

**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 August 31, 2022

or

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

For the transition period from _____ to _____

Commission file number 001-14063

JABIL

JABIL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

38-1886260
(I.R.S. Employer
Identification No.)

10800 Roosevelt Boulevard North, St. Petersburg, Florida 33716
(Address of principal executive offices) (Zip Code)

(727) 577-9749
Registrant's telephone number, including area code

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	JBL	New York Stock Exchange

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 Act. Yes No

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting common stock held by non-affiliates of the registrant based on the closing sale price of the Common Stock as reported on the New York Stock Exchange on February 28, 2022 was approximately \$7.2 billion. For purposes of this determination, shares of Common Stock held by each officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. The number of outstanding shares of the registrant’s Common Stock as of the close of business on October 17, 2022, was 134,638,571. The registrant does not have any non-voting stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

We have incorporated by reference portions of our Proxy Statement for our annual meeting of shareholders expected to be held on January 26, 2023 into Part III hereof, to the extent indicated herein.

JABIL INC. AND SUBSIDIARIES
2022 FORM 10-K ANNUAL REPORT
TABLE OF CONTENTS

Part I.		
Item 1.	Business	2
Item 1A.	Risk Factors	10
Item 1B.	Unresolved Staff Comments	23
Item 2.	Properties	23
Item 3.	Legal Proceedings	23
Item 4.	Mine Safety Disclosures	23
Part II.		
Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	24
Item 6.	[Reserved]	25
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	26
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	39
Item 8.	Financial Statements and Supplementary Data	39
Item 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	39
Item 9A.	Controls and Procedures	40
Item 9B.	Other Information	40
Part III.		
Item 10.	Directors, Executive Officers and Corporate Governance	42
Item 11.	Executive Compensation	42
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	42
Item 13.	Certain Relationships and Related Transactions, and Director Independence	42
Item 14.	Principal Accounting Fees and Services	42
Part IV.		
Item 15.	Exhibits and Financial Statement Schedules	43
Item 16.	Form 10-K Summary	84
	Signatures	85

[Table of Contents](#)

This Annual Report on Form 10-K (“Form 10-K”) contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Many of the forward-looking statements are located in Part II, Item 7 of this Form 10-K under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as “future,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “will,” “would,” “should,” “could,” “can,” “may,” and similar terms. Forward-looking statements are not guarantees of future performance and the Company’s actual results may differ significantly from the results discussed in the forward-looking statements. Achievement of anticipated results is subject to substantial risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated or projected. You should bear this in mind as you consider forward-looking statements, and you are cautioned not to put undue reliance on forward-looking statements. We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law or by the rules and regulations of the SEC. You are advised, however, to consult any further disclosures we make on related subjects. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading “Risk Factors,” which are incorporated herein by reference. References in this report to “the Company,” “Jabil,” “we,” “our,” or “us” mean Jabil Inc. together with its subsidiaries, except where the context otherwise requires.

PART I

Item 1. Business

The Company

We are one of the leading providers of worldwide manufacturing services and solutions. We provide comprehensive electronics design, production and product management services to companies in various industries and end markets. Our services enable our customers to reduce manufacturing costs, improve supply-chain management, reduce inventory obsolescence, lower transportation costs and reduce product fulfillment time. Our manufacturing and supply chain management services and solutions include innovation, design, planning, fabrication and assembly, delivery and managing the flow of resources and products.

We serve our customers primarily through dedicated business units that combine highly automated, continuous flow manufacturing with advanced electronic design and design for manufacturability. We conduct our operations in facilities that are located worldwide, including but not limited to China, Ireland, Malaysia, Mexico, Singapore, and the United States. Our global manufacturing production sites allow customers to manufacture products simultaneously in the optimal locations for their products. Our global presence is key to assessing and executing on our business opportunities. For the fiscal year ended August 31, 2022, we had net revenues of \$33.5 billion and net income attributable to Jabil Inc. of \$996 million.

We have two reporting segments: Electronics Manufacturing Services (“EMS”) and Diversified Manufacturing Services (“DMS”), which are organized based on the economic profiles of the services performed, including manufacturing capabilities, market strategy, margins, return on capital and risk profiles. Our EMS segment is focused around leveraging IT, supply chain design and engineering, technologies largely centered on core electronics, utilizing our large scale manufacturing infrastructure and our ability to serve a broad range of end markets. Our EMS segment is a high volume business that produces product at a quicker rate (i.e. cycle time) and in larger quantities and includes customers primarily in the 5G, wireless and cloud, digital print and retail, industrial and semi-cap, and networking and storage industries. Our DMS segment is focused on providing engineering solutions, with an emphasis on material sciences, machining, tooling, and molding of highly engineered plastic and metal parts. Our DMS includes customers primarily in the automotive and transportation, connected devices, healthcare and packaging, and mobility industries.

Additional financial information regarding our reportable operating segments is included in Item 7 of this report and Note 13 – “Concentration of Risk and Segment Data” to the Consolidated Financial Statements.

Industry Background

The industry in which we operate has historically been composed of companies that provide a range of design and manufacturing services to companies that utilize electronics components in their products. In recent years, the industry has expanded to include customers that require products and services beyond electronic components including plastics and metal components, packaging, and injection molding.

We monitor the current economic environment and its potential impact on both the customers we serve as well as our end markets and closely manage our costs and capital resources so that we can respond appropriately as circumstances change. Over the long term we believe the factors driving our customers and potential customers to use our industry’s services include:

- **Efficient Manufacturing.** Manufacturing service providers are often able to manufacture products at a reduced total cost to companies. These cost advantages result from higher utilization of capacity and efficiencies of scale because of diversified product demand and, generally, a greater focus on the components of manufacturing cost. Companies are increasingly seeking to reduce their investment in inventory, facilities and equipment used in manufacturing and prioritizing capital investments in other activities such as sales and marketing and research and development (“R&D”). This strategic shift in capital deployment has contributed to increased demand for and interest in outsourcing to external manufacturing service providers.
- **Accelerated Product Time-to-Market and Time-to-Volume.** Manufacturing service providers are often able to deliver accelerated production start-ups and achieve high efficiencies in bringing new products to production. Providers are also able to more rapidly scale production for changing markets and to position themselves in global locations that serve the leading world markets. With increasingly shorter product life cycles, these key services allow new products to be sold in the marketplace in an accelerated time frame.
- **Access to Advanced Design and Manufacturing Technologies.** By utilizing manufacturing service providers, customers gain access to additional advanced technologies in manufacturing processes, as well as to product and

production design, which can offer customers significant improvements in the performance, quality, cost, time-to-market and manufacturability of their products.

- **Improved Inventory Management and Purchasing Power.** Manufacturing service providers are often able to more efficiently manage both procurement and inventory, and have demonstrated proficiency in purchasing components at improved pricing due to the scale of their operations and continuous interaction with the materials marketplace.

Our Strategy

Our vision for the future is to become the world's most technologically advanced manufacturing services and solutions provider. As we work to achieve our vision, we continue to pursue the following strategies:

- **Establish and Maintain Long-Term Customer Relationships.** An important element of our strategy is to establish and maintain long-term relationships with leading companies in expanding industries with size and growth characteristics that can benefit from highly automated, continuous flow manufacturing on a global scale. We focus on maintaining long-term relationships with our customers and seek to expand these relationships to include additional product lines and services. In addition, we focus on identifying and developing relationships with new customers that meet our targeted profile, which includes financial stability, the need for technology-driven turnkey manufacturing, anticipated unit volume and long-term relationship stability.
- **Product Diversification.** We focus on balancing our portfolio of products and product families to those that align with higher return areas of our business, including manufacturing, supply chain management services, comprehensive electronics design, production and product management services, 5G wireless, cloud, healthcare, automotive and transportation, and capital equipment. We have made concentrated efforts to diversify our industry sectors and customer base. Because of these efforts, we have experienced business growth from both existing and new customers as well as from acquisitions.
- **Utilize Customer-Centric Business Units.** Most of our business units are dedicated to serve one customer each and operate by primarily utilizing dedicated production equipment, production workers, supervisors, buyers, planners and engineers to provide comprehensive manufacturing solutions that are customized to each customer's needs. We believe our customer-centric business units promote increased responsiveness to our customers' needs, particularly for customer relationships that extend across multiple production locations.
- **Leverage Global Production.** We believe that global production is a key strategy to reduce obsolescence risk and secure the lowest possible landed costs while simultaneously supplying products of equivalent or comparable quality throughout the world. Consistent with this strategy, we have established or acquired operations in the Americas, Europe, Asia and Africa. Our extensive global footprint positions us well to implement safe and practical solutions in order to select production locations which best serve the needs of our customers. We believe that our global footprint is strengthened by our centralized procurement process, which when coupled with our single Enterprise Resource Planning system affords our customers with end-to-end supply chain visibility.
- **Offer Systems Assembly, Direct-Order Fulfillment and Configure-to-Order Services.** Our systems assembly, direct-order fulfillment and configure-to-order services allow our customers to reduce product cost and risk of product obsolescence by reducing total work-in-process and finished goods inventory. These services are available at all of our manufacturing locations.
- **Offer Design Services.** We offer a wide spectrum of value-add design services to achieve improvements in performance, cost, time-to-market and manufacturability.
- **Pursue Acquisition Opportunities Selectively.** The primary goals of our acquisition strategy are to complement our current capabilities, diversify our business into new industry sectors and with new customers and expand the scope of the services we can offer to our customers.

Our Approach to Manufacturing

To achieve high levels of manufacturing performance, we have adopted the following approaches:

- **Decentralized Business Unit Model.** Most of our business units are dedicated to serve one customer each and are empowered to formulate strategies tailored to individual customer's needs. Our business units generally have dedicated production lines consisting of equipment, production workers, supervisors, buyers, planners and engineers. Under certain circumstances, a production line may serve more than one business unit to maximize resource utilization.

Business units have direct responsibility for manufacturing results and time-to-volume production, thereby promoting a sense of individual commitment and ownership. The business unit approach is modular and enables us to grow incrementally without disrupting the operations of other business units. Business unit management reviews the customer financial information to assess whether the business units are meeting their designated responsibilities and to ensure that the daily execution of manufacturing activities is being effectively managed. The business units aggregate into operating segments based on the economic profiles of the services performed, including manufacturing capabilities, market share strategy, margins, return on capital and risk profiles.

- **Automated Continuous Flow.** We use a highly automated, continuous flow approach to manufacturing, whereby different pieces of equipment are joined directly or by conveyor to create an in-line assembly process. This process contrasts with a batch approach, whereby individual pieces of assembly equipment are operated as freestanding work-centers. The elimination of waiting time prior to sequential operations results in faster manufacturing, which improves production efficiencies and quality control, and reduces inventory work-in-process. We believe continuous flow manufacturing provides cost reductions and quality improvement when applied to high volumes of product.
- **Computerized Control and Monitoring.** We support all aspects of our manufacturing activities with advanced computerized control and monitoring systems. Component inspection and vendor quality are monitored electronically in real-time. Materials planning, purchasing, stockroom and shop floor control systems are supported through a computerized manufacturing resource planning system, which provides customers with the ability to continuously monitor material availability and track work-in-process on a real-time basis. In addition, manufacturing processes are supported by a computerized statistical process control system, whereby customers can remotely access our computer systems to monitor real-time yields, inventory positions, work-in-process status and vendor quality data.
- **Electronic Supply Chain Management.** We make available to our customers and suppliers an electronic commerce system/electronic data interchange and web-based tools to implement a variety of supply chain management programs. Our customers use these tools to share demand and product forecasts and deliver purchase orders, and we use these tools with our suppliers for just-in-time delivery, supplier-managed inventory and consigned supplier-managed inventory.

Our Design Services

We offer a wide spectrum of value-add design services to enhance our relationships with current customers and to help develop relationships with our new customers. Our teams are strategically staffed to support Jabil customers for all development projects, including turnkey system design and design for manufacturing activities. These design services include:

- **Electronic Design.** Our Electronic Design team provides electronic circuit design services, including application-specific integrated circuit design, firmware development and rapid prototyping services. These services have been used by our customers for a variety of products including smart phones and accessory products, notebook and personal computers, connected consumer products and appliances, servers, radio frequency products, optical communications products, communication and broadband products, and automotive and healthcare components and devices.
- **Industrial Design.** Our Industrial Design team designs the “look and feel” of the plastic and metal enclosures that house the products’ electro-mechanics, including the printed circuit board assemblies (“PCBA”).
- **Mechanical Design.** Our Mechanical Design team specializes in three-dimensional mechanical design with the analysis of electronic, electro-mechanical and optical assemblies using state of the art modeling and analytical tools. This team has extended Jabil’s product design offering capabilities to include all aspects of industrial design, advance mechanism development and tooling management.
- **Computer-Assisted Design.** Our Computer-Assisted Design (“CAD”) team provides PCBA design services using advanced CAD engineering tools, PCBA design validation and verification services, and other consulting services, which include generating a bill of materials, approved vendor list and assembly equipment configuration for a particular PCBA design. We believe that our CAD services result in PCBA designs that are optimized for manufacturability and cost efficiencies and accelerate a product’s time-to-market and time-to-volume production.
- **Product Validation.** Our Product Validation team provides complete product and process validation. This includes product system tests, product safety, regulatory compliance and reliability tests.
- **Manufacturing Test Solution Development.** Our Manufacturing Test Solution Development team provides integral support to the design teams to embed design with testability and to promote efficient capital and resource investment

in the manufacturing process. The use of software driven instrumentation and test process design and management has enhanced our product quality and reduced our operating costs relative to human dependent test processes. The full electronic test data-log of customer products has allowed customer product test traceability and visibility throughout the manufacturing test process.

Fabrication and Assembly

We offer systems assembly, test, direct-order fulfillment and configure-to-order services to our customers. Our systems assembly services extend our range of assembly activities to include assembly of higher-level sub-systems and systems incorporating multiple PCBAs. In addition, based on quality assurance programs developed with our customers, we provide testing services for our PCBAs, sub-systems and systems products. Our quality assurance programs include circuit testing under various environmental conditions to ensure that our products meet or exceed required customer specifications. We also offer direct-order fulfillment and configure-to-order services for delivery of final products.

Technology and Research and Development

We believe that our manufacturing and testing technologies are among the most advanced in our industry. To meet our customers' increasingly sophisticated needs, we continuously engage in R&D activities designed to create new and improved products and manufacturing solutions for our customers. Through our R&D efforts, we intend to continue to offer our customers highly automated, continuous flow manufacturing process technologies for precise and aesthetic mechanical components and system assembly. These technologies and R&D activities include:

- Automation, including automated tooling
- Electronic interconnection
- Advanced polymer and metal material science
- Single/multi-shot injection molding, stamping and in-mold labeling
- Multi-axis computer numerical control
- Vacuum metallization
- Physical vapor deposition
- Digital printing
- Anodization
- Thermal-plastic composite formation
- Plastic with embedded electronics
- Metal and plastic covers with insert-molded or dies-casting features for assembly
- Display cover with integrated touch sensor
- Material processing research (including plastics, metal, glass and ceramic)
- Additive manufacturing

We engage in R&D activities for many products including mobile internet devices and associated accessories, multi-media tablets, two-way radios, health care and life science products, server and storage products, set-top and digital home products and printing products.

Customers and Marketing

A key tenet of our strategy is to establish and maintain long-term relationships with leading companies in expanding industries with the size and growth characteristics that can benefit from highly automated, continuous flow manufacturing on a global scale. A small number of customers and significant industry sectors have historically comprised a major portion of our net revenue. We also market our services and solutions through our website and our Blue Sky Innovation Centers.

In fiscal year 2022, our five largest customers accounted for approximately 44% of our net revenue and 79 customers accounted for approximately 90% of our net revenue. The table below sets forth the respective portion of net revenue attributable to the customer that accounted for a significant concentration of our net revenue during the periods indicated:

	Fiscal Year Ended August 31,		
	2022	2021	2020
Apple, Inc.	19 %	22 %	20 %

Competition

Our business is highly competitive. We compete against numerous domestic and foreign electronic manufacturing service providers, diversified manufacturing service providers and design providers. We also face competition from the manufacturing

operations of our current and potential customers, who are continually evaluating the merits of manufacturing products internally against the advantages of outsourcing.

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: cost; accelerated production time-to-market; higher efficiencies; global locations; rapid scale production; advanced technologies; quality; and improved pricing of components. We believe we are extremely competitive with regard to all of these factors.

Components Procurement

We procure components from a broad group of suppliers, determined on an assembly-by-assembly basis. Our global sourcing and purchasing locations are strategically placed in various countries throughout the world along with our global commodity management and supplier relationship teams. These locations manage our end-to-end procurement lifecycle. This regionalized expertise along with our supplier relationships provide efficient procurement operations.

Some of the products we manufacture contain one or more components that are only available from a single source. Some of these components are allocated from time to time in response to supply shortages. In some cases, supply shortages will substantially curtail production of all assemblies using a particular component.

Proprietary Rights

We regard certain aspects of our technology, design, production and product management services as proprietary intellectual property. To protect our trade secrets, manufacturing know-how and other proprietary rights, we rely largely upon a combination of intellectual property laws, non-disclosure agreements with our customers, employees, and suppliers and our internal security systems, policies and procedures. We currently have a relatively modest number of patents for various innovations. We believe that our research and design activities, along with developments relating thereto, may result in growth of our patent portfolio and its importance to us, particularly as we expand our business activities. Other factors significant to our proprietary rights include the knowledge and experience of our management and workforce and our ability to develop, enhance and market our technology and services.

We license some technology and intellectual property rights from third parties. Generally, the license agreements that govern such third-party technology and intellectual property rights grant us the right to use the subject technology anywhere in the world and terminate upon a material breach by us.

Human Capital Management

As of August 31, 2022, our workforce includes diverse, talented and dedicated employees across approximately 100 locations in more than 30 countries who differentiate us from our competitors. To maintain our edge, we continually invest in our employees, so that they can take care of our customers, shareholders and communities. Following is a summary of employees by location (in thousands):

Region	Number of Employees
Asia	182
Americas	51
Europe	17
Total ⁽¹⁾	250

⁽¹⁾ Total headcount includes permanent, temporary and contingent workers.

None of our U.S. employees are represented by a labor union. In certain international locations, our employees are represented by labor unions and by works councils. We have not experienced a significant work stoppage or strike and promote positive employee relations.

Safety

“Safety First” is a fundamental value that is ingrained in our culture. We are committed to safety standards in all of our facilities, ensuring our employees are protected and can return home safely after each work shift. By implementing a continuous improvement-based Health and Safety Management System including annual training assessments coupled with engaged leaders and employees who prioritize safety above all else, we have established a path to safety excellence.

COVID-19 Response

As a global employer, we have a responsibility to our employees, customers, suppliers and the communities in which we operate to take decisive action to protect against COVID-19 in our facilities. From the outset of the COVID-19 pandemic, we established prevention protocols, which allowed our sites to operate safely with minimal disruption. Quarantine and contact tracing protocols have been established for suspected and/or confirmed cases, and a robust follow-up process has been implemented to ensure the well-being of our employees.

Human Rights

We promote respect for fundamental human rights as an essential element of responsible corporate citizenship. We are a founding member of the Responsible Business Alliance (RBA), which is one of the world's largest industry coalitions for corporate social responsibility in global supply chains. The RBA sets (1) standards regarding excessive working hours and unfair wages, (2) controls to prohibit child labor and human trafficking, and (3) avenues for employees to raise and address workplace health and safety concerns. We have aligned our work programs, processes and procedures to the RBA Code of Conduct to ensure working conditions are safe, employees are treated with respect and dignity and manufacturing process and practices are environmentally responsible.

Diversity, Equity and Inclusion

At Jabil, our workforce is diverse at its core, and our employees thrive in an entrepreneurial culture where they can do their best work. Diverse backgrounds, experiences and opinions are welcome. We work together in a way that enables our employees to be their true selves, challenges them and encourages them, while allowing them to make a difference at work and in the world.

We act in accordance with our Code of Conduct to create an environment free from discrimination or harassment globally and respect the human rights of our employees. Moreover, we strive to achieve an inclusive and equitable workplace where opportunities for success are created and available for all employees. To achieve this, we provide training to our leaders on unconscious bias, and in fiscal year 2022, we deployed additional diversity, equity and inclusion (DEI) learning with input from our DEI Council, which includes management and nonmanagement members.

Jabil is committed to being a place where everyone is psychologically and physically safe to be authentically themselves. With our enterprise-wide priorities of mitigating bias, inclusive leadership and diverse talent development, we are committed to creating a culture of belonging.

In fiscal year 2022, we launched multiple new initiatives to support a more diverse, equitable and inclusive workplace for all. We launched a Transgender Inclusive Workplace campaign, which included transgender guidelines; a sample plan for employees, their managers and human resources; a self-paced learning on LGBTQ+; and content regarding gender pronoun usage internally.

We are proud of being a top scorer for Disability:IN's Disability Equality Index in 2022, the second year in a row. Sites around the world have increased their disability inclusion efforts, including teams who have provided sign language courses for employees, conducted assessments on their facilities for accessibility and partnered with nonprofits in their communities to recruit people with disabilities.

Compensation and Benefits

Jabil's compensation programs are designed to align the compensation of our employees with Jabil's performance and to provide the proper incentives to attract, retain and motivate employees to achieve superior results. Specifically:

- We provide employee pay levels that are competitive and consistent with employee positions, skill levels, experience, knowledge and geographic location.
- Salary increases and incentive compensation are based on merit and performance.
- All full-time U.S. employees are eligible for health insurance, paid and unpaid leaves, a retirement plan and life and disability/accident coverage. Benefits outside the U.S. are provided based upon country-specific practices and are intended to support the health and well-being of our employees and their families.
- Supporting the mental health and emotional well-being of our employees and their families is a high priority at Jabil, and we have implemented several programs and benefits over the past several years to help de-stigmatize mental health issues and assist employees in finding and leveraging appropriate resources. These include a global employee assistance program (EAP), on-site behavioral health resources in some locations and education for our leaders on ways to recognize and respond to signs of mental health and substance abuse issues. By focusing on training leaders in mental health awareness, we are creating the right environment for mental health issues to be recognized and addressed. Additionally, our Health and Wellbeing programs help to strengthen mental health resilience.

- The majority of our employees around the world are eligible to participate in our Employee Stock Purchase plan, allowing them to become owners of Jabil stock at a discount.

Career Growth and Development

At Jabil, we have historically invested in the professional and personal growth and development of our employees at all levels of the organization to ensure continuous learning and skills enrichment. In addition, we undertake talent reviews to assess bench strength and succession planning. During these reviews, we also spotlight high potential talent, retention rates and the diversity composition of our leaders. In fiscal year 2022, there were more than 37,000 internal promotions at various levels in Jabil, a testament to our ability to grow and develop our own talent.

Employee Engagement

In May 2021, we conducted a global Voice of the Employee Survey, utilizing a third party to administer it. Action plans have been developed and are in the process of being executed at all sites. In 2022, we conducted Voice of the Employee Pulse Surveys to measure the impact of these action plans and develop new plans accordingly to promote continued excellence in employee engagement at Jabil.

Cultural Initiatives

Our commitment to our employees' safety and wellbeing goes beyond physical health to include social, emotional and mental health. In October 2021, we announced that all global full-time employees receive (2) wellness and (1) community service paid time off (PTO) days each year. To date, more than 82,000 employees have utilized their wellness days, and 7,000 employees have completed a paid day of community service.

We have also made a commitment to serve our communities, and in September 2021 we pledged to complete one million volunteer hours in 2022. As of August 31, 2022, Jabil employees and sites have volunteered approximately 500,000 hours in their local communities to help make a difference in the areas of education, empowerment and the environment.

In June 2022, Jabil's multi-year partnership with the Special Olympics USA Games culminated in more than 200 employees volunteering their time throughout the week of the games. These efforts, combined with the efforts of Jabil experts (in areas of IT, procurement, logistics and sustainability) who worked behind the scenes with the Special Olympics over a two year period, helped to make the USA Games a success.

Environmental

We are subject to a variety of federal, state, local and foreign environmental, health and safety, product stewardship and producer responsibility laws and regulations, including those relating to the use, storage, discharge and disposal of hazardous chemicals used during our manufacturing process, those governing worker health and safety, those requiring design changes, supply chain investigation or conformity assessments or those relating to the recycling or reuse of products we manufacture.

Information about our Executive Officers

Executive officers are appointed by the Board of Directors and serve at the discretion of the Board. There are no family relationships among our executive officers and directors. There are no arrangements or understandings between any of our executive officers and any other persons pursuant to which any of such executive officers were selected. Below is a list of our executive officers:

Steven D. Borges (age 54) was named Executive Vice President, Chief Executive Officer, Diversified Manufacturing Services in June 2022. He previously served as Executive Vice President, Chief Executive Officer, Regulated Industries, from September 2020, with additional responsibility for additive Manufacturing and as Executive Vice President, Chief Executive Officer, Healthcare from September 2016 through August 2020. Mr. Borges joined Jabil in 1993. He holds a bachelor's degree in Business Administration and Management from Fitchburg State University.

Gerald "JJ" Creadon (age 48) was named Executive Vice President, Operations, in March 2022. Prior to this role, he served as Senior Vice President, Global Operations since March 2019. Mr. Creadon first joined Jabil in 1995 and has held roles of increasing leadership, including Vice President, Global Business Operations. He holds a bachelor's degree in business administration from the University of Phoenix and an MBA from the University of Florida's Warrington School of Business.

Michael Dastoor (age 57) was named Executive Vice President, Chief Financial Officer in September 2018. He previously served as Senior Vice President, Controller from July 2010. Mr. Dastoor joined Jabil in 2000. He holds a

degree in Finance and Accounting from the University of Bombay and is a Chartered Accountant from the Institute of Chartered Accountants in England and Wales.

Roberto Ferri (age 57) was named Senior Vice President, Chief Sales and Marketing Officer in 2020 and previously served as Senior Vice President, Sales from July 2015. Mr. Ferri joined Jabil in 2001 as Vice President, Sales. He holds a degree in economics and marketing from SDA Bocconi, Italy.

Robert L. Katz (age 60) was named Executive Vice President, General Counsel and Corporate Secretary in September 2016 upon joining Jabil. He transitioned the Corporate Secretary role to a member of his staff in April 2017. In April 2019 he was named Chief Ethics & Compliance Officer. Mr. Katz earned a Bachelor of Laws (LL.B.) and a Bachelor of Civil Law (B.C.L.) from McGill University.

Frederic McCoy (age 54) was named Executive Vice President & Chief Executive Officer, Electronics Manufacturing Services, in December 2021. He previously he served as Senior Vice President, Global Business Units from October 2017. Mr. McCoy joined Jabil in 2001. He holds a Master of Arts in International Affairs and Economics from the School of Advanced International Studies (SAIS) at Johns Hopkins University and a Bachelor of Science in Foreign Service from Georgetown University.

Frank McKay (age 52) was named Senior Vice President, Chief Procurement Officer, in January 2019. Prior to his current role, he served as Vice President, Procurement & Purchasing Services from October 2014 and held a variety of management positions in Europe, Asia and the US since joining Jabil in 1997. Mr. McKay holds a bachelor's from University of Strathclyde.

LaShawne Meriwether (age 48) was named Senior Vice President, Chief Human Resources Officer in June 2022. She previously served as Vice President and management roles since joining Jabil in May 2019. Prior to joining Jabil she served as Director, Human Resources and Global Compensation and Benefits at Exterran, an oil and gas company, since 2011. Ms. Meriwether holds a bachelor's degree in science from Wright State University.

Mark Mondello (age 58) was named Chief Executive Officer and a member of the Board of Directors since March 2013. In addition, Mr. Mondello has been appointed Chairman of the Board effective November 1, 2021. Mr. Mondello joined Jabil in 1992. He holds a B.S. in Mechanical Engineering from the University of South Florida.

Daryn Smith (age 52) was named Senior Vice President, Enterprise & Commercial Controller in June 2018 and assumed leadership of Corporate Development and M&A in September 2020. He served as Chief Financial Officer of EMS from June 2013 through June 2018. Mr. Smith joined Jabil in 2002. He holds a Bachelor's degree in Accounting from the University of South Florida and an MBA from the University of Florida.

Kenneth S. Wilson (age 57) was named Executive Vice President and Chief Executive Officer of Jabil Green Point in September 2017. Prior to that, he was Senior Vice President of the Telecommunications Infrastructure Sector within Jabil's Enterprise & Infrastructure group. He first joined Jabil in 2000. Mr. Wilson has a bachelor's degree in Manufacturing Engineering and an MBA from Edinburgh Business School.

May Yap (age 52) was named Senior Vice President, Chief Information Officer in September 2020. She joined Jabil in 2014 as Vice President and CIO of Jabil Green Point. Ms. Yap holds an MBA and a master's degree in Computer Science from University of Hull and a doctorate in business administration and management from New York University.

Additional Information

Our principal executive offices are located at 10800 Roosevelt Boulevard North, St. Petersburg, Florida 33716, and our telephone number is (727) 577-9749. We were incorporated in Delaware in 1992. Our website is located at <http://www.jabil.com>. Through a link on the "Investors" section of our website, we make available our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and any amendments to those reports, free of charge, as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The "Investors" section of our website contains a significant amount of information about our Company, including financial and other information for investors. The information that we post on the "Investors" section of our website could be deemed to be material information. We encourage investors, the media and others interested in Jabil to visit our website. Information on our website, however, is not a part of this report.

Item 1A. Risk Factors

Business and Operational Risks

Our ability to schedule production, manage capital expenditures and maximize the efficiency of our manufacturing capacity is highly dependent on the actions of our customers, who generally do not commit to long-term production schedules, and may cancel orders, change production quantities, delay production or change sourcing strategy.

Most of our customers do not commit to firm production schedules for more than one quarter. We make significant decisions, including determining the levels of business that we will seek and accept, production schedules and locations, component procurement commitments, personnel needs and other resource requirements, based on our estimate of customer requirements. Our inability to forecast the level of customer orders with certainty makes it difficult to schedule production and maximize utilization of our manufacturing capacity and supply chain capabilities.

Many factors outside of our control impact our customers and their ordering behavior, including global pandemics, recession in end markets, changing technology and industry standards, commercial acceptance for products and shifting market demand, product obsolescence, and loss of business. Customers have canceled their orders, changed production quantities or designs, delayed production, changed their sourcing strategy and terminated their relationships with us. We cannot assure you that present or future customers will not terminate their service arrangements with us or significantly change, reduce, cancel or delay the amount of services ordered. Such changes, delays and cancellations have led to, and may lead in the future to a decline in our production and our possession of excess or obsolete inventory that we may not be able to sell to customers or third parties. This may result in write downs of inventories, reduction in the number of products that we sell, delays in payment for inventory that we purchased, and reductions in the use of our manufacturing facilities. As many of our costs and operating expenses are relatively fixed, a reduction in customer demand, particularly a reduction in demand for a product that represents a significant amount of revenue, can harm our gross profit margins and results of operations. In the past, we have also been required to increase staffing and other expenses in order to meet anticipated demand. On occasion, customers have required rapid increases in production for one or more of their products or requested that we relocate our manufacturing operations or transfer manufacturing from one facility to another, which stresses our resources and may reduce operating margins.

Our business at times experiences periods of rapid growth which can place considerable demands upon our management team and our operational, financial and management information systems. Our ability to manage growth effectively requires us to continue to implement and improve these systems; avoid cost overruns; maintain customer, supplier and other favorable business relationships during transition periods; efficiently and effectively dedicate resources to existing customers as well as new projects; acquire or construct additional facilities; occasionally transfer operations to different facilities; acquire equipment in anticipation of demand; procure materials and components; continue to develop the management skills of our managers and supervisors; adapt relatively quickly to new markets or technologies and continue to hire, train, motivate and manage our employees. Our failure to effectively manage growth, as well as our failure to realize the anticipated benefits of the actions we take to try to manage our growth, could have a material adverse effect on our results of operations.

In addition, we sometimes experience difficulty forecasting the timing of our receipt of payment from customers. The necessary process to begin manufacturing can be lengthy. Because we may make capital expenditures during this ramping-up process and do not receive payment until after we produce and ship the customer's products, any delays or unanticipated costs in the ramping-up process may have a significant adverse effect on our cash flows and our results of operations. Servicing our largest customers may also require us to increase our capital expenditures.

The effect of COVID-19 on our operations and the operations of our customers, suppliers and logistics providers has had, and may in the future again have, a material and adverse impact on our financial condition and results of operations.

Our global operations expose us to the COVID-19 pandemic, which has had and will continue to have an adverse impact on our employees, operations, supply chain and distribution system. While we have taken numerous steps to mitigate the impact of the pandemic on our results of operations, there can be no assurance that these efforts will be successful. To date, COVID-19 has increased our expenses, primarily related to additional labor costs and the procurement of personal protection equipment for our employees globally, and has caused a reduction in factory utilization due to travel disruptions and restrictions.

COVID-19 continues to spread across the globe and is impacting worldwide economic activity, including our global manufacturing production sites. Public and private sector policies and initiatives to reduce the transmission of COVID-19, including travel restrictions and quarantines, have and are impacting our operations, including affecting the ability of our employees to get to our facilities, reducing capacity utilization levels, causing certain facility or intermittent business closures, and interrupting the movement or increasing the cost of moving components and products through our supply chain. If additional factory closures are required or reductions in capacity utilization levels occur, we expect to incur additional direct costs and lost revenue.

Our suppliers have experienced facility closures or reductions in their capacity utilization levels, which in some cases are ongoing. Our suppliers may experience closures or reductions again in the future. When this occurs we have and may in the future again have difficulty sourcing materials necessary to fulfill production requirements which could lead to higher material and freight costs.

COVID-19 has also impacted our customers and creates unpredictable reductions or increases in demand for our manufacturing services.

Our ability to continue to manufacture products is highly dependent on our ability to maintain the safety and health of our factory employees. The ability of our employees to work has been, and may again be significantly impacted by individuals contracting or being exposed to COVID-19. While we are following the requirements of governmental authorities and taking preventative and protective measures to prioritize the safety of our employees, these measures are not always successful and we have been required to temporarily close facilities or take other measures. In addition, responding to the continuing pandemic diverts management's attention from our key strategic priorities, and may cause us to reduce, delay, alter or abandon initiatives that may otherwise increase our long-term value or otherwise disrupt our business operations. While we are staying in close communication with our sites, employees, customers, suppliers and logistics partners and acting to mitigate the impact of this dynamic and evolving situation, the duration and extent of the effect of COVID-19 on Jabil is not determinable. We believe COVID-19 has had, and may in the future again have, a material and adverse impact on our consolidated financial position, results of operations and cash flows. In addition, the impact of the COVID-19 pandemic could exacerbate the other risks we face.

Because we depend on a limited number of customers, a reduction in sales to any one of those customers could cause a significant decline in our revenue.

We currently depend, and expect to continue to depend for the foreseeable future, upon a relatively small number of customers for a significant percentage of our net revenue and upon their continued existence, growth, viability and financial stability. See "Business – The Company." In some instances, particular manufacturing services we provide for a customer represent a significant portion of the overall revenue we receive from that customer. As a result of this concentration, a reduction in business from one or more of our largest customers could have a material adverse effect on our results of operations. In addition, if one or more of our significant customers were to become insolvent or otherwise become unable to pay us on a timely basis, or at all, our operating results and financial condition could be adversely affected.

Efficient component and material purchasing is critical to our manufacturing processes and contractual arrangements. A shortage of components or an increase in price could interrupt our operations and reduce our profit, increase our inventory carrying costs, increase our risk of exposure to inventory obsolescence and cause us to purchase components of a lesser quality.

Strategic and efficient component and materials purchasing is an aspect of our strategy. Inflation rates have increased and may continue to rise. Our suppliers have raised their prices and may continue to raise prices. When prices rise, they impact our margins and results of operations if we are not able to pass the increases through to our customers or otherwise offset them. Most of our significant long-term customer contracts permit quarterly or other periodic prospective adjustments to pricing based on decreases and increases in component prices and other factors; however, we could bear the risk of component price increases that occur between any such re-pricings or, if such re-pricing is not permitted, during the balance of the term of the particular customer contract. There can be no assurance that we will continue to be able to purchase the components and materials needed to manufacture customer products at favorable prices. Accordingly, certain component price increases could adversely affect our gross profit margins and results of operations.

Some of the products we manufacture require one or more components that are only available from a single source. Some of these components are subject to supply shortages from time to time. In some cases, supply shortages will substantially curtail production of all assemblies using a particular component. A supply shortage can also increase our cost of goods sold if we have to pay higher prices for components in limited supply, or cause us to have to redesign or reconfigure products to accommodate a substitute component. In the past there have been industry wide conditions, natural disasters and global events that have caused material and component shortages and shortages from the COVID-19 pandemic are ongoing. In fiscal year 2022, our supply chain was impacted by component shortages, most notably in the semiconductor industry. Our production of a customer's product has and could again be negatively impacted by any quality, reliability or availability issues with any of our component suppliers. The financial condition of our suppliers could affect their ability to supply us with components and their ability to satisfy any warranty obligations they may have, which could have a material adverse effect on our results of operations.

If a component shortage is threatened or anticipated, we may purchase such components early to avoid a delay or interruption in our operations. Purchasing components early may cause us to incur additional inventory carrying costs and may cause us to experience inventory obsolescence, both of which may not be recoverable from our customers and could adversely affect our

gross profit margins and results of operations. A component shortage will require us to look to second tier vendors or to procure components through brokers. These components may be of lesser quality than those we have historically purchased and could cause us to incur costs to bring such components up to our quality levels or to replace defective ones. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business – Components Procurement.”

Customer relationships with emerging companies present more risks than with established companies.

Customer relationships with emerging companies present special risks because we do not have an extensive product or customer relationship history. There is less demonstration of market acceptance of their products making it harder for us to anticipate requirements than with established customers. Our credit risk on these customers, especially in trade accounts receivable and inventories, and the risk that these customers will be unable to fulfill indemnification obligations to us are potentially increased. We sometimes offer these customers extended payment terms, loans and other support and financial accommodations which increases our financial exposure and has impacted our financial results in the past.

The success of our business is dependent on our ability to keep pace with technological changes and competitive conditions in our industry, and our ability to effectively adapt our services as our customers react to technological changes and competitive conditions in their respective industries.

If we are unable to offer technologically advanced, cost effective, quick response manufacturing services that are differentiated from our competition and adapt those services as our customers’ requirements change, demand for our services will decline.

Introducing new business models or programs requiring implementation of new competencies, such as new process technologies and our development of new products or services, could affect our operations and financial results.

