LLC	United States – Delaware
I E C Holdings Limited	Ireland
IDES Cayman	Cayman Islands
IDES Mauritius Limited	Mauritius
IDES Technology (Shanghai) Co., Ltd.	China
Irish Express Cargo Limited	Ireland
Irish Express Logistics Limited	Ireland

<b>Name of Subsidiary</b>	<b>Country/State of Incorporation/Organization</b>
Irumold Group, S.L.U.	Spain
Irumold Servicios, S.L.U.	Spain
Irumold, S.L.U.	Spain
Lab IX	Cayman Islands
Masa da Amazônia Ltda.	Brazil
MCi (Mirror Controls International) Asia B.V.	Netherlands
MCi (Mirror Controls International) B.V.	Netherlands
MCi (Mirror Controls International) Inc.	United States – Delaware
MCi (Mirror Controls International) Ireland Limited	Ireland
MCi (Mirror Controls International) Ireland Operations Limited	Ireland
MCi (Mirror Controls International) Netherlands B.V.	Netherlands
MCi (Mirror Controls International) S. de R.L. de C.V.	Mexico
MCi (Mirror Controls International) Yuhan Hoesa	Republic of Korea
MCi Ireland Pension Plan Trustee Limited	Ireland
MCi Mirror Controls (Suzhou) Co., Ltd.	China
MICOH B.V.	Netherlands
Multek (FTZ) Limited	China
Multek China Limited	China
Multek Display Cayman Ltd.	Cayman Islands
Multek Electronics Limited	China
Multek Flexible Circuits, Inc.	United States – Delaware
Multek Hong Kong Limited	Hong Kong
Multek Industries Limited	China
Multek Technologies Limited	Mauritius
Multek Technology (Zhuhai) Co Limited	China
Multek Zhuhai Limited	China
Multilayer Technology Geschäftsführungs GmbH	Germany
Multilayer Technology GmbH & Co. KG	Germany
Nanjing Flextronics Panda Mobile Terminals Co., Ltd	China
NEXTracker Australia Pty. Ltd.	Australia
NEXTracker Chile SpA	Chile
NEXTracker Inc.	United States – Delaware
NEXTRACKER MÉXICO, S. DE R.L. DE C.V.	Mexico
Pacific Device, Inc.	United States – Delaware
Parque de Tecnologia Electronica, S.A. de C.V.	Mexico
Power Systems R&D (Singapore) Pte. Ltd.	Singapore
Power Systems R&D Philippines, Inc.	Philippines
Power Systems Technologies (Beijing) Company Limited	China
Power Systems Technologies (Ganzhou) Co., Ltd.	China
Power Systems Technologies (Shenzhen) Company Limited	China
Power Systems Technologies Far East Limited	Hong Kong
Power Systems Technologies GmbH	Germany
Power Systems Technologies Ltd.	Mauritius
Private Joint Stock Company “Flextronics Service UA”	Ukraine
PT. Flextronics Technology Indonesia	Indonesia

<b><u>Name of Subsidiary</u></b>	<b><u>Country/State of Incorporation/Organization</u></b>
SHIANT RESOURCE SERVICE CO., LTD	China
Solectron France SAS	France
Solectron Phillipines Inc.	Philippines
Sønderborg Værktøjsfabrik A/S	Denmark
Swedform Enclosure Systems AB	Sweden
The DII Group (BVI) Co. Limited	British Virgin Islands
The DII Group Asia Limited	Hong Kong
ThermoMend B.V.	The Netherlands
ThermoMend International Ltd.	Mauritius
Vastbright PCB (Holding) Limited	Hong Kong
Vim Technologies Ltd	Mauritius
Wink Labs, Inc.	United States – Delaware
Z124	Cayman Islands

Advance Mold & Manufacturing, Inc. does business under the following names

<b><u>Subsidiary</u></b>	<b><u>dba</u></b>
Advance Mold & Manufacturing, Inc.	Vision Technical Molding, LLC
Advance Mold & Manufacturing, Inc.	Vision Technical Molding

Avail Medical Products, Inc. does business under the following names

<b><u>Subsidiary</u></b>	<b><u>dba</u></b>
Avail Medical Products, Inc.	Avail Medical Products, Inc. Southwest Division

Flextronics America, LLC does business under the following names

<b><u>Subsidiary</u></b>	<b><u>dba</u></b>
Flextronics America, LLC	ConFocus, A Flextronics Company

Flextronics Logistics USA, Inc. does business under the following names

<b><u>Subsidiary</u></b>	<b><u>dba</u></b>
Flextronics Logistics USA, Inc.	Multek Distribution, Inc.
Flextronics Logistics USA, Inc.	Multek, Inc.

Multek Flexible Circuits, Inc. does business under the following names

<b><u>Subsidiary</u></b>	<b><u>dba</u></b>
Multek Flexible Circuits, Inc.	Sheldahl

Pacific Device, Inc. does business under the following names

**Subsidiary**

Pacific Device, Inc.

**dba**

Avail Medical Products, Inc.

---

QuickLinks

[EXHIBIT 21.01](#)

[SUBSIDIARIES OF REGISTRANT](#)



[QuickLinks](#) -- Click here to rapidly navigate through this document

**EXHIBIT 23.01**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-207067 and 333-189496 on Form S-4 and 333-212267, 333-207325, 333-170710, 333-157210, 333-146549, 333-146548, 333-143330, and 333-75526 on Form S-8 of our reports dated May 16, 2017, relating to the consolidated financial statements of Flex Ltd. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended March 31, 2017.

*/s/ DELOITTE & TOUCHE LLP*

San Jose, California

May 16, 2017

---

QuickLinks

[EXHIBIT 23.01](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael M. McNamara, certify that:

1. I have reviewed this Annual Report on Form 10-K of Flex Ltd.;
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: May 16, 2017

/s/ MICHAEL M. MCNAMARA

\_\_\_\_\_  
Michael M. McNamara  
Chief Executive Officer

---

QuickLinks

[EXHIBIT 31.01](#)

[CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002](#)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Christopher Collier, certify that:

1. I have reviewed this Annual Report on Form 10-K of Flex Ltd.;
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: May 16, 2017

/s/ CHRISTOPHER COLLIER

---

Christopher Collier  
Chief Financial Officer

---

QuickLinks

[EXHIBIT 31.02](#)

[CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002](#)

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

We, Michael M. McNamara and Christopher Collier, Chief Executive Officer and Chief Financial Officer, respectively, of Flex Ltd. (the "Company"), hereby certify, to the best of our knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- the Annual Report on Form 10-K of the Company for the fiscal year ended March 31, 2017, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 16, 2017

/s/ Michael M. McNamara  
\_\_\_\_\_  
Michael M. McNamara  
Chief Executive Officer  
(Principal Executive Officer)

Date: May 16, 2017

/s/ Christopher Collier  
\_\_\_\_\_  
Christopher Collier  
Chief Financial Officer  
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Flex Ltd. and will be retained by it and furnished to the Securities and Exchange Commission or its staff upon request.

---

QuickLinks

[EXHIBIT 32.01](#)

[CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002](#)