The introduction of new business models or programs requiring implementation or development of new competencies, such as new process technology within our operations and our independent development of new products or services, presents challenges in addition to opportunities. The success of new business models or programs depends on a number of factors including, but not limited to, a sufficient understanding of the new business or markets, timely and successful product development (by us and/or our customer), market acceptance, our ability to manage the risks associated with new business models or programs and new product production ramp-up, the effective management of purchase commitments and inventory levels in line with anticipated product demand, our development or acquisition of appropriate intellectual property, the availability of supplies in adequate quantities and at appropriate costs to meet anticipated demand, and the risk that new products may have quality or other defects in the early stages of introduction. Accordingly, we cannot determine in advance the ultimate result of new business models or programs.

As a result, we must make long-term investments, develop or obtain appropriate intellectual property and commit significant resources before knowing whether our assumptions will accurately reflect customer demand. After the development of a new business model, program, product or service, we typically must be able to manufacture appropriate volumes quickly and at low cost. To accomplish this, we endeavor to accurately forecast volumes, mixes of products and configurations; however, we do not always succeed at doing so.

We compete with numerous other diversified manufacturing service providers, electronic manufacturing services, design providers and others.

Our business is highly competitive and our manufacturing processes are generally not subject to significant proprietary protection. We compete against numerous domestic and foreign electronic manufacturers, manufacturing service providers, design providers and others. The significant purchasing power and market power of these competitors, many of which are large companies, could increase pricing and competitive pressures for us. Most of our competitors have international operations and significant financial resources and some have substantially greater manufacturing, research and development (R&D) and marketing resources. These competitors may:

- respond more quickly to new or emerging technologies or changes in customer requirements;
- have technological expertise, engineering capabilities and/or manufacturing resources that are greater than ours;
- have greater name recognition, critical mass and geographic market presence;
- be better able to take advantage of acquisition opportunities;
- devote greater resources to the development, promotion and sale of their services and execution of their strategy;
- be better positioned to compete on price for their services;
- have excess capacity, and be better able to utilize such excess capacity;

- have greater direct buying power from component suppliers, distributors and raw material suppliers;
- have lower cost structures as a result of their geographic location or the services they provide;
- be willing or able to make sales or provide services at lower margins than we do;
- have increased vertical capabilities providing them greater cost savings.

We also face competition from the manufacturing operations 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.

The actions of competitors and current and potential customers have and could cause a decline in our sales and/or compression of our profits.

Our business could be adversely affected by any delays, or increased costs, resulting from common carrier or transportation issues.

We rely on a variety of common carriers across the globe to transport our materials from our suppliers and to our customers. Problems suffered by any of these common carriers, including natural disaster, pandemic, labor problems, increased energy prices, or criminal activity, could result in shipping delays for products or materials, increased costs or other supply chain disruptions, and could therefore have a negative impact on our ability to receive products from suppliers and deliver products to customers, resulting in a material adverse effect on our operations.

We may not be able to maintain our engineering, technological and manufacturing expertise.

Many of the markets for our manufacturing and engineering services are characterized by rapidly changing technology and evolving process development. The continued success of our business will depend upon our ability to:

- hire, retain and expand our pool of qualified engineering and technical personnel;
- maintain and continually improve our technological expertise;
- develop and market manufacturing services that meet changing customer needs; and
- anticipate and respond to technological changes in manufacturing processes on a cost-effective and timely basis.

Although we use the assembly and testing technologies, equipment and processes that are currently required by our customers, we cannot be certain that we will be able to maintain or develop the capabilities required by our customers in the future. The emergence of new technology, industry standards or customer requirements may render our equipment, inventory or processes obsolete or noncompetitive. The acquisition and implementation of new technologies and equipment and the offering of new or additional services to our customers may require significant expense or capital investment, which could reduce our operating margins and our operating results. In facilities that we newly establish or acquire, we may not be able to insert or maintain our engineering, technological and manufacturing process expertise. Our failure to anticipate and adapt to our customers' changing technological needs and requirements or to hire sufficient personnel to maintain our engineering, technological and manufacturing expertise could have a material adverse effect on our results of operations.

We depend on attracting and retaining officers, managers and skilled personnel.

Our success depends to a large extent upon the continued services of our officers, managers and skilled personnel. These employees are not generally bound by employment or non-competition agreements, and we cannot assure you that we will retain them. To aid in managing our growth and strengthening our pool of management and skilled personnel, we will need to internally develop, recruit and retain skilled management personnel. If we are not able to do so, our business and our ability to continue to grow could be harmed.

We derive a substantial majority of our revenues from our international operations, which are subject to a number of different risks and often require more management time and expense than our domestic operations.

Our international operations are subject to a number of risks, including:

- difficulties in staffing and managing foreign operations and attempting to ensure compliance with our policies, procedures, and applicable local laws;
- less flexible employee relationships that can be difficult and expensive to terminate due to, among other things, labor laws and regulations;

- rising labor costs (including the introduction or expansion of certain social programs), in particular within the lower-cost regions in which we operate, due to, among other things, demographic changes and economic development in those regions;
- labor unrest and dissatisfaction, including potential labor strikes or claims;
- increased scrutiny by the media and other third parties of labor practices within our industry (including working conditions, compliance with employment and labor laws and compensation) which may result in allegations of violations, more stringent and burdensome labor 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;
- burdens of complying with a wide variety of foreign laws, including those relating to export and import duties, domestic and foreign import and export controls, trade barriers (including tariffs and quotas), environmental policies and privacy issues, and local statutory corporate governance rules;
- risk of non-compliance with the U.S. Foreign Corrupt Practices Act (the “FCPA”) or similar regulations in other jurisdictions;
- less favorable, less predictable, or relatively undefined, intellectual property laws;
- lack of sufficient or available locations from which to operate or inability to renew leases on terms that are acceptable to us or at all;
- unexpected changes in regulatory requirements and laws or government or judicial interpretations of such regulatory requirements and laws and adverse trade policies, and adverse changes to any of the policies of either the U.S. or any of the foreign jurisdictions in which we operate;
- adverse changes in tax rates or accounting rules and the manner in which the U.S. and other countries tax multinational companies or interpret their tax laws or accounting rules or restrictions on the transfer of funds to us from our operations outside the U.S.;
- limitations on imports or exports of components or products, or other trade sanctions;
- political and economic instability and unsafe working conditions;
- geopolitical unrest, including the invasion of Ukraine, the possibility of military activity in countries near or adjacent to Ukraine, and the sanctions and other actions taken by the European Union, the United States, and other governments around the world in response;
- risk of governmental expropriation of our property;
- inadequate infrastructure for our operations (e.g., lack of adequate power, water, transportation and raw materials);
- legal or political constraints on our ability to maintain or increase prices;
- health concerns, epidemics and related government actions;
- increased travel costs and difficulty in coordinating our communications and logistics across geographic distances and multiple time zones;
- longer customer payment cycles and difficulty collecting trade accounts receivable;
- fluctuations in currency exchange rates;
- economies that are emerging or developing or that are subject to greater currency volatility, negative growth, high inflation, limited availability of foreign exchange and other risks;
- higher potential for theft, misappropriation or unauthorized access to or use of technology, data or intellectual property; and
- international trade disputes could result in tariffs and other protectionist measures that could adversely affect our business. Tariffs could increase the costs of the components and raw materials we use in the manufacturing process as well as import and export costs for finished products. Countries could adopt other protectionist measures that could limit our ability to manufacture products or provide services. Increased costs to our U.S. customers who use our non-U.S. manufacturing sites and components may adversely impact demand for our services and our results of operation and financial condition. Additionally, international trade disputes may cause our customers to decide to relocate the manufacturing of their products to another location, either within country, or into a new country. Relocations may require considerable management time as well as expenses related to market, personnel and facilities development before any significant revenue is generated, which may negatively affect our margin. Furthermore, there can be no

assurance that all customer manufacturing needs can be met in available locations within the desired timeframe, or at all, which may cause us to lose business, which may negatively affect our financial condition and results of operation.

In particular, a significant portion of our manufacturing, design, support and storage operations are conducted in our facilities in China, and revenues associated with our China operations are important to our success. Therefore, our business, financial condition and results of operations may be materially adversely affected by economic, political, legal, regulatory, competitive, infrastructure and other factors in China. International trade disputes or political differences with China could result in tariffs and other measures that could adversely affect the Company's business. The Chinese economy differs from the economies of most developed countries in many respects, including the level of government involvement and control over economic growth. In addition, our operations in China are governed by Chinese laws, rules and regulations, some of which are relatively new. The Chinese legal system continues to rapidly evolve, which may result in uncertainties with respect to the interpretation and enforcement of Chinese laws, rules and regulations that could have a material adverse effect on our business. China experiences high turnover of direct labor in the manufacturing sector due to the intensely competitive and fluid market for labor, and the retention of adequate labor is a challenge. If our labor turnover rates are higher than we expect, or we otherwise fail to adequately manage our labor needs, then our business and results of operations could be adversely affected. We are also subject to risks associated with our subsidiaries organized in China. For example, regulatory and registration requirements and government approvals affect the financing that we can provide to our subsidiaries. If we fail to receive required registrations and approvals to fund our subsidiaries organized in China, or if our ability to remit currency out of China is limited, then our business and liquidity could be adversely affected.

These factors may harm our results of operations. Also, any measures that we may implement to reduce risks of our international operations may not be effective, may increase our expenses and may require significant management time and effort. Entry into new international markets requires considerable management time as well as start-up expenses related to market, personnel and facilities development before any significant revenue is generated. As a result, initial operations in a new market may operate at low margins or may be unprofitable.

Although we have implemented policies and procedures designed to cause compliance with the FCPA and similar laws, there can be no assurance that all of our employees and agents, as well as those companies to which we outsource certain of our business operations, will not take actions in violation of our policies which could have a material adverse effect on our operations.

Energy price increases or shortages may negatively impact our results of operations.

Certain of the components that we use in our manufacturing activities are petroleum-based. In addition, we, along with our suppliers and customers, rely on various energy sources (including oil) in our facilities and transportation activities. An increase in energy prices, which have been volatile historically, or energy shortages or restrictions could cause disruption in our operations and/or increase in our raw material costs and transportation costs. In addition, increased transportation costs of certain of our suppliers and customers could be passed along to us. We may not be able to increase our product prices enough to offset these increased costs. In addition, any increase in our product prices may reduce our future customer orders and profitability.

We have on occasion not achieved, and may not in the future achieve, expected profitability from our acquisitions.

We have in the past and will continue to seek and complete acquisitions. We cannot assure you that we will be able to successfully integrate the operations and management of our recent acquisitions. Similarly, we cannot assure you that we will be able to identify future strategic acquisitions and adequately conduct due diligence, consummate these potential acquisitions on favorable terms, if at all, or if consummated, successfully integrate the operations and management of future acquisitions. Acquisitions involve significant risks, which could have a material adverse effect on us including:

- Financial risks, such as: (1) overpayment; (2) an increase in our expenses and working capital requirements; (3) exposure to liabilities of the acquired businesses, with contractually-based time and monetary limitations on a seller's obligation to indemnify us; (4) integration costs or failure to achieve synergy targets; (5) incurrence of additional debt; (6) valuation of goodwill and other intangible assets; (7) possible adverse tax and accounting effects; (8) the risk that we acquire manufacturing facilities and assume significant contractual and other obligations with no guaranteed levels of revenue; (9) the risk that, in the future, we may have to close or sell acquired facilities at our cost, which may include substantial employee severance costs and asset write-offs, which have resulted, and may result, in our incurring significant losses; and (10) costs associated with environmental risks including fines, remediation and clean-up.
- Operating risks, such as: (1) the diversion of management's attention and resources to the integration of the acquired businesses and their employees and to the management of expanding operations; (2) the risk that the acquired businesses will fail to maintain the quality of services that we have historically provided; (3) the need to implement

financial and other systems and add management resources; (4) the need to maintain customer, supplier or other favorable business relationships of acquired operations and restructure or terminate unfavorable relationships; (5) the potential for deficiencies in internal controls of the acquired operations; (6) the inability to attract and retain the employees necessary to support the acquired businesses; (7) potential inexperience in a line of business that is either new to us or that has become materially more significant to us as a result of the transaction; (8) unforeseen difficulties (including any unanticipated liabilities) in the acquired operations; (9) the impact on us of any unionized work force we may acquire or any labor disruptions that might occur; (10) the possibility that the acquired business's past transactions or practices before our acquisition may lead to future commercial or regulatory risks; (11) the difficulty of presenting a unified corporate image; (12) the possibility that we will have unutilized capacity due to our acquisition activity; (13) when acquiring an operation from a customer and continuing or entering into a supply arrangement, our inability to meet the expectations of the customer as to volume, product quality, timeliness and cost reductions.

Although we conduct what we believe to be a prudent level of due diligence regarding the businesses we purchase, in light of the circumstances of each transaction, an unavoidable level of risk remains regarding the actual condition of these businesses. Until we actually assume operating control of such businesses and their assets and operations, we may not be able to ascertain the actual value or understand the potential liabilities of the acquired entities and their operations.

Most of our acquisitions involve operations outside of the U.S., which are subject to various risks including those described in "Risk Factors – We derive a substantial majority of our revenue from our international operations, which may be subject to a number of risks and often require more management time and expense than our domestic operations."

We have acquired and may continue to pursue the acquisition of manufacturing and supply chain management operations from our customers (or potential customers). In these acquisitions, the divesting company will typically enter into a supply arrangement with the acquirer. Therefore, our competitors often also pursue these acquisitions. In addition, certain divesting companies may choose not to offer to sell their operations to us because of our current supply arrangements with other companies or may require terms and conditions that may impact our profitability. If we are unable to attract and consummate some of these acquisition opportunities at favorable terms, our growth and profitability could be adversely impacted.

We face risks arising from the restructuring of our operations.

In recent years, we have undertaken initiatives to restructure our business operations with the intention of improving utilization and realizing cost savings. These initiatives have included changing the number and location of our production facilities, largely to align our capacity and infrastructure with current and anticipated customer demand. The process of restructuring entails, among other activities, moving production between facilities, transferring programs from higher cost geographies to lower cost geographies, closing facilities, reducing the level of staff, realigning our business processes and reorganizing our management.

Restructurings could adversely affect us, including a decrease in employee morale, delays encountered in finalizing the scope of, and implementing, the restructurings, failure to achieve targeted cost savings, and failure to meet operational targets and customer requirements due to the restructuring process. These risks are further complicated by our extensive international operations, which subject us to different legal and regulatory requirements that govern the extent and speed of our ability to reduce our manufacturing capacity and workforce.

Any delay in the implementation of our information systems could disrupt our operations and cause unanticipated increases in our costs.

We are currently in the process of completing the installation of an enterprise resource planning system in certain of our manufacturing facilities, which will replace the existing planning and financial information systems. Any delay in the implementation of these information systems could result in material adverse consequences, including disruption of operations, loss of information and unanticipated increases in costs.

Disruptions to our information systems, including security breaches, losses of data or outages, and other security issues, could adversely affect our operations.

We rely on information systems, some of which are owned and operated by third parties, to store, process and transmit confidential information, including financial reporting, inventory management, procurement, invoicing and electronic communications, belonging to our customers, our suppliers, our employees and/or us. We attempt to monitor and mitigate our exposure to cybersecurity issues and modify our systems when warranted and we have implemented certain business continuity items including data backups at alternative sites. Nevertheless, these systems are vulnerable to, and at times have suffered from, among other things, damage from power loss or natural disasters, computer system and network failures, loss of telecommunication services, physical and electronic loss of data, terrorist attacks, security breaches, phishing, cyberattacks and computer viruses. We regularly face attempts by others to access our information systems in an unauthorized manner, to introduce malicious software to such systems or both. The increased use of mobile technologies and the internet of things can

heighten these and other operational risks. If we, or the third parties who own and operate certain of our information systems, are unable to prevent such breaches, losses of data and outages, our operations could be disrupted. Also, the time and funds spent on monitoring and mitigating our exposure and responding to breaches, including the training of employees, the purchase of protective technologies and the hiring of additional employees and consultants to assist in these efforts could adversely affect our financial results. The increasing sophistication of cyberattacks requires us to continually evaluate the threat landscape and new technologies and processes intended to detect and prevent these attacks. There can be no assurance that the security measures and systems configurations we choose to implement will be sufficient to protect the data we manage. Any theft or misuse of information resulting from a security breach could result in, among other things, loss of significant and/or sensitive information, litigation by affected parties, financial obligations resulting from such theft or misuse, higher insurance premiums, governmental investigations, negative reactions from current and potential future customers (including potential negative financial ramifications under certain customer contract provisions) and poor publicity and any of these could adversely affect our financial results. In addition, we must comply with increasingly complex regulations intended to protect business and personal data in the U.S. and elsewhere. Compliance with these regulations can be costly and any failure to comply could result in legal and reputational risks as well as penalties, fines and damages that could adversely affect our financial results.

Regulatory Risks

We are subject to extensive government regulations and industry standards and the terms of complex contracts; a failure to comply with current and future regulations and standards, or the terms of our contractual arrangements, could have an adverse effect on our business, customer relationships, reputation and profitability.

We are subject to extensive government regulation and industry standards relating to the products we design and manufacture as well as how we conduct our business, including regulations and standards relating to labor and employment practices, workplace health and safety, the environment, sourcing and import/export practices, the market sectors we support, privacy and data protection, the regulations that apply to government contracts, and many other facets of our operations. The regulatory climate in the U.S. and other countries has become increasingly complex and fragmented, and regulatory activity has increased in recent periods. Failure or noncompliance with such regulations or standards could have an adverse effect on our reputation, customer relationships, profitability and results of operations. In addition, we regularly enter into a large number of complex contractual arrangements as well as operate pursuant to the terms of a significant number of ongoing intricate contractual arrangements. Our failure or our customers' failure to comply with the terms of such arrangements could expose us to claims or other demands and could have an adverse effect on our reputation, customer relationships, profitability and results of operations.

If we manufacture products containing design or manufacturing defects, demand for our services may decline, our reputation may be damaged and we may be subject to liability claims.

Our customers' products and the manufacturing processes and design services that we use to produce them often are highly complex. Defects in the products we manufacture or design, whether caused by a design, manufacturing or component failure or error, or deficiencies in our manufacturing processes, have occurred and may result in delayed shipments to customers or reduced or canceled customer orders. If these defects or deficiencies are significant, our business reputation may also be damaged. The failure of the products that we manufacture or of our manufacturing processes or facilities may subject us to regulatory enforcement, fines or penalties and, in some cases, require us to shut down, temporarily halt operations or incur considerable expense to correct a manufacturing process or facility. In addition, these defects have, and may in the future result in liability claims against us, expose us to liability to pay for the recall or remanufacture of a product or adversely affect product sales or our reputation. Even if our customers are responsible for the defects or defective specifications, they may not, or may not have resources to, assume responsibility for any costs or liabilities arising from these defects, which could expose us to additional liability claims. Any of these actions could increase our expenses, reduce our revenue or damage our reputation as a supplier to these customers.

We may face heightened liability risks specific to our medical device business as a result of additional healthcare regulatory related compliance requirements and the potential severe consequences (e.g., death or serious injury) that could result from manufacturing defects or malfunctions of the medical devices we manufacture or design.

As a service provider engaged in the business of designing and manufacturing medical devices for our customers, we have compliance requirements in addition to those relating to other industries we serve within our business. 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"), including current Good Manufacturing Practices (cGMPs). This regulation establishes requirements for manufacturers of medical devices to implement design and process manufacturing controls, quality control, labeling, handling and documentation procedures. The FDA, through periodic inspections and post-market surveillance, continuously and rigorously monitors compliance with these QSR requirements and other applicable

regulatory requirements. If any FDA inspection reveals noncompliance, and we do not address the FDA's concerns to its satisfaction, the FDA may elect to take enforcement action against us, including issuing inspection observations or a notice of violation or a warning letter, imposing fines, bringing an action against the Company and its officers, requiring a recall of the products we manufactured, issuing an import detention on products entering the U.S. from an offshore facility or temporarily halting operations at or shutting down a manufacturing facility.

Beyond the FDA, our medical device business is also subject to applicable state and foreign regulatory requirements. Within the European Union ("EU"), we are required to fulfill certain internationally recognized standards and must undergo periodic inspections to obtain and maintain certifications to these standards. Continued noncompliance to the EU regulations could stop the flow of products into the EU from us or from our customers. In China, the National Medical Products 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 foreign countries where we operate have similar laws regarding the regulation of medical device manufacturing. In the event of any noncompliance with these requirements, interruption of our operations and/or ability to allow commerce in these markets could occur, which in turn could cause our reputation and business to suffer.

Compliance or the failure to comply with current and future environmental, health and safety, product stewardship and producer responsibility laws or regulations could cause us significant expense.

We are subject to a variety of federal, state, local and foreign environmental, health and safety, product stewardship and producer responsibility laws and regulations, including those arising from global pandemics or relating to the use, generation, storage, discharge and disposal of hazardous chemicals used during our manufacturing process, those governing worker health and safety, those requiring design changes, supply chain investigation or conformity assessments and those relating to the recycling or reuse of products we manufacture. If we fail to comply with any present or future regulations or timely obtain any needed permits, we could become subject to liabilities, and we could face fines or penalties, the suspension of production, or prohibitions on sales of products we manufacture. In addition, such regulations could restrict our ability to expand our facilities or could require us to acquire costly equipment, or to incur other significant expenses, including expenses associated with the recall of any non-compliant product or with changes in our operational, procurement and inventory management activities.

Certain environmental laws impose liability for the costs of investigation, removal and remediation of hazardous or toxic substances on an owner, occupier or operator of real estate, or on parties who arranged for hazardous substance treatment or disposal, even if such person or company was unaware of, or not responsible for, contamination at the affected site. Soil and groundwater contamination may have occurred at or near, or may have arisen from, some of our facilities. From time to time we investigate, remediate and monitor soil and groundwater contamination at certain of our operating sites. In certain instances where contamination existed prior to our ownership or occupation of a site, landlords or former owners have retained some contractual responsibility for contamination and remediation. However, failure of such persons to perform those obligations could result in us being required to address such contamination. As a result, we may incur clean-up costs in such potential removal or remediation efforts. In other instances, we may be responsible for clean-up costs and other liabilities, including the possibility of claims due to health risks by both employees and non-employees, as well as other third-party claims in connection with contaminated sites.

In addition, there is an increasing governmental focus around the world on global warming and environmental impact issues, which has resulted in new environmental, health and safety regulations that may affect us, our suppliers and our customers. This could cause us to incur additional direct costs for compliance, as well as increased indirect costs resulting from our customers, suppliers or both incurring additional compliance costs that get passed on to us. These costs may adversely impact our operations and financial condition.

We have limited insurance coverage for potential environmental liabilities associated with current operations and we do not anticipate increasing such coverage in the future.

Our operations result in exposure to intellectual property claims.

Our operations expose us to intellectual property rights claims from third parties, some of whom may hold key intellectual property rights in areas in which we operate. Intellectual property clearance or licensing efforts or activities, if any, may be inadequate to anticipate and avoid intellectual property claims. Our customers or suppliers, or their customers or suppliers, could also become subject to intellectual property claims.

Even though many, but not all, of our contracts require others to indemnify Jabil for intellectual property claims relating to their products, designs or technology, any such party may not, or may not have the resources to, assume responsibility for such claims. We may be responsible for claims that our services, designs, technologies, products, or components, equipment or

processes we supply or use, infringe, misappropriate or otherwise violate third party intellectual property rights. Providing turnkey design solutions, designs, technologies, products and other services may expose us to different or greater potential liabilities than those we face providing traditional manufacturing services. These liabilities may include an increase in exposure to claims that products we design or supply, or processes, materials or components we use, infringe, misappropriate or otherwise violate third-party intellectual property rights. Customers for our products and services in which we provide significant design or technology contributions sometimes require that we indemnify them against risk of intellectual property claims.

If any intellectual property claims are brought, regardless of their merits, we could be required to expend significant resources in the defense or settlement of such claims, or in the defense or settlement of related indemnification claims. Intellectual property rights claims could subject us to significant liability for damages, potential injunctive action, or hamper our normal operations such as by interfering with the availability of components or have a material adverse effect on our results of operations and financial position. In the event of such a claim, we may spend significant amounts of money and effort to develop non-infringing alternatives or obtain and maintain licenses. We may not be successful in developing such alternatives or obtaining and maintaining such licenses on reasonable terms or at all. We, or suppliers or customers, may be required to or decide to discontinue products or services, and such discontinuance may result in a significant decrease in our business and/or could have a material adverse effect on our results of operations and financial position. These risks may be heightened in connection with our customer relationships with emerging companies.

The success of certain aspects of our business depends in part on our ability to obtain, protect and leverage intellectual property rights.

In certain circumstances, we strive to obtain and protect certain intellectual property rights related to solutions, designs, processes and products that we create. We believe that obtaining a significant level of protected proprietary technology may give us a competitive advantage. In addition to selectively relying on patent rights, we rely on unpatented proprietary know-how and trade secrets, and employ various methods, including non-disclosure agreements, with our customers, employees and suppliers and our internal security systems, policies and procedures to protect our know-how and trade secrets. However, we cannot be certain the measures we employ will result in protected intellectual property rights or will result in the prevention of unauthorized use of our technology. If we are unable to obtain and protect intellectual property rights embodied within our solutions, designs, processes and products, this could reduce or eliminate competitive advantages of our proprietary technology, which would harm our business and could have a material adverse effect on our results of operations and financial position.

Even if we take steps to protect certain intellectual property rights, these mechanisms may not afford complete or sufficient protection, and misappropriation or unauthorized use may still occur. Further, there can be no assurance that we will be able to acquire or enforce our patent or other rights, if any, and that others will not independently develop similar know-how and trade secrets, or develop better solutions, designs, processes and products than us. We have not historically sought patent protection for many of our proprietary processes, designs or other patentable intellectual property. Further, we may not be able to prevent current or former customers, employees, contractors and other parties from breaching non-disclosure agreements and misappropriating proprietary information. If any of the foregoing occur, it could impair our ability to compete, result in a significant decrease in our business and/or could have material adverse effect on our results of operations and financial position.

Financial Risks

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. When customers experience financial difficulty, we have difficulty recovering amounts owed to us from these customers, and demand for our products from these customers sometimes declines. Additionally, if our suppliers experience financial difficulty, we could have difficulty sourcing supplies necessary to fulfill production requirements. When one or more of our customers becomes insolvent or otherwise is unable to pay for the services provided by us on a timely basis, or at all, our operating results and financial condition are adversely affected. Such adverse effects have included and may in the future include one or more of the following: an increase in our provision for doubtful accounts, a charge for inventory writeoffs, an impairment of contract assets, 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. In addition, because we securitize certain of our accounts receivable, our securitization programs could be negatively affected by customer financial difficulty affecting the recovery of a significant amount of receivables.

When financial markets experience significant turmoil, the financial arrangements we may need to enter into, refinance or repay and our customers may be adversely affected.

Credit market turmoil could negatively impact the counterparties and lenders to our forward foreign exchange contracts, trade accounts receivable securitization and sale programs, unsecured credit and term loan facilities, commercial paper program, various foreign subsidiary credit facilities and other debt facilities. These potential negative impacts could limit our ability to borrow under these financing agreements, contracts, facilities and programs or renew or obtain future additional financing. Credit market turmoil could also negatively impact certain of our customers and certain of their respective customers, which could cause them to reduce or cancel their orders and have a negative effect on our results of operations.

We can offer no assurance under the uncommitted trade accounts receivable sales programs that if we attempt to sell receivables through such programs in the future that we will receive funding from the associated banks, which would require us to utilize other available sources of liquidity, including our revolving credit facilities.

We are subject to the risk of increased taxes.

We base our tax position upon the anticipated nature and conduct of our business and upon our understanding of the tax laws of the various countries in which we have assets or conduct activities. Our tax position, however, is subject to review and possible challenge by taxing authorities and to possible changes in law (including adverse changes to the manner in which the U.S. and other countries tax multinational companies or interpret their tax laws). We cannot determine in advance the extent to which some jurisdictions may assess additional tax or interest and penalties on such additional taxes. In addition, our effective tax rate may be increased by changes in the mix of earnings between jurisdictions, changes in the valuation of deferred tax assets and liabilities, changes in our cash management strategies, changes in local tax rates or countries adopting more aggressive interpretations of tax laws, or other legislative changes.

Several countries in which we are located allow for tax incentives to attract and retain business. We have obtained incentives where available and practicable. Our taxes could increase if certain tax incentives are retracted, which could occur if we are unable to satisfy the conditions on which such incentives are based, if they are not renewed upon expiration, or if tax rates applicable to us in such jurisdictions otherwise increase. Due to the possibility of changes in existing tax law and our operations, we are unable to predict how any expirations will impact us in the future. In addition, acquisitions may cause our effective tax rate to increase, depending on the jurisdictions in which the acquired operations are located.

Certain of our subsidiaries provide financing, products and services to, and undertake certain significant transactions with, other subsidiaries in different jurisdictions. Several jurisdictions in which we operate have tax laws with detailed transfer pricing rules that require that all transactions with non-resident related parties be priced using arm's length pricing principles, and that contemporaneous documentation must exist to support such pricing. There is a risk that the taxing authorities may not deem our transfer pricing methodology or documentation acceptable.

The Organization for Economic Cooperation and Development (OECD), along with the G20, issued an inclusive framework in October 2021 on Base Erosion and Profit Shifting which may result in legislative changes that could reshape international tax rules, including the introduction of a global minimum tax. Our effective tax rate could be adversely impacted if these provisions are adopted. As this framework is subject to further negotiation and implementation by each member country, the timing and ultimate impacts of any such changes on our tax obligations are uncertain.

Our credit rating may be downgraded.

Our credit is and certain of our financial instruments and our commercial paper are rated by credit rating agencies. Any potential future negative change in our credit ratings may make it more expensive for us to raise additional capital on terms that are acceptable to us, if at all; negatively impact the price of our common stock; increase our interest payments under existing debt agreements; cause us to lose the ability to utilize our commercial paper program; and have other negative implications on our business, many of which are beyond our control. In addition, the interest rate payable under the Credit Facility (as such terms are defined in Note 7 – “Notes Payable and Long-Term Debt” to the Consolidated Financial Statements) 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 the Credit Facility and certain of our other borrowings.

Our amount of debt could significantly increase in the future.

The Company has a number of debt facilities. Refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources” and Note 7 – “Notes Payable and Long-Term Debt” to the Consolidated Financial Statements for further details.

Should we desire to consummate significant additional acquisition opportunities, undertake significant additional expansion activities, or make substantial investments in our infrastructure or in support of customer opportunities, our capital needs would increase and could result in our need to increase borrowings under our revolving credit facilities or access public or private debt and equity markets. There can be no assurance, however, that we would be successful in raising additional debt or equity on terms that we would consider acceptable. An increase in the level of our indebtedness, among other things, could:

- make it difficult for us to obtain any necessary financing in the future for other acquisitions, working capital, capital expenditures, debt service requirements or other purposes;
- limit our flexibility in planning for, or reacting to changes in, our business;
- make us more vulnerable in the event of a downturn in our business; and
- impact certain financial covenants that we are subject to in connection with our debt and asset-backed securitization programs.

There can be no assurance that we will be able to meet future debt service obligations.

An adverse change in the interest rates for our borrowings could adversely affect our financial condition.

We pay interest on outstanding borrowings under our revolving credit facilities and certain other long term debt obligations at interest rates that fluctuate based upon changes in various base interest rates. An adverse change in the base rates upon which our interest rates are determined has and may continue to have a material adverse effect on our financial position, results of operations and cash flows. If certain economic or fiscal issues occur, interest rates could rise, which would increase our interest costs and reduce our net income. Also, increased interest rates could make any future fixed interest rate debt obligations more expensive.

We are subject to risks of currency fluctuations and related hedging operations.

Although a significant number of our operations are located outside the United States, the majority of our business is conducted in U.S. dollars. Changes in exchange rates will affect our net revenue, cost of sales, operating margins and net income. We cannot predict the impact of future exchange rate fluctuations. We use financial instruments, primarily forward contracts, to hedge our exposure to exchange rate fluctuations. We believe that our hedging activities enable us to largely protect ourselves from future exchange rate fluctuations. If, however, these hedging activities are not successful, if the counterparties to these hedging activities default on their obligations to us or if we change or reduce these hedging activities in the future, we may experience significant unexpected expenses from fluctuations in exchange rates. In addition, certain countries in which we operate have adopted, or may adopt, currency controls requiring that local transactions be settled only in local currency. Such controls could require us to hedge larger amounts of local currency than we have in the past.

An impairment in the value of our assets would reduce the value of our assets and reduce our net income in the year in which the write-off occurs.

We have recorded intangible assets, including goodwill, in connection with business acquisitions. We perform a goodwill impairment analysis on an annual basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired. Refer to note 6 to the consolidated financial statements 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.

General Risk Factors

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, the SEC and various bodies formed to interpret and create appropriate accounting policies. A change in these policies can have a significant effect on our reported results and may affect our reporting of transactions that are completed before a change is announced. Changes to those rules or questions as to how we interpret or implement them may have a material adverse effect on our reported financial results or on the way we conduct business. For example, significant changes to revenue recognition rules have been adopted and first applied to us in fiscal year 2019.

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

Our operations and those of our customers and suppliers have been and may again be subject to natural disasters, climate change-related events, pandemics or other business disruptions, which could seriously harm our results of operation and increase our costs and expenses. We are susceptible to losses and interruptions caused by hurricanes (including in Florida,

where our headquarters are located), earthquakes, power shortages, telecommunications failures, water or other natural resource shortages, tsunamis, floods, typhoons, drought, fire, extreme weather conditions, rising sea level, geopolitical events such as direct or indirect terrorist acts or acts of war, other natural or manmade disasters, boycotts and sanctions or widespread criminal activities. Such events could make it difficult or impossible to manufacture or to deliver products to our customers, receive production materials from our suppliers, or perform critical functions, which could adversely affect our business globally or in certain regions. While we maintain similar manufacturing capacities at different locations and coordinate multi-source supplier programs on many of our materials, which we believe better enables us to respond to these types of events, we cannot be sure that our plans will fully protect us from all such disruptions. Our insurance coverage with respect to natural disasters is limited and is subject to deductibles and coverage limits. Such coverage may not be adequate, or may not continue to be available at commercially reasonable rates and terms.

While we manufacture our products in a large number of diversified facilities and maintain insurance covering our facilities, including business interruption insurance, a catastrophic loss of the use of all or a portion of one of our key manufacturing facilities due to accident, labor issues, weather conditions, natural disaster or otherwise, whether short- or long-term, could have a material adverse effect on us.

Item 1B. Unresolved Staff Comments

There are no unresolved written comments from the SEC staff regarding our periodic or current reports.

Item 2. Properties

We own or lease facilities located primarily in the geographies listed below. We believe that our properties are generally in good condition, are well maintained and are generally suitable and adequate to carry out our business at expected capacity for the foreseeable future. The majority of the square footage is active manufacturing space and are reported in both the EMS and DMS operating segments, as both use these properties. Our corporate headquarters is located in St. Petersburg, Florida.

The table below lists the approximate square footage for our facilities as of August 31, 2022 (in millions):

Location	Approximate Square Footage
Asia	33
Americas	13
Europe	4
Total ⁽¹⁾⁽²⁾	50

⁽¹⁾ Approximately 4% of our total square footage is not currently used in business operations.

⁽²⁾ Consists of 15 million square feet in facilities that we own with the remaining 35 million square feet in leased facilities.

Our manufacturing facilities are ISO certified to ISO 9001:2008 standards and most are also certified to ISO-14001:2004 environmental standards.

Item 3. Legal Proceedings

See the discussion in Note 18 - "Commitments and Contingencies" to the Consolidated Financial Statements.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information and Dividends

Our common stock trades on the New York Stock Exchange under the symbol “JBL.” See discussion of our cash dividends declared to common shareholders in Note 12 - “Stockholders’ Equity” to the Consolidated Financial Statements.

We expect to continue to declare and pay quarterly dividends of an amount similar to our past declarations. However, the declaration and payment of future dividends are discretionary and will be subject to determination by our Board of Directors each quarter following its review of our financial performance and global economic conditions.

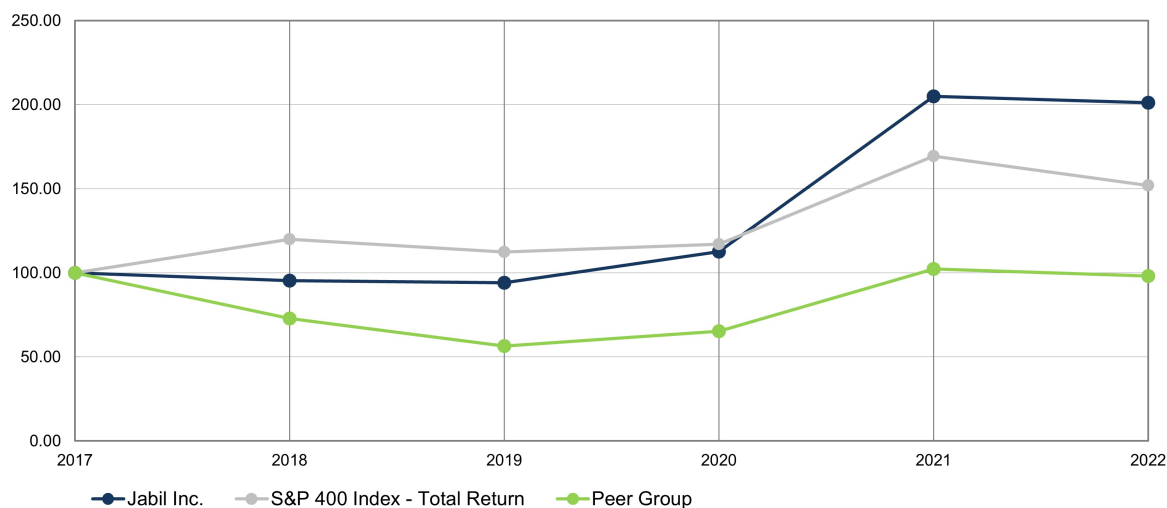
On October 17, 2022, the closing sales price for our common stock as reported on the New York Stock Exchange was \$60.75. As of October 17, 2022, there were 1,162 holders of record of our common stock. A substantially greater number of holders of our common stock are “street name” or beneficial holders, whose shares are held of record by banks, brokers, and other financial institutions.

Information regarding equity compensation plans is incorporated by reference to the information set forth in Item 12 of Part III of this report.

Stock Performance Graph

The performance graph and table show a comparison of cumulative total stockholder return, assuming the reinvestment of dividends, from a \$100 investment in the common stock of Jabil over the five-year period ending August 31, 2022, with the cumulative stockholder return of the (1) S&P MidCap 400 Index and (2) peer group which includes Celestica Inc., Flex Ltd., Hon-Hai Precision Industry Co. Ltd, Plexus Corp., and Sanmina Corp.

Comparison of 5 Year Cumulative Total Return



August 31	2017	2018	2019	2020	2021	2022
Jabil Inc.	\$ 100	\$ 95	\$ 94	\$ 113	\$ 205	\$ 201
S&P MidCap 400 Index – Total Returns	\$ 100	\$ 120	\$ 112	\$ 117	\$ 169	\$ 152
Peer Group	\$ 100	\$ 73	\$ 56	\$ 65	\$ 102	\$ 98

Issuer Purchases of Equity Securities

The following table provides information relating to our repurchase of common stock during the three months ended August 31, 2022:

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program ⁽²⁾⁽³⁾	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (in millions) ⁽²⁾⁽³⁾
June 1, 2022 - June 30, 2022	1,819,451	\$ 57.39	1,817,573	\$ 378
July 1, 2022 - July 31, 2022	930,339	\$ 52.12	922,590	\$ 330
August 1, 2022 - August 31, 2022	1,091,549	\$ 61.59	1,091,549	\$ 263
Total	3,841,339	\$ 57.31	3,831,712	

- (1) The purchases include amounts that are attributable to 9,627 shares surrendered to us by employees to satisfy, in connection with the vesting of restricted stock units and the exercise of stock options and stock appreciation rights, their tax withholding obligations.
- (2) In July 2021, our Board of Directors authorized the repurchase of up to \$1.0 billion of our common stock as publicly announced in a press release on July 23, 2021 (the “2022 Share Repurchase Program”).
- (3) In September 2022, our Board of Directors authorized the repurchase of up to \$1.0 billion of our common stock as publicly announced in a press release on September 27, 2022 (the “2023 Share Repurchase Program”).

Item 6. [Reserved]

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are one of the leading providers of worldwide manufacturing services and solutions. We provide comprehensive electronics design, production and product management services to companies in various industries and end markets. We derive substantially all of our revenue from production and product management services (collectively referred to as “manufacturing services”), which encompass the act of producing tangible components that are built to customer specifications and are then provided to the customer.

We have two reporting segments: Electronics Manufacturing Services (“EMS”) and Diversified Manufacturing Services (“DMS”), which are organized based on the economic profiles of the services performed, including manufacturing capabilities, market strategy, margins, return on capital and risk profiles. Our EMS segment is focused around leveraging IT, supply chain design and engineering, technologies largely centered on core electronics, utilizing our large scale manufacturing infrastructure and our ability to serve a broad range of end markets. Our EMS segment is a high volume business that produces product at a quicker rate (i.e. cycle time) and in larger quantities and includes customers primarily in the 5G, wireless and cloud, digital print and retail, industrial and semi-cap, and networking and storage industries. Our DMS segment is focused on providing engineering solutions, with an emphasis on material sciences, technologies and healthcare. Our DMS segment includes customers primarily in the automotive and transportation, connected devices, healthcare and packaging, and mobility industries.

Our cost of revenue includes the cost of electronic components and other materials that comprise the products we manufacture; the cost of labor and manufacturing overhead; and adjustments for excess and obsolete inventory. As a provider of turnkey manufacturing services, we are responsible for procuring components and other materials. This requires us to commit significant working capital to our operations and to manage the purchasing, receiving, inspecting and stocking of materials. At times, we collect deposits from our customers related to the purchase of inventory in order to effectively manage our working capital. Although we bear the risk of fluctuations in the cost of materials and excess scrap, our ability to purchase components and materials efficiently may contribute significantly to our operating results. While we periodically negotiate cost of materials adjustments with our customers, rising component and material prices may negatively affect our margins. Net revenue from each product that we manufacture consists of an element based on the costs of materials in that product and an element based on the labor and manufacturing overhead costs allocated to that product. Our gross margin for any product depends on the mix between the cost of materials in the product and the cost of labor and manufacturing overhead allocated to the product.

Our operating results are impacted by the level of capacity utilization of manufacturing facilities; indirect labor costs; and selling, general and administrative expenses. Operating income margins have generally improved during periods of high production volume and high capacity utilization. During periods of low production volume, we generally have reduced operating income margins.

We monitor the current economic environment and its potential impact on both the customers we serve as well as our end markets and closely manage our costs and capital resources so that we can try to respond appropriately as circumstances change.

We have consistently utilized advanced circuit design, production design and manufacturing technologies to meet the needs of our customers. To support this effort, our engineering staff focuses on developing and refining design and manufacturing technologies to meet specific needs of specific customers. Most of the expenses associated with these customer-specific efforts are reflected in our cost of revenue. In addition, our engineers engage in research and development (“R&D”) of new technologies that apply generally to our operations. The expenses of these R&D activities are reflected in the research and development line item within our Consolidated Statement of Operations.

An important element of our strategy is the expansion of our global production facilities. The majority of our revenue and materials costs worldwide are denominated in U.S. dollars, while our labor and utility costs in operations outside the U.S. are denominated in local currencies. We economically hedge certain of these local currency costs, based on our evaluation of the potential exposure as compared to the cost of the hedge, through the purchase of foreign currency exchange contracts. Changes in the fair market value of such hedging instruments are reflected within the Consolidated Statement of Operations and the Consolidated Statement of Comprehensive Income.

See Note 13 – “Concentration of Risk and Segment Data” to the Consolidated Financial Statements.

COVID-19

The COVID-19 pandemic, which began to impact us in January 2020, has continued to affect our business and the businesses of our customers and suppliers. Travel and business operation restrictions arising from virus containment efforts of governments around the world have continued to impact our operations in Asia, Europe and the Americas. Essential activity exceptions from these restrictions have allowed us to continue to operate but virus containment efforts have resulted in additional direct costs.

The impact on our suppliers has led to supply chain constraints, including difficulty sourcing materials necessary to fulfill customer production requirements and challenges in transporting completed products to our end customers.

Summary of Results

The following table sets forth, for the periods indicated, certain key operating results and other financial information (in millions, except per share data):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Net revenue	\$ 33,478	\$ 29,285	\$ 27,266
Gross profit	\$ 2,632	\$ 2,359	\$ 1,931
Operating income	\$ 1,393	\$ 1,055	\$ 500
Net income attributable to Jabil Inc.	\$ 996	\$ 696	\$ 54
Earnings per share – basic	\$ 7.06	\$ 4.69	\$ 0.36
Earnings per share – diluted	\$ 6.90	\$ 4.58	\$ 0.35

Key Performance Indicators

Management regularly reviews financial and non-financial performance indicators to assess the Company's operating results. Changes in our operating assets and liabilities are largely affected by our working capital requirements, which are dependent on the effective management of our sales cycle as well as timing of payments. Our sales cycle measures how quickly we can convert our manufacturing services into cash through sales. We believe the metrics set forth below are useful to investors in measuring our liquidity as future liquidity needs will depend on fluctuations in levels of inventory, accounts receivable and accounts payable.

The following table sets forth, for the quarterly periods indicated, certain of management's key financial performance indicators:

	Three Months Ended		
	August 31, 2022	May 31, 2022	August 31, 2021
Sales cycle ⁽¹⁾	32 days	37 days	19 days
Inventory turns (annualized) ⁽²⁾	5 turns	4 turns	5 turns
Days in accounts receivable ⁽³⁾	40 days	35 days	38 days
Days in inventory ⁽⁴⁾	79 days	85 days	71 days
Days in accounts payable ⁽⁵⁾	87 days	83 days	90 days

⁽¹⁾ The sales cycle is calculated as the sum of days in accounts receivable and days in inventory, less the days in accounts payable; accordingly, the variance in the sales cycle quarter over quarter is a direct result of changes in these indicators.

⁽²⁾ Inventory turns (annualized) are calculated as 360 days divided by days in inventory.

⁽³⁾ Days in accounts receivable is calculated as accounts receivable, net, divided by net revenue multiplied by 90 days. During the three months ended August 31, 2022, the increase in days in accounts receivable from the three months ended May 31, 2022 and August 31, 2021 was primarily due to an increase in accounts receivable, primarily driven by higher sales and the timing of collections.

⁽⁴⁾ Days in inventory is calculated as inventory and contract assets divided by cost of revenue multiplied by 90 days. During the three months ended August 31, 2022, the increase in days in inventory from the three months ended August 31, 2021 was primarily due to higher raw material balances due to supply-chain constraints and to support expected sales levels in the first quarter of fiscal year 2023. During the three months ended August 31, 2022, the decrease in days in inventory from the prior sequential quarter was primarily driven by increased sales activity during the quarter.

⁽⁵⁾ Days in accounts payable is calculated as accounts payable divided by cost of revenue multiplied by 90 days. During the three months ended August 31, 2022, the decrease in days in accounts payable from the three months ended August 31, 2021 was primarily due to timing of purchases and cash payments during the quarter. During the three months

ended August 31, 2022, the increase in days in accounts payable from the three months ended May 31, 2022 was primarily due to an increase in materials purchases and timing of payments.

Critical Accounting Policies and Estimates

The preparation of our Consolidated Financial Statements and related disclosures in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) requires management to make estimates and judgments that affect our reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, we evaluate our estimates and assumptions based upon historical experience and various other factors and circumstances. Management believes that our estimates and assumptions are reasonable under the circumstances; however, actual results may vary from these estimates and assumptions under different future circumstances. We have identified the following critical accounting policies that affect the 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 1 – “Description of Business and Summary of Significant Accounting Policies” to the Consolidated Financial Statements.

Revenue Recognition

For our over time customers, we believe the measure of progress which best depicts the transfer of control is based on costs incurred to date, relative to total estimated cost at completion (i.e., an input method). This method is a faithful depiction of the transfer of goods or services because it results in the recognition of revenue on the basis of our to-date efforts in the satisfaction of a performance obligation relative to the total expected efforts in the satisfaction of the performance obligation. We believe that the use of an input method best depicts the transfer of control to the customer, which occurs as we incur costs on our contracts. The transaction price of each performance obligation is generally based upon the contractual stand-alone selling price of the product or service.

Inventory Valuation

We purchase inventory based on forecasted demand and record inventory at the lower of cost and net realizable value. Management regularly assesses inventory valuation based on current and forecasted usage, customer inventory-related contractual obligations and other lower of cost and net realizable value considerations. If actual market conditions or our customers’ product demands are less favorable than those projected, additional valuation adjustments may be necessary.

Long-Lived Assets

We have recorded intangible assets, including goodwill, in connection with business acquisitions. Estimated useful lives of amortizable intangible assets are determined by management based on an assessment of the period over which the asset is expected to contribute to future cash flows. The fair value of acquired amortizable intangible assets impacts the amounts recorded as goodwill. We review amortizable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

We perform a goodwill impairment analysis on an annual basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The Company may elect to perform a qualitative assessment to determine whether it is more likely than not that a reporting unit is impaired. If the qualitative assessment is not performed or if the Company determines that it is not more likely than not that the fair value of the reporting unit exceeds the carrying value, the 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. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a loss is recognized in the amount equal to that excess.

We perform an indefinite-lived intangible asset impairment analysis on an annual basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The Company may elect to perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible is impaired. If the qualitative assessment is not performed or if the Company determines that it is not more likely than not that the fair value of an indefinite-lived intangible exceeds the carrying value, the recoverability is measured by comparing the carrying amount to the fair value. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, the indefinite-lived intangible asset is considered impaired.

We completed our annual impairment analysis for goodwill and indefinite-lived intangible assets during the fourth quarter of fiscal year 2022. The qualitative assessment was used for all reporting units and we determined that it is more likely than not that the fair values of our reporting units and the indefinite-lived intangible assets are in excess of the carrying values and that no impairment existed as of the date of the impairment analysis.

Income Taxes

We estimate our income tax provision in each of the jurisdictions in which we operate, a process that includes estimating exposures related to examinations by taxing authorities. We must also make judgments regarding the ability to realize deferred tax assets. The carrying value of our net deferred tax assets is based on our belief that it is more likely than not that we will generate sufficient future taxable income in certain jurisdictions to realize these deferred tax assets. A valuation allowance has been established for deferred tax assets that we do not believe meet the “more likely than not” criteria. We assess whether an uncertain tax position taken or expected to be taken in a tax return meets the threshold for recognition and measurement in the Consolidated Financial Statements. Our judgments regarding future taxable income as well as tax positions taken or expected to be taken in a tax return may change due to changes in market conditions, changes in tax laws or other factors. If our assumptions and consequently our estimates change in the future, the valuation allowances and/or tax reserves established may be increased or decreased, resulting in a respective increase or decrease in income tax expense. For further discussion related to our income taxes, refer to Note 15 — “Income Taxes” to the Consolidated Financial Statements.

Recent Accounting Pronouncements

See Note 19 – “New Accounting Guidance” to the Consolidated Financial Statements for a discussion of recent accounting guidance.

Results of Operations

Refer to Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section contained in our Annual Report on Form 10-K for the fiscal year ended August 31, 2021 for the results of operations discussion for the fiscal year ended August 31, 2021 compared to the fiscal year ended August 31, 2020.

Net Revenue

Generally, we assess revenue on a global customer basis regardless of whether the growth is associated with organic growth or as a result of an acquisition. Accordingly, we do not differentiate or separately report revenue increases generated by acquisitions as opposed to existing business. In addition, the added cost structures associated with our acquisitions have historically been relatively insignificant when compared to our overall cost structure.

The distribution of revenue across our segments has fluctuated, and will continue to fluctuate, as a result of numerous factors, including the following: fluctuations in customer demand; efforts to diversify certain portions of our business; business growth from new and existing customers; specific product performance; and any potential termination, or substantial winding down, of significant customer relationships.

(dollars in millions)	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Net revenue	\$ 33,478	\$ 29,285	\$ 27,266	14.3 %	7.4 %

2022 vs. 2021

Net revenue increased during the fiscal year ended August 31, 2022 compared to the fiscal year ended August 31, 2021. Specifically, the EMS segment net revenue increased 20% due to: (i) a 9% increase in revenues from existing customers within our 5G, wireless and cloud business, (ii) a 5% increase in revenues from existing customers within our digital print and retail business, (iii) a 4% increase in revenues from existing customers within our industrial and capital equipment business and (iv) a 2% increase in revenues from existing customer within our networking and storage business. The DMS segment net revenue increased 9% due to: (i) a 6% increase in revenues from existing customers within our automotive and transportation business, (ii) a 3% increase in revenues from existing customers within our healthcare and packaging businesses and (iii) a 2% increase in revenues from existing customers within our connected devices business. The increase was partially offset by a 2% decrease in revenues from existing customers within our mobility business.

During fiscal year 2023, we expect an additional \$500 million in components that we procure and integrate for our cloud business will shift from a purchase and resale model to a customer-controlled consignment service model. As a result of this continued transition, revenue associated with these components are shown on a net basis and as a result, we expect higher gross margins and lower cash used in this business.

The following table sets forth, for the periods indicated, revenue by segment expressed as a percentage of net revenue:

	Fiscal Year Ended August 31,		
	2022	2021	2020
EMS	50 %	47 %	52 %
DMS	50 %	53 %	48 %
Total	100 %	100 %	100 %

The following table sets forth, for the periods indicated, foreign source revenue expressed as a percentage of net revenue:

	Fiscal Year Ended August 31,		
	2022	2021	2020
Foreign source revenue	83.9 %	83.6 %	82.6 %

Gross Profit

(dollars in millions)	Fiscal Year Ended August 31,		
	2022	2021	2020
Gross profit	\$ 2,632	\$ 2,359	\$ 1,931
Percent of net revenue	7.9 %	8.1 %	7.1 %

2022 vs. 2021

Gross profit as a percentage of net revenue decreased for the fiscal year ended August 31, 2022 compared to the fiscal year ended August 31, 2021, primarily due to product mix.

Selling, General and Administrative

(in millions)	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Selling, general and administrative	\$ 1,154	\$ 1,213	\$ 1,175	\$ (59)	\$ 38

2022 vs. 2021

Selling, general and administrative expenses decreased during the fiscal year ended August 31, 2022 compared to the fiscal year ended August 31, 2021. The decrease is primarily due to (i) a \$39 million decrease due to lower salary and salary related expenses and (ii) a \$21 million decrease in stock-based compensation expense due to higher anticipated achievement levels for certain performance-based stock awards during the fiscal year ended August 31, 2021 and certain one-time awards granted during the second quarter of fiscal year 2021.

Research and Development

(dollars in millions)	Fiscal Year Ended August 31,		
	2022	2021	2020
Research and development	\$ 33	\$ 34	\$ 43
Percent of net revenue	0.1 %	0.1 %	0.2 %

2022 vs. 2021

Research and development expenses remained consistent as a percent of net revenue during the fiscal year ended August 31, 2022 compared to the fiscal year ended August 31, 2021.

Amortization of Intangibles

(in millions)	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Amortization of intangibles	\$ 34	\$ 47	\$ 56	\$ (13)	\$ (9)

2022 vs. 2021

Amortization of intangibles decreased during the fiscal year ended August 31, 2022 compared to the fiscal year ended August 31, 2021 primarily driven by reduced amortization related to the Nypro trade name.

Restructuring, Severance and Related Charges

Following is a summary of our restructuring, severance and related charges:

(in millions)	Fiscal Year Ended August 31,		
	2022 ⁽¹⁾	2021	2020
Employee severance and benefit costs	\$ 18	\$ 5	\$ 94
Lease costs	—	(1)	8
Asset write-off costs	—	5	33
Other costs	—	1	22
Total restructuring, severance and related charges ⁽²⁾	\$ 18	\$ 10	\$ 157

(1) Recorded during the fiscal year ended August 31, 2022 for headcount reduction activities.

(2) Includes \$1 million and \$0 million recorded in the EMS segment, \$10 million and \$9 million recorded in the DMS segment and \$7 million and \$1 million of non-allocated charges for the fiscal years ended August 31, 2022 and 2021, respectively. Except for asset write-off costs, all restructuring, severance and related charges are cash costs.

See Note 14 – “Restructuring, Severance and Related Charges” to the Consolidated Financial Statements for further discussion of restructuring, severance and related charges.

Loss on Debt Extinguishment

(in millions)	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Loss on debt extinguishment	\$ 4	\$ —	\$ —	\$ 4	\$ —

2022 vs. 2021

Loss on debt extinguishment is due to the “make-whole” premium incurred during the fiscal year ended August 31, 2022, for the redemption of the 4.700% Senior Notes due 2022.

(Gain) Loss on Securities

(in millions)	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
(Gain) loss on securities	\$ —	\$ (2)	\$ 49	\$ 2	\$ (51)

2022 vs. 2021

The change in (gain) loss on securities during the fiscal year ended August 31, 2022 compared to the fiscal year ended August 31, 2021, is due to cash proceeds received in connection with the sale of an investment during the fiscal year ended August 31, 2021.

Other Expense (Income)

(in millions)	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Other expense (income)	\$ 12	\$ (11)	\$ 31	\$ 23	\$ (42)

2022 vs. 2021

The change in other expense (income) during the fiscal year ended August 31, 2022 compared to the fiscal year ended August 31, 2021, is primarily due to: (i) \$10 million related to an increase in fees associated with higher utilization of the trade accounts receivable sales programs, (ii) \$7 million primarily related to higher net periodic benefit costs, and (iii) \$6 million arising from an increase in other expense.

Interest Income

(in millions)	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Interest income	\$ 5	\$ 6	\$ 15	\$ (1)	\$ (9)

2022 vs. 2021

Interest income remained relatively consistent during the fiscal year ended August 31, 2022 compared to the fiscal year ended August 31, 2021.

Interest Expense

(in millions)	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Interest expense	\$ 151	\$ 130	\$ 174	\$ 21	\$ (44)

2022 vs. 2021

Interest expense increased during the fiscal year ended August 31, 2022, compared to the fiscal year ended August 31, 2021, primarily due to higher interest rates and higher borrowings on our credit facilities and commercial paper program. Additionally, the increase is due to higher borrowings on our senior notes.

Income Tax Expense

	Fiscal Year Ended August 31,			Change	
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Effective income tax rate	19.1 %	26.0 %	78.2 %	(6.9)%	(52.2)%

2022 vs. 2021

The effective income tax rate decreased for the fiscal year ended August 31, 2022, compared to the fiscal year ended August 31, 2021, primarily due to: (i) higher income before income tax in low tax rate jurisdictions and decreased losses in tax jurisdictions with existing valuation allowances for the fiscal year ended August 31, 2022 and (ii) an income tax benefit of \$26 million for the reversal of a portion of the U.S. valuation allowance for the fiscal year ended August 31, 2022. These decreases were partially offset by a \$17 million income tax expense for an unrecognized tax benefit related to the taxation of certain prior year intercompany transactions for the fiscal year ended August 31, 2022.

Non-GAAP (Core) Financial Measures

The following discussion and analysis of our financial condition and results of operations include certain non-GAAP financial measures as identified in the reconciliation below. The non-GAAP financial measures disclosed herein do not have standard meaning and may vary from the non-GAAP financial measures used by other companies or how we may calculate those measures in other instances from time to time. Non-GAAP financial measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with U.S. GAAP. Also, our “core” financial measures should not be construed as an inference by us that our future results will be unaffected by those items that are excluded from our “core” financial measures.

Management believes that the non-GAAP “core” financial measures set forth below are useful to facilitate evaluating the past and future performance of our ongoing manufacturing operations over multiple periods on a comparable basis by excluding the effects of the amortization of intangibles, stock-based compensation expense and related charges, restructuring, severance and related charges, distressed customer charges, acquisition and integration charges, loss on disposal of subsidiaries, settlement of receivables and related charges, impairment of notes receivable and related charges, goodwill impairment charges, business interruption and impairment charges, net, loss on debt extinguishment, (gain) loss on securities, income (loss) from discontinued operations, gain (loss) on sale of discontinued operations and certain other expenses, net of tax and certain deferred tax valuation allowance charges. Among other uses, management uses non-GAAP “core” financial measures to make operating decisions, assess business performance and as a factor in determining certain employee performance when evaluating incentive compensation.

We determine the tax effect of the items excluded from “core” earnings and “core” diluted earnings per share based upon evaluation of the statutory tax treatment and the applicable tax rate of the jurisdiction in which the pre-tax items were incurred, and for which realization of the resulting tax benefit, if any, is expected. In certain jurisdictions where we do not expect to

realize a tax benefit (due to existing tax incentives or a history of operating losses or other factors resulting in a valuation allowance related to deferred tax assets), a reduced or 0% tax rate is applied.

We are reporting “core” operating income, “core” earnings and cash flows to provide investors with an additional method for assessing operating income and earnings, by presenting what we believe are our “core” manufacturing operations. A significant portion (based on the respective values) of the items that are excluded for purposes of calculating “core” operating income and “core” earnings also impacted certain balance sheet assets, resulting in a portion of an asset being written off without a corresponding recovery of cash we may have previously spent with respect to the asset. In the case of restructuring, severance and related charges, we may make associated cash payments in the future. In addition, although, for purposes of calculating “core” operating income and “core” earnings, we exclude stock-based compensation expense (which we anticipate continuing to incur in the future) because it is a non-cash expense, the associated stock issued may result in an increase in our outstanding shares of stock, which may result in the dilution of our stockholders’ ownership interest. We encourage you to consider these matters when evaluating the utility of these non-GAAP financial measures.

Adjusted free cash flow is defined as net cash provided by (used in) operating activities less net capital expenditures (acquisition of property, plant and equipment less proceeds and advances from the sale of property, plant and equipment). We report adjusted free cash flow as we believe this non-GAAP financial measure is useful to investors in measuring our ability to generate cash internally and fund future growth and to provide a return to shareholders.

Included in the tables below are a reconciliation of the non-GAAP financial measures to the most directly comparable U.S. GAAP financial measures as provided in our Consolidated Financial Statements:

Refer to Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" section contained in our Annual Report on Form 10-K for the fiscal year ended August 31, 2021 for the non-GAAP financial measures discussion for the fiscal year ended August 31, 2021 compared to the fiscal year ended August 31, 2020.

Reconciliation of U.S. GAAP Financial Results to Non-GAAP Measures

	Fiscal Year Ended August 31,		
	2022	2021	2020
(in millions, except for per share data)			
Operating income (U.S. GAAP)	\$ 1,393	\$ 1,055	\$ 500
Amortization of intangibles	34	47	56
Stock-based compensation expense and related charges	81	102	83
Restructuring, severance and related charges ⁽¹⁾	18	10	157
Distressed customer charge	—	—	15
Net periodic benefit cost ⁽²⁾	17	24	16
Business interruption and impairment charges, net	—	(1)	6
Acquisition and integration charges	—	4	31
Adjustments to operating income	150	186	364
Core operating income (Non-GAAP)	\$ 1,543	\$ 1,241	\$ 864
Net income attributable to Jabil Inc. (U.S. GAAP)	\$ 996	\$ 696	\$ 54
Adjustments to operating income	150	186	364
Loss on debt extinguishment ⁽³⁾	4	—	—
(Gain) loss on securities	—	(2)	49
Net periodic benefit cost ⁽²⁾	(17)	(24)	(16)
Adjustment for taxes ⁽⁴⁾	(28)	(3)	(1)
Core earnings (Non-GAAP)	\$ 1,105	\$ 853	\$ 450
Diluted earnings per share (U.S. GAAP)	\$ 6.90	\$ 4.58	\$ 0.35
Diluted core earnings per share (Non-GAAP)	\$ 7.65	\$ 5.61	\$ 2.90
Diluted weighted average shares outstanding (U.S. GAAP and Non-GAAP)	144.4	152.1	155.3

⁽¹⁾ Recorded during the fiscal year ended August 31, 2022 for headcount reduction activities.

⁽²⁾ Pension service cost is recognized in cost of revenue and all other components of net periodic benefit cost, including return on plan assets, are presented in other expense. We are reclassifying the pension components in other expense to

core operating income as we assess operating performance, inclusive of all components of net periodic benefit cost, with the related revenue. There is no impact to core earnings or diluted core earnings per share for this adjustment.

- (3) Charges related to the redemption of our 4.700% Senior Notes due 2022.
- (4) The fiscal year ended August 31, 2022 includes an income tax benefit of \$26 million for the reversal of a portion of the U.S. valuation allowance.

Adjusted Free Cash Flow

(in millions)	Fiscal Year Ended August 31,		
	2022	2021	2020
Net cash provided by operating activities (U.S. GAAP)	\$ 1,651	\$ 1,433	\$ 1,257
Acquisition of property, plant and equipment (“PP&E”) ⁽¹⁾	(1,385)	(1,159)	(983)
Proceeds and advances from sale of PP&E ⁽¹⁾	544	366	187
Adjusted free cash flow (Non-GAAP)	\$ 810	\$ 640	\$ 461

- ⁽¹⁾ Certain customers co-invest in property, plant and equipment (“PP&E”) with us. As we acquire PP&E, we recognize the cash payments in acquisition of PP&E. When our customers reimburse us and obtain control, we recognized the cash receipts in proceeds and advances from the sale of PP&E.

Quarterly Results (Unaudited)

The following table sets forth certain unaudited quarterly financial information for the three months ended August 31, 2022 and 2021. In the opinion of management, this information has been presented on the same basis as the audited consolidated financial statements appearing elsewhere, and all necessary adjustments (consisting primarily of normal recurring accruals) have been included in the amounts stated below to present fairly the unaudited quarterly results when read in conjunction with the audited consolidated financial statements and related notes thereto. The operating results for any quarter are not necessarily indicative of results for any future period.

(in millions, except for per share data)	Three Months Ended	
	August 31, 2022	August 31, 2021
Net revenue	\$ 9,030	\$ 7,409
Gross profit	\$ 729	\$ 587
Operating income	\$ 409	\$ 265
Net income	\$ 315	\$ 175
Net income attributable to Jabil Inc.	\$ 315	\$ 175
Earnings per share attributable to the stockholders of Jabil Inc.:		
Basic	\$ 2.30	\$ 1.20
Diluted	\$ 2.25	\$ 1.16

Acquisitions and Expansion

Refer to Note 16 – “Business Acquisitions” to the Consolidated Financial Statements for discussion.

Liquidity and Capital Resources

We believe that our level of liquidity sources, which includes cash on hand, available borrowings under our revolving credit facilities and commercial paper program, additional proceeds available under our global asset-backed securitization program and under our uncommitted trade accounts receivable sale programs, cash flows provided by operating activities and access to the capital markets will be adequate to fund our capital expenditures, the payment of any declared quarterly dividends, any share repurchases under the approved program, any potential acquisitions, our working capital requirements and our contractual obligations for the next 12 months and beyond. We continue to assess our capital structure and evaluate the merits of redeploying available cash.

Cash and Cash Equivalents

As of August 31, 2022, we had approximately \$1.5 billion in cash and cash equivalents, of which a significant portion was held by our foreign subsidiaries. Most of our foreign cash and cash equivalents as of August 31, 2022 could be repatriated to the United States without potential tax expense.

Notes Payable and Credit Facilities

Following is a summary of principal debt payments and debt issuance for our notes payable and credit facilities:

(in millions)	4.700% Senior Notes ⁽¹⁾	4.900% Senior Notes	3.950% Senior Notes	3.600% Senior Notes	3.000% Senior Notes	1.700% Senior Notes	4.250% Senior Notes ⁽¹⁾	Borrowings under revolving credit facilities ⁽²⁾	Borrowings under loans	Total notes payable and credit facilities
Balance as of August 31, 2020	\$ 499	\$ 299	\$ 495	\$ 495	\$ 590	\$ —	\$ —	\$ —	\$ 350	\$ 2,728
Borrowings	—	—	—	—	—	500	—	1,224	—	1,724
Payments	—	—	—	—	—	—	—	(1,224)	(350)	(1,574)
Other	—	1	1	—	1	(4)	—	—	1	—
Balance as of August 31, 2021	499	300	496	495	591	496	—	—	1	2,878
Borrowings	—	—	—	—	—	—	498	3,269	—	3,767
Payments	(500)	—	—	—	—	—	—	(3,269)	(1)	(3,770)
Other	1	—	1	1	1	1	(5)	—	—	—
Balance as of August 31, 2022	\$ —	\$ 300	\$ 497	\$ 496	\$ 592	\$ 497	\$ 493	\$ —	\$ —	\$ 2,875
Maturity Date	Sep 15, 2022	Jul 14, 2023	Jan 12, 2028	Jan 15, 2030	Jan 15, 2031	Apr 15, 2026	May 15, 2027	Jan 22, 2024 and Jan 22, 2026	Jul 31, 2026	
Original Facility/ Maximum Capacity ⁽²⁾	\$500 million	\$300 million	\$500 million	\$500 million	\$600 million	\$500 million	\$500 million	\$3.8 billion ⁽²⁾	\$2 million	

(1) On May 4, 2022, we issued \$500 million of registered 4.250% Senior Notes due 2027 (the “Green Bonds” or the “4.250% Senior Notes”). On May 31, 2022, the net proceeds from the offering were used to redeem our 4.700% Senior Notes due in 2022 and pay the applicable “make-whole” premium and accrued interest. In addition, we intend to allocate an amount equal to the net proceeds from this offering to finance or refinance eligible expenditures under our new green financing framework.

(2) As of August 31, 2022, we had \$3.8 billion in available unused borrowing capacity under our revolving credit facilities. The Credit Facility acts as the back-up facility for commercial paper outstanding, if any. We have a borrowing capacity of up to \$3.2 billion under our commercial paper program, which was increased from \$1.8 billion on February 18, 2022. Commercial paper borrowings with an original maturity of 90 days or less are recorded net within the Consolidated Statement of Cash Flows, and have been excluded from the table above.

In the ordinary course of business, we have letters of credit and surety bonds with banks and insurance companies outstanding of \$73 million as of August 31, 2022. Unused letters of credit were \$77 million as of August 31, 2022. Letters of credit and surety bonds are generally available for draw down in the event we do not perform.

We have a shelf registration statement with the SEC registering the potential sale of an indeterminate amount of debt and equity securities in the future to augment our liquidity and capital resources.

Our Senior Notes and our credit facilities contain various financial and nonfinancial covenants. A violation of these covenants could negatively impact our liquidity by restricting our ability to borrow under the notes payable and credit facilities and potentially causing acceleration of amounts due under these notes payable and credit facilities. As of August 31, 2022 and 2021, we were in compliance with our debt covenants. Refer to Note 7 – “Notes Payable and Long-Term Debt” to the Consolidated Financial Statements for further details.

Asset-Backed Securitization Programs

Global asset-backed securitization program - Effective August 20, 2021, the global asset-backed securitization program (formerly referred to as the North American asset-backed securitization program) terms were amended to: (i) add a foreign entity to the program, (ii) increase the maximum amount of net cash proceeds available at any one time from \$390 million to \$600 million and (iii) extend the expiration date of the program to November 25, 2024.

In connection with our asset-backed securitization program, during the fiscal year ended August 31, 2022, we sold \$3.9 billion of trade accounts receivable and we received cash proceeds of \$3.9 billion. As of August 31, 2022, we had no available liquidity under our global asset-backed securitization program.

Certain entities participating in the global asset-backed securitization program continuously sell designated pools of trade accounts receivable to a special purpose entity, which in turn sells certain of the receivables at a discount to conduits administered by an unaffiliated financial institution on a monthly basis. In addition, the foreign entity participating in the global asset-backed securitization program sells certain receivables at a discount to conduits administered by an unaffiliated financial institution on a daily basis.

The special purpose entity in the global asset-backed securitization program is a wholly-owned subsidiary of the Company and is included in our Consolidated Financial Statements. Certain unsold receivables covering up to the maximum amount of net cash proceeds available under the domestic, or U.S., portion of our global asset-backed securitization program are pledged as collateral to the unaffiliated financial institution as of August 31, 2022.

Foreign asset-backed securitization program - We terminated the foreign asset-backed securitization program on June 28, 2021. In connection with the termination, we paid approximately \$167 million in cash, which consisted of: (i) \$68 million for the remittance of collections received prior to June 28, 2021, in our role as servicer of sold receivables and (ii) a repurchase of \$99 million of all previously sold receivables, at fair value, that remained outstanding as of June 28, 2021. As of August 31, 2021, we had substantially collected the repurchased receivables from customers.

Global and foreign asset-backed securitization programs - We continue servicing the receivables sold and in exchange receive a servicing fee under the global asset-backed securitization program. Servicing fees related to each of the asset-backed securitization programs recognized during the fiscal years ended August 31, 2022, 2021 and 2020 were not material. We do not record a servicing asset or liability on the Consolidated Balance Sheets as we estimate that the fee received to service these receivables approximates the fair market compensation to provide the servicing activities.

Refer to Note 8 – “Asset-Backed Securitization Programs” to the Consolidated Financial Statements for further details on the programs.

Trade Accounts Receivable Sale Programs

Following is a summary of the trade accounts receivable sale programs with unaffiliated financial institutions. Under the programs we may elect to sell receivables and the unaffiliated financial institutions may elect to purchase, at a discount, on an ongoing basis (in millions):

Program	Maximum Amount⁽¹⁾	Type of Facility	Expiration Date	
A	\$ 700	Uncommitted	December 5, 2022	(2)
B	\$ 150	Uncommitted	November 30, 2022	
C	400 CNY	Uncommitted	August 31, 2023	
D	\$ 150	Uncommitted	May 4, 2023	(3)
E	\$ 150	Uncommitted	January 25, 2023	(3)
F	\$ 50	Uncommitted	February 23, 2023	(4)
G	\$ 100	Uncommitted	August 10, 2023	(3)
H	\$ 550	Uncommitted	December 4, 2022	(5)
I	\$ 135	Uncommitted	April 11, 2023	(6)
J	100 CHF	Uncommitted	December 5, 2022	(2)
K	\$ 65	Uncommitted	January 23, 2023	

(1) Maximum amount of trade accounts receivable that may be sold under a facility at any one time.

(2) The program will be automatically extended through December 5, 2025 unless either party provides 30 days notice of termination.

(3) Any party may elect to terminate the agreement upon 30 days prior notice.

(4) Any party may elect to terminate the agreement upon 15 days prior notice.

- (5) The program will be automatically extended through December 5, 2024 unless either party provides 30 days notice of termination.
- (6) The program will be automatically extended through April 11, 2025 unless either party provides 30 days notice of termination.

During the fiscal year ended August 31, 2022, we sold \$8.5 billion of trade accounts receivable under these programs and we received cash proceeds of \$8.5 billion. As of August 31, 2022, we had up to \$1.6 billion in available liquidity under our trade accounts receivable sale programs.

Cash Flows

The following table sets forth selected consolidated cash flow information (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Net cash provided by operating activities	\$ 1,651	\$ 1,433	\$ 1,257
Net cash used in investing activities	(858)	(851)	(921)
Net cash used in financing activities	(888)	(413)	(65)
Effect of exchange rate changes on cash and cash equivalents	6	4	(40)
Net (decrease) increase in cash and cash equivalents	\$ (89)	\$ 173	\$ 231

Operating Activities

Net cash provided by operating activities during the fiscal year ended August 31, 2022 was primarily due to increased accounts payable, accrued expenses and other liabilities, non-cash expenses and net income, partially offset by increased inventories, accounts receivable, prepaid expenses and other current assets and contract assets. The increase in accounts payable, accrued expenses and other liabilities is primarily due to the timing of purchases and cash payments. The increase in inventories is primarily due to higher raw material balances due to supply chain constraints and to support expected sales levels in the first quarter of fiscal year 2023. The increase in accounts receivable is primarily driven by higher sales and the timing of collections. The increase in prepaid expenses and other current assets is primarily driven by the timing of payments. The increase in contract assets is primarily due to the timing of billings to our customers.

Investing Activities

Net cash used in investing activities during the fiscal year ended August 31, 2022 consisted primarily of capital expenditures principally to support ongoing business in the DMS and EMS segments, partially offset by proceeds and advances from the sale of property, plant and equipment.

Financing Activities

Net cash used in financing activities during the fiscal year ended August 31, 2022 was primarily due to (i) payments for debt agreements, (ii) the repurchase of our common stock, (iii) dividend payments, and (iv) treasury stock minimum tax withholding related to vesting of restricted stock. Net cash used in financing activities was partially offset by (i) borrowings under debt agreements and (ii) net proceeds from the exercise of stock options and issuance of common stock under the employee stock purchase plan.

Capital Expenditures

For Fiscal Year 2023, we anticipate our net capital expenditures will be approximately \$875 million. In general, our capital expenditures support ongoing maintenance in our DMS and EMS segments and investments in capabilities and targeted end markets. The amount of actual capital expenditures may be affected by general economic, financial, competitive, legislative and regulatory factors, among other things.

Dividends and Share Repurchases

Following is a summary of the dividends and share repurchases for the fiscal years indicated below (in millions):

	Dividends Paid ⁽¹⁾	Share Repurchases ⁽²⁾	Total
Fiscal years 2016 – 2020	\$ 283	\$ 1,468	\$ 1,751
Fiscal year 2021	\$ 50	\$ 428	\$ 478
Fiscal year 2022	\$ 48	\$ 696	\$ 744
Total	\$ 381	\$ 2,592	\$ 2,973

(1) The difference between dividends declared and dividends paid is due to dividend equivalents for unvested restricted stock units that are paid at the time the awards vest.

(2) Excludes commissions.

We currently expect to continue to declare and pay regular quarterly dividends of an amount similar to our past declarations. However, the declaration and payment of future dividends are discretionary and will be subject to determination by our Board of Directors each quarter following its review of our financial performance and global economic conditions.

In July 2021, the Board of Directors approved an authorization for the repurchase of up to \$1.0 billion of our common stock (the “2022 Share Repurchase Program”). As of August 31, 2022, 12.4 million shares had been repurchased for \$737 million and \$263 million remains available under the 2022 Share Repurchase Program.

In September 2022, the Board of Directors approved an authorization for the repurchase of up to \$1.0 billion of our common stock (the “2023 Share Repurchase Program”).

Contractual Obligations

Our contractual obligations as of August 31, 2022 are summarized below. As disclosed below, while we have certain non-cancelable purchase order obligations for property, plant and equipment, we generally do not enter into non-cancelable purchase orders for materials until we receive a corresponding purchase commitment from our customer. Non-cancelable purchase orders do not typically extend beyond the normal lead time of several weeks, at most. Purchase orders beyond this time frame are typically cancellable.

	Payments due by period (in millions)				
	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Notes payable and long-term debt	\$ 2,875	\$ 300	\$ —	\$ 990	\$ 1,585
Future interest on notes payable and long-term debt ⁽¹⁾	535	98	171	154	112
Operating lease obligations ⁽²⁾	587	130	180	103	174
Finance lease obligations ⁽²⁾⁽³⁾	338	126	109	89	14
Non-cancelable purchase order obligations ⁽⁴⁾	759	539	187	33	—
Pension and postretirement contributions and payments ⁽⁵⁾	51	27	4	5	15
Other ⁽⁶⁾	51	25	16	10	—
Total contractual obligations ⁽⁷⁾	\$ 5,196	\$ 1,245	\$ 667	\$ 1,384	\$ 1,900

(1) Consists of interest on notes payable and long-term debt outstanding as of August 31, 2022. Certain of our notes payable and long-term debt pay interest at variable rates. We have applied estimated interest rates to determine the value of these expected future interest payments.

(2) Excludes \$78 million of payments related to leases signed but not yet commenced. Additionally, certain leases signed but not yet commenced contain residual value guarantees and purchase options not deemed probable.

(3) Excludes \$194 million of residual value guarantees that could potentially come due in future periods. The Company does not believe it is probable that any amounts will be owed under these guarantees. Therefore, no amounts related to the residual value guarantees are included in the lease payments used to measure the right-of-use assets and lease liabilities.

(4) Consists of purchase commitments entered into as of August 31, 2022 primarily for property, plant and equipment and software pursuant to legally enforceable and binding agreements.

(5) Includes the estimated company contributions to funded pension plans during fiscal year 2023 and the expected benefit payments for unfunded pension and postretirement plans from fiscal years 2023 through 2032. These future payments are not recorded on the Consolidated Balance Sheets but will be recorded as incurred.

- (6) Includes (i) a \$19 million capital commitment, (ii) a \$5 million obligation related to a human resource system and (iii) \$27 million related to the one-time transition tax as a result of the Tax Cuts and Jobs Act of 2017 that will be paid in annual installments through fiscal year 2026.
- (7) As of August 31, 2022, we have \$7 million and \$158 million recorded as a current and a long-term liability, respectively, for uncertain tax positions. We are not able to reasonably estimate the timing of payments, or the amount by which our liability for these uncertain tax positions will increase or decrease over time, and accordingly, this liability has been excluded from the above table.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Foreign Currency Exchange Risks

We transact business in various foreign countries and are, therefore, subject to risk of foreign currency exchange rate fluctuations. We enter into forward contracts to economically hedge transactional exposure associated with commitments arising from trade accounts receivable, trade accounts payable, intercompany transactions and fixed purchase obligations denominated in a currency other than the functional currency of the respective operating entity. We do not, and do not intend to use derivative financial instruments for speculative or trading purposes. All derivative instruments are recorded on our Consolidated Balance Sheets at their respective fair values.

The forward contracts (both those that are designated and not designated as accounting hedging instruments) will generally expire in less than three months, with 11 months being the maximum term of the contracts outstanding as of August 31, 2022. The change in fair value related to contracts designated as accounting hedging instruments is initially reported as a component of AOCI and subsequently reclassified to the revenue or expense line in which the underlying transaction occurs within our Consolidated Statements of Operations. The change in fair value related to contracts not designated as accounting hedging instruments will be reflected in cost of revenue within our Consolidated Statements of Operations. The forward contracts are primarily denominated in Chinese yuan renminbi, Euro, Malaysian ringgit, Mexican peso and Swiss franc.

Based on our overall currency rate exposures as of August 31, 2022, including the derivative financial instruments intended to hedge the nonfunctional currency-denominated monetary assets and liabilities, an immediate 10% hypothetical change of foreign currency exchange rates would not have a material effect on our Consolidated Financial Statements. See Note 11 — “Derivative Financial Instruments and Hedging Activities” to the Consolidated Financial Statements for additional information.

Interest Rate Risk

Our exposure to market risk includes changes in interest rates that could affect the Consolidated Balance Sheet, Consolidated Statement of Operations, and the Consolidated Statement of Cash Flows. We are exposed to interest rate risk primarily on intra-quarter variable rate borrowings under the Credit Facility and our commercial paper program. There were no borrowings outstanding under debt facilities with variable interest rates as of August 31, 2022.

We utilize valuation models to estimate the effects of sudden interest rate changes. A hypothetical 100-basis-point increase in the interest rates under the Credit Facility and our commercial paper program would increase our interest expense as of August 31, 2022 by approximately \$18 million. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” and Note 7 — “Notes Payable and Long-Term Debt” to the Consolidated Financial Statements for additional information regarding our outstanding debt obligations.

To manage our exposure to market risk, we use derivative financial instruments and hybrid instruments when deemed appropriate. In connection with our anticipated debt issuance, we have interest rate swaps with aggregate notional amounts of \$150 million and \$100 million, which expire on July 31, 2024. See Note 11 — “Derivative Financial Instruments and Hedging Activities” to the Consolidated Financial Statements for additional information regarding our interest rate swap transactions. We do not, and do not intend to, use derivative financial instruments for speculative or trading purposes.

Item 8. Financial Statements and Supplementary Data

Certain information required by this item is included in Item 7 of Part II of this Report under the heading “Quarterly Results” and is incorporated into this item by reference. All other information required by this item is included in Item 15 of Part IV of this Report and is incorporated into this item by reference.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

There have been no changes in or disagreements with our accountants on accounting and financial disclosure.

Item 9A. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We carried out an evaluation required by Rules 13a-15 and 15d-15 under the Exchange Act (the “Evaluation”), under the supervision and with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15 and 15d-15 under the Exchange Act as of August 31, 2022. Based on the Evaluation, our CEO and CFO concluded that the design and operation of our disclosure controls were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) accumulated and communicated to our senior management, including our CEO and CFO, to allow timely decisions regarding required disclosure.

(b) Management’s Report on Internal Control over Financial Reporting

We assessed the effectiveness of our internal control over financial reporting as of August 31, 2022. Management’s report on internal control over financial reporting as of August 31, 2022 is incorporated herein at Item 15. Ernst & Young LLP, our independent registered public accounting firm, issued an audit report on the effectiveness of our internal control over financial reporting as of August 31, 2022, which is incorporated herein at Item 15.

Our management, including our CEO and CFO, does not expect that our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. 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 design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Notwithstanding the foregoing limitations on the effectiveness of controls, we have reached the conclusions set forth in Management’s report on internal control over financial reporting as of August 31, 2022.

(c) Changes in Internal Control over Financial Reporting

For our fiscal quarter ended August 31, 2022, we did not identify any modifications to our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Amended and Restated Bylaws

On October 20, 2022, the Board of Directors approved and adopted amended and restated bylaws (the “Amended and Restated Bylaws”), which became effective the same day. Among other things, the amendments effected by the Amended and Restated Bylaws:

- Implement proxy access to permit a stockholder, or a group of up to twenty stockholders, owning at least 3% of the outstanding shares of Jabil’s common stock continuously for at least three years, to nominate and include in the Jabil’s annual meeting proxy materials director nominees constituting up to the greater of (a) two directors or (b) 20% of the Board of Directors, subject to certain limitations and provided that the stockholders and nominees satisfy the requirements specified in the Amended and Restated Bylaws.
- Address matters relating to the Securities and Exchange Commission’s adoption of the universal proxy rules in Rule 14a-19 under the Exchange Act.

- Clarify and enhance the procedural mechanics and disclosure requirements of Jabil’s advance notice bylaws, including by requiring:
 - additional background information and disclosures regarding proposing stockholders, proposed nominees and business, and other persons related to a stockholder’s solicitation of proxies;
 - any stockholder submitting a notice to make a representation as to whether such stockholder intends to solicit proxies with respect to such nominations or proposals and to make a representation that immediately following such solicitation the stockholder will provide Jabil evidence of such solicitation;
 - that a submitting stockholder limit the number of nominees submitted for any annual meeting of stockholders to no more than the number of directors to be elected at such meeting; and
 - that submitting stockholders or their representatives appear at the stockholder meeting to present a nomination or other business.
- Update various provisions to reflect recent amendments to the Delaware General Corporation Law, including clarifying the adjournment procedures for virtual meetings of stockholders and eliminating the requirement that the list of stockholders be open to examination at meetings of stockholders.
- Update the number of directors required to request a special meeting of the Board of Directors.
- Update the list of Jabil’s officers to clarify that the Board of Directors may, but is not required to, appoint a chief operating officer.
- Incorporate the use of gender-neutral pronouns and change the title “chairman” to “chair” throughout.

The Amended and Restated Bylaws also include various conforming, technical, and other non-substantive changes.

The foregoing description is a summary and is qualified in its entirety by reference to the full text of the Amended and Restated Bylaws, a copy of which is attached as Exhibit 3.2 hereto and is incorporated by reference herein.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information regarding our executive officers is included in Item 1 of Part I of this Report under the heading “Information about our Executive Officers.”

The other information required by this item is incorporated by reference to the information set forth under the captions “Election of Directors”, “Beneficial Ownership – Delinquent Section 16(a) Reports”, “Corporate Governance”, “Board of Directors” and “Audit Committee Matters” in our Proxy Statement for the Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended August 31, 2022 (“Proxy Statement”).

Item 11. Executive Compensation

The information required by this item is incorporated by reference to the information set forth under the captions “Compensation Matters”, “Board of Directors – Director Compensation” and “Corporate Governance – Compensation Committee Interlocks and Insider Participation” in our Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to the information set forth under the captions “Beneficial Ownership – Share Ownership by Principal Stockholders and Management” and “Compensation Matters – Equity Compensation Plan Information” in our Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to the information set forth under the captions “Corporate Governance – Related Party Transactions – Certain Related Party Transactions”, “Corporate Governance –Determinations of Director Independence” in our Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference to the information set forth under the captions “Audit Committee Matters – Principal Accounting Fees and Services”, “– Policy on Audit Committee Pre-Approval of Audit, Audit-Related and Permissible Non-Audit Services” and “Ratification of Appointment of Independent Registered Public Accounting Firm” in our Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Report:

- 1 *Financial Statements.* Our consolidated financial statements, and related notes thereto, with the independent registered public accounting firm reports thereon are included in Part IV of this report on the pages indicated by the Index to Consolidated Financial Statements and Schedule.
- 2 *Financial Statement Schedule.* Our financial statement schedule is included in Part IV of this report on the page indicated by the Index to Consolidated Financial Statements and Schedule. This financial statement schedule should be read in conjunction with our consolidated financial statements, and related notes thereto.

Schedules not listed in the Index to Consolidated Financial Statements and Schedule have been omitted because they are not applicable, not required, or the information required to be set forth therein is included in the consolidated financial statements or notes thereto.

- 3 *Exhibits.* See Item 15(b) below.

(b) *Exhibits.* The following exhibits are included as part of, or incorporated by reference into, this Report.

EXHIBIT LIST

Exhibit No.	Description	Incorporated by Reference Herein		
		Form	Exhibit	Filing Date/ Period End
3.1	Registrant's Certificate of Incorporation, as amended.	10-Q	3.1	5/31/2017
3.2*	Registrant's Bylaws, as amended.			
4.1	Form of Certificate for Shares of the Registrant's Common Stock. (P)	S-1	1	3/17/1993
4.2	Indenture, dated January 16, 2008, with respect to Senior Debt Securities of the Registrant, between the Registrant and U.S. Bank National Association (as successor in interest to The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust) Company, N.A.), as trustee.	8-K	4.2	1/17/2008
4.3	Form of 4.250% Registered Senior Notes due 2027 (included as Exhibit A to the Officers' Certificate filed herewith as Exhibit 4.8).	8-K	4.1	5/4/2022
4.4	Officers' Certificate, dated as of January 17, 2018, establishing the 3.950% Senior Notes due 2028.	8-K	4.1	1/17/2018
4.5	Officers' Certificate, dated as of January 15, 2020, establishing the 3.600% Senior Notes due 2030.	8-K	4.1	1/15/2020
4.6	Officers' Certificate, dated as of July 13, 2020, establishing the 3.000% Senior Notes due 2031.	8-K	4.1	7/13/2020
4.7	Officers' Certificate, dated as of April 14, 2021, establishing the 1.700% Senior Notes due 2026.	8-K	4.1	4/14/2021
4.8	Officers' Certificate, dated as of May 4, 2022, establishing the 4.250% Senior Notes due 2027.	8-K	4.1	5/4/2022
4.9	Description of Jabil Securities.	10-K	4.9	8/31/2021
10.1†	Restated cash or deferred profit sharing plan under section 401(k). (P)	S-1		3/3/1993
10.2†	Form of Indemnification Agreement between the Registrant and its Officers and Directors. (P)	S-1		3/3/1993
10.3a†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (PBRSU EPS - Executive - EU).	10-Q	10.1	11/30/2019

[Table of Contents](#)

10.3b†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (PBRSU EPS - Executive - Non-EU).	10-Q	10.2	11/30/2019
10.3c†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (PBRSU TSR - ONEU).	10-Q	10.3	11/30/2019
10.3d†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (PBRSU TSR - OEU).	10-Q	10.4	11/30/2019
10.3e†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (TBRSU-ONEU).	10-Q	10.5	11/30/2019
10.3f†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (TBRSU-OEU).	10-Q	10.6	11/30/2019
10.3g†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (TBRSU-DIR).	10-Q	10.7	11/30/2019
10.4†	Jabil Inc. 2011 Employee Stock Purchase Plan, as amended.	14A	B	12/9/2020
10.5†	Jabil Inc. 2021 Equity Incentive Plan.	14A	A	12/9/2020
10.5a†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (TBRSU-Executive).	10-Q	10.2	2/28/2021
10.5b†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (TBRSU-Non-Employee Director).	10-Q	10.3	2/28/2021
10.5c†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (PBRSU TSR – Executive).	10-Q	10.4	2/28/2021
10.5d†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (PBRSU EPS – Executive).	10-Q	10.5	2/28/2021
10.5e†	Form of Jabil Inc. Two-Year Cliff Restricted Stock Unit Award Agreement (TBRSU – Executive).	10-Q	10.6	2/28/2021
10.5f†	Form of Jabil Inc. Two-Year Restricted Stock Unit Award Agreement (PBRSU EPS-Executive).	10-Q	10.7	2/28/2021
10.5g†**	Form of Jabil Inc. Restricted Stock Unit Award Agreement (PBRSU EPS – Executive).	10-Q	10.1	11/30/2021
10.5h†**	Form of Jabil Inc. Restricted Stock Unit Award Agreement (PBRSU TSR – Executive).	10-Q	10.2	11/30/2021
10.5i†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (TBRSU-NON-Employee Director).	10-Q	10.3	11/30/2021
10.5j†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (TBRSU-Cash- Settled - NON-Employee Director).	10-Q	10.4	11/30/2021
10.5k†	Form of Jabil Inc. Restricted Stock Unit Award Agreement (TBRSU Executive).	10-Q	10.5	11/30/2021
10.5l†	Form of Jabil Inc. Two-Year Cliff Restricted Stock Unit Award Agreement (TBRSU – Global Executive).	10-Q	10.1	5/31/2022
10.6†	Executive Deferred Compensation Plan.	S-8	4.1	2/25/2011
10.7	Underwriting Agreement, dated as of April 20, 2022, among the Company, BNP Paribas Securities Corp., Citigroup Global Markets Inc., J.P. Morgan Securities LLC and SMBC Nikko Securities America, Inc., as representatives of the several underwriters listed therein.	8-K	1.1	5/4/2022
21.1*	List of Subsidiaries.			
23.1*	Consent of Independent Registered Public Accounting Firm.			
24.1*	Power of Attorney (See Signature page).			
31.1*	Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer of the Registrant.			
31.2*	Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer of the Registrant.			

32.1*	Section 1350 Certification by the Chief Executive Officer of the Registrant.
32.2*	Section 1350 Certification by the Chief Financial Officer of the Registrant.
101	The following financial information from Jabil's Annual Report on Form 10-K for the fiscal period ended August 31, 2022, formatted in Inline XBRL: (i) Consolidated Balance Sheets as of August 31, 2022 and August 31, 2021; (ii) Consolidated Statement of Operations for the fiscal years ended August 31, 2022, 2021 and 2020; (iii) Consolidated Statements of Comprehensive Income for the fiscal years ended August 31, 2022, 2021 and 2020; (iv) Consolidated Statements of Comprehensive Stockholders' Equity for the fiscal years ended August 31, 2022, 2021 and 2020; (v) Consolidated Statements of Cash Flows for the fiscal years ended August 31, 2022, 2021 and 2020; and (vi) Notes to Consolidated Financial Statements.
104	Cover Page Interactive Data File (Embedded within the inline XBRL Document in Exhibit 101).
†	Indicates management compensatory plan, contract of arrangement.
*	Filed or furnished herewith.
**	Certain portions of this exhibit have been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K. Jabil agrees to furnish supplementally an unredacted copy of the exhibit to the Securities and Exchange Commission upon request.

Certain instruments with respect to long-term debt of the Company and its consolidated subsidiaries are not filed herewith pursuant to Item 601(b)(4)(iii) of Regulation S-K since the total amount of securities authorized under each such instrument does not exceed 10% of the total assets of the Company and its subsidiaries on a consolidated basis. The Company agrees to furnish a copy of any such instrument to the SEC upon request.

(c) *Financial Statement Schedules.* See Item 15(a) above.

JABIL INC. AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULE

Management’s Report on Internal Control over Financial Reporting	47
Reports of Independent Registered Public Accounting Firm (Ernst & Young LLP; PCAOB ID: 42)	48
Consolidated Financial Statements:	
Consolidated Balance Sheets – August 31, 2022 and 2021	51
Consolidated Statements of Operations – Fiscal years ended August 31, 2022, 2021, and 2020	52
Consolidated Statements of Comprehensive Income – Fiscal years ended August 31, 2022, 2021, and 2020	53
Consolidated Statements of Stockholders’ Equity – Fiscal years ended August 31, 2022, 2021, and 2020	54
Consolidated Statements of Cash Flows – Fiscal years ended August 31, 2022, 2021, and 2020	55
Notes to Consolidated Financial Statements	56
Financial Statement Schedule:	
Schedule II – Valuation and Qualifying Accounts	87

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Jabil Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934, as amended.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision of and with the participation of the Chief Executive Officer and the Chief Financial Officer, the Company's management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of August 31, 2022. Management based this assessment on the framework as established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of the Company's internal control over financial reporting and testing of the effectiveness of its internal control over financial reporting.

Based on this assessment, management has concluded that, as of August 31, 2022, the Company maintained effective internal control over financial reporting.

Ernst & Young LLP, the Company's independent registered public accounting firm, issued an audit report on the effectiveness of the Company's internal control over financial reporting which follows this report.

October 25, 2022

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Jabil Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Jabil Inc. and subsidiaries' internal control over financial reporting as of August 31, 2022, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Jabil Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of August 31, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of August 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended August 31, 2022, and the related notes and financial statement schedule listed in the Index at Item 15(a), and our report dated October 25, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ ERNST & YOUNG LLP

Tampa, Florida
October 25, 2022

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Jabil Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Jabil Inc. and subsidiaries (the Company) as of August 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended August 31, 2022, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at August 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended August 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of August 31, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated October 25, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Uncertain Tax Positions

Description of the Matter

As disclosed in Note 15 to the consolidated financial statements, the Company operates in a complex multinational tax environment and is subject to laws and regulations in various jurisdictions regarding intercompany transactions. Uncertain tax positions may arise from interpretations and judgments made by the Company in the application of the relevant laws, regulations, and tax rulings. The Company uses significant judgment in (1) determining whether the technical merits of tax positions for certain intercompany transactions are more-likely-than-not to be sustained and (2) measuring the related amount of tax benefit that qualifies for recognition.

Auditing the tax positions related to certain intercompany transactions was challenging because the recognition and measurement of the tax positions is highly judgmental and is based on interpretations of laws, regulations and tax rulings.

How We Addressed the Matter in Our Audit

We tested internal controls over the Company's process to assess the technical merits of tax positions related to certain intercompany transactions and also tested internal controls over the Company's process to determine the application of the relevant laws, regulations and tax rulings, including management's process to recognize and measure the related tax positions.

In testing the recognition and measurement criteria, we involved tax professionals to assist in assessing the technical merits of the Company's tax positions. In addition, we used our knowledge of and experience with the application of domestic and international income tax laws by the relevant tax authorities to evaluate the Company's accounting for those tax positions. We also assessed the Company's assumptions and data used to measure the amount of tax benefit that qualifies for recognition and tested the clerical accuracy of the calculations. Lastly, we evaluated the Company's income tax disclosures included in Note 15 in relation to the Company's uncertain tax positions.

/s/ ERNST & YOUNG LLP

We have served as the Company's auditor since 2010.

Tampa, Florida
October 25, 2022

JABIL INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in millions, except for share data)

	August 31, 2022	August 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,478	\$ 1,567
Accounts receivable, net of allowance for credit losses	3,995	3,141
Contract assets	1,196	998
Inventories, net of reserve for excess and obsolete inventory	6,128	4,414
Prepaid expenses and other current assets	1,111	757
Total current assets	13,908	10,877
Property, plant and equipment, net of accumulated depreciation	3,954	4,075
Operating lease right-of-use asset	500	390
Goodwill	704	715
Intangible assets, net of accumulated amortization	158	182
Deferred income taxes	199	176
Other assets	294	239
Total assets	<u>\$ 19,717</u>	<u>\$ 16,654</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Current installments of notes payable and long-term debt	\$ 300	\$ —
Accounts payable	8,006	6,841
Accrued expenses	5,272	3,734
Current operating lease liabilities	119	108
Total current liabilities	13,697	10,683
Notes payable and long-term debt, less current installments	2,575	2,878
Other liabilities	272	334
Non-current operating lease liabilities	417	333
Income tax liabilities	182	178
Deferred income taxes	122	111
Total liabilities	17,265	14,517
Commitments and contingencies		
Equity:		
Jabil Inc. stockholders' equity:		
Preferred stock, \$0.001 par value, authorized 10,000,000 shares; no shares issued and outstanding	—	—
Common stock, \$0.001 par value, authorized 500,000,000 shares; 270,891,715 and 267,418,092 shares issued and 135,493,980 and 144,496,077 shares outstanding at August 31, 2022 and August 31, 2021, respectively	—	—
Additional paid-in capital	2,655	2,533
Retained earnings	3,638	2,688
Accumulated other comprehensive loss	(42)	(25)
Treasury stock at cost, 135,397,735 and 122,922,015 shares as of August 31, 2022 and August 31, 2021, respectively	(3,800)	(3,060)
Total Jabil Inc. stockholders' equity	2,451	2,136
Noncontrolling interests	1	1
Total equity	2,452	2,137
Total liabilities and equity	<u>\$ 19,717</u>	<u>\$ 16,654</u>

See accompanying notes to Consolidated Financial Statements.

JABIL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except for per share data)

	Fiscal Year Ended August 31,		
	2022	2021	2020
Net revenue	\$ 33,478	\$ 29,285	\$ 27,266
Cost of revenue	30,846	26,926	25,335
Gross profit	2,632	2,359	1,931
Operating expenses:			
Selling, general and administrative	1,154	1,213	1,175
Research and development	33	34	43
Amortization of intangibles	34	47	56
Restructuring, severance and related charges	18	10	157
Operating income	1,393	1,055	500
Loss on debt extinguishment	4	—	—
(Gain) loss on securities	—	(2)	49
Other expense (income)	12	(11)	31
Interest income	(5)	(6)	(15)
Interest expense	151	130	174
Income before income tax	1,231	944	261
Income tax expense	235	246	204
Net income	996	698	57
Net income attributable to noncontrolling interests, net of tax	—	2	3
Net income attributable to Jabil Inc.	\$ 996	\$ 696	\$ 54
Earnings per share attributable to the stockholders of Jabil Inc.:			
Basic	\$ 7.06	\$ 4.69	\$ 0.36
Diluted	\$ 6.90	\$ 4.58	\$ 0.35
Weighted average shares outstanding:			
Basic	141.2	148.5	151.6
Diluted	144.4	152.1	155.3

See accompanying notes to Consolidated Financial Statements.

JABIL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Fiscal Year Ended August 31,		
	2022	2021	2020
Net income	\$ 996	\$ 698	\$ 57
Other comprehensive (loss) income:			
Change in foreign currency translation	(68)	17	(21)
Change in derivative instruments:			
Change in fair value of derivatives	1	35	(6)
Adjustment for net losses (gains) realized and included in net income	32	(41)	14
Total change in derivative instruments	33	(6)	8
Change in available for sale securities:			
Unrealized loss on available for sale securities	—	—	(36)
Adjustment for net losses realized and included in net income	—	—	36
Total change in available for sale securities	—	—	—
Actuarial gain	14	17	62
Prior service credit (cost)	4	(19)	—
Total other comprehensive (loss) income	(17)	9	49
Comprehensive income	\$ 979	\$ 707	\$ 106
Comprehensive income attributable to noncontrolling interests	—	2	3
Comprehensive income attributable to Jabil Inc.	\$ 979	\$ 705	\$ 103

See accompanying notes to Consolidated Financial Statements.

JABIL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in millions)

	Fiscal Year Ended August 31,		
	2022	2021	2020
Total stockholders' equity, beginning balances	\$ 2,137	\$ 1,825	\$ 1,900
Common stock:	—	—	—
Additional paid-in capital:			
Beginning balances	2,533	2,414	2,305
Shares issued under employee stock purchase plan	45	39	30
Purchase of noncontrolling interest	—	(14)	—
Recognition of stock-based compensation	77	94	79
Ending balances	2,655	2,533	2,414
Retained earnings:			
Beginning balances	2,688	2,041	2,037
Declared dividends	(46)	(49)	(50)
Net income attributable to Jabil Inc.	996	696	54
Ending balances	3,638	2,688	2,041
Accumulated other comprehensive loss:			
Beginning balances	(25)	(34)	(83)
Total other comprehensive (loss) income	(17)	9	49
Ending balances	(42)	(25)	(34)
Treasury stock:			
Beginning balances	(3,060)	(2,610)	(2,372)
Purchases of treasury stock under employee stock plans	(44)	(22)	(23)
Treasury shares purchased	(696)	(428)	(215)
Ending balances	(3,800)	(3,060)	(2,610)
Noncontrolling interests:			
Beginning balances	1	14	13
Net income attributable to noncontrolling interests, net of tax	—	2	3
Purchase of noncontrolling interests	—	(12)	—
Declared dividends to noncontrolling interests	—	(3)	(2)
Ending balances	1	1	14
Total stockholders' equity, ending balances	\$ 2,452	\$ 2,137	\$ 1,825

See accompanying notes to Consolidated Financial Statements.

JABIL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Fiscal Year Ended August 31,		
	2022	2021	2020
Cash flows provided by operating activities:			
Net income	\$ 996	\$ 698	\$ 57
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	925	876	795
Restructuring and related charges	(1)	5	41
Recognition of stock-based compensation expense and related charges	81	102	83
Deferred income taxes	(13)	(13)	29
Loss on sale of property, plant and equipment	—	14	29
Provision for allowance for doubtful accounts and notes receivable	—	6	32
(Gain) loss on securities	—	(2)	49
Other, net	10	13	22
Change in operating assets and liabilities, exclusive of net assets acquired:			
Accounts receivable	(878)	(283)	(136)
Contract assets	(214)	116	(105)
Inventories	(1,725)	(1,276)	(77)
Prepaid expenses and other current assets	(367)	(90)	(144)
Other assets	(29)	(43)	(11)
Accounts payable, accrued expenses and other liabilities	2,866	1,310	593
Net cash provided by operating activities	<u>1,651</u>	<u>1,433</u>	<u>1,257</u>
Cash flows used in investing activities:			
Acquisition of property, plant and equipment	(1,385)	(1,159)	(983)
Proceeds and advances from sale of property, plant and equipment	544	366	187
Cash paid for business and intangible asset acquisitions, net of cash	(18)	(50)	(147)
Repurchase of sold receivables	—	(99)	—
Cash receipts on repurchased receivables	4	95	—
Other, net	(3)	(4)	22
Net cash used in investing activities	<u>(858)</u>	<u>(851)</u>	<u>(921)</u>
Cash flows used in financing activities:			
Borrowings under debt agreements	3,767	1,724	12,777
Payments toward debt agreements	(3,890)	(1,613)	(12,544)
Payments to acquire treasury stock	(696)	(428)	(215)
Dividends paid to stockholders	(48)	(50)	(50)
Net proceeds from exercise of stock options and issuance of common stock under employee stock purchase plan	45	39	30
Treasury stock minimum tax withholding related to vesting of restricted stock	(44)	(22)	(23)
Other, net	(22)	(63)	(40)
Net cash used in financing activities	<u>(888)</u>	<u>(413)</u>	<u>(65)</u>
Effect of exchange rate changes on cash and cash equivalents	6	4	(40)
Net (decrease) increase in cash and cash equivalents	(89)	173	231
Cash and cash equivalents at beginning of period	1,567	1,394	1,163
Cash and cash equivalents at end of period	<u>\$ 1,478</u>	<u>\$ 1,567</u>	<u>\$ 1,394</u>
Supplemental disclosure information:			
Interest paid, net of capitalized interest	\$ 150	\$ 124	\$ 183
Income taxes paid, net of refunds received	<u>\$ 209</u>	<u>\$ 211</u>	<u>\$ 164</u>

See accompanying notes to Consolidated Financial Statements.

JABIL INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

1. Description of Business and Summary of Significant Accounting Policies

Jabil Inc. (together with its subsidiaries, herein referred to as the “Company”) is one of the leading providers of manufacturing services and solutions. The Company provides comprehensive electronics design, production and product management services to companies in various industries and end markets. The Company’s services combine a highly automated, continuous flow manufacturing approach with advanced electronic design and design for manufacturability technologies. The Company is headquartered in St. Petersburg, Florida and has manufacturing operations principally in the Americas, Europe and Asia.

Significant accounting policies followed by the Company are as follows:

Principles of Consolidation and Basis of Presentation

The consolidated financial statements include the accounts and operations of the Company, and its wholly-owned and majority-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in preparing the consolidated financial statements. The Company has made certain reclassification adjustments to conform prior periods’ Consolidated Financial Statements and Notes to the Consolidated Financial Statements to the current presentation.

Use of Accounting Estimates

Management is required to make estimates and assumptions during the preparation of the consolidated financial statements and accompanying notes in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”). These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from these estimates and assumptions.

Cash and Cash Equivalents

Cash equivalents consist of investments that are readily convertible to cash with original maturities of 90 days or less.

Accounts Receivable

Accounts receivable consist of trade receivables and other miscellaneous receivables. The Company maintains an allowance for credit losses based on historical losses, the age of past due receivables, credit quality of our customers, current economic conditions, and other factors that may affect our ability to collect from customers. Bad debts are charged to this allowance after all attempts to collect the balance are exhausted. As the financial condition and circumstances of the Company’s customers change, adjustments to the allowance for credit losses are made as necessary.

Contract Balances

Timing of revenue recognition may differ from the timing of invoicing to customers. The Company records an asset when revenue is recognized prior to invoicing a customer (“contract assets”) while a liability is recognized when a customer provides consideration prior to the Company transferring control of the goods or services (“contract liabilities”). Amounts recognized as contract assets are generally transferred to receivables in the succeeding quarter due to the short-term nature of the manufacturing cycle. Contract assets are classified separately on the Consolidated Balance Sheets and transferred to receivables when right to payment becomes unconditional.

The Company maintains an allowance for credit losses related to contract assets based on historical losses, credit quality of our customers, current economic conditions, and other factors that may affect our ability to collect from our customers.

Inventories

Inventories are stated at the lower of cost (on a first in, first out (FIFO) basis) and net realizable value. Inventory is valued based on current and forecasted usage, customer inventory-related contractual obligations and other lower of cost and net realizable value considerations. If actual market conditions or customer product demands are less favorable than those projected, additional valuation adjustments may be necessary.

Fulfillment Costs

The Company capitalizes costs incurred to fulfill its contracts that i) relate directly to the contract or anticipated contracts, ii) are expected to generate or enhance the Company’s resources that will be used to satisfy the performance obligation under the

contract, and iii) are expected to be recovered through revenue generated from the contract. Capitalized fulfillment costs are amortized to cost of revenue as the Company satisfies the related performance obligations under the contract with approximate lives ranging from 1 year to 3 years. These costs, which are included in prepaid expenses and other current assets and other assets on the Consolidated Balance Sheets, generally represent upfront costs incurred to prepare for manufacturing activities.

The Company assesses the capitalized fulfillment costs for impairment at the end of each reporting period. The Company will recognize an impairment loss to the extent the carrying amount of the capitalized costs exceeds the recoverable amount. Recoverability is assessed by considering the capitalized fulfillment costs in relation to the forecasted profitability of the related manufacturing performance obligations.

As of August 31, 2022 and 2021, capitalized costs to fulfill were \$175 million and \$133 million, respectively. Amortization of fulfillment costs were \$74 million, \$58 million and \$57 million during the fiscal years ended August 31, 2022, 2021 and 2020, respectively.

Property, Plant and Equipment, net

Property, plant and equipment is capitalized at cost and depreciated using the straight-line depreciation method over the estimated useful lives of the respective assets. Estimated useful lives for major classes of depreciable assets are as follows:

<u>Asset Class</u>	<u>Estimated Useful Life</u>
Buildings	Up to 35 years
Leasehold improvements	Shorter of lease term or useful life of the improvement
Machinery and equipment	2 to 10 years
Furniture, fixtures and office equipment	5 years
Computer hardware and software	3 to 7 years
Transportation equipment	3 years

Maintenance and repairs are expensed as incurred. The cost and related accumulated depreciation of assets sold or retired is removed from the accounts and any resulting gain or loss is reflected in the Consolidated Statements of Operations as a component of operating income.

Leases

The Company has lease agreements that contain both lease and non-lease components. For lease agreements entered into or reassessed beginning in fiscal year 2020, the Company has elected the practical expedient to combine lease and non-lease components for building and real estate leases.

The Company primarily has leases for buildings, machinery and equipment with lease terms ranging from 1 year to 34 years. Leases for other classes of assets are not significant. For any leases with an initial term in excess of 12 months, the Company determines whether an arrangement is a lease at contract inception by evaluating if the contract conveys the right to use and control the specific property or equipment. Certain lease agreements contain purchase or renewal options. These options are included in the lease term when it is reasonably certain that the Company will exercise that option. Generally, the Company's lease agreements do not contain material restrictive covenants.

Right-of-use assets represent the right to use an underlying asset for the lease term and lease liabilities represent an obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized based on the present value of future lease payments over the lease term at the lease commencement date. When determining the present value of future payment, the Company uses the incremental borrowing rate when the implicit rate is not readily determinable. Any payment deemed probable under residual value guarantees is included in lease payments. Any variable payments, other than those that depend on an index or rate, are excluded from right-of-use assets and lease liabilities.

Leases with an initial term of 12 months or less are not recorded as right-of-use assets and lease liabilities in the Consolidated Balance Sheet. Lease expense for these leases is recognized on a straight-line basis over the lease term.

Certain equipment and buildings held under finance leases are classified as property, plant and equipment and the related obligation is recorded as accrued expenses and other liabilities on the Consolidated Balance Sheets. Amortization of assets held under finance leases is included in depreciation expense in the Consolidated Statements of Operations.

Goodwill and Other Intangible Assets

The Company accounts for goodwill in a business combination as the excess of the cost over the fair value of net assets acquired and is assigned to the reporting unit in which the acquired business will operate. The Company tests goodwill and indefinite-lived intangible assets for impairment during the fourth quarter of each fiscal year or whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

The 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. The Company may elect to perform a qualitative assessment to determine whether it is more likely than not that a reporting unit is impaired. If the qualitative assessment is not performed or if the Company determines that it is not more likely than not that the fair value of the reporting unit exceeds the carrying value, the Company determines the fair value of its reporting units based on an average weighting of both projected discounted future results and the use of comparative market multiples. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a loss recognized in the amount equal to that excess.

The recoverability of indefinite-lived intangible assets is measured by comparing the carrying amount to the fair value. The Company may elect to perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible is impaired. If the qualitative assessment is not performed or if the Company determines that it is not more likely than not that the fair value of an indefinite-lived intangible exceeds the carrying value, the Company determines the fair value principally based on a variation of the income approach, known as the relief from royalty method. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, the indefinite-lived intangible asset is considered impaired.

Business combinations can also result in other intangible assets being recognized. Finite-lived intangible assets are amortized on either a straight-line or accelerated basis over their estimated useful life and include contractual agreements and customer relationships, tradenames and intellectual property. No significant residual values are estimated for the amortizable intangible assets.

Long-lived Assets

Long-lived assets, such as property, plant and equipment, and finite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability of the asset or asset group is measured by comparing its carrying amount to the undiscounted future net cash flows the asset is expected to generate. If the carrying amount of an asset or asset group is not recoverable, the Company recognizes an impairment loss based on the excess of the carrying amount of the long-lived asset or asset group over its respective fair value, which is generally determined as the present value of estimated future cash flows or as the appraised value.

Derivative Instruments

All derivative instruments are recorded gross on the Consolidated Balance Sheets at their respective fair values. The accounting for changes in the fair value of a derivative instrument depends on the intended use and designation of the derivative instrument. For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative and the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in current earnings. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is initially reported as a component of accumulated other comprehensive income ("AOCI"), net of tax, and is subsequently reclassified into the line item within the Consolidated Statements of Operations in which the hedged items are recorded in the same period in which the hedged item affects earnings. The ineffective portion of the gain or loss is recognized immediately in current earnings. For derivative instruments that are not designated as hedging instruments, gains and losses from changes in fair values are recognized in earnings. Cash receipts and cash payments related to derivative instruments are recorded in the same category as the cash flows from the items being hedged on the Consolidated Statements of Cash Flows.

Accumulated Other Comprehensive Income

The following table sets forth the changes in AOCI, net of tax, by component during the fiscal year ended August 31, 2022 (in millions):

	Foreign Currency Translation Adjustment	Derivative Instruments	Actuarial Gain (Loss)	Prior Service (Cost) Credit	Total
Balance as of August 31, 2021	\$ (20)	\$ (36)	\$ 51	\$ (20)	\$ (25)
Other comprehensive (loss) income before reclassifications	(68)	1	28	—	(39)
Amounts reclassified from AOCI	—	32	(14)	4	22
Other comprehensive (loss) income ⁽¹⁾	(68)	33	14	4	(17)
Balance as of August 31, 2022	\$ (88)	\$ (3)	\$ 65	\$ (16)	\$ (42)

⁽¹⁾ Amounts are net of tax, which are immaterial.

The following table sets forth the amounts reclassified from AOCI into the Consolidated Statements of Operations, and the associated financial statement line item, net of tax, for the periods indicated (in millions):

Comprehensive Income Components	Financial Statement Line Item	Fiscal Year Ended August 31,		
		2022	2021	2020
Realized losses (gains) on derivative instruments: ⁽¹⁾				
Foreign exchange contracts	Cost of revenue	\$ 30	\$ (44)	\$ 15
Interest rate contracts	Interest expense	2	3	(1)
Actuarial gain	⁽²⁾	(14)	(16)	(3)
Prior service cost	⁽²⁾	4	1	—
Available for sale securities	(Gain) loss on securities	—	—	36
Total amounts reclassified from AOCI ⁽³⁾		\$ 22	\$ (56)	\$ 47

⁽¹⁾ The Company expects to reclassify \$28 million into earnings during the next twelve months, which will primarily be classified as a component of cost of revenue.

⁽²⁾ Amounts are included in the computation of net periodic benefit cost. Refer to Note 10 – “Postretirement and Other Employee Benefits” for additional information.

⁽³⁾ Amounts are net of tax, which are immaterial for the fiscal years ended August 31, 2022, 2021 and 2020.

Foreign Currency Transactions

For the Company’s foreign subsidiaries that use a currency other than the U.S. dollar as their functional currency, the assets and liabilities are translated at exchange rates in effect at the balance sheet date, and revenues and expenses are translated at the average exchange rate for the period. The effects of these translation adjustments are reported in accumulated other comprehensive income. Gains and losses arising from transactions denominated in a currency other than the functional currency of the entity involved are included in operating income.

Revenue Recognition

The Company provides comprehensive electronics design, production and product management services to companies in various industries and end markets. The Company derives substantially all of its revenue from production and product management services (collectively referred to as “manufacturing services”), which encompasses the act of producing tangible products that are built to customer specifications, which are then provided to the customer.

The Company generally enters into manufacturing service contracts with its customers that provide the framework under which business will be conducted and customer purchase orders will be received for specific quantities and with predominantly fixed pricing. As a result, the Company considers its contract with a customer to be the combination of the manufacturing service contract and the purchase order, or any agreements or other similar documents.

The majority of the Company’s manufacturing service contracts relate to manufactured products which have no alternative use and for which the Company has an enforceable right to payment for the work completed to date. As a result, revenue is recognized over time when or as the Company transfers control of the promised products or services (known as performance obligations) to its customers. For certain other contracts with customers that do not meet the over time revenue recognition criteria, transfer of control occurs at a point in time which generally occurs upon delivery and transfer of risk and title to the customer.

Most of the Company's contracts have a single performance obligation as the promise to transfer the individual manufactured product or service is capable of being distinct and is distinct within the context of the contract. For the majority of customers, performance obligations are satisfied over time based on the continuous transfer of control as manufacturing services are performed and are generally completed in less than one year.

The Company also derives revenue to a lesser extent from electronic design services to certain customers. Revenue from electronic design services is generally recognized over time as the services are performed.

For the Company's over time customers, it believes the measure of progress which best depicts the transfer of control is based on costs incurred to date, relative to total estimated cost at completion (i.e., an input method). This method is a faithful depiction of the transfer of goods or services because it results in the recognition of revenue on the basis of the Company's to-date efforts in the satisfaction of a performance obligation relative to the total expected efforts in the satisfaction of the performance obligation. The Company believes that the use of an input method best depicts the transfer of control to the customer, which occurs as the Company incurs costs on its contracts. The transaction price of each performance obligation is generally based upon the contractual stand-alone selling price of the product or service.

Certain contracts with customers include variable consideration, such as periodic cost of materials adjustments, rebates, discounts, or returns. The Company recognizes estimates of this variable consideration that are not expected to result in a significant revenue reversal in the future, primarily based on the most likely level of consideration to be paid to the customer under the specific terms of the underlying programs.

The Company is responsible for procuring certain components from suppliers for the manufacturing of finished goods at the direction of certain customers. If the Company does not obtain control of these components before they are transferred to the customer, the Company accounts for revenue associated with such components on a net basis. Revenue associated with components procured directly from customers is accounted for on a net basis if the components do not constitute a distinct good or service from the customer.

Taxes collected from the Company's customers and remitted to governmental authorities are presented within the Company's Consolidated Statement of Operations on a net basis and are excluded from the transaction price. The Company has elected to account for shipping and handling activities related to contracts with customers as costs to fulfill the promise to transfer the goods. Accordingly, the Company records customer payments of shipping and handling costs as a component of net revenue, and classifies such costs as a component of cost of revenue.

Stock-Based Compensation

The Company recognizes stock-based compensation expense, reduced for estimated forfeitures, on a straight-line basis over the requisite service period of the award, which is generally the vesting period for outstanding stock awards.

The stock-based compensation expense for time-based and performance-based restricted stock unit awards ("restricted stock units") is measured at fair value on the date of grant based on the number of shares expected to vest and the quoted market price of the Company's common stock. For restricted stock units with performance conditions, stock-based compensation expense is originally based on the number of shares that would vest if the Company achieved 100% of the performance goal, which is the intended outcome at the grant date. Throughout the requisite service period, management monitors the probability of achievement of the performance condition. If it becomes probable, based on the Company's performance, that more or less than the current estimate of the awarded shares will vest, an adjustment to stock-based compensation expense will be recognized as a change in accounting estimate in the period that such probability changes.

The stock-based compensation expense for market-based restricted stock units is measured at fair value on the date of grant. The market conditions are considered in the grant date fair value using a Monte Carlo valuation model, which utilizes multiple input variables to determine the probability of the Company achieving the specified market conditions. Stock-based compensation expense related to an award with a market condition will be recognized over the requisite service period regardless of whether the market condition is satisfied, provided that the requisite service period has been completed.

The Company currently expects to satisfy share-based awards with registered shares available to be issued.

See Note 12 – "Stockholders' Equity" for further discussion of stock-based compensation expense.

Income Taxes

Deferred tax assets (“DTA”) and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in the tax rate is recognized in income in the period that includes the enactment date of the rate change. The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. The Company considers future taxable income and ongoing feasible tax planning strategies in assessing the need for the valuation allowance.

The Company records the effects of the Global Intangible Low-Taxed Income (“GILTI”) as a period cost and applies the incremental cash tax savings approach when analyzing the impact GILTI could have on its U.S. valuation allowance. The incremental cash tax savings approach considers the realizable benefit of a net operating loss and deferred tax assets by comparing the incremental cash taxes in the calculation of GILTI with and without the net operating loss and other DTAs.

Earnings Per Share

The Company calculates its basic earnings per share by dividing net income attributable to Jabil Inc. by the weighted average number of shares of common stock outstanding during the period. The Company’s diluted earnings per share is calculated in a similar manner, but includes the effect of dilutive securities. The difference between the weighted average number of basic shares outstanding and the weighted average number of diluted shares outstanding is primarily due to dilutive unvested restricted stock units.

Potential shares of common stock are excluded from the computation of diluted earnings per share when their effect would be antidilutive. Performance-based restricted stock units are considered dilutive when the related performance criterion have been met assuming the end of the reporting period represents the end of the performance period. All potential shares of common stock are antidilutive in periods of net loss. Potential shares of common stock not included in the computation of earnings per share because their effect would have been antidilutive or because the performance criterion was not met were as follows (in thousands):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Restricted stock units	209.4	655.0	728.3

Fair Value of Financial Instruments

Fair value is categorized in one of three levels based on the lowest level of significant input used. Level 1 – quoted market prices in active markets for identical assets and liabilities; Level 2 – inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3 – unobservable inputs for the asset or liability.

2. Trade Accounts Receivable Sale Programs

The Company regularly sells designated pools of high credit quality trade accounts receivable under uncommitted trade accounts receivable sale programs to unaffiliated financial institutions without recourse. As these accounts receivable are sold without recourse, the Company does not retain the associated risks following the transfer of such accounts receivable to the respective financial institutions. The Company continues servicing the receivables sold and in exchange receives a servicing fee under each of the trade accounts receivable sale programs. Servicing fees related to each of the trade accounts receivable sale programs recognized during the fiscal years ended August 31, 2022, 2021 and 2020 were not material. The Company does not record a servicing asset or liability on the Consolidated Balance Sheets as the Company estimates that the fee it receives to service these receivables approximates the fair market compensation to provide the servicing activities.

Transfers of the receivables under the trade accounts receivable sale programs are accounted for as sales and, accordingly, net receivables sold under the trade accounts receivable sale programs are excluded from accounts receivable on the Consolidated Balance Sheets and are reflected as cash provided by operating activities on the Consolidated Statements of Cash Flows.

The following is a summary of the trade accounts receivable sale programs with unaffiliated financial institutions where the Company may elect to sell receivables and the unaffiliated financial institution may elect to purchase, at a discount, on an

ongoing basis (in millions):

Program	Maximum Amount ⁽¹⁾	Type of Facility	Expiration Date	
A	\$ 700	Uncommitted	December 5, 2022	(2)
B	\$ 150	Uncommitted	November 30, 2022	
C	400 CNY	Uncommitted	August 31, 2023	
D	\$ 150	Uncommitted	May 4, 2023	(3)
E	\$ 150	Uncommitted	January 25, 2023	(3)
F	\$ 50	Uncommitted	February 23, 2023	(4)
G	\$ 100	Uncommitted	August 10, 2023	(3)
H	\$ 550	Uncommitted	December 4, 2022	(5)
I	\$ 135	Uncommitted	April 11, 2023	(6)
J	100 CHF	Uncommitted	December 5, 2022	(2)
K	\$ 65	Uncommitted	January 23, 2023	

(1) Maximum amount of trade accounts receivable that may be sold under a facility at any one time.

(2) The program will be automatically extended through December 5, 2025 unless either party provides 30 days notice of termination.

(3) Any party may elect to terminate the agreement upon 30 days prior notice.

(4) Any party may elect to terminate the agreement upon 15 days prior notice.

(5) The program will be automatically extended through December 5, 2024 unless either party provides 30 days notice of termination.

(6) The program will be automatically extended through April 11, 2025 unless either party provides 30 days notice of termination.

In connection with the trade accounts receivable sale programs, the Company recognized the following (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Trade accounts receivable sold	\$ 8,513	\$ 4,654	\$ 8,457
Cash proceeds received	\$ 8,504	\$ 4,651	\$ 8,440
Pre-tax losses on sale of receivables ⁽¹⁾	\$ 9	\$ 3	\$ 17

(1) Recorded to other expense within the Consolidated Statements of Operations.

3. Inventories

Inventories consist of the following (in millions):

	August 31, 2022	August 31, 2021
Raw materials	\$ 4,918	\$ 3,142
Work in process	687	677
Finished goods	605	680
Reserve for excess and obsolete inventory	(82)	(85)
Inventories, net	\$ 6,128	\$ 4,414

4. Property, Plant and Equipment

Property, plant and equipment consists of the following (in millions):

	August 31, 2022	August 31, 2021
Land and improvements	\$ 108	\$ 143
Buildings	1,191	1,216
Leasehold improvements	1,362	1,249
Machinery and equipment	5,627	5,216
Furniture, fixtures and office equipment	241	234
Computer hardware and software	860	819
Transportation equipment	10	9
Construction in progress	179	222
Property, plant and equipment	9,578	9,108
Less accumulated depreciation and amortization	5,624	5,033
Property, plant and equipment, net	\$ 3,954	\$ 4,075

Depreciation and maintenance and repair expenses were as follows for the periods indicated (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Depreciation expense	\$ 891	\$ 828	\$ 739
Maintenance and repair expense	\$ 395	\$ 381	\$ 334

As of August 31, 2022 and 2021, the Company had \$472 million and \$703 million, respectively, included in accounts payable for the acquisition of property, plant and equipment, which is considered a non-cash investing activity in the Consolidated Statements of Cash Flows.

5. Leases

The following table sets forth the amount of lease assets and lease liabilities included on the Company's Consolidated Balance Sheets, as of the periods indicated (in millions):

	Financial Statement Line Item	August 31, 2022	August 31, 2021
Assets			
Operating lease assets ⁽¹⁾	Operating lease right-of-use assets	\$ 500	\$ 390
Finance lease assets ⁽²⁾	Property, plant and equipment, net	368	318
Total lease assets		\$ 868	\$ 708
Liabilities			
Current			
Operating lease liabilities	Current operating lease liabilities	\$ 119	\$ 108
Finance lease liabilities	Accrued expenses	120	96
Non-current			
Operating lease liabilities	Non-current operating lease liabilities	417	333
Finance lease liabilities	Other liabilities	198	223
Total lease liabilities		\$ 854	\$ 760

(1) Net of accumulated amortization of \$249 million and \$165 million as of August 31, 2022 and 2021, respectively.

(2) Net of accumulated amortization of \$110 million and \$41 million as of August 31, 2022 and 2021, respectively.

The following table is a summary of expenses related to leases included on the Company's Consolidated Statements of Operations, for the periods indicated (in millions):

	Fiscal Year Ended August 31,	
	2022	2021
Operating lease cost	\$ 143	\$ 119
Finance lease cost		
Amortization of leased assets	70	27
Interest on lease liabilities	6	5
Other	22	27
Net lease cost ⁽¹⁾	<u>\$ 241</u>	<u>\$ 178</u>

(1) Lease costs are primarily recognized in cost of revenue.

The following table is a summary of the weighted-average remaining lease terms and weighted-average discount rates of the Company's leases, as of the periods indicated:

	August 31, 2022		August 31, 2021	
	Weighted-average remaining lease term	Weighted-average discount rate	Weighted-average remaining lease term	Weighted-average discount rate
Operating leases	5.3 years	3.19 %	5.6 years	3.09 %
Finance leases	2.6 years	2.84 %	3.4 years	2.51 %

The following table sets forth other supplemental information related to the Company's lease portfolio (in millions):

	Fiscal Year Ended August 31,	
	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases ⁽¹⁾	\$ 123	\$ 121
Operating cash flows for finance leases ⁽¹⁾	\$ 6	\$ 5
Financing activities for finance leases ⁽²⁾	\$ 120	\$ 39
Non-cash right-of-use assets obtained in exchange for new lease liabilities:		
Operating leases	\$ 229	\$ 141
Finance leases	\$ 127	\$ 190

(1) Included in accounts payable, accrued expenses and other liabilities in Operating Activities of the Company's Consolidated Statements of Cash Flows.

(2) Included in payments toward debt agreements in Financing Activities of the Company's Consolidated Statements of Cash Flows.

The future minimum lease payments under operating and finance leases as of August 31, 2022 were as follows (in millions):

Fiscal Year Ended August 31,	Operating Leases ⁽¹⁾	Finance Leases ⁽¹⁾⁽²⁾	Total
2023	\$ 130	\$ 126	\$ 256
2024	102	46	148
2025	78	63	141
2026	60	83	143
2027	43	6	49
Thereafter	174	14	188
Total minimum lease payments	<u>\$ 587</u>	<u>\$ 338</u>	<u>\$ 925</u>
Less: Interest	(51)	(20)	(71)
Present value of lease liabilities	<u>\$ 536</u>	<u>\$ 318</u>	<u>\$ 854</u>

(1) Excludes \$78 million of payments related to leases signed but not yet commenced. Additionally, certain leases signed but not yet commenced contain residual value guarantees and purchase options not deemed probable.

(2) Excludes \$194 million of residual value guarantees that could potentially come due in future periods. The Company does not believe it is probable that any amounts will be owed under these guarantees. Therefore, no amounts related to

the residual value guarantees are included in the lease payments used to measure the right-of-use assets and lease liabilities.

6. Goodwill and Other Intangible Assets

The Company completed its annual impairment analysis for goodwill and indefinite-lived intangible assets during the fourth quarter of fiscal year 2022. The qualitative assessment was performed and the Company determined that it is more likely than not that the fair values of the reporting units and the indefinite-lived intangible assets were in excess of the carrying values and that no impairment existed as of the date of the impairment analysis.

The following table presents the changes in goodwill allocated to the Company's reportable segments, Electronics Manufacturing Services ("EMS") and Diversified Manufacturing Services ("DMS"), during the fiscal years ended August 31, 2022 and 2021 (in millions):

	EMS	DMS	Total
Balance as of August 31, 2020	\$ 74	\$ 623	\$ 697
Acquisitions and adjustments	—	17	17
Change in foreign currency exchange rates	—	1	1
Balance as of August 31, 2021	74	641	715
Acquisitions and adjustments	6	1	7
Change in foreign currency exchange rates	(1)	(17)	(18)
Balance as of August 31, 2022	\$ 79	\$ 625	\$ 704

The following table is a summary of the Company's gross goodwill balances and accumulated impairments as of the periods indicated (in millions):

	August 31, 2022		August 31, 2021	
	Gross Carrying Amount	Accumulated Impairment	Gross Carrying Amount	Accumulated Impairment
Goodwill	\$ 1,724	\$ 1,020	\$ 1,735	\$ 1,020

The following table presents the Company's total purchased intangible assets as of August 31, 2022 and 2021 (in millions):

	Weighted Average Amortization Period (in years)	August 31, 2022			August 31, 2021		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Contractual agreements and customer relationships	12	\$ 302	\$ (231)	\$ 71	\$ 304	\$ (217)	\$ 87
Intellectual property	9	198	(173)	25	191	(169)	22
Finite-lived trade names	Not applicable	78	(67)	11	78	(56)	22
Trade names	Indefinite	51	—	51	51	—	51
Total intangible assets	12	\$ 629	\$ (471)	\$ 158	\$ 624	\$ (442)	\$ 182

Intangible asset amortization for fiscal years 2022, 2021 and 2020 was approximately \$34 million, \$47 million and \$56 million, respectively. The estimated future amortization expense is as follows (in millions):

Fiscal Year Ended August 31,	
2023	\$ 31
2024	17
2025	15
2026	12
2027	12
Thereafter	20
Total	\$ 107

7. Notes Payable and Long-Term Debt

Notes payable and long-term debt outstanding as of August 31, 2022 and 2021 are summarized below (in millions):

	Maturity Date	August 31, 2022	August 31, 2021
4.700% Senior Notes ⁽¹⁾⁽²⁾⁽³⁾	Sep 15, 2022	\$ —	\$ 499
4.900% Senior Notes ⁽¹⁾	Jul 14, 2023	300	300
3.950% Senior Notes ⁽¹⁾⁽²⁾	Jan 12, 2028	497	496
3.600% Senior Notes ⁽¹⁾⁽²⁾	Jan 15, 2030	496	495
3.000% Senior Notes ⁽¹⁾⁽²⁾	Jan 15, 2031	592	591
1.700% Senior Notes ⁽¹⁾⁽²⁾⁽⁴⁾	Apr 15, 2026	497	496
4.250% Senior Notes ⁽¹⁾⁽²⁾⁽³⁾	May 15, 2027	493	—
Borrowings under credit facilities ⁽⁵⁾⁽⁶⁾	Jan 22, 2024 and Jan 22, 2026	—	—
Borrowings under loans ⁽⁴⁾	Jul 31, 2026	—	1
Total notes payable and long-term debt		<u>2,875</u>	<u>2,878</u>
Less current installments of notes payable and long-term debt		<u>300</u>	<u>—</u>
Notes payable and long-term debt, less current installments		<u>\$ 2,575</u>	<u>\$ 2,878</u>

- (1) The notes are carried at the principal amount of each note, less any unamortized discount and unamortized debt issuance costs.
- (2) The Senior Notes are the Company's senior unsecured obligations and rank equally with all other existing and future senior unsecured debt obligations.
- (3) On May 4, 2022, the Company issued \$500 million of registered 4.250% Senior Notes due 2027 (the "Green Bonds" or the "4.250% Senior Notes"). On May 31, 2022, the net proceeds from the offering were used to redeem the Company's 4.700% Senior Notes due in 2022 and pay the applicable "make-whole" premium and accrued interest. In addition, the Company intends to allocate an amount equal to the net proceeds from this offering to finance or refinance eligible expenditures under the Company's new green financing framework.
- (4) On April 14, 2021, the Company issued \$500 million of publicly registered 1.700% Senior Notes due 2026 (the "1.700% Senior Notes"). The Company used the net proceeds for general corporate purposes, including repayment of the prior \$300 million Term Loan Facility.
- (5) On April 28, 2021, the Company entered into an amendment (the "Amendment") to its senior unsecured credit agreement dated as of January 22, 2020 (the "Credit Facility"). The Amendment, among other things, (i) increased the commitments available under the three-year revolving credit facility (the "Three-Year Revolving Credit Facility") from \$700 million to \$1.2 billion, (ii) instituted certain sustainability-linked adjustments to the interest rates applicable to borrowings under the Credit Facility and (iii) extended the termination date of the Three-Year Revolving Credit Facility to January 22, 2024, and of the Five-Year Revolving Credit Facility of \$2.0 billion to January 22, 2026.
- (6) As of August 31, 2022, the Company has \$3.8 billion in available unused borrowing capacity under its revolving credit facilities. The Credit Facility acts as the back-up facility for commercial paper outstanding, if any. The Company has a borrowing capacity of up to \$3.2 billion under its commercial paper program, which was increased from \$1.8 billion on February 18, 2022.

In the ordinary course of business, the Company has letters of credit and surety bonds with banks and insurance companies outstanding of \$73 million as of August 31, 2022. Unused letters of credit were \$77 million as of August 31, 2022. Letters of credit and surety bonds are generally available for draw down in the event the Company does not perform.

Debt Maturities

Debt maturities as of August 31, 2022 are as follows (in millions):

Fiscal Year Ended August 31,	
2023	\$ 300
2024	—
2025	—
2026	497
2027	493
Thereafter	1,585
Total	<u>\$ 2,875</u>

Debt Covenants

Borrowings under the Company's debt agreements are subject to various covenants that limit the Company's ability to: incur additional indebtedness, sell assets, effect mergers and certain transactions, and effect certain transactions with subsidiaries and affiliates. In addition, the revolving credit facilities and the 4.900% Senior Notes contain debt leverage and interest coverage covenants. The Company is also subject to certain covenants requiring the Company to offer to repurchase the 4.900%, 3.950%, 3.600%, 3.000%, 1.700% or 4.250% Senior Notes upon a change of control. As of August 31, 2022 and 2021, the Company was in compliance with its debt covenants.

Fair Value

Refer to Note 17 – "Fair Value Measurements" for the estimated fair values of the Company's notes payable and long-term debt.

8. Asset-Backed Securitization Programs

Global asset-backed securitization program - Effective August 20, 2021, the global securitization program (formerly referred to as the North American asset-backed securitization program) terms were amended to: (i) add a foreign entity to the program, (ii) increase the maximum amount of net cash proceeds available at any one time from \$390 million to \$600 million and (iii) extend the expiration date of the program to November 25, 2024. As of August 31, 2022, the Company had no available liquidity under its global asset-backed securitization program.

Certain entities participating in the global asset-backed securitization program continuously sell designated pools of trade accounts receivable to a special purpose entity, which in turn sells certain of the receivables at a discount to conduits administered by an unaffiliated financial institution on a monthly basis. In addition, the foreign entity participating in the global asset-backed securitization program sells certain receivables at a discount to conduits administered by an unaffiliated financial institution on a daily basis.

The special purpose entity in the global asset-backed securitization program is a wholly-owned subsidiary of the Company and is included in the Company's Consolidated Financial Statements. Certain unsold receivables covering up to the maximum amount of net cash proceeds available under the domestic, or U.S., portion of the global asset-backed securitization program are pledged as collateral to the unaffiliated financial institution as of August 31, 2022.

Foreign asset-backed securitization program - The Company terminated the foreign asset-backed securitization program on June 28, 2021. In connection with the termination, the Company paid approximately \$167 million in cash, which consisted of: (i) \$68 million for the remittance of collections received prior to June 28, 2021, in the Company's role as servicer of sold receivables and (ii) a repurchase of \$99 million of all previously sold receivables, at fair value, that remained outstanding as of June 28, 2021. As of August 31, 2021, the Company had substantially collected the repurchased receivables from customers.

Global and foreign asset-backed securitization programs - The Company continues servicing the receivables sold and in exchange receives a servicing fee under the global asset-backed securitization programs. Servicing fees related to each of the asset-backed securitization programs recognized during the fiscal years ended August 31, 2022, 2021 and 2020 were not material. The Company does not record a servicing asset or liability on the Consolidated Balance Sheets as the Company estimates that the fee it receives to service these receivables approximates the fair market compensation to provide the servicing activities.

Transfers of the receivables under the asset-backed securitization programs are accounted for as sales and, accordingly, net receivables sold under the asset-backed securitization programs are excluded from accounts receivable on the Consolidated Balance Sheets and are reflected as cash provided by operating activities on the Consolidated Statements of Cash Flows.

In connection with the asset-backed securitization programs, the Company recognized the following (in millions):

	Fiscal Year Ended August 31,		
	2022	2021 ⁽³⁾	2020
Trade accounts receivable sold	\$ 3,932	\$ 4,222	\$ 4,333
Cash proceeds received ⁽¹⁾	\$ 3,919	\$ 4,202	\$ 4,314
Proceeds due from bank	\$ —	\$ 10	\$ —
Pre-tax losses on sale of receivables ⁽²⁾	\$ 13	\$ 10	\$ 19

⁽¹⁾ The amounts primarily represent proceeds from collections reinvested in revolving-period transfers.

⁽²⁾ Recorded to other expense within the Consolidated Statements of Operations.

- (3) Includes trade accounts receivable sold and cash proceeds received under the foreign asset-backed securitization program through June 28, 2021, except for \$99 million of previously sold receivables that were repurchased.

The global asset-backed securitization program requires compliance with several covenants including compliance with the interest ratio and debt to EBITDA ratio of the Credit Facility. As of August 31, 2022 and 2021, the Company was in compliance with all covenants under the global asset-backed securitization program. As of August 31, 2020, the Company was in compliance with all covenants under the foreign asset-backed securitization program.

9. Accrued Expenses

Accrued expenses consist of the following (in millions):

	August 31, 2022	August 31, 2021
Inventory deposits	\$ 1,586	\$ 711
Accrued compensation and employee benefits	806	827
Contract liabilities ⁽¹⁾	796	559
Other accrued expenses	2,084	1,637
Accrued expenses	<u>\$ 5,272</u>	<u>\$ 3,734</u>

- (1) Revenue recognized during the fiscal years ended August 31, 2022 and 2021 that was included in the contract liability balance as of August 31, 2021 and 2020 was \$312 million and \$365 million, respectively.

10. Postretirement and Other Employee Benefits

Postretirement Benefits

The Company has a qualified defined benefit pension plan for employees of Jabil Circuit UK Limited (the “UK plan”). The UK plan, which is closed to new participants, provides benefits based on average employee earnings over a three-year service period preceding retirement and length of employee service. The Company’s policy is to contribute amounts sufficient to meet minimum funding requirements as set forth in UK employee benefit and tax laws plus such additional amounts as are deemed appropriate by the Company.

As a result of the third closing of the Johnson & Johnson Medical Devices Companies (“JJMD”) acquisition, the Company assumed a pension obligation for employees in Switzerland (the “Switzerland plan”). The Switzerland plan, which is a qualified defined benefit pension plan, provides benefits based on average employee earnings over an approximately 8 year service period preceding retirement and length of employee service. The Company’s policy is to contribute amounts sufficient to meet minimum funding requirements as set forth in Switzerland employee benefit and tax laws plus such additional amounts as are deemed appropriate by the Company.

Additionally, as a result of acquiring various other operations in Europe, Asia and Mexico the Company assumed both qualified and unfunded nonqualified retirement benefits covering eligible employees who meet age and service requirements (the “other plans”).

The UK plan, Switzerland plan and other plans are collectively referred to herein as the “plans.”

Benefit Obligation and Plan Assets

The projected benefit obligations (“PBO”) and plan assets, changes to the PBO and plan assets and the funded status of the plans as of and for the fiscal years ended August 31 are as follows (in millions):

	Fiscal Year Ended August 31,	
	2022	2021
Change in PBO		
Beginning PBO	\$ 587	\$ 559
Service cost	25	25
Interest cost	4	5
Actuarial (gain) loss	(119)	2
Settlements paid from plan assets ⁽¹⁾	(28)	(44)
Total benefits paid	(13)	(17)
Plan participants' contributions	21	25
Plan amendments	—	24
Acquisitions	—	8
Effect of conversion to U.S. dollars	(45)	—
Ending PBO	<u>\$ 432</u>	<u>\$ 587</u>
Change in plan assets		
Beginning fair value of plan assets	576	538
Actual return on plan assets	(68)	55
Acquisitions	—	—
Settlements paid from plan assets ⁽¹⁾	(28)	(44)
Employer contributions	16	17
Benefits paid from plan assets	(12)	(15)
Plan participants' contributions	21	25
Effect of conversion to U.S. dollars	(46)	—
Ending fair value of plan assets	<u>\$ 459</u>	<u>\$ 576</u>
Funded (unfunded) status	<u>\$ 27</u>	<u>\$ (11)</u>
Amounts recognized in the Consolidated Balance Sheets		
Accrued benefit liability, current	\$ 1	\$ 1
Accrued benefit asset, noncurrent	\$ 28	\$ —
Accrued benefit liability, noncurrent	\$ —	\$ 10
Accumulated other comprehensive loss ⁽²⁾		
Actuarial gain, before tax	\$ (85)	\$ (69)
Prior service cost, before tax	\$ 18	\$ 23

(1) The settlements recognized during fiscal years 2022 and 2021 relate primarily to the Switzerland plan.

(2) The Company anticipates amortizing \$14 million and \$4 million, before tax, of net actuarial gain and prior service costs balances, respectively, to net periodic cost in fiscal year 2023.

Accumulated Benefit Obligation

The following table summarizes the total accumulated benefit obligations (“ABO”), the ABO and fair value of plan assets for defined benefit pension plans with ABO in excess of plan assets, and the PBO and fair value of plan assets for defined benefit pension plans with PBO in excess of plan assets for fiscal years 2022 and 2021 (in millions):

	August 31, 2022	August 31, 2021
ABO	\$ 417	\$ 563
Plans with ABO in excess of plan assets		
ABO	\$ 41	\$ 59
Fair value of plan assets	\$ 19	\$ 26
Plans with PBO in excess of plan assets		
PBO	\$ 51	\$ 74
Fair value of plan assets	\$ 19	\$ 26

Net Periodic Benefit Cost

The following table provides information about the net periodic benefit cost for the plans for fiscal years 2022, 2021 and 2020 (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Service cost ⁽¹⁾	\$ 25	\$ 25	\$ 25
Interest cost ⁽²⁾	4	5	3
Expected long-term return on plan assets ⁽²⁾	(17)	(16)	(15)
Recognized actuarial gain ⁽²⁾	(6)	(10)	(3)
Amortization of actuarial gains ⁽²⁾⁽³⁾	(8)	(6)	—
Net settlement loss ⁽²⁾	1	1	—
Amortization of prior service costs ⁽²⁾	4	1	—
Net periodic benefit cost	<u>\$ 3</u>	<u>\$ —</u>	<u>\$ 10</u>

(1) Service cost is recognized in cost of revenue in the Condensed Consolidated Statement of Operations.

(2) Components are recognized in other expense in the Condensed Consolidated Statement of Operations.

(3) Actuarial gains and losses are amortized using a corridor approach. The gain/loss corridor is equal to 10 percent of the greater of the projected benefit obligation and the fair value of plan assets. Gains and losses in excess of the corridor are generally amortized over the average future working lifetime of the plan participants.

Assumptions

Weighted-average actuarial assumptions used to determine net periodic benefit cost and PBO for the plans for the fiscal years 2022, 2021 and 2020 were as follows:

	Fiscal Year Ended August 31,		
	2022	2021	2020
Net periodic benefit cost:			
Expected long-term return on plan assets ⁽¹⁾	3.0 %	2.9 %	3.0 %
Rate of compensation increase	2.2 %	2.1 %	2.0 %
Discount rate	0.7 %	0.8 %	0.5 %
PBO:			
Expected long-term return on plan assets	3.6 %	3.0 %	2.9 %
Rate of compensation increase	2.1 %	2.2 %	2.1 %
Discount rate ⁽²⁾	2.6 %	0.7 %	0.8 %

(1) The expected return on plan assets assumption used in calculating net periodic benefit cost is based on historical return experience and estimates of future long-term performance with consideration to the expected investment mix of the plan.

(2) The discount rate is used to state expected cash flows relating to future benefits at a present value on the measurement date. This rate represents the market rate for high-quality fixed income investments whose timing would match the cash outflow of retirement benefits. Other assumptions include demographic factors such as retirement, mortality and turnover.

Plan Assets

The Company has adopted an investment policy for a majority of plan assets, which was set by plan trustees who have the responsibility for making investment decisions related to the plan assets. The plan trustees oversee the investment allocation, including selecting professional investment managers and setting strategic targets. The investment objectives for the assets are (1) to acquire suitable assets that hold the appropriate liquidity in order to generate income and capital growth that, along with new contributions, will meet the cost of current and future benefits under the plan, (2) to limit the risk of the plan assets from failing to meet the plan liabilities over the long-term and (3) to minimize the long-term costs under the plan by maximizing the return on the plan assets.

Investment policies and strategies governing the assets of the plans are designed to achieve investment objectives with prudent risk parameters. Risk management practices include the use of external investment managers; the maintenance of a portfolio diversified by asset class, investment approach and security holdings; and the maintenance of sufficient liquidity to meet benefit obligations as they come due. Within the equity securities class, the investment policy provides for investments in a broad range of publicly traded securities including both domestic and international stocks. Within the debt securities class, the investment policy provides for investments in corporate bonds as well as fixed and variable interest debt instruments. The Company currently expects to achieve a target mix of 40% equity and 60% debt securities in fiscal year 2023.

Fair Value

The fair values of the plan assets held by the Company by asset category are as follows (in millions):

Asset Category	Fair Value Hierarchy	August 31, 2022		August 31, 2021	
		Fair Value	Asset Allocation	Fair Value	Asset Allocation
Cash and cash equivalents ⁽¹⁾	Level 1	\$ 13	3 %	\$ 15	3 %
Equity Securities:					
Global equity securities ⁽²⁾⁽³⁾	Level 2	197	43 %	222	39 %
Debt Securities:					
Corporate bonds ⁽³⁾	Level 2	203	44 %	262	45 %
Government bonds ⁽³⁾	Level 2	34	7 %	58	10 %
Other Investments:					
Insurance contracts ⁽⁴⁾	Level 3	12	3 %	19	3 %
Fair value of plan assets		\$ 459	100 %	\$ 576	100 %

⁽¹⁾ Carrying value approximates fair value.

⁽²⁾ Investments in equity securities by companies incorporated, listed or domiciled in developed and/or emerging market countries.

⁽³⁾ Investments in global equity securities, corporate bonds, government securities and government bonds are valued using the quoted prices of securities with similar characteristics.

⁽⁴⁾ Consist of an insurance contract that guarantees the payment of the funded pension entitlements, as well as provides a profit share to the Company. The profit share in this contract is not based on actual investments, but, instead on a notional investment portfolio that is expected to return a pre-defined rate. Insurance contract assets are recorded at fair value and is determined based on the cash surrender value of the insured benefits which is the present value of the guaranteed funded benefits. Insurance contracts are valued using unobservable inputs (Level 3 inputs), primarily by discounting expected future cash flows relating to benefits paid from a notional investment portfolio in order to determine the cash surrender value of the policy. The unobservable inputs consist of estimated future benefits to be paid throughout the duration of the policy and estimated discount rates, which both have an immaterial impact on the fair value estimate of the contract.

Cash Flows

The Company expects to make cash contributions between \$23 million and \$28 million to its funded pension plans during fiscal year 2023. The estimated future benefit payments, which reflect expected future service, are as follows (in millions):

Fiscal Year Ended August 31,	Amount
2023	\$ 34
2024	\$ 28
2025	\$ 30
2026	\$ 29
2027	\$ 29
2028 through 2032	\$ 141

Profit Sharing, 401(k) Plan and Defined Contribution Plans

The Company provides retirement benefits to its domestic employees who have completed a 30-day period of service through a 401(k) plan that provides a matching contribution by the Company. The Company also has defined contribution benefit plans for certain of its international employees. The Company contributed approximately \$63 million, \$56 million and \$56 million for defined contribution plans for the fiscal years ended August 31, 2022, 2021 and 2020, respectively.

11. Derivative Financial Instruments and Hedging Activities

The Company is directly and indirectly affected by changes in certain market conditions. These changes in market conditions may adversely impact the Company's financial performance and are referred to as market risks. The Company, where deemed appropriate, uses derivatives as risk management tools to mitigate the potential impact of certain market risks. The primary market risks managed by the Company through the use of derivative instruments are foreign currency risk and interest rate risk.

Foreign Currency Risk Management

Forward contracts are put in place to manage the foreign currency risk associated with the anticipated foreign currency denominated revenues and expenses. A hedging relationship existed with an aggregate notional amount outstanding of \$1.4 billion and \$1.5 billion as of August 31, 2022 and 2021, respectively. The related forward foreign exchange contracts have been designated as hedging instruments and are accounted for as cash flow hedges. The forward foreign exchange contract transactions will effectively lock in the value of anticipated foreign currency denominated revenues and expenses against foreign currency fluctuations. The anticipated foreign currency denominated revenues and expenses being hedged are expected to occur between September 1, 2022 and August 31, 2023.

In addition to derivatives that are designated as hedging instruments and qualify for hedge accounting, the Company also enters into forward contracts to economically hedge transactional exposure associated with commitments arising from trade accounts receivable, trade accounts payable, fixed purchase obligations and intercompany transactions denominated in a currency other than the functional currency of the respective operating entity. The aggregate notional amount of these outstanding contracts as of August 31, 2022 and 2021, was \$3.4 billion and \$3.6 billion, respectively.

Refer to Note 17 – “Fair Value Measurements” for the fair values and classification of the Company’s derivative instruments.

The gains and losses recognized in earnings due to amounts excluded from effectiveness testing were not material for all periods presented and are included as components of net revenue, cost of revenue and selling, general and administrative expense, which are the same line items in which the hedged items are recorded.

The following table presents the net (losses) gains from forward contracts recorded in the Consolidated Statements of Operations for the periods indicated (in millions):

Derivatives Not Designated as Hedging Instruments Under ASC 815	Location of (Loss) Gain on Derivatives Recognized in Net Income	Amount of (Loss) Gain Recognized in Net Income on Derivatives		
		Fiscal Year Ended August 31,		
		2022	2021	2020
Forward foreign exchange contracts ⁽¹⁾	Cost of revenue	\$ (71)	\$ 140	\$ 42

- ⁽¹⁾ For the fiscal years ended August 31, 2022, the Company recognized \$87 million of foreign currency gains in cost of revenue, which are offset by the losses from the forward foreign exchange contracts. For the fiscal years ended 2021 and 2020, the Company recognized \$105 million and \$47 million, respectively, of foreign currency losses in cost of revenue, which are offset by the gains from the forward foreign exchange contracts.

Interest Rate Risk Management

The Company periodically enters into interest rate swaps to manage interest rate risk associated with the Company’s borrowings.

Cash Flow Hedges

The following table presents the interest rate swaps outstanding as of August 31, 2022, which have been designated as hedging instruments and accounted for as cash flow hedges (in millions):

Interest Rate Swap Summary	Hedged Interest Rate Payments	Aggregate Notional Amount	Effective Date	Expiration Date
Forward Interest Rate Swap				
Anticipated Debt Issuance	Fixed	\$ 150	May 24, 2021	July 31, 2024 ⁽¹⁾⁽²⁾
Anticipated Debt Issuance	Fixed	\$ 100	August 8, 2022	July 31, 2024 ⁽¹⁾⁽²⁾

- ⁽¹⁾ The contracts will be settled with the respective counterparties on a net basis at the expiration date for the forward interest rate swap.

- ⁽²⁾ If the anticipated debt issuance occurs before July 31, 2024, the contracts will be terminated simultaneously with the debt issuance.

Contemporaneously with the issuance of the 4.250% Senior Notes, in April 2022 the Company settled cash flow hedges with an aggregate notional amount of \$250 million and \$170 million, with effective dates of November 2020 and March 2022,

respectively. The cash received for the cash flow hedges at settlement was \$46 million. The settled cash flow hedges are recorded in the Condensed Consolidated Balance Sheets as a component of AOCI and are amortized to interest expense in the Condensed Consolidated Statements of Operations.

Contemporaneously with the issuance of the 3.000% Senior Notes in July 2020, the Company amended interest rate swap agreements with a notional amount of \$200 million, with mandatory termination dates from August 15, 2020 through February 15, 2022 (the “2020 Extended Interest Rate Swaps”). In addition, the Company entered into interest rate swaps to offset future exposures of fluctuations in the fair value of the 2020 Extended Interest Rate Swaps (the “Offsetting Interest Rate Swaps”). The change in fair value of the 2020 Extended Interest Rate Swaps and Offsetting Interest Rate Swaps was recorded in the Consolidated Statements of Operations through the maturity date of February 15, 2022, as an adjustment to interest expense.

12. Stockholders’ Equity

The Company recognized stock-based compensation expense within selling, general and administrative expense as follows (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Restricted stock units	\$ 67	\$ 91	\$ 74
Employee stock purchase plan	14	11	9
Total	\$ 81	\$ 102	\$ 83

Equity Compensation Plan

The 2021 Equity Incentive Plan (the “2021 EIP”) provides for the grant of restricted stock awards, restricted stock unit awards and other stock-based awards. The maximum aggregate number of shares that are available for issuance under the 2021 EIP is 11,000,000.

Following is a reconciliation of the shares available to be issued under the 2021 EIP as of August 31, 2022:

	Shares Available for Grant
Balance as of August 31, 2021	10,981,300
Restricted stock units granted, net of forfeitures ⁽¹⁾	(1,007,006)
Balance as of August 31, 2022	9,974,294

⁽¹⁾ Represents the maximum number of shares that can be issued based on the achievement of certain performance criteria.

Restricted Stock Units

Certain key employees have been granted time-based, performance-based and market-based restricted stock units. The time-based restricted stock units granted generally vest on a graded vesting schedule over three years. The performance-based restricted stock units generally vest on a cliff vesting schedule over three years and up to a maximum of 150%, depending on the specified performance condition and the level of achievement obtained. The performance-based restricted stock units have a vesting condition that is based upon the Company’s cumulative adjusted core earnings per share during the performance period. The market-based restricted stock units generally vest on a cliff vesting schedule over three years and up to a maximum of 200%, depending on the specified performance condition and the level of achievement obtained. The market-based restricted stock units have a vesting condition that is tied to the Company’s total shareholder return based on the Company’s stock performance in relation to the companies in the Standard and Poor’s (S&P) Super Composite Technology Hardware and Equipment Index excluding the Company.

The following table summarizes restricted stock units activity from August 31, 2021 through August 31, 2022:

	Shares	Weighted-Average Grant-Date Fair Value
Outstanding as of August 31, 2021	5,909,131	\$ 36.51
Changes during the period		
Shares granted ⁽¹⁾	1,306,995	\$ 68.11
Shares vested	(2,503,143)	\$ 28.66
Shares forfeited	(299,989)	\$ 42.90
Outstanding as of August 31, 2022	4,412,994	\$ 49.87

⁽¹⁾ For those shares granted that are based on the achievement of certain performance criteria, the amount represents the maximum number of shares that can vest. During the fiscal year ended August 31, 2022, the Company awarded approximately 0.7 million time-based restricted stock units, 0.2 million performance-based restricted stock units and 0.2 million market-based restricted stock units based on target performance criteria.

The following table represents the restricted stock units and stock appreciation rights (“SARS”) stock-based compensation information for the periods indicated (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Intrinsic value of SARS exercised	\$ —	\$ —	\$ 2
Fair value of restricted stock units vested	\$ 72	\$ 69	\$ 56
Tax benefit for stock compensation expense ⁽¹⁾	\$ 2	\$ 1	\$ 1
Unrecognized stock-based compensation expense — restricted stock units	\$ 34		
Remaining weighted-average period for restricted stock units expense	1.4 years		

⁽¹⁾ Classified as income tax expense within the Consolidated Statements of Operations.

Employee Stock Purchase Plan

The maximum aggregate number of shares available for issuance under the 2011 Employee Stock Purchase Plan (the “ESPP”) is 23,000,000.

Employees are eligible to participate in the ESPP after 90 days of employment with the Company. The ESPP permits eligible employees to purchase common stock through payroll deductions, which may not exceed 10% of an employee’s compensation, as defined in the ESPP, at a price equal to 85% of the fair value of the common stock at the beginning or end of the offering period, whichever is lower. The ESPP is intended to qualify under Section 423 of the Internal Revenue Code. As of August 31, 2022, 11,031,290 shares remained available for issue under the 2011 ESPP.

The fair value of shares issued under the ESPP was estimated on the commencement date of each offering period using the Black-Scholes option pricing model. The following weighted-average assumptions were used in the model for each respective period:

	Fiscal Year Ended August 31,		
	2022	2021	2020
Expected dividend yield	0.3 %	0.5 %	0.4 %
Risk-free interest rate	0.1 %	0.1 %	1.9 %
Expected volatility ⁽¹⁾	29.6 %	32.9 %	30.7 %
Expected life	0.5 years	0.5 years	0.5 years

⁽¹⁾ The expected volatility was estimated using the historical volatility derived from the Company’s common stock.

Dividends

The following table sets forth certain information relating to the Company’s cash dividends declared to common stockholders during fiscal years 2022 and 2021:

(in millions, except for per share data)	Dividend Declaration Date	Dividend per Share	Total of Cash Dividends Declared	Date of Record for Dividend Payment	Dividend Cash Payment Date
Fiscal Year 2022:	October 21, 2021	\$ 0.08	\$ 12	November 15, 2021	December 1, 2021
	January 20, 2022	\$ 0.08	\$ 12	February 15, 2022	March 2, 2022
	April 21, 2022	\$ 0.08	\$ 12	May 16, 2022	June 2, 2022
	July 21, 2022	\$ 0.08	\$ 11	August 15, 2022	September 2, 2022
Fiscal Year 2021:	October 15, 2020	\$ 0.08	\$ 12	November 16, 2020	December 2, 2020
	January 21, 2021	\$ 0.08	\$ 12	February 15, 2021	March 2, 2021
	April 22, 2021	\$ 0.08	\$ 12	May 14, 2021	June 2, 2021
	July 22, 2021	\$ 0.08	\$ 12	August 13, 2021	September 2, 2021

Common Stock Outstanding

The following represents the common stock outstanding for the fiscal year ended:

	Fiscal Year Ended August 31,		
	2022	2021	2020
Common stock outstanding:			
Beginning balances	144,496,077	150,330,358	153,520,380
Shares issued upon exercise of stock options	—	9,321	56,999
Shares issued under employee stock purchase plan	970,480	1,288,397	1,106,852
Vesting of restricted stock	2,503,143	2,290,104	2,259,623
Purchases of treasury stock under employee stock plans	(713,667)	(622,703)	(621,250)
Treasury shares purchased ⁽¹⁾⁽²⁾	(11,762,053)	(8,799,400)	(5,992,246)
Ending balances	135,493,980	144,496,077	150,330,358

(1) In July 2021, the Board of Directors approved an authorization for the repurchase of up to \$1.0 billion of the Company's common stock (the "2022 Share Repurchase Program"). As of August 31, 2022, 12.4 million shares had been repurchased for \$737 million and \$263 million remains available under the 2022 Share Repurchase Program.

(2) In September 2022, the Board of Directors approved an authorization for the repurchase of up to \$1.0 billion of the Company's common stock (the "2023 Share Repurchase Program").

13. Concentration of Risk and Segment Data

Concentration of Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and trade receivables. The Company maintains cash and cash equivalents with various domestic and foreign financial institutions. Deposits held with the financial institutions may exceed the amount of insurance provided on such deposits, but may generally be redeemed upon demand. The Company performs periodic evaluations of the relative credit standing of the financial institutions and attempts to limit exposure with any one institution. For trade receivables, the Company performs ongoing credit evaluations of its customers and generally does not require collateral. The Company maintains an allowance for expected credit losses on trade receivables.

Sales of the Company's products are concentrated among specific customers. For fiscal year 2022, the Company's five largest customers accounted for approximately 44% of its net revenue and 79 customers accounted for approximately 90% of its net revenue. As the Company is a provider of manufacturing services and solutions and products are built based on customer specifications, it is impracticable to provide revenues from external customers for each product and service. Sales to the following customers that accounted for 10% or more of the Company's net revenues, expressed as a percentage of consolidated net revenue, and the percentage of accounts receivable for the customers, were as follows:

	Percentage of Net Revenue Fiscal Year Ended August 31,			Percentage of Accounts Receivable as of August 31,	
	2022	2021	2020	2022	2021
Apple, Inc. ⁽¹⁾	19 %	22 %	20 %	*	*
Amazon.com ⁽²⁾	11 %	*	11 %	*	*

* Amount was less than 10% of total.

- (1) Sales to this customer were reported in the DMS operating segment.
- (2) Sales to this customer were reported primarily in the EMS operating segment.

The Company procures components from a broad group of suppliers. Some of the products manufactured by the Company require one or more components that are available from only a single source.

Segment Data

Operating segments are defined as components of an enterprise that engage in business activities from which they may earn revenues and incur expenses; for which separate financial information is available; and whose operating results are regularly reviewed by the chief operating decision maker (“CODM”) to assess the performance of the individual segment and make decisions about resources to be allocated to the segment.

The Company derives its revenue from providing comprehensive electronics design, production and product management services. The CODM evaluates performance and allocates resources on a segment basis. The Company’s operating segments consist of two segments – EMS and DMS, which are also the Company’s reportable segments. The segments are organized based on the economic profiles of the services performed, including manufacturing capabilities, market strategy, margins, return on capital and risk profiles.

The EMS segment is focused around leveraging IT, supply chain design and engineering, technologies largely centered on core electronics, utilizing the Company’s large scale manufacturing infrastructure and the ability to serve a broad range of end markets. The EMS segment is a high volume business that produces product at a quicker rate (i.e. cycle time) and in larger quantities and includes customers primarily in the 5G, wireless and cloud, digital print and retail, industrial and semi-cap, and networking and storage industries.

The DMS segment is focused on providing engineering solutions, with an emphasis on material sciences, technologies and healthcare. The DMS segment includes customers primarily in the automotive and transportation, connected devices, healthcare and packaging, and mobility industries.

Net revenue for the operating segments is attributed to the segment in which the service is performed. An operating segment’s performance is evaluated based on its pre-tax operating contribution, or segment income. Segment income is defined as net revenue less cost of revenue, segment selling, general and administrative expenses, segment research and development expenses and an allocation of corporate manufacturing expenses and selling, general and administrative expenses. Segment income does not include amortization of intangibles, stock-based compensation expense and related charges, restructuring, severance and related charges, distressed customer charges, acquisition and integration charges, loss on disposal of subsidiaries, settlement of receivables and related charges, impairment of notes receivable and related charges, goodwill impairment charges, business interruption and impairment charges, net, loss on debt extinguishment, (gain) loss on securities, income (loss) from discontinued operations, gain (loss) on sale of discontinued operations, other expense (excluding certain components of net periodic benefit cost), interest income, interest expense, income tax expense or adjustment for net income (loss) attributable to noncontrolling interests.

Total segment assets are defined as accounts receivable, contract assets, inventories, net, customer-related property, plant and equipment, intangible assets net of accumulated amortization and goodwill. All other non-segment assets are reviewed on a global basis by management. Transactions between operating segments are generally recorded at amounts that approximate those at which we would transact with third parties.

The following table presents the Company’s revenues disaggregated by segment (in millions):

	Fiscal Year Ended August 31,									
	2022			2021			2020			
	EMS	DMS	Total	EMS	DMS	Total	EMS	DMS	Total	
Timing of transfer										
Point in time	\$ 6,112	\$ 6,818	\$ 12,930	\$ 4,464	\$ 7,183	\$ 11,647	\$ 4,363	\$ 6,068	\$ 10,431	
Over time	10,625	9,923	20,548	9,440	8,198	17,638	9,730	7,105	16,835	
Total	\$ 16,737	\$ 16,741	\$ 33,478	\$ 13,904	\$ 15,381	\$ 29,285	\$ 14,093	\$ 13,173	\$ 27,266	

The following tables set forth operating segment information (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Segment income and reconciliation of income before income tax			
EMS	\$ 727	\$ 509	\$ 374
DMS	816	732	490
Total segment income	\$ 1,543	\$ 1,241	\$ 864
Reconciling items:			
Amortization of intangibles	(34)	(47)	(56)
Stock-based compensation expense and related charges	(81)	(102)	(83)
Restructuring, severance and related charges	(18)	(10)	(157)
Distressed customer charges	—	—	(15)
Business interruption and impairment charges, net	—	1	(6)
Acquisition and integration charges	—	(4)	(31)
Loss on debt extinguishment	(4)	—	—
Gain (loss) on securities	—	2	(49)
Other expense (net of periodic benefit cost)	(29)	(13)	(47)
Interest income	5	6	15
Interest expense	(151)	(130)	(174)
Income before income tax	\$ 1,231	\$ 944	\$ 261

	August 31, 2022	August 31, 2021
Total assets:		
EMS	\$ 5,402	\$ 4,340
DMS	8,881	8,228
Other non-allocated assets	5,434	4,086
Total	\$ 19,717	\$ 16,654

The Company operates in more than 30 countries worldwide. Sales to unaffiliated customers are based on the Company location that maintains the customer relationship and transacts the external sale. The following tables set forth external net revenue, net of intercompany eliminations, and long-lived asset information where individual countries represent a material portion of the total (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
External net revenue:			
Singapore	\$ 7,916	\$ 7,943	\$ 6,512
Mexico	5,630	4,323	4,686
China	5,272	4,666	4,583
Malaysia	2,709	2,121	1,903
Ireland	1,135	748	746
Other	5,427	4,669	4,088
Foreign source revenue	28,089	24,470	22,518
U.S.	5,389	4,815	4,748
Total	\$ 33,478	\$ 29,285	\$ 27,266

	August 31, 2022	August 31, 2021
Long-lived assets:		
China	\$ 1,758	\$ 2,046
Mexico	492	361
Malaysia	328	281
Switzerland	208	217
Singapore	138	128
Hungary	114	125
Vietnam	104	103
Taiwan	101	106
Other	553	526
Long-lived assets related to foreign operations	3,796	3,893
U.S.	1,020	1,079
Total	\$ 4,816	\$ 4,972

14. Restructuring, Severance and Related Charges

Following is a summary of the Company's restructuring, severance and related charges (in millions):

	Fiscal Year Ended August 31,		
	2022 ⁽¹⁾	2021	2020
Employee severance and benefit costs	\$ 18	\$ 5	\$ 94
Lease costs	—	(1)	8
Asset write-off costs	—	5	33
Other costs	—	1	22
Total restructuring, severance and related charges⁽²⁾⁽³⁾	\$ 18	\$ 10	\$ 157

(1) Recorded during the fiscal year ended August 31, 2022 for headcount reduction activities.

(2) As the Company continued to optimize its cost structure and improve operational efficiencies, \$57 million of employee severance and benefit costs was incurred in connection with a reduction in the worldwide workforce during the fiscal year ended August 31, 2020. The remaining amount primarily relates to the 2020 Restructuring Plan, which was complete as of August 31, 2021.

(3) Includes \$1 million, \$0 million and \$62 million recorded in the EMS segment, \$10 million, \$9 million and \$76 million recorded in the DMS segment and \$7 million, \$1 million and \$19 million of non-allocated charges for the fiscal years ended August 31, 2022, 2021 and 2020, respectively. Except for asset write-off costs, all restructuring, severance and related charges are cash costs.

2020 Restructuring Plan

On September 20, 2019, the Company's Board of Directors formally approved a restructuring plan to realign the Company's global capacity support infrastructure, particularly in the Company's mobility footprint in China, in order to optimize organizational effectiveness. This action included headcount reductions and capacity realignment (the "2020 Restructuring Plan").

The 2020 Restructuring Plan, totaling \$86 million in restructuring and other related costs, was complete as of August 31, 2021.

15. Income Taxes

Provision for Income Taxes

Income (loss) before income tax expense is summarized below (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Domestic ⁽¹⁾	\$ (116)	\$ (271)	\$ (452)
Foreign ⁽¹⁾	1,347	1,215	713
Total	\$ 1,231	\$ 944	\$ 261

(1) Includes the elimination of intercompany foreign dividends paid to the U.S.

Income tax expense (benefit) is summarized below (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Current:			
Domestic - federal	\$ 7	\$ 7	\$ (3)
Domestic - state	2	3	1
Foreign	239	252	180
Total current	248	262	178
Deferred:			
Domestic - federal	(25)	2	(10)
Foreign	12	(18)	36
Total deferred	(13)	(16)	26
Total income tax expense	\$ 235	\$ 246	\$ 204

Reconciliation of the U.S. federal statutory income tax rate to the Company's effective income tax rate is summarized below:

	Fiscal Year Ended August 31,		
	2022	2021	2020
U.S. federal statutory income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal tax benefit	0.7	0.2	(2.6)
Impact of foreign tax rates ⁽¹⁾⁽²⁾	(4.0)	(4.6)	(0.9)
Permanent differences	1.2	(0.4)	3.2
Income tax credits ⁽¹⁾	(0.5)	(0.4)	(2.5)
Changes in tax rates on deferred tax assets and liabilities ⁽³⁾	—	—	10.3
Valuation allowance ⁽⁴⁾	(3.3)	1.3	16.8
Equity compensation	(0.5)	0.6	2.2
Impact of intercompany charges and dividends	3.6	4.4	15.0
Global Intangible Low-Taxed Income	1.1	3.0	13.7
Other, net	(0.2)	0.9	2.0
Effective income tax rate	19.1 %	26.0 %	78.2 %

(1) The Company has been granted tax incentives for various subsidiaries in China, Malaysia, Singapore and Vietnam, which primarily expire at various dates through fiscal year 2031 and are subject to certain conditions with which the Company expects to comply. These tax incentives resulted in a tax benefit of approximately \$80 million (\$0.57 per basic weighted average shares outstanding), \$51 million (\$0.34 per basic weighted average shares outstanding) and \$43 million (\$0.28 per basic weighted average shares outstanding) during the fiscal years ended August 31, 2022, 2021 and 2020, respectively.

(2) For the fiscal years ended August 31, 2022 and August 31, 2021, the impact of foreign tax rates was primarily related to increased income in low tax rate jurisdictions.

(3) For the fiscal year ended August 31, 2020, the changes in tax rates on deferred tax assets and liabilities was primarily due to the re-measurement of deferred tax assets related to an extension of a non-U.S. tax incentive of \$21 million.

(4) For the fiscal year ended August 31, 2022, the valuation allowance change was primarily due to an income tax benefit of \$26 million for the reversal of a portion of the U.S. valuation allowance and decreased deferred tax assets with corresponding valuation allowances due to the liquidation of certain non-U.S. subsidiaries. The valuation allowance change for the fiscal years ended August 31, 2021 and 2020 was primarily due to the change in deferred tax assets for sites with existing valuation allowances.

Deferred Tax Assets and Liabilities

Significant components of the deferred tax assets and liabilities are summarized below (in millions):

	August 31, 2022	August 31, 2021
Deferred tax assets:		
Net operating loss carryforwards	\$ 176	\$ 200
Receivables	4	8
Inventories	16	14
Compensated absences	13	13
Accrued expenses	106	115
Property, plant and equipment	66	71
Domestic tax credits	11	11
Foreign jurisdiction tax credits	4	10
Equity compensation	10	10
Domestic interest carryforwards	4	4
Cash flow hedges	—	10
Capital loss carryforwards	20	20
Revenue recognition	32	36
Operating and finance lease liabilities	72	60
Other	27	19
Total deferred tax assets before valuation allowances	561	601
Less valuation allowances	(281)	(353)
Net deferred tax assets	<u>\$ 280</u>	<u>\$ 248</u>
Deferred tax liabilities:		
Unremitted earnings of foreign subsidiaries	\$ 57	\$ 60
Intangible assets	25	27
Operating lease assets	111	92
Other	10	4
Total deferred tax liabilities	<u>\$ 203</u>	<u>\$ 183</u>
Net deferred tax assets	<u>\$ 77</u>	<u>\$ 65</u>

Based on the Company's historical operating income, projection of future taxable income, scheduled reversal of taxable temporary differences, and tax planning strategies, management believes it is more likely than not that the Company will realize the benefit of its deferred tax assets, net of valuation allowances recorded. The net decrease in valuation allowances for the fiscal year ended August 31, 2022 is primarily due to the reversal of a portion of the U.S. valuation allowance and the change in deferred tax assets for sites with existing valuation allowances. The Company's assessment that led to the partial release of the U.S. valuation allowance considered all available positive and negative evidence including, among other evidence, the impact of historical operating results and the impact of projected future taxable income upon application of the incremental cash tax savings approach for GILTI.

As of August 31, 2022, the Company intends to indefinitely reinvest the remaining earnings from its foreign subsidiaries for which a deferred tax liability has not already been recorded. The accumulated earnings are the most significant component of the basis difference which is indefinitely reinvested. As of August 31, 2022, the indefinitely reinvested earnings in foreign subsidiaries upon which taxes had not been provided were approximately \$2.9 billion. The estimated amount of the unrecognized deferred tax liability on these reinvested earnings was approximately \$0.2 billion.

Tax Carryforwards

The amount and expiration dates of income tax net operating loss carryforwards, tax credit carryforwards, and tax capital loss carryforwards, which are available to reduce future taxes, if any, as of August 31, 2022 are as follows (in millions):

	Last Fiscal Year of Expiration	Amount
Income tax net operating loss carryforwards:⁽¹⁾		
Domestic - federal	2038 or indefinite	\$ 13
Domestic - state	2042 or indefinite	\$ 54
Foreign	2037 or indefinite	\$ 567
Tax credit carryforwards:⁽¹⁾		
Domestic - federal	2032	\$ 7
Domestic - state	2027 or indefinite	\$ 4
Foreign ⁽²⁾	Indefinite	\$ 4
Tax capital loss carryforwards:⁽³⁾		
Domestic - federal	2026	\$ 76

⁽¹⁾ Net of unrecognized tax benefits.

⁽²⁾ Calculated based on the deferral method and includes foreign investment tax credits.

⁽³⁾ The tax capital loss carryforwards were primarily from an impairment of an investment that was deemed worthless for tax purposes.

Unrecognized Tax Benefits

Reconciliation of the unrecognized tax benefits is summarized below (in millions):

	Fiscal Year Ended August 31,		
	2022	2021	2020
Beginning balance	\$ 241	\$ 190	\$ 164
Additions for tax positions of prior years	22	15	10
Reductions for tax positions of prior years	(21)	(3)	(9)
Additions for tax positions related to current year ⁽¹⁾	36	36	27
Cash settlements	(3)	—	(1)
Reductions from lapses in statutes of limitations	(3)	(2)	(1)
Reductions from non-cash settlements with taxing authorities	(9)	—	(2)
Foreign exchange rate adjustment	(10)	5	2
Ending balance	<u>\$ 253</u>	<u>\$ 241</u>	<u>\$ 190</u>
Unrecognized tax benefits that would affect the effective tax rate (if recognized)	<u>\$ 150</u>	<u>\$ 139</u>	<u>\$ 109</u>

⁽¹⁾ The additions for the fiscal years ended August 31, 2022, 2021 and 2020 are primarily related to taxation of certain intercompany transactions.

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense. The Company's accrued interest and penalties were approximately \$30 million as of August 31, 2022 and 2021. The Company recognized interest and penalties of approximately \$0 million, \$7 million and \$4 million during the fiscal years ended August 31, 2022, 2021 and 2020, respectively.

It is reasonably possible that the August 31, 2022 unrecognized tax benefits could decrease during the next 12 months by \$18 million, primarily related to taxing authority agreements associated with intercompany transactions.

The Company is no longer subject to U.S. federal tax examinations for fiscal years before August 31, 2018. In major non-U.S. and state jurisdictions, the Company is no longer subject to income tax examinations for fiscal years before August 31, 2012 and August 31, 2009, respectively.

16. Business Acquisitions

During fiscal year 2018, the Company and Johnson & Johnson Medical Devices Companies ("JJMD") entered into a framework agreement to form a strategic collaboration and expand its existing relationship. The strategic collaboration expands the Company's medical device manufacturing portfolio, diversification and capabilities. During the fiscal year ended August

31, 2019, under the terms of the framework agreement, the Company completed the initial and second closings of its acquisition of certain assets of JJMD.

On September 30, 2019, under the terms of the framework agreement, the Company completed the third closing of its acquisition of certain assets of JJMD. The aggregate purchase price paid for the third closing was approximately \$113 million in cash. For the third closing, total assets acquired of \$196 million, including \$81 million in contract assets, \$34 million in inventory and \$56 million in goodwill, and total liabilities assumed of \$83 million, including \$74 million of pension obligations, were recorded at their estimated fair values as of the acquisition date. There were no intangible assets identified in this acquisition and the goodwill is primarily attributable to the assembled workforce. The majority of the goodwill is currently not expected to be deductible for income tax purposes.

On October 26, 2020, under the terms of the framework agreement, the Company completed the fourth closing of its acquisition of certain assets of JJMD. The aggregate purchase price paid for the fourth closing was approximately \$19 million in cash. Total assets acquired of \$30 million and total liabilities assumed of \$11 million were recorded at their estimated fair values as of the acquisition date.

The acquisitions of the JJMD assets were accounted for as separate business combinations for each closing using the acquisition method of accounting. The results of operations were included in the Company's consolidated financial results beginning on September 30, 2019 for the third closing and October 26, 2020 for the fourth closing. The Company believes it is impracticable to provide pro forma information for the acquisitions of the JJMD assets.

17. Fair Value Measurements

Fair Value Measurements on a Recurring Basis

The following table presents the fair value of the Company's financial assets and liabilities measured at fair value by hierarchy level on a recurring basis as of the periods indicated (in millions):

	Fair Value Hierarchy		August 31, 2022	August 31, 2021
Assets:				
Cash and cash equivalents:				
Cash equivalents	Level 1	⁽¹⁾ \$	14	\$ 36
Prepaid expenses and other current assets:				
Short-term investments	Level 1		16	18
Forward foreign exchange contracts:				
Derivatives designated as hedging instruments (Note 11)	Level 2	⁽²⁾	3	9
Derivatives not designated as hedging instruments (Note 11)	Level 2	⁽²⁾	13	20
Other assets:				
Forward interest rate swap:				
Derivatives designated as hedging instruments (Note 11)	Level 2	⁽³⁾	13	9
Liabilities:				
Accrued expenses:				
Forward foreign exchange contracts:				
Derivatives designated as hedging instruments (Note 11)	Level 2	⁽²⁾ \$	32	\$ 6
Derivatives not designated as hedging instruments (Note 11)	Level 2	⁽²⁾	76	9
Interest rate swaps:				
Derivatives not designated as hedging instruments (Note 11)	Level 2	⁽³⁾	—	3
Extended interest rate swap not designated as a hedging instrument (Note 11)	Level 2	⁽⁴⁾	—	10
Other liabilities:				
Forward interest rate swap:				
Derivatives designated as hedging instruments (Note 11)	Level 2	⁽³⁾	—	7

⁽¹⁾ Consist of investments that are readily convertible to cash with original maturities of 90 days or less.

⁽²⁾ The Company's forward foreign exchange contracts are measured on a recurring basis at fair value, based on foreign currency spot rates and forward rates quoted by banks or foreign currency dealers.

- (3) Fair value measurements are based on the contractual terms of the derivatives and use observable market-based inputs. The interest rate swaps are valued using a discounted cash flow analysis on the expected cash flows of each derivative using observable inputs including interest rate curves and credit spreads.
- (4) The 2020 Extended Interest Rate Swaps are considered a hybrid instrument and the Company elected the fair value option for reporting. Fair value measurements are based on the contractual terms of the contract and use observable market-based inputs. The interest rate swaps are valued using a discounted cash flow analysis on the expected cash flows using observable inputs including interest rate curves and credit spreads.

Assets Held for Sale

The following table presents the assets held for sale (in millions):

	August 31, 2022		August 31, 2021	
	Carrying Amount		Carrying Amount	
Assets held for sale ⁽¹⁾	\$	—	\$	61

- (1) During the fiscal year ended August 31, 2022, the Company sold assets held for sale with a carrying value of \$61 million.

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, trade accounts receivable, prepaid expenses and other current assets, accounts payable and accrued expenses approximate fair value because of the short-term nature of these financial instruments. The carrying amounts of borrowings under credit facilities and under loans approximates fair value as interest rates on these instruments approximates current market rates.

Notes payable and long-term debt is carried at amortized cost; however, the Company estimates the fair value of notes payable and long-term debt for disclosure purposes. The following table presents the carrying amounts and fair values of the Company's notes payable and long-term debt, by hierarchy level as of the periods indicated (in millions):

	Fair Value Hierarchy	August 31, 2022		August 31, 2021	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Notes payable and long-term debt: (Note 7)					
4.700% Senior Notes	Level 2	⁽¹⁾ \$ —	\$ —	\$ 499	\$ 521
4.900% Senior Notes	Level 3	⁽²⁾ \$ 300	\$ 300	\$ 300	\$ 322
3.950% Senior Notes	Level 2	⁽¹⁾ \$ 497	\$ 471	\$ 496	\$ 555
3.600% Senior Notes	Level 2	⁽¹⁾ \$ 496	\$ 440	\$ 495	\$ 541
3.000% Senior Notes	Level 2	⁽¹⁾ \$ 592	\$ 500	\$ 591	\$ 618
1.700% Senior Notes	Level 2	⁽¹⁾ \$ 497	\$ 446	\$ 496	\$ 504
4.250% Senior Notes	Level 2	⁽¹⁾ \$ 493	\$ 483	\$ —	\$ —

- (1) The fair value estimates are based upon observable market data.

- (2) This fair value estimate is based on the Company's indicative borrowing cost derived from discounted cash flows.

Refer to Note 10 - "Postretirement and Other Employee Benefits" for disclosure surrounding the fair value of the Company's pension plan assets.

18. Commitments and Contingencies

Legal Proceedings

The Company is party to certain lawsuits in the ordinary course of business. The Company does not believe that these proceedings, individually or in the aggregate, will have a material adverse effect on the Company's financial position, results of operations or cash flows.

19. New Accounting Guidance

New accounting guidance adopted during the period did not have a material impact to the Company.

Recently issued accounting guidance is not applicable or did not have, or is not expected to have, a material impact to the Company.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 25, 2022

JABIL INC.
Registrant

By: _____

/s/ MARK T. MONDELLO

Mark T. Mondello
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL THESE PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark T. Mondello and Michael Dastoor and each of them, jointly and severally, his or her attorneys-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, 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 said attorneys-in-fact or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

	<u>Signature</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/ MARK T. MONDELLO</u> Mark T. Mondello	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	October 25, 2022
By:	<u>/s/ STEVEN A. RAYMUND</u> Steven A. Raymund	Lead Independent Director	October 25, 2022
By:	<u>/s/ THOMAS A. SANSONE</u> Thomas A. Sansone	Vice Chairman of the Board of Directors	October 25, 2022
By:	<u>/s/ MICHAEL DASTOOR</u> Michael Dastoor	Chief Financial Officer (Principal Financial and Accounting Officer)	October 25, 2022
By:	<u>/s/ ANOUSHEH ANSARI</u> Anousheh Ansari	Director	October 25, 2022
By:	<u>/s/ MARTHA F. BROOKS</u> Martha F. Brooks	Director	October 25, 2022
By:	<u>/s/ CHRISTOPHER S. HOLLAND</u> Christopher S. Holland	Director	October 25, 2022
By:	<u>/s/ JOHN C. PLANT</u> John C. Plant	Director	October 25, 2022
By:	<u>/s/ DAVID M. STOUT</u> David M. Stout	Director	October 25, 2022
By:	<u>/s/ KATHLEEN A. WALTERS</u> Kathleen A. Walters	Director	October 25, 2022

JABIL INC. AND SUBSIDIARIES
SCHEDULE OF VALUATION AND QUALIFYING ACCOUNTS
(in millions)

	Balance at Beginning of Period	Additions and Adjustments Charged to Costs and Expenses	Additions/ (Reductions) Charged to Other Accounts	Write-offs	Balance at End of Period
Reserve for excess and obsolete inventory:					
Fiscal year ended August 31, 2022	\$ 85	\$ 23	\$ —	\$ (26)	\$ 82
Fiscal year ended August 31, 2021	\$ 85	\$ 33	\$ —	\$ (33)	\$ 85
Fiscal year ended August 31, 2020	\$ 70	\$ 60	\$ —	\$ (45)	\$ 85
	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Additions/ (Reductions) Charged to Other Accounts	Reductions Charged to Costs and Expenses	Balance at End of Period
Valuation allowance for deferred taxes:					
Fiscal year ended August 31, 2022	\$ 353	\$ 19	\$ (31)	\$ (60)	\$ 281
Fiscal year ended August 31, 2021	\$ 341	\$ 18	\$ —	\$ (6)	\$ 353
Fiscal year ended August 31, 2020	\$ 288	\$ 54	\$ 9	\$ (10)	\$ 341

See accompanying report of independent registered public accounting firm.

AMENDED AND RESTATED BYLAWS

OF

JABIL INC., a Delaware corporation

as of ~~June 5, 2017~~ October 20, 2022

BYLAWS OF
JABIL INC., a Delaware corporation

TABLE OF CONTENTS

ARTICLE I. CORPORATE OFFICES	1
1.1. REGISTERED OFFICE	1
1.2. OTHER OFFICES	1
ARTICLE II. MEETINGS OF STOCKHOLDERS	1
2.1. ANNUAL MEETING	1
2.2. SPECIAL MEETING	1
2.3. NOTICE OF STOCKHOLDERS' MEETINGS; AFFIDAVIT OF NOTICE	2
2.4. QUORUM	2
2.5. ADJOURNED MEETING; NOTICE	3
2.6. VOTING	3
2.7. VALIDATION OF MEETINGS; WAIVER OF NOTICE; CONSENT	4
2.8. NO STOCKHOLDER ACTION BY WRITTEN CONSENT	5
2.9. RECORD DATE FOR STOCKHOLDER NOTICE; VOTING	5
2.10. PROXIES	5
2.11. INSPECTORS OF ELECTION	6
2.12. ORGANIZATION	6
2.13. CONDUCT OF MEETINGS	6
2.14. SUBMISSION OF INFORMATION BY DIRECTOR NOMINEES	7
2.15. NOTICE OF STOCKHOLDER BUSINESS AND NOMINATIONS	8
2.16. PROXY ACCESS FOR DIRECTOR NOMINATIONS	15
ARTICLE III. DIRECTORS	23
3.1. POWERS	23
3.2. NUMBER OF DIRECTORS	23
3.3. ELECTION AND TERM OF OFFICE OF DIRECTORS	23
3.4. REMOVAL, RESIGNATION AND VACANCIES	23
3.5. ANNUAL AND REGULAR MEETINGS; MEETINGS BY TELEPHONE	24
3.6. SPECIAL MEETINGS; NOTICE	24
3.7. QUORUM	25
3.8. WAIVER OF NOTICE	25
3.9. ADJOURNMENT	25
3.10. NOTICE OF ADJOURNMENT	26
3.11. BOARD ACTION BY WRITTEN CONSENT WITHOUT A MEETING	26
3.12. FEES AND COMPENSATION OF DIRECTORS	26
3.13. CHAIRMAN CHAIR	26

3.14. VICE CHAIRMAN <u>CHAIR</u>	26
ARTICLE IV. COMMITTEES	27
4.1. COMMITTEES OF DIRECTORS	27
4.2. MEETINGS AND ACTIONS OF COMMITTEES	27
ARTICLE V. OFFICERS	27
5.1. OFFICERS	27
5.2. ELECTION OF OFFICERS	28
5.3. SUBORDINATE OFFICERS	28
5.4. REMOVAL AND RESIGNATION OF OFFICERS	28
5.5. VACANCIES IN OFFICES	28
5.6. CHIEF EXECUTIVE OFFICER	28
5.7. PRESIDENT	29
5.8. CHIEF OPERATING OFFICER	29
5.9. CHIEF FINANCIAL OFFICER	29
5.10. TREASURER	29
5.11. CONTROLLER	29
5.12. VICE PRESIDENTS	30
5.13. SECRETARY	30
ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS	30
6.1. INDEMNIFICATION OF DIRECTORS AND OFFICERS	30
6.2. INDEMNIFICATION OF OTHERS	31
6.3. NON-EXCLUSIVITY OF RIGHTS	31
6.4. SURVIVAL; PRESERVATION OF OTHER RIGHTS; NATURE OF RIGHTS	31
6.5. INSURANCE	31
ARTICLE VII. RECORDS AND REPORTS	31
7.1. MAINTENANCE AND INSPECTION OF RECORDS	31
7.2. INSPECTION BY DIRECTORS	32
7.3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS	32
ARTICLE VIII. GENERAL MATTERS	33
8.1. RECORD DATE FOR PURPOSES OTHER THAN NOTICE AND VOTING	33
8.2. CHECKS; DRAFTS; EVIDENCES OF INDEBTEDNESS	33
8.3. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED	33
8.4. STOCK CERTIFICATES; PARTLY PAID SHARES	33
8.5. SPECIAL DESIGNATION ON CERTIFICATES	34
8.6. LOST CERTIFICATES	34
8.7. FISCAL YEAR	34
8.8. CONSTRUCTION; DEFINITIONS	35
8.9. FORUM FOR ADJUDICATION OF DISPUTES	35
ARTICLE IX. AMENDMENTS	35

BYLAWS

OF

JABIL INC., a Delaware corporation

ARTICLE I.

CORPORATE OFFICES

1.1. REGISTERED OFFICE

The registered office of the corporation shall be fixed in the Certificate of Incorporation of the corporation.

1.2. OTHER OFFICES

The corporation may maintain offices or places of business at such other locations, both within and without the state of Delaware, as the board of directors may from time to time determine or as the business of the corporation may require.

ARTICLE II.

MEETINGS OF STOCKHOLDERS

2.1. ANNUAL MEETING

The annual meeting of stockholders, for the election of directors or for the transaction of such other business as properly may come before such meeting, shall be held at such place, or, within the sole discretion of the board of directors, by remote electronic communication technologies, and at such date and time as may be designated by the board of directors. [The board of directors may postpone, reschedule or cancel any meeting of stockholders previously scheduled by the board of directors.](#)

2.2. SPECIAL MEETING

A special meeting of the stockholders may be called at any time by the board of directors, or by the [chairman](#) of the board, or by the chief executive officer, or by one or more stockholders holding shares in the aggregate entitled to cast not less than a majority of the votes at that meeting.

If a special meeting is requested by any person or persons other than the board of directors or the chief executive officer or the [chairman](#) of the board, then the request shall be in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the [chairman](#) of the board, the chief executive officer, any vice president or the secretary of the corporation. No business may be transacted at such special meeting otherwise than specified in such notice. The board of directors shall determine the time and place of such special meeting,

which shall be held not less than 35 nor more than 120 days after the receipt of the request. Upon determination of the time and the place of the meeting, the officer receiving the request shall cause notice to be given to the stockholders entitled to vote, in accordance with the provisions of Section 2.3 of these bylaws. If the notice is not given within 61 days after the receipt of the request, the person or persons requesting the meeting may set the time and place of the meeting and give the notice. Nothing contained in this paragraph of this Section 2.2 shall be construed as limiting, fixing or affecting the time when a meeting of stockholders called by action of the board of directors may be held.

2.3. NOTICE OF STOCKHOLDERS' MEETINGS; AFFIDAVIT OF NOTICE

Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, if any, date and time of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Unless otherwise provided by the General Corporation Law of Delaware, the written notice of any meeting shall be given personally, by mail or by electronic transmission not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the corporation. For notice given by electronic transmission to a stockholder to be effective, such stockholder must consent to the corporation's giving notice by that particular form of electronic transmission. A stockholder may revoke consent to receive notice by electronic transmission by written notice to the corporation. A stockholder's consent to notice by electronic transmission is automatically revoked if the corporation is unable to deliver two consecutive electronic transmission notices and such inability becomes known to the secretary of the corporation, any assistant secretary, the transfer agent or other person responsible for giving notice. Notices are deemed given (a) if by facsimile, when faxed to a number where the stockholder has consented to receive notice; (b) if by electronic mail, when mailed electronically to an electronic mail address at which the stockholder has consented to receive such notice; (c) if by posting on an electronic network (such as a website or chatroom) together with a separate notice to the stockholder of such specific posting, upon the later to occur of (i) such posting or (ii) the giving of the separate notice of such posting; or (d) if by any other form of electronic communication, when directed to the stockholder in the manner consented to by the stockholder.

An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the giving of such notice.

2.4. QUORUM

Except as otherwise required by law, by the Certificate of Incorporation of the corporation or by these bylaws, the presence in person or by proxy of the holders of a majority of the shares entitled to vote thereat constitutes a quorum for the transaction of business at all meetings of stockholders.

Shares of its own stock belonging to the corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, will neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing will not limit the right of the corporation or any subsidiary of the corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

2.5. ADJOURNED MEETING; NOTICE

Any stockholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the shares represented at that meeting, either in person or by proxy. In the absence of a quorum, no other business may be transacted at that meeting except as provided in Section 2.4 of these bylaws.

When any meeting of stockholders, either annual or special, is adjourned to another time or place; (including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication), notice need not be given of the adjourned meeting if the ~~time and~~ place, if any, date and time thereof, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting are: (i) announced at the meeting at which the adjournment is taken; (ii) displayed, during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxyholders to participate in the meeting by means of remote communication; or (iii) set forth in the notice of meeting given in accordance with Section 2.3 of these bylaws. However, if a new record date for the adjourned meeting is fixed or if the adjournment is for more than 30 days from the date set for the original meeting, then notice of the adjourned meeting shall be given. Notice of any such adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting in accordance with the provisions of Section 2.3 of these bylaws. At any adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

2.6. VOTING

The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.9 of these bylaws. Except as may be otherwise provided in the Certificate of Incorporation, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the stockholders.

If a quorum is present, on each matter other than the election of directors, the affirmative vote of the majority of the shares present in person or represented by proxy at the meeting and actually cast on such subject matter shall be the act of the stockholders, unless the vote of a greater number or a vote by classes is required by law or by the Certificate of Incorporation.

Each director to be elected by stockholders shall be elected by the vote of the majority of the votes of the shares present in person or represented by proxy at the meeting and actually cast with respect to the director; provided, however, that if the board of directors determines that the election is contested then directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

For the purposes of this Section 2.6, a “majority of the votes of the shares present in person or represented by proxy at the meeting and actually cast” shall mean that the number of shares voted “for” a director’s election exceeds 50% of the number of votes actually cast with respect to that director’s election. Votes actually cast shall include votes where the authority to cast a vote for the director’s election is explicitly withheld and exclude abstentions with respect to that director’s election.

If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her conditional resignation following certification of the stockholder vote. The nominating and corporate governance committee shall consider the resignation offer and recommend to the board of directors whether to accept it. The nominating and corporate governance committee and the board of directors may consider any factors they deem relevant in deciding whether to accept a director’s resignation. The board of directors will endeavor to act on the nominating and corporate governance committee’s recommendation within 90 days following the nominating and corporate governance committee’s recommendation. Thereafter, the board of directors will promptly disclose its decision whether to accept the director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a Report on Form 8-K or by a press release disseminated in the manner that company press releases typically are distributed. Any director who tenders his or her resignation pursuant to this provision shall not participate in the nominating and corporate governance committee recommendation or board of directors action regarding whether to accept the resignation offer. However, if each member of the nominating and corporate governance committee received a majority withheld vote at the same uncontested election, then the independent directors who did not receive a majority withheld vote shall appoint a committee amongst themselves to consider the resignation offer and recommend to the board of directors whether to accept them. However, if the only directors who did not receive a majority withheld vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers. If a director’s resignation is accepted by the board of directors pursuant to this Section 2.6, or if a nominee for director is not elected and the nominee is not an incumbent director, then the board of directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.4 of these bylaws or may decrease the size of the board of directors pursuant to the provisions of Section 3.2 of these bylaws.

2.7. VALIDATION OF MEETINGS; WAIVER OF NOTICE; CONSENT

The transactions of any meeting of stockholders, either annual or special, however called and noticed, and wherever held, shall be as valid as though they had been taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof or provides a waiver of notice by electronic transmission. The waiver of notice or consent or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of stockholders. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance by a person at a meeting shall also constitute a waiver of notice of and presence at that meeting, except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

2.8. NO STOCKHOLDER ACTION BY WRITTEN CONSENT

No action shall be taken by the stockholders of the corporation except at an annual or special meeting of the stockholders called in accordance with these bylaws, and no action shall be taken by the stockholders by written consent.

2.9. RECORD DATE FOR STOCKHOLDER NOTICE; VOTING

For purposes of determining the stockholders entitled to notice of any meeting or to vote thereat, the board of directors may fix, in advance, a record date, which shall not be more than 60 days nor less than 10 days before the date of any such meeting, and in such event only stockholders of record on the date so fixed are entitled to notice and to vote, notwithstanding any transfer of any shares on the books of the corporation after the record date.

If the board of directors does not so fix a record date, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the business day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. The record date for any other purpose shall be as provided in Article VIII of these bylaws.

2.10. PROXIES

Every person entitled to vote for directors, or on any other matter, shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the secretary of the corporation, or by the transmitting or authorizing the transmission of a telegram, cablegram, any other means of electronic transmission, or any other acceptable means under the General Corporation Law of Delaware, to the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram, or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. Any copy, facsimile telecommunication or other reliable reproduction of such writing or transmission may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that any such reproduction is a complete reproduction of the entire original writing or transmission. However, no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be deemed signed if the stockholder's name is placed on the proxy by any reasonable means by the stockholder or the stockholder's attorney-in-fact. Every proxy is revocable at the pleasure of the stockholder signing it, except in those cases where applicable law provides that a proxy shall be irrevocable.

2.11. INSPECTORS OF ELECTION

Before any meeting of stockholders, the board of directors or the chief executive officer may appoint an inspector or inspectors of election to act at the meeting or its adjournment. If no inspector of election is so appointed, then the [chairman](#)[chair](#) of the meeting may appoint an inspector or inspectors of election to act at the meeting. If any person appointed as inspector fails to appear or fails or refuses to act, then the [chairman](#)[chair](#) of the meeting may appoint a person to fill that vacancy. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to faithfully execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability. Inspectors may appoint or retain other persons to assist in the performance of their duties.

Such inspectors shall:

- (a) determine the number of shares outstanding and the voting power of each, the number of shares represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (b) receive votes, ballots or consents;
- (c) hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (d) count and tabulate all votes or consents;
- (e) determine the result; and
- (f) do any other acts that may be proper to conduct the election or vote with fairness to all stockholders.

2.12. ORGANIZATION

Meetings of the stockholders shall be presided over by the [chairman](#)[chair](#) of the board, or in the [chairman](#)[chair](#) of the board's absence, the vice [chairman](#)[chair](#) of the board, or in the vice [chairman](#)[chair](#) of the board's absence, by a person designated by the board of directors. The secretary of the corporation shall act as secretary of the meeting, but if the secretary is not present the [chairman](#)[chair](#) of the meeting shall appoint a secretary of the meeting.

2.13. CONDUCT OF MEETINGS

The [chairman](#)[chair](#) of the meeting shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seems in order to the [chairman](#)[chair](#) of the meeting.

2.14. SUBMISSION OF INFORMATION BY DIRECTOR NOMINEES

(a) To be eligible to be a nominee for election or re-election as a director of the corporation pursuant to 2.15 or Section 2.16, a person must deliver to the secretary at the principal executive office of the corporation the following information:

(i) a written representation and agreement, which shall be signed by such person and pursuant to which such person shall represent and agree that such person: (A) consents to serving as a director if elected and to being named as a nominee in a proxy statement and form of proxy relating to the meeting at which directors are to be elected, and currently intends to serve as a director for the full term for which such person is standing for election; (B) is not and will not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity; (1) as to how the person, if elected as a director, will act or vote on any issue or question that has not been disclosed to the corporation; or (2) that could limit or interfere with the person's ability to comply, if elected as a director, with such person's fiduciary duties under applicable law; (C) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director or nominee that has not been disclosed to the corporation; and (D) if elected as a director, will comply with all of the corporation's corporate governance, conflict of interest, confidentiality (including, without limitation, the prohibition against unauthorized disclosure of any board and committee materials), and stock ownership and trading policies and guidelines, and any other corporation policies and guidelines applicable to directors (which will be promptly provided following a request therefor); and

(ii) all fully completed and signed questionnaires prepared by the corporation (including those questionnaires required of the corporation's directors and any other questionnaire the corporation determines is necessary or advisable to assess whether a nominee will satisfy any qualifications or requirements imposed by the Certificate of Incorporation or these bylaws, any law, rule, regulation or listing standard that may be applicable to the corporation, and the corporation's corporate governance policies and guidelines) (all of the foregoing, "Questionnaires"). The Questionnaires will be promptly provided following a request therefor.

(b) A nominee for election or re-election as a director of the corporation shall also provide to the corporation such other information as it may reasonably request. The corporation may request such additional information as necessary to permit the corporation to determine the eligibility of such person to serve as a director of the corporation, including information relevant to a determination whether such person can be considered an independent director.

(c) If a stockholder has submitted notice of an intent to nominate a candidate for election or re-election as a director pursuant to Section 2.15 or Section 2.16 of these bylaws, all written and signed representations and agreements and all fully completed and signed Questionnaires described in Section 2.14(a) above shall be provided to the corporation at the same time as such notice, and the additional information described in Section 2.14(b) above shall

be provided to the corporation promptly upon request by the corporation, but in any event within five business days after such request. All information provided pursuant to this Section 2.14 shall be deemed part of the stockholder's notice submitted pursuant to Section 2.15 of these bylaws or a Stockholder Notice submitted pursuant to Section 2.16 of these bylaws, as applicable.

(d) Notwithstanding the foregoing, if any information or communication submitted pursuant to this Section 2.14 is inaccurate or incomplete in any material respect (as determined by the board of directors (or any authorized committee thereof)) such information shall be deemed not to have been provided in accordance with this Section 2.14. Any stockholder providing information pursuant to this Section 2.14 shall promptly notify the secretary in writing at the principal executive office of the corporation of any inaccuracy or change in any previously provided information within two business days after becoming aware of such inaccuracy or change. Upon written request of the secretary, such stockholder shall provide, within seven business days after delivery of such request (or such longer period as may be specified in such request), (i) written verification, reasonably satisfactory to the corporation, to demonstrate the accuracy of any information submitted and (ii) a written affirmation of any information submitted as of an earlier date. If the stockholder giving notice of an intent to nominate a candidate for election fails to provide such written verification or affirmation within such period, the information as to which written verification or affirmation was requested may be deemed not to have been provided in accordance with this Section 2.14.

~~2.14~~ 2.15. NOTICE OF STOCKHOLDER BUSINESS AND NOMINATIONS

~~(a) To be properly brought before the annual meeting or special meeting, nominations~~ Annual Meeting.

~~(a) Nominations~~ of persons for election to the board of directors or ~~other the proposal of~~ business ~~must be either (i) specified in the other than nominations to be considered by the stockholders may be made at an annual meeting of stockholders only; (A) pursuant to the corporation's notice of meeting (or any supplement thereto) given by or at the direction of the board of directors; (ii) otherwise properly brought before the meeting~~ B by or at the direction of the board of directors ~~or (iii) otherwise properly brought before;~~ (C) by any stockholder of the meeting by corporation who is a stockholder of record;

~~(i) For nominations or~~ at the time the notice provided for in this Section 2.15 is delivered to the secretary of the corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.15; or (D) with respect to an annual meeting, by any Eligible Stockholder (as defined in Section 2.16 of these bylaws) whose Stockholder Nominee (as defined in Section 2.16 of these bylaws) is included in the corporation's proxy materials for the relevant annual meeting pursuant to Section 2.16 of these bylaws. For the avoidance of doubt, the foregoing clauses (C) and (D) shall be the exclusive means for a stockholder to make director nominations, and the foregoing clause (C) shall be the exclusive means for a stockholder to propose other business to be properly brought before at an annual meeting of stockholders (other than a proposal included in the corporation's proxy statement pursuant to and in compliance with Rule 14a-8 under the Securities Exchange Act of 1934 (the "Exchange Act)).

~~(i)~~(ii) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause ~~(iii)~~(C) of the Section 2.415(a)(1) of these bylaws, (i) the subject matter thereof must be a matter which is a proper subject matter for stockholder action at such meeting; (ii) the stockholder must have been a stockholder of record of the corporation at the time the notice required by this Section 2.415 is delivered to the corporation and must be entitled to vote at the meeting; and (iii) the stockholder must have given timely written notice thereof by mail, courier or personal delivery to ~~(A)~~(B) the Nominating and Corporate Governance Committee of the board of directors, care of the corporate secretary of the corporation, for nominations, or ~~(B)~~(A) the corporate secretary of the corporation, for other business. To be considered timely, a stockholder's notice must be delivered to or mailed and received by the secretary of the corporation at the principal executive ~~office~~office of the corporation not less than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior annual meeting of stockholders; provided, however, that in the event that the date of the annual meeting of stockholders for the current year is more than 30 days following the first anniversary date of the annual meeting of stockholders for the prior year, the submission of a recommendation will be considered timely if it is submitted a reasonable time in advance of the mailing of the corporation's proxy statement for the annual meeting of stockholders for the current year. In no event shall an adjournment or recess of an annual meeting, or a postponement of an annual meeting for which notice of the meeting has already been given to stockholders or a public announcement of the meeting date has already been made, commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. The number of nominees a stockholder may nominate for election at the annual meeting (or in the case of a stockholder giving the notice on behalf of a beneficial owner, the number of nominees a stockholder may nominate for election at the annual meeting on behalf of the beneficial owner) shall not exceed the number of directors to be elected at such annual meeting.

~~A stockholder's notice shall set forth: (i) as to each person whom the stockholder proposes to nominate for election as a director, (A) all information relating to such person that is required by Item 401 of the Securities and Exchange Commission's ("SEC") Regulation S-K; (B) the information required by Item 403 of SEC Regulation S-K; (C) the information required by Item 404 of SEC Regulation S-K; (D) a description of all relationships between the proposed nominee and the recommending stockholder and any agreements or understandings between the recommending stockholder and the nominee regarding the nomination; (E) a description of all relationships between the proposed nominee and any of the corporation's competitors, customers, suppliers, labor unions or other persons with special interests regarding the corporation known to the recommending stockholder or nominee in the corporation's filings with the SEC; (F) a statement by the stockholder supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Nominating and Corporate Governance Committee of the board of directors for nominees or directors from time to time, including those that may be set forth in the corporation's Corporate Governance Guidelines, and a brief description of the contributions that the nominee would be expected to make to the board of directors and to the governance of the corporation; (G) a statement whether, in the view of the stockholder, the nominee, if elected, would represent all stockholders and not serve for the purpose of advancing or favoring any particular stockholder or other constituency of the corporation; and (H)~~A stockholder's notice shall set forth:

(A) as to each person whom the stockholder proposes to nominate for election as a director, (1) a written statement, not to exceed 500 words in support of such person; (2) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Exchange Act; (3) the information required to be submitted by nominees pursuant to Section 2.14(a) above, including, within the time period specified in Section 2.14(c) above, all fully completed and signed Questionnaires described in Section 2.14(a)(ii) above, which will be promptly provided following a request therefor; and (4) such nominee's written consent to being interviewed by the Nominating and Corporate Governance Committee of the board of directors (including the nominee's contact information for this purpose); and, if nominated and elected, to serve as a director of the corporation; (ii);

(B) as to any other business the stockholder proposes to bring before the annual meeting, (A) a brief description of (1) such business and the reasons for conducting such business at the annual meeting and (B) (including the text of any material resolutions proposed for consideration and in the event that such business includes a proposal to amend the bylaws of the corporation, the language of the proposed amendment), (2) the reasons for conducting such business at the meeting and (3) any substantial interest (within the meaning of Item 5 of Schedule 14A under the Exchange Act) in such business of the stockholder and any beneficial owner (within the meaning of Section 13(d) of the Exchange Act) on whose behalf the proposal or nomination is made; and (iii)

(C) as to the stockholder giving the notice (or, if submitted by a group of two or more stockholders, as to each stockholder in the group); (A) and the beneficial owner, if any, on whose behalf the nomination is made or the other business is proposed;

(1) the name and address, including telephone number, of such stockholder; (B) the as they appear on the corporation's books, and the name and address of such beneficial owner;

(2) the class or series and number of shares of the corporation that which are beneficially owned and held of record by such stockholder and beneficial owner as of the date of the notice, and the time period for which such shares have been held; (C) if the stockholder is not a stockholder of record, a statement from the record holder of the shares verifying the holdings of the stockholder and a statement from the stockholder of the length of time that the shares have been held (alternatively, the stockholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4, or Form 5 filed with the SEC reflecting the holdings of the stockholder, together with a statement of the length of time that the shares have been held); and (D); and a representation that the stockholder will notify the corporation in writing within five business days after the record date for such meeting of the class or series and number of shares of stock of the corporation owned of record by the stockholder and such beneficial owner as of the record date for the meeting;

(3) a representation that the stockholder (or a qualified representative of the stockholder) intends to appear at the meeting to make such nomination or propose such business; and

(H)(4) a statement from the stockholder as to whether the stockholder has a good faith intention to continue to hold the reported shares through the date of the corporation's next annual meeting of stockholders.

(D) as to the stockholder giving the notice or, if the notice is given on behalf of a beneficial owner on whose behalf the nomination is made or the other business is proposed, as to such beneficial owner, and if such stockholder or beneficial owner is an entity, as to each director, executive, managing member or control person of such entity (any such individual or control person, a "control person"):

(1) the class or series and number of shares of stock of the corporation which are beneficially owned (as defined in Section 2.15(c) below) by such stockholder or beneficial owner and by any control person as of the date of the notice, and a representation that the stockholder will notify the corporation in writing within five business days after the record date for such meeting of the class or series and number of shares of stock of the corporation beneficially owned by such stockholder or beneficial owner and by any control person as of the record date for the meeting;

(2) a description of (x) any plans or proposals which such stockholder, beneficial owner, if any, or control person may have with respect to securities of the corporation that would be required to be disclosed pursuant to Item 4 of Exchange Act Schedule 13D and (y) any agreement, arrangement or understanding with respect to the nomination or other business between or among such stockholder, beneficial owner, if any, or control person and any other person, including, without limitation any agreements that would be required to be disclosed pursuant to Item 5 or Item 6 of Exchange Act Schedule 13D (in the case of either clause (x) or (y), regardless of whether the requirement to file a Schedule 13D is applicable) and a representation that the stockholder will notify the corporation in writing within five business days after the record date for such meeting of any such plans or proposals with respect to securities of the corporation or any such agreement, arrangement or understanding in effect as of the record date for the meeting;

(3) a description of any agreement, arrangement or understanding (including, without limitation, any option, warrant, forward contract, swap, contract of sale, or other derivative or similar agreement or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares), whether the instrument or agreement is to be settled with shares or with cash based on the notional amount or value of outstanding shares of stock of the corporation, that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder, beneficial owner, if any, or control person, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class or series of the corporation's stock, or maintain, increase or decrease the voting power of the stockholder, beneficial owner, if any, or control person with respect to securities of the corporation, and a representation that the stockholder will notify the corporation in writing within five business days after the record date for such meeting of any such agreement, arrangement or understanding in effect as of the record date for the meeting;

(4) any performance-related fees (other than an asset-based fee) that such stockholder, beneficial owner, if any, or control person is directly or indirectly entitled to based on any increase or decrease in the value of shares of the corporation or in any agreement, arrangement or understanding under clause (a)(ii)(D)(3) of this Section 2.15 and a representation that the stockholder will notify the corporation in writing within five business days after the record date for such meeting of any performance-related fees in effect as of the record date for the meeting;

(5) a representation as to whether the stockholder, beneficial owner, if any, control person or any other participant (as defined in Item 4 of Schedule 14A under the Exchange Act) will engage in a solicitation with respect to such nomination or proposal and, if so, the name of each participant in such solicitation and (x) in the case of a proposal of business other than nominations, whether such person or group intends to deliver, through means satisfying each of the conditions that would be applicable to the corporation under either Exchange Act Rule 14a-16(a) or Exchange Act Rule 14a-16(n), a proxy statement and form of proxy to holders (including any beneficial owners pursuant to Rule 14b-1 and Rule 14b-2 of the Exchange Act) of at least the percentage of the corporation's voting shares required under applicable law to carry the proposal or (y) in the case of any nomination (except for a nomination made by an Eligible Stockholder pursuant to Section 2.16 of these bylaws), confirming that such person or group will deliver, through means satisfying each of the conditions that would be applicable to the corporation under either Exchange Act Rule 14a-16(a) or Exchange Act Rule 14a-16(n), a proxy statement and form of proxy to holders (including any beneficial owners pursuant to Rule 14b-1 and Rule 14b-2 of the Exchange Act) of at least 67% of the voting power of the corporation's stock entitled to vote generally in the election of directors; and

(6) a representation that immediately after soliciting the percentage of stockholders referred to in the representation required under clause (a)(ii)(D)(5) of this Section 2.15 such stockholder, beneficial owner, if any, control person or participant will provide the corporation with evidence, which may take the form of a statement and documentation from a proxy solicitor, confirming that the necessary steps have been taken to deliver a proxy statement and form of proxy to holders of such percentage of the voting power of the corporation's stock entitled to vote generally in the election of directors.

~~(ii)(iii)~~ Notwithstanding anything in ~~this~~ Section 2.14(b) of these bylaws 15(a) to the contrary, in the event that the number of directors to be elected to the board of directors at an annual meeting is increased and there is no public announcement by the corporation naming the nominees for the additional directorships at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 2.14(c) 15(a) shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the secretary at the principal executive ~~offices~~office of the corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the corporation.

~~(b) Notwithstanding the foregoing provisions of this Section 2.14, a stockholder who seeks to have any proposal included in the corporation's proxy materials must provide notice as required by and otherwise comply with the applicable requirements of the rules and regulations under the Securities Exchange Act of 1934. Nothing in this Section 2.14 shall be deemed to affect any rights of stockholders to request inclusion of proposals or nominations in the corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Securities Exchange Act of 1934.~~

(b) ~~Only~~ Special Meeting. Nominations of persons for election to the board of directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the corporation's notice of meeting: (i) by or at the direction of the board of directors; (ii) provided that the board of directors has determined that one or more directors are to be elected at such meeting, by any stockholder of the corporation who is a stockholder of record at the time the notice provided for in this Section 2.15(b) is delivered to the secretary, who is entitled to vote at the meeting and upon such election and who delivers notice thereof in writing setting forth the information required by Section 2.15(a) above and provides the additional information required by Section 2.14 of these bylaws; or (iii) in the case of a stockholder-requested special meeting, by any stockholder of the corporation pursuant to Section 2.2 of these bylaws. In the event the corporation calls a special meeting of stockholders (other than a stockholder-requested special meeting) for the purpose of electing one or more directors to the board of directors, any stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the corporation's notice of meeting, if the notice required by this Section 2.15(b) shall be delivered to the secretary at the principal executive office of the corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the date on which public announcement of the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting is first made by the corporation. The number of nominees a stockholder may nominate for election at the special meeting (or in the case of a stockholder giving the notice on behalf of a beneficial owner, the number of nominees a stockholder may nominate for election at the annual meeting on behalf of such beneficial owner) shall not exceed the number of directors to be elected at such special meeting. In no event shall an adjournment, recess or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Notwithstanding any other provision of these bylaws, in the case of a stockholder-requested special meeting, no stockholder may nominate a person for election to the board of directors or propose any other business to be considered at the meeting, except pursuant to the written request(s) delivered for such special meeting pursuant to Section 2.2 of these bylaws.

(c) General.

(i) Notwithstanding any other provisions of these bylaws, a stockholder (and any beneficial owner on whose behalf a nomination is made or other business is proposed, and if such stockholder or beneficial owner is an entity, any control person) shall also comply with all applicable requirements of the rules and regulations under the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 2.15 and Section 2.2, as applicable. Nothing in this Section 2.15 shall be deemed to affect any rights of stockholders to request inclusion of proposals or nominations in the corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act. Except as otherwise required by law, only persons nominated in accordance with the procedures set forth in this Section 2.15 or, with respect to annual meetings only, Section 2.16 shall be eligible to serve as directors and only such business shall be conducted at an annual meeting of

stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 2.14. ~~The chairman~~ 15. Each of the board of directors or the chair of the meeting shall have the power and the duty to determine whether a nomination or any other business proposed to be brought before the meeting has been made in accordance with the procedures set forth in these bylaws ~~and, if any proposed nomination or business is not (including whether a stockholder or beneficial owner solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies in compliance with these bylaws, such stockholder's representation as required by clauses (a)(ii)(D)(5)-(6) of this Section 2.15) or complied or did not comply with the requirements of Rule 14a-19 under the Exchange Act). If any proposed nomination or other business is not in compliance with these bylaws, including due to a failure to comply with the requirements of Rule 14a-19 under the Exchange Act, then except as otherwise required by law, the chair of the meeting shall have the power to declare that such business shall not be transacted at such meeting and/or such nomination shall be disregarded-~~ notwithstanding that votes and proxies in respect of such business or nomination have been received by the corporation. Notwithstanding the foregoing provisions of this Section 2.15, unless otherwise required by law, or otherwise determined by the board of directors or the chair of the meeting, (A) if the stockholder does not provide the information required under Section 2.14 of these bylaws or clauses (a)(ii)(C)(2), (a)(ii)(D)(1)-(4) of this Section 2.15 to the corporation within the time frames specified in these bylaws or (B) if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the corporation to present a nomination or other business, such nomination and any proxies or votes in respect of any such nomination shall be disregarded and/or such other business shall not be transacted, notwithstanding that votes and proxies in respect of any such nomination or other business may have been received by the corporation.

(ii) To be considered a qualified representative of a stockholder for purposes of these bylaws, a person must be a duly authorized officer, manager or partner of such stockholder or authorized by a writing executed by such stockholder (or a reliable reproduction of the writing) delivered to the corporation prior to the making of such nomination or proposal at such meeting (and in any event not fewer than five business days before the meeting) stating that such person is authorized to act for such stockholder as proxy at the meeting of stockholders.

(iii) For purposes of this Section 2.15 and Section 2.16 of these bylaws, the "close of business" shall mean 6:00 p.m. local time at the principal executive office of the corporation on any calendar day, whether or not the day is a business day, and a "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable national news service or in a document publicly filed by the corporation with the SEC pursuant to Sections 13, 14 or 15(d) of the Exchange Act. For purposes of clause (a)(ii)(D)(1) of this Section 2.15, shares shall be treated as "beneficially owned" by a person if the person beneficially owns such shares, directly or indirectly, for purposes of Section 13(d) of the Exchange Act and Regulations 13D and 13G thereunder or has or shares pursuant to any agreement, arrangement or understanding (whether or not in writing): (A) the right to acquire such shares (whether such right is exercisable immediately or only after the passage of time or the fulfillment of a condition or both); (B) the right to vote such shares, alone or in concert with others; and/or (C) investment power with respect to such shares, including the power to dispose of, or to direct the disposition of, such shares.

(iv) Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the board of directors.

2.16. PROXY ACCESS FOR DIRECTOR NOMINATIONS

(a) Eligibility. Subject to the terms and conditions of these bylaws, in connection with an annual meeting of stockholders at which directors are to be elected, the corporation: (i) shall include in its proxy statement and on its form of proxy the names of; and (ii) shall include in its proxy statement the "Additional Information" (as defined below) relating to, a number of nominees specified pursuant to Section 2.16(b)(i) (the "Authorized Number") for election to the board of directors submitted pursuant to this Section 2.16 (each, a "Stockholder Nominee"), if:

(A) the Stockholder Nominee satisfies the eligibility requirements in this Section 2.16;

(B) the Stockholder Nominee is identified in a timely notice (the "Stockholder Notice") that satisfies this Section 2.16 and is delivered by a stockholder that qualifies as, or is acting on behalf of, an Eligible Stockholder (as defined below);

(C) the Eligible Stockholder satisfies the requirements in this Section 2.16 and expressly elects at the time of the delivery of the Stockholder Notice to have the Stockholder Nominee included in the corporation's proxy materials; and

(D) the additional requirements of these bylaws are met.

(b) Definitions.

(i) The maximum number of Stockholder Nominees appearing in the corporation's proxy materials with respect to an annual meeting of stockholders (the "Authorized Number") shall not exceed the greater of two or 20% of the number of directors in office as of the last day on which a Stockholder Notice may be delivered pursuant to this Section 2.16 with respect to the annual meeting, or if such amount is not a whole number, the closest whole number (rounding down) below 20%; provided that the Authorized Number shall be reduced: (A) by any Stockholder Nominee whose name was submitted for inclusion in the corporation's proxy materials pursuant to this Section 2.16 but either is subsequently withdrawn or whom the board of directors decides to nominate as a Board nominee; (B) by any directors in office or director nominees that in either case shall be included in the corporation's proxy materials with respect to the annual meeting as an unopposed (by the corporation) nominee pursuant to an agreement, arrangement or other understanding between the corporation and a stockholder or group of stockholders (other than any such agreement, arrangement or understanding entered into in connection with an acquisition of capital stock, by the stockholder or group of stockholders, from the corporation); and (C) by any nominees who were previously elected to the board of directors as Stockholder Nominees at any of the preceding two annual meetings and who are nominated for election at the annual meeting by the board of directors as a Board nominee; and (D) by any Stockholder Nominee who is not included in the corporation's proxy materials or is not submitted for director election for any reason, in accordance with the last sentence of Section 2.16(d)(ii). In the event that one or more vacancies for any reason occurs after the date of the Stockholder Notice but before the annual meeting and the board of directors resolves to reduce the size of the board of directors in connection therewith, the Authorized Number shall be calculated based on the number of directors in office as so reduced.

(ii) To qualify as an “Eligible Stockholder,” a stockholder or a group as described in this Section 2.16 must:

(A) Own and have Owned (as defined below), continuously for at least three years as of the date of the Stockholder Notice, a number of shares (as adjusted to account for any stock dividend, stock split, subdivision, combination, reclassification or recapitalization of shares of the corporation that are entitled to vote generally in the election of directors) that represents at least 3% of the outstanding shares of the corporation that are entitled to vote generally in the election of directors as of the date of the Stockholder Notice (the “Required Shares”), and

(B) thereafter continue to Own the Required Shares through such annual meeting of stockholders.

For purposes of satisfying the ownership requirements of this Section 2.16(b)(ii), a group of not more than 20 stockholders and/or beneficial owners may aggregate the number of shares of the corporation that are entitled to vote generally in the election of directors that each group member has individually Owned continuously for at least three years as of the date of the Stockholder Notice if all other requirements and obligations for an Eligible Stockholder set forth in this Section 2.16 are satisfied by and as to each stockholder or beneficial owner comprising the group whose shares are aggregated. No shares may be attributed to more than one Eligible Stockholder, and no stockholder or beneficial owner, alone or together with any of its affiliates, may individually or as a member of a group qualify as or constitute more than one Eligible Stockholder under this Section 2.16. A group of any two or more funds shall be treated as only one stockholder or beneficial owner for this purpose if they are (1) under common management and investment control; (2) under common management and funded primarily by a single employer; or (3) part of a “group of investment companies,” as such term is defined in Section 12(d)(1)(G)(ii) of the Investment Company Act of 1940, as amended. For purposes of this Section 2.16, the term “affiliate” or “affiliates” shall have the meanings ascribed thereto under the rules and regulations promulgated under the Exchange Act.

(iii) For purposes of this Section 2.16:

(A) A stockholder or beneficial owner is deemed to “Own” only those outstanding shares of the corporation that are entitled to vote generally in the election of directors as to which the person possesses both: (1) the full voting and investment rights pertaining to the shares; and (2) the full economic interest in (including the opportunity for profit and risk of loss on) such shares, except that the number of shares calculated in accordance with clauses (1) and (2) shall not include any shares: (a) sold by such person in any transaction that has not been settled or closed; (b) borrowed by the person for any purposes or purchased by the person pursuant to an agreement to resell; or (c) subject to any option, warrant, forward contract, swap, contract of sale, or other derivative or similar agreement entered into by the person, whether the instrument or agreement is to be settled with shares or with cash based on the

notional amount or value of outstanding shares of the corporation that are entitled to vote generally in the election of directors, if the instrument or agreement has, or is intended to have, or if exercised would have, the purpose or effect of: (i) reducing in any manner, to any extent or at any time in the future, the person's full right to vote or direct the voting of the shares; and/or (ii) hedging, offsetting or altering to any degree any gain or loss arising from the full economic ownership of the shares by the person. The terms "Owned," "Owning" and other variations of the word "Own," when used with respect to a stockholder or beneficial owner, have correlative meanings. For purposes of clauses (a) through (c), the term "person" includes its affiliates.

(B) A stockholder or beneficial owner "Owns" shares held in the name of a nominee or other intermediary so long as the person retains both: (1) the full voting and investment rights pertaining to the shares; and (2) the full economic interest in the shares. The person's Ownership of shares is deemed to continue during any period in which the person has delegated any voting power by means of a proxy, power of attorney, or other instrument or arrangement that is revocable at any time by the stockholder.

(C) A stockholder or beneficial owner's Ownership of shares shall be deemed to continue during any period in which the person has loaned the shares if the person has the power to recall the loaned shares on not more than five business days' notice and (1) the person recalls the loaned shares within five business days of being notified that its Stockholder Nominee shall be included in the corporation's proxy materials for the relevant annual meeting and (2) the person holds the recalled shares through the annual meeting.

(iv) For purposes of this Section 2.16, the "Additional Information" referred to in Section 2.16(a)(ii) that the corporation will include in its proxy statement is:

(A) the information set forth in the Schedule 14N provided with the Stockholder Notice concerning each Stockholder Nominee and the Eligible Stockholder that is required to be disclosed in the corporation's proxy statement by the applicable requirements of the Exchange Act and the rules and regulations thereunder; and

(B) if the Eligible Stockholder so elects, a written statement of the Eligible Stockholder (or, in the case of a group, a written statement of the group), not to exceed 500 words, in support of its Stockholder Nominee(s), which must be provided at the same time as the Stockholder Notice for inclusion in the corporation's proxy statement for the annual meeting (the "Statement").

Notwithstanding anything to the contrary contained in this Section 2.16, the corporation may omit from its proxy materials any information or Statement that it, in good faith, believes is untrue in any material respect (or omits a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading) or would violate any applicable law, rule, regulation or listing standard. Nothing in this Section 2.16 shall limit the corporation's ability to solicit against and include in its proxy materials its own statements relating to any Eligible Stockholder or Stockholder Nominee.

(c) Stockholder Notice and Other Informational Requirements.

(i) The Stockholder Notice shall set forth all information, representations and agreements required under Section 2.15(a)(ii) above, including the information required with respect to any nominee for election as a director, any stockholder giving notice of an intent to nominate a candidate for election, and any stockholder, beneficial owner or other person on whose behalf the nomination is made under this Section 2.16. In addition, such Stockholder Notice shall include:

(A) a copy of the Schedule 14N that has been or concurrently is filed with the SEC under the Exchange Act;

(B) a written statement of the Eligible Stockholder (and in the case of a group, the written statement of each stockholder or beneficial owner whose shares are aggregated for purposes of constituting an Eligible Stockholder), which statement(s) shall also be included in the Schedule 14N filed with the SEC: (1) setting forth and certifying to the number of shares of the corporation that are entitled to vote generally in the election of directors the Eligible Stockholder Owns and has Owned (as defined in Section 2.16(b)(iii)) continuously for at least three years as of the date of the Stockholder Notice; and (2) agreeing to continue to Own such shares through the annual meeting;

(C) the written agreement of the Eligible Stockholder (and in the case of a group, the written agreement of each stockholder or beneficial owner whose shares are aggregated for purposes of constituting an Eligible Stockholder) addressed to the corporation, setting forth the following additional agreements, representations, and warranties:

(1) it shall provide: (a) within five business days after the date of the Stockholder Notice, one or more written statements from the record holder(s) of the Required Shares and from each intermediary through which the Required Shares are or have been held, in each case during the requisite three-year holding period, specifying the number of shares that the Eligible Stockholder Owns, and has Owned continuously in compliance with this Section 2.16; (b) within five business days after the record date for the annual meeting both the information required under clauses (a)(ii)(C)(2) and (a)(ii)(D)(1)-(4) of Section 2.15 and notification in writing verifying the Eligible Stockholder's continuous Ownership of the Required Shares, in each case, as of such date; and (c) immediate notice to the corporation if the Eligible Stockholder ceases to own any of the Required Shares prior to the annual meeting;

(2) it: (a) acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control at the corporation, and does not presently have this intent; (b) has not nominated and shall not nominate for election to the board of directors at the annual meeting any person other than the Stockholder Nominee(s) being nominated pursuant to this Section 2.16; (c) has not engaged and shall not engage in, and has not been and shall not be a participant (as defined in Item 4 of Exchange Act Schedule 14A) in, a solicitation within the meaning of Exchange Act Rule 14a-1(l), in support of the election of any individual as a director at the annual meeting other than its Stockholder Nominee(s) or any nominee(s) of the board of directors; and (d) shall not distribute to any stockholder any form of proxy for the annual meeting other than the form distributed by the corporation;

(3) it will: (a) assume all liability stemming from any legal or regulatory violation arising out of the Eligible Stockholder's communications with the stockholders of the corporation or out of the information that the Eligible Stockholder provided to the corporation; (b) indemnify and hold harmless the corporation and each of its directors, officers and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the corporation or any of its directors, officers or employees arising out of the nomination or solicitation process pursuant to this Section 2.16; (c) comply with all laws, rules, regulations and listing standards applicable to its nomination or any solicitation in connection with the annual meeting; (d) file with the SEC any solicitation or other communication by or on behalf of the Eligible Stockholder relating to the corporation's annual meeting of stockholders, one or more of the corporation's directors or director nominees or any Stockholder Nominee, regardless of whether the filing is required under Exchange Act Regulation 14A, or whether any exemption from filing is available for the materials under Exchange Act Regulation 14A; and (e) at the request of the corporation, promptly, but in any event within five business days after such request (or by the day prior to the day of the annual meeting, if earlier), provide to the corporation such additional information as reasonably requested by the corporation; and

(D) in the case of a nomination by a group, the designation by all group members of one group member that is authorized to act on behalf of all members of the group with respect to the nomination and matters related thereto, including withdrawal of the nomination, and the written agreement, representation, and warranty of the Eligible Stockholder that it shall provide, within five business days after the date of the Stockholder Notice, documentation reasonably satisfactory to the corporation demonstrating that the number of stockholders and/or beneficial owners within such group does not exceed 20, including whether a group of funds qualifies as one stockholder or beneficial owner within the meaning of Section 2.16(b)(ii).

(ii) To be timely under this Section 2.16, the Stockholder Notice must be delivered by a stockholder to the secretary of the corporation at the principal executive office of the corporation not later than the close of business (as defined in Section 2.15(c)(iii) above) on the 120th day nor earlier than the close of business on the 150th day prior to the first anniversary of the date (as stated in the corporation's proxy materials) the definitive proxy statement was first released to stockholders in connection with the preceding year's annual meeting of stockholders; provided, however, that in the event the annual meeting is more than 30 days before or after the anniversary of the previous year's annual meeting, or if no annual meeting was held in the preceding year, to be timely, the Stockholder Notice must be so delivered not earlier than the close of business on the 150th day prior to such annual meeting and not later than the close of business on the later of the 120th day prior to such annual meeting or the 10th day following the day on which public announcement (as defined in Section 2.15(c)(iii) above) of the date of such meeting is first made by the corporation. In no event shall an adjournment or recess of an annual meeting, or a postponement of an annual meeting for which notice of the meeting has already been given to stockholders or a public announcement of the meeting date has already been made, commence a new time period (or extend any time period) for the giving of the Stockholder Notice as described above.

(iii) Within the time period for delivery of the Stockholder Notice, a written representation and agreement of each Stockholder Nominee shall be delivered to the secretary of the corporation at the principal executive office of the corporation, which shall be signed by each Stockholder Nominee and shall represent and agree that such Stockholder Nominee:

(A) consents to being named as a nominee in a proxy statement and form of proxy relating to the meeting at which directors are to be elected and to serving as a director if elected, for the full term for which such person is standing for election, and (B) currently intends to serve as a director for the full term for which such person is standing for election;

(B) is not and shall not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity: (1) as to how the Stockholder Nominee, if elected as a director, shall act or vote on any issue or question that has not been disclosed to the corporation; or (2) that could limit or interfere with the Stockholder Nominee's ability to comply, if elected as a director, with the Stockholder Nominee's fiduciary duties under applicable law;

(C) is not and shall not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed to the corporation; and

(D) if elected as a director, shall comply with all of the corporation's corporate governance, conflict of interest, confidentiality, and stock ownership and trading policies and guidelines, and any other corporation policies and guidelines applicable to directors.

At the request of the corporation, the Stockholder Nominee must promptly, but in any event within five business days after such request, submit all completed and signed questionnaires required of the corporation's nominees and provide to the corporation such other information as it may reasonably request. The corporation may request such additional information as necessary to permit the board of directors to determine if each Stockholder Nominee satisfies the requirements of this Section 2.16.

(iv) In the event that any information or communications provided by the Eligible Stockholder or any Stockholder Nominees to the corporation or its stockholders is not, when provided, or thereafter ceases to be, true, correct and complete in all material respects (including omitting a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading), such Eligible Stockholder or Stockholder Nominee, as the case may be, shall promptly notify the Secretary and provide the information that is required to make such information or communication true, correct, complete and not misleading; it being understood that providing any such notification shall not be deemed to cure any defect or limit the corporation's right to omit a Stockholder Nominee from its proxy materials as provided in this Section 2.16.

All information provided pursuant to this Section 2.16(c) shall be deemed part of the Stockholder Notice for purposes of this Section 2.16.

(d) Proxy Access Procedures.

(i) Notwithstanding anything to the contrary contained in this Section 2.16, the corporation may omit from its proxy materials any Stockholder Nominee, and such nomination shall be disregarded and no vote on such Stockholder Nominee shall occur, notwithstanding that proxies in respect of such vote may have been received by the corporation, if:

(A) the Eligible Stockholder or Stockholder Nominee breaches any of its agreements, representations or warranties set forth in the Stockholder Notice or otherwise submitted pursuant to this Section 2.16, any of the information in the Stockholder Notice or otherwise submitted pursuant to this Section 2.16 was not, when provided, true, correct and complete, or the Eligible Stockholder or applicable Stockholder Nominee otherwise fails to comply with its obligations pursuant to these bylaws, including, but not limited to, its obligations under this Section 2.16;

(B) the Stockholder Nominee: (1) is not independent under any applicable listing standards, any applicable rules of the SEC and any publicly disclosed standards used by the board of directors in determining and disclosing the independence of the corporation's directors; (2) is or has been, within the past three years, an officer or director of a competitor, as defined for the purposes of Section 8 of the Clayton Antitrust Act of 1914; (3) is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in a criminal proceeding (excluding traffic violations and other minor offenses) within the past ten years; or (4) is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act of 1933;

(C) the corporation has received a notice (whether or not subsequently withdrawn) that a stockholder intends to nominate any candidate for election to the board of directors pursuant to the advance notice requirements for stockholder nominees for director in Section 2.15(a) of these bylaws; or

(D) the election of the Stockholder Nominee to the board of directors would cause the corporation to violate the certificate of incorporation of the corporation, these bylaws, or any applicable law, rule, regulation or listing standard.

(ii) An Eligible Stockholder submitting more than one Stockholder Nominee for inclusion in the corporation's proxy materials pursuant to this Section 2.16 shall rank such Stockholder Nominees based on the order that the Eligible Stockholder desires such Stockholder Nominees to be selected for inclusion in the corporation's proxy materials and include such assigned rank in its Stockholder Notice submitted to the corporation. In the event that the number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this Section 2.16 exceeds the Authorized Number, the Stockholder Nominees to be included in the corporation's proxy materials shall be determined in accordance with the following provisions: one Stockholder Nominee who satisfies the eligibility requirements in this Section 2.16 shall be

selected from each Eligible Stockholder for inclusion in the corporation's proxy materials until the Authorized Number is reached, going in order of the amount (largest to smallest) of shares of the corporation each Eligible Stockholder disclosed as Owned in its Stockholder Notice submitted to the corporation and going in the order of the rank (highest to lowest) assigned to each Stockholder Nominee by such Eligible Stockholder. If the Authorized Number is not reached after one Stockholder Nominee who satisfies the eligibility requirements in this Section 2.16 has been selected from each Eligible Stockholder, this selection process shall continue as many times as necessary, following the same order each time, until the Authorized Number is reached. Following such determination, if any Stockholder Nominee who satisfies the eligibility requirements in this Section 2.16 thereafter is nominated by the board of directors, thereafter is not included in the corporation's proxy materials or thereafter is not submitted for director election for any reason (including the Eligible Stockholder's or Stockholder Nominee's failure to comply with this Section 2.16), no other nominee or nominees shall be included in the corporation's proxy materials or otherwise submitted for election as a director at the applicable annual meeting in substitution for such Stockholder Nominee.

(iii) Any Stockholder Nominee who is included in the corporation's proxy materials for a particular annual meeting of stockholders but either: (A) withdraws from or becomes ineligible or unavailable for election at the annual meeting for any reason, including for the failure to comply with any provision of these Bylaws (provided that in no event shall any such withdrawal, ineligibility or unavailability commence a new time period (or extend any time period) for the giving of a Stockholder Notice); or (B) does not receive a number of votes cast in favor of his or her election that is at least equal to 25% of the shares present in person or represented by proxy and entitled to vote in the election of directors, shall be ineligible to be a Stockholder Nominee pursuant to this Section 2.16 for the next two annual meetings.

(iv) Notwithstanding the foregoing provisions of this Section 2.16, unless otherwise required by law or otherwise determined by the chair of the meeting or the board of directors, if the stockholder delivering the Stockholder Notice (or a qualified representative of the stockholder, as defined in Section 2.15(c)(ii) of these bylaws) does not appear at the annual meeting of stockholders of the corporation to present its Stockholder Nominee or Stockholder Nominees, such nomination or nominations shall be disregarded, notwithstanding that proxies in respect of the election of the Stockholder Nominee or Stockholder Nominees may have been received by the corporation. Without limiting the board of directors' power and authority to interpret any other provisions of these Bylaws, the board of directors (and any other person or body authorized by the board of directors) shall have the power and authority to interpret this Section 2.16 and to make any and all determinations necessary or advisable to apply this Section 2.16 to any persons, facts or circumstances, in each case acting in good faith. Except for a nomination made in accordance with Rule 14a-19 promulgated under the Exchange Act, this Section 2.16 shall be the exclusive method for stockholders to include nominees for director election in the corporation's proxy materials.

ARTICLE III.

DIRECTORS

3.1. POWERS

Subject to the provisions of the General Corporation Law of Delaware and to any limitations in the Certificate of Incorporation or these bylaws relating to action required to be approved by the stockholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors.

3.2. NUMBER OF DIRECTORS

The number of directors shall be fixed from time to time by resolution of the board of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

3.3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Except as provided in Section 3.4 of these bylaws, directors shall be elected at each annual meeting of stockholders. Each director, including a director elected to fill a vacancy, shall hold office until the next annual meeting of stockholders following his or her election and until a successor has been elected and qualified, or until his or her earlier death, resignation or removal.

3.4. REMOVAL, RESIGNATION AND VACANCIES

Any director may resign at any time by giving written notice to the ~~chairman~~chair of the board, the chief executive officer, the president, the secretary or the board of directors. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the ~~chairman~~chair of the board, the president, the secretary or the board of directors. The acceptance of a resignation shall not be necessary to make it effective.

Any director may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Vacancies in the board of directors may be filled by a majority of the remaining directors, even if less than a quorum, or by a sole remaining director; however, a vacancy created by the removal of a director by the vote of the stockholders or by court order may be filled only by the affirmative vote of a majority of the shares represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute a majority of the required quorum). Each director so elected shall hold office until the next annual meeting of the stockholders and until a successor has been elected and qualified.

Unless otherwise provided in the Certificate of Incorporation or these bylaws:

(a) Vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

(b) Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the Certificate of Incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected.

If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the Certificate of Incorporation or these bylaws, or may apply to the Court of Chancery for a decree summarily ordering an election as provided in Section 211 of the General Corporation Law of Delaware.

If, at the time of filling any vacancy or any newly created directorship, the directors then in office constitute less than a majority of the whole board (as constituted immediately prior to any such increase), then the Court of Chancery may, upon application of any stockholder or stockholders holding at least 10% of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office as aforesaid, which election shall be governed by the provisions of Section 217 of the General Corporation Law of Delaware as far as applicable.

3.5. ANNUAL AND REGULAR MEETINGS; MEETINGS BY TELEPHONE

The annual meeting of the board of directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting shall be held as soon as possible following adjournment of the annual meeting of the stockholders. Annual and regular meetings may be held at any place within or outside the State of Delaware that has been designated from time to time by resolution of the board. In the absence of such a designation, annual and regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board may be held at any place within or outside the State of Delaware that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the corporation.

Any meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at the meeting.

3.6. SPECIAL MEETINGS; NOTICE

Special meetings of the board of directors for any purpose or purposes may be called at any time by the ~~chairman~~chair of the board, the chief executive officer, the president, any vice president, the secretary or ~~any two~~at the request of a majority of the board of directors then in office.

Notice of regular meetings need not be given, provided, however, that if the board of directors shall fix or change the time or place of any regular meeting, notice of such action shall be given as set forth herein. Notice of the time and place of special meetings and any required notice of regular meetings shall be delivered personally, sent by first-class mail or sent by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means, to each director, addressed to him or her at his or her address as it is shown on the records of the corporation.

If the notice is mailed, it shall be deposited in the United States mail at least four days before the time of the holding of the meeting. If the notice is delivered personally or by telephone, telegram, electronic mail or other electronic means, it shall be delivered personally or by telephone, to the telegraph company or by other electronic means at least 24 hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose or the place of the meeting, if the meeting is to be held at the principal executive office of the corporation.

3.7. QUORUM

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.9 of these bylaws. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the Certificate of Incorporation and applicable law.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

3.8. WAIVER OF NOTICE

Notice of a meeting need not be given to any director (a) who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (b) who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such directors. All such waivers, consent, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meeting of the board of directors.

3.9. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.10. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours. If the meeting is adjourned for more than 24 hours, then notice of the time and place of the adjourned meeting shall be given before the adjourned meeting takes place, in the manner specified in Section 3.6 of these bylaws, to the directors who were not present at the time of the adjournment.

3.11. BOARD ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action required or permitted to be taken by the board of directors may be taken without a meeting, provided that all members of the board individually or collectively consent in writing or by electronic transmission to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent and any counterparts thereof, including any consents by electronic transmission, shall be filed with the minutes of the proceedings of the board.

3.12. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services and such reimbursement of expenses as may be fixed or determined by resolution of the board of directors. This Section 3.12 shall not be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation for those services.

3.13. ~~CHAIRMAN~~CHAIR

At all meetings of the board of directors, the ~~Chairman~~chair of the board of directors shall, when present, preside as ~~Chairman~~chair at all meetings of the stockholders and board of directors. The ~~Chairman~~chair may call meetings of the stockholders and board of directors and of the committees of the board of directors whenever he or she shall deem it necessary. The ~~Chairman~~chair shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors.

3.14. VICE ~~CHAIRMAN~~CHAIR

In the absence of, or in the case of a vacancy in the office of, the ~~Chairman~~chair of the board of directors, the ~~Vice Chairman~~vice chair of the board of directors shall preside as ~~chairman~~chair at meetings of the stockholders and board of directors or, if both the ~~Chairman~~chair of the board of directors and ~~Vice Chairman~~vice chair of the board of directors are absent, a ~~chairman~~chair selected by the remaining directors shall preside over such meetings. The ~~Vice Chairman~~vice chair shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors.

ARTICLE IV.

COMMITTEES

4.1. COMMITTEES OF DIRECTORS

The board of directors may designate one or more committees, each committee consisting of one or more directors. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any committee, to the extent provided in the resolution of the board, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (a) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by this chapter to be submitted to stockholders for approval or (b) adopting, amending or repealing any bylaw of the corporation.

4.2. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these bylaws, including Section 3.5 (annual and regular meetings; meetings by telephone), Section 3.6 (special meetings and notice), Section 3.7 (quorum), Section 3.8 (waiver of notice), Section 3.9 (adjournment), Section 3.10 (notice of adjournment), and Section 3.11 (action without meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members; provided, however, that the time of regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee, that special meetings of committees may also be called by resolution of the board of directors, and that notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE V.

OFFICERS

5.1. OFFICERS

The officers of the corporation shall be a chief executive officer, a president, a secretary, a treasurer, a chief financial officer, ~~a chief operating officer~~, and a controller. The corporation may also have, at the discretion of the board of directors, a chief operating officer, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.3 of these bylaws. Any number of offices may be held by the same person.

5.2. ELECTION OF OFFICERS

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of these bylaws, shall be chosen by the board, subject to the rights, if any, of an officer under any contract of employment.

5.3. SUBORDINATE OFFICERS

The board of directors may appoint, or may empower the chief executive officer to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the board of directors may from time to time determine.

5.4. REMOVAL AND RESIGNATION OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the board of directors at any regular or special meeting of the board or, except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

5.5. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

5.6. CHIEF EXECUTIVE OFFICER

The chief executive officer shall, subject to the control of the board of directors, have general supervision, direction, and control of the affairs and business of the corporation and general supervision of its officers, officials, employees and agents. The chief executive officer shall preside at all meetings of the stockholders. The chief executive officer shall see that all orders and resolutions of the board of directors are carried into effect, and in addition shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or these bylaws.

5.7. PRESIDENT

Unless the board of directors specifies another officer, the president shall be the chief executive officer of the corporation. If another officer is specified, the president shall have such powers and perform such duties as are prescribed by the chief executive officer or the board of directors, and in the absence or disability of the chief executive officer the president shall have the powers and perform the duties of the chief executive officer except to the extent the board of directors shall have otherwise provided. In addition, the president shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors, the chief executive officer or these bylaws.

5.8. CHIEF OPERATING OFFICER

The chief operating officer, [if one is appointed](#), shall assist the chief executive officer and the president in the active management of and supervision and direction over the business and affairs of the corporation, subject, however, to the direction of the chief executive officer and the president and the control of the board of directors. In the absence or disability of the chief executive officer and the president, the chief operating officer will assume the powers and responsibilities of the chief executive officer. The chief operating officer shall also have such other powers and perform such other duties as from time to time may be prescribed by the board of directors, the chief executive officer, the president or these bylaws.

5.9. CHIEF FINANCIAL OFFICER

The chief financial officer shall have responsibility for the administration of the financial affairs of the corporation and shall exercise supervisory responsibility for the performance of the duties of the treasurer and the controller. The chief financial officer shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or these bylaws.

5.10. TREASURER

The treasurer shall oversee the custody of the corporate funds and securities and shall perform all such other duties as are incident to the office of treasurer. The treasurer may be required to give the corporation a bond for the faithful performance of his or her duties, and shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors, the chief financial officer or these bylaws.

5.11. CONTROLLER

The controller shall have supervision and charge of the accounts of the corporation. He or she shall be responsible for the maintenance of adequate accounting records and shall perform such other duties as shall be assigned to him or her by the board of directors or the chief financial officer.

5.12. VICE PRESIDENTS

In the absence or disability of the chief executive officer, the president and the chief operating officer, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the chief executive officer and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors, these bylaws, the chief executive officer or the president.

5.13. SECRETARY

The secretary shall keep or cause to be kept, at the principal executive office of the corporation or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors and stockholders, and shall keep or cause to be kept, at the principal executive office of the corporation or at the office of the corporation's transfer agent or registrar, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates evidencing such shares, and the number and date of cancellation of every certificate surrendered for cancellation. The secretary shall also give, or cause to be given, notice of all meetings of the stockholders and of the board of directors required to be given by law or by these bylaws. He or she shall keep the seal of the corporation, if one be adopted, in safe custody and shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or by these bylaws.

ARTICLE VI.

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

6.1. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, indemnify each of its directors and officers against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Section 6.1, a "director" or "officer" of the corporation includes any person (a) who is or was a director or officer of the corporation, (b) who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (c) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.2. INDEMNIFICATION OF OTHERS

The corporation shall have the power, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, to indemnify each of its employees and agents (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Section 6.2, an "employee" or "agent" of the corporation (other than a director or officer) includes any person (a) who is or was an employee or agent of the corporation, (b) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (c) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.3. NON-EXCLUSIVITY OF RIGHTS

The rights to indemnification and to the advancement of expenses conferred in this Article VI shall not be exclusive of any other right which any person may have or hereunder acquire under any statute, certificate of incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

6.4. SURVIVAL; PRESERVATION OF OTHER RIGHTS; NATURE OF RIGHTS

The rights conferred upon persons claiming indemnity in this Article VI shall be contract rights and such rights shall continue as to a claimant who has ceased to be a director or officer and shall inure to the benefit of the claimant's heirs, executors and administrators. Any amendment, alteration or repeal of this Article VI that adversely affects any right of a claimant or his or her successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment or repeal.

6.5. INSURANCE

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the General Corporation Law of Delaware.

ARTICLE VII.

RECORDS AND REPORTS

7.1. MAINTENANCE AND INSPECTION OF RECORDS

The corporation shall, either at its principal executive office or at such place or places as designated by the board of directors, keep a record of its stockholders listing their names and addresses and the number and class of shares held by each stockholder, a copy of these bylaws as amended to date, accounting books and other records.

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent is the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in Delaware or at its principal place of business.

The officer who has charge of the stock ledger of a corporation shall prepare and make, ~~at least 10 days~~ no later than the tenth day, before ~~every~~ each meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of ~~at least 10 days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.~~ 10 days ending on the day before the meeting date,; (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting; or (b) during ordinary business hours at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. Except as otherwise required by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders required by this Section 7.1 or to vote in person or by proxy at any meeting of stockholders.

7.2. INSPECTION BY DIRECTORS

Any director shall have the right to examine the corporation's stock ledger, a list of its stockholders and its other books and records for a purpose reasonably related to his or her position as a director. The Court of Chancery is hereby vested with the exclusive jurisdiction to determine whether a director is entitled to the inspection sought. The Court may summarily order the corporation to permit the director to inspect any and all books and records, the stock ledger, and the stock list and to make copies or extracts therefrom. The Court may, in its discretion, prescribe any limitations or conditions with reference to the inspection, or award such other and further relief as the Court may deem just and proper.

7.3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The chairman chair of the board, the president, any vice president, the chief financial officer, the secretary or assistant secretary of this corporation, or any other person authorized by the board of directors or the president or a vice president, is authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by such person having the authority.

ARTICLE VIII.

GENERAL MATTERS

8.1. RECORD DATE FOR PURPOSES OTHER THAN NOTICE AND VOTING

For purposes of determining the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than 60 days before any such action. In that case, only stockholders of record at the close of business on the date so fixed are entitled to receive the dividend, distribution or allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date so fixed, except as otherwise provided by law.

If the board of directors does not so fix a record date, then the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the board adopts the applicable resolution or the 60th day before the date of that action, whichever is later.

8.2. CHECKS; DRAFTS; EVIDENCES OF INDEBTEDNESS

From time to time, the board of directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

8.3. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED

The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

8.4. STOCK CERTIFICATES; PARTLY PAID SHARES

The shares of a corporation may be represented by certificates or the board of directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock may be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Notwithstanding the adoption of such a resolution by the board of directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the corporation by, the [chairman](#) or vice

chairman or chair of the board of directors, or the president or vice president, and by the chief financial officer, the treasurer, the secretary or an assistant secretary of such corporation representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

The corporation may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of each stock certificate issued to represent any such partly paid shares, upon the books and records of the corporation in the case of uncertificated partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. Upon the declaration of any dividend on fully paid shares, the corporation shall declare a dividend upon partly paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon.

8.5. SPECIAL DESIGNATION ON CERTIFICATES

If the corporation is authorized to issue more than one class of stock or more than one series of any class, then the powers, the designations, the preferences, and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate that the corporation shall issue to represent such class or series of stocks provided, however, that, except as otherwise provided in Section 202 of the General Corporation Law of Delaware, in lieu of the foregoing requirements there may be set forth on the face or back of the certificate that the corporation shall issue to represent such class or series of stock a statement that the corporation will furnish without charge to each stockholder who so requests the powers, the designations, the preferences, and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

8.6. LOST CERTIFICATES

Except as provided in this Section 8.6, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the corporation and cancelled at the same time. The board of directors may, in case any share certificate or certificate for any other security is lost, stolen or destroyed, authorize the issuance of replacement certificates on such terms and conditions as the board may require; the board may require indemnification of the corporation secured by a bond or other adequate security sufficient to protect the corporation against any claim that may be made against it, including any expense or liability, on account of the alleged loss, theft or destruction of the certificate or the issuance of the replacement certificate.

8.7. FISCAL YEAR

The fiscal year of the corporation shall end on August 31 or such other date as shall be fixed by resolution of the board of directors from time to time.

8.8. CONSTRUCTION; DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the General Corporation Law of Delaware shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term person includes both a corporation and a natural person.

8.9. FORUM FOR ADJUDICATION OF DISPUTES

Unless the corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) for (a) any derivative action or proceeding brought on behalf of the corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, or (d) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Section 8.9. h

ARTICLE IX.

AMENDMENTS

The original or other bylaws of the corporation may be adopted, amended or repealed by the stockholders entitled to vote; provided, however, that the corporation may, in its Certificate of Incorporation, confer the power to adopt, amend or repeal bylaws upon the directors. The fact that such power has been so conferred upon the directors shall not divest the stockholders of the power, nor limit their power to adopt, amend or repeal bylaws.

Jabil Inc. Subsidiaries*

Ownership is 100% except where designated

AOC Technologies (Wuhan) Co., Ltd. (China)
AOC Technologies, Inc. (US)
Badger Technologies, LLC (US)
Celetronix India Private Limited (India)
Celetronix USA, Inc. (US)
Clothing Plus MBU Oy (Finland)
Clothing Plus Zhejiang Ltd. (China)
eco.logic brands inc. (US)
F-I Holding Company (Cayman Islands)
Green Point (Suzhou) Technology Co., Ltd. (China)
Green Point (Tianjin) Precision Electronic Co., Ltd. (China)
Green Point (Wuxi) Electronic Technology Co., Ltd. (China)
Green Point Precision (M) Sdn. Bhd. (Malaysia)
Green Point Technology (Shenzhen) Co., Ltd. (China)
Green Point Technology (Wuxi) Co., Ltd. (China)
Green Prosperity Co., Ltd. (British Virgin Islands)
Greenam Electricity (Proprietary) Limited (Namibia) (Jabil indirectly owns 79% of this entity)
Jabil (Mauritius) Holdings Ltd. (Mauritius)
Jabil Advanced Mechanical Solutions de Mexico, S. de R.L. de C.V. (Mexico)
Jabil Advanced Mechanical Solutions, Inc. (US)
Jabil AMS, LLC (US)
Jabil Canada Corporation (Canada)
Jabil Cares Foundation, Inc. (US)
Jabil Circuit (Beijing) Ltd. (China)
Jabil Circuit (BVI) Inc. (British Virgin Islands)
Jabil Circuit (Guangzhou) Ltd. (China)
Jabil Circuit (Shanghai) Co. Ltd. (China)
Jabil Circuit (Singapore) Pte. Ltd. (Singapore)
Jabil Circuit (Wuxi) Co. Ltd. (China)
Jabil Circuit Austria GmbH (Austria)
Jabil Circuit Belgium N.V. (Belgium)
Jabil Circuit Cayman L.P. (Cayman Islands)
Jabil Circuit China Limited (Hong Kong)
Jabil Circuit de Chihuahua S. de R.L. de C.V. (Mexico)
Jabil Circuit de Mexico S. de R.L. de C.V. (Mexico)
Jabil Circuit Financial II, Inc. (US)
Jabil Circuit Hong Kong Limited (Hong Kong)
Jabil Circuit Hungary Contract Manufacturing Services Ltd. (Hungary)
Jabil Circuit India Private Limited (India)
Jabil Circuit Investment (China) Co., Ltd (China)
Jabil Circuit Italia S.r.l. (Italy)
Jabil Circuit Limited (United Kingdom)
Jabil Circuit Luxembourg II S.à.r.l. (Luxembourg)
Jabil Circuit Luxembourg S.à.r.l. (Luxembourg)
Jabil Circuit Netherlands B.V. (Netherlands)
Jabil Circuit of Michigan, Inc. (US)
Jabil Circuit SAS (France)
Jabil Circuit Sdn. Bhd. (Malaysia)
Jabil Circuit Technology LLC (Cayman Islands)
Jabil Circuit Ukraine Limited (Ukraine)
Jabil Defense and Aerospace Services, LLC (US)
Jabil Denmark Aps (Denmark)
Jabil do Brasil Indústria Eletroeletrônica Ltda. (Brazil)
Jabil DR, S.R.L. (Dominican Republic)
Jabil Dutch Mexico B.V. (Netherlands)

Jabil Electronics (Weihai) Co., Ltd. (China)
Jabil EMS Switzerland GmbH (Switzerland)
Jabil Energy (Namibia) (PTY) Ltd. (Namibia)
Jabil Green Point Precision Electronics (Wuxi) Co. Ltd. (China)
Jabil Green Point Technology (Huizhou) Co., Ltd. (China)
Jabil Healthcare DR, S.R.L. (Dominican Republic)
Jabil Hungary LP Services, Limited Liability Company (Hungary)
Jabil India Manufacturing Private Limited (India)
Jabil Industrial do Brasil Ltda. (Brazil)
Jabil International Holding II, S. de R.L. de C.V. (Mexico)
Jabil International Holding S. de R.L. de C.V. (Mexico)
Jabil International Treasury Pte. Ltd (Singapore)
Jabil Investment Pte. Ltd. (Singapore)
Jabil Israel Ltd. (Israel)
Jabil Japan, Inc. (Japan)
Jabil Korea International Limited (Republic of Korea)
Jabil Mexico Holding, S. de R.L. de C.V. (Mexico)
Jabil Mexico Investment, S. de R.L. de C.V. (Mexico)
Jabil Monterrey S. de R.L. de C.V. (Mexico)
Jabil Nypro Holding LLC (US)
Jabil Nypro I, LLC (US)
Jabil Nypro II, LLC (US)
Jabil Nypro International B.V. (Netherlands)
Jabil Optics Germany GmbH (Germany)
Jabil Poland Sp. z.o.o. (Poland)
Jabil Precision Industry (Guangzhou) Co., Ltd. (China)
Jabil Science & Telecommunication Trading (Wuxi) Co. Ltd. (China)
Jabil Sdn. Bhd. (Malaysia)
Jabil Services Korea Limited (Republic of Korea)
Jabil Silver Creek, Inc. (US)
Jabil South Africa (Pty) LTD (South Africa)
Jabil Switzerland Manufacturing GmbH (Switzerland)
Jabil Technology (Chengdu) Co., Ltd (China)
Jabil Technology and Trading (Wuxi) Co., Ltd. (China)
Jabil Torres S. de R.L. de C.V. (Mexico)
Jabil Tuttlingen Manufacturing GmbH (Germany)
Jabil Umkirch Manufacturing GmbH (Germany)
Jabil Vietnam Company Limited (Vietnam)
Jabil, Limited Liability Company (Russian Federation)
JCI Labuan Limited (Malaysia)
JN Global Holdings C.V. (Netherlands)
Kasalis Inc. (US)
Kuatro Ukraine LLC (Ukraine)
Manna Renewable Energy Investments Two (Pty) Ltd (Namibia)
N P Medical Inc. (US)
NPA de Mexico S. de R.L. de C.V. (Mexico)
Nypro Atlanta LLC (US)
Nypro China Holdings Limited (Hong Kong)
Nypro de la Frontera, S. de R.L. de C.V. (Mexico)
Nypro Deutschland GmbH (Germany)
Nypro DR, LLC (US)
Nypro Guadalajara S.A. de C.V. (Mexico)
Nypro Healthcare Baja Inc. (US)
Nypro Healthcare GmbH (Germany)
Nypro Healthcare LLC (US)
Nypro Inc. (US)
Nypro Iowa Inc. (US)
Nypro Limited (Ireland)
Nypro Monterrey Management S. de R.L. de C.V. (Mexico)

Nypro Plastics & Metal Products (Shenzhen) Co., Ltd. (China)
Nypro Plastics & Molding Products (Suzhou) Co., Ltd. (China)
Nypro Puerto Rico Inc. (US)
Nypro Research and Developments Limited (Ireland)
Nypro Spain Holding, S.L.U. (Spain)
NyproMold Chicago Inc. (US)
NyproMold Inc. (US)
NyproMold Investment Corp. (US)
Plasticast Hungary Korlátolt Felelősségű Társaság (Hungary)
Plásticos Castella S.A.U. (Spain)
PT Jabil Circuit Indonesia (Indonesia)
Radius Chicago LLC (US)
Radius Hong Kong Limited (Hong Kong)
Radius Product Development Inc. (US)
Roosevelt Insurance Company, Ltd. (Cayman Islands)
S.M.R. Metal Ltd. (Israel)
Shemer Motion (2009) Ltd. (Israel)
Taiwan Green Point Enterprises Co., Ltd. (Taiwan)
Taiwan Green Point Enterprises Co., Ltd. (British Virgin Islands)
Westing Green (Tianjin) Plastic Co., Ltd (China)
Wolfe Engineering (Shanghai) Co., Ltd. (China)
Yen Investments 140 (Proprietary) Limited (Namibia)
YouTransactor SAS (France)

* Jabil Inc. subsidiaries list as of August 31, 2022.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-239916) of Jabil Inc. and subsidiaries, and
- (2) Registration Statements (Form S-8 Nos. 333-252301, 333-252300, 333-239917, 333-221022, 333-187772, 333-172458, 333-172457, 333-172443, 333-165921, 333-132721, 333-112264, 333-98299, 333-106123, 333-146577, 333-149277 and 333-158291) of Jabil Inc. and subsidiaries

of our reports dated October 25, 2022, with respect to the consolidated financial statements and schedule of Jabil Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Jabil Inc. and subsidiaries included in this Annual Report (Form 10-K) for the year ended August 31, 2022.

/s/ ERNST & YOUNG LLP

Tampa, Florida
October 25, 2022

CERTIFICATIONS

I, Mark T. Mondello, certify that:

1. I have reviewed this annual report on Form 10-K of Jabil Inc.;
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(s) 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(s) 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: October 25, 2022

/s/ MARK T. MONDELLO

Mark T. Mondello
Chief Executive Officer

CERTIFICATIONS

I, Michael Dastoor, certify that:

1. I have reviewed this annual report on Form 10-K of Jabil Inc.;
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(s) 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(s) 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: October 25, 2022

/s/ MICHAEL DASTOOR

Michael Dastoor
Chief Financial Officer

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

In connection with the Annual Report of Jabil Inc. (the “Company”) on Form 10-K for the fiscal year ended August 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Form 10-K”), I, Mark T. Mondello, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 25, 2022

/s/ MARK T. MONDELLO

Mark T. Mondello
Chief Executive Officer

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

In connection with the Annual Report of Jabil Inc. (the "Company") on Form 10-K for the fiscal year ended August 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), I, Michael Dastoor, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 25, 2022

/s/ MICHAEL DASTOOR

Michael Dastoor
Chief Financial Officer