



JABIL INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Role and Purpose

The purpose of the nominating and corporate governance committee (the "N&CG Committee") of the board of directors of Jabil Inc. (the "Company") is to assist the board of directors in fulfilling its oversight responsibilities by (1) identifying and recruiting individuals qualified to become members of the board of directors and recommending that the board of directors select the director nominees for the next annual meeting of the stockholders of the Company; (2) developing and recommending to the board of directors a set of corporate governance guidelines applicable to the Company; and (3) providing oversight of the succession planning process for senior management.

Composition

The N&CG Committee shall consist of at least three directors, each of whom shall satisfy any applicable independence requirements of the New York Stock Exchange. Members of the N&CG Committee are appointed by the board of directors and shall hold office until the earlier of (1) the election of their respective successors, (2) the end of their service as a director of the Company (whether through resignation, removal, expiration of term, or death), or (3) their resignation from the N&CG committee. The chairperson of the N&CG Committee may be selected by the board of directors or, if it does not do so, the N&CG Committee members may elect a chairperson by vote of a majority of the full committee. The N&CG Committee may form and delegate authority to subcommittees when appropriate.

Duties and Responsibilities

The N&CG Committee's duties and responsibilities shall be to:

- Develop and recommend to the board of directors a set of corporate governance guidelines applicable to the Company, and annually review these guidelines and recommend changes to the board of directors, as appropriate.
- Review and report on possible candidates for membership on the board of directors consistent with the board's criteria for selecting new directors as expressed in the corporate governance guidelines or otherwise.
- Annually recommend to the board of directors the individuals to be nominated for election or re-election as directors at the annual meeting of stockholders and recommend director candidates to be elected by the board to fill vacancies and newly created directorships.
- Establish the compensation each member of the board of directors will receive for such member's service to the company as a director, and annually review the form and amount of such compensation.
- Make recommendations to the board of directors on (1) director independence and committee member qualifications, (2) committee member appointments and removals, (3) committee structure and operations (including authority to delegate to subcommittees), and (4) committee reporting to the board.

- Provide oversight of the annual evaluation of the board (including each member thereof) and management.
- Provide oversight of any advisory council or similar committee or group appointed by the board or a committee thereof.
- Provide oversight of the succession planning process for the members of the senior management team deemed in the discretion of the N&CG Committee to be in strategic roles, to support the board of directors in its management succession responsibilities.
- Review emerging corporate governance issues and practices.
- Review and approve directorships at other for-profit companies offered to directors of the Company.
- Oversee the orientation process for new directors and ongoing education for directors.
- Oversee the Company's programs relating to environment, social, and governance matters, except to the extent reserved for the full board or another committee of the board.
- Report to the board of directors, by means of written or oral reports, submission of minutes of N&CG Committee meetings or otherwise, from time to time or whenever it shall be called upon to do so.
- Review this charter annually for possible revision and recommend any proposed changes to the board of directors for approval.

Resources

The N&CG Committee shall have the authority to retain, at the Company's expense, outside legal, accounting or other advisors, including search firms, as it determines necessary to carry out its duties and shall have authority to approve such advisors' fees and other retention terms. The N&CG Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates and to retain and terminate any compensation consultant used to assist in establishing director compensation.

Interpretations and Determinations

The N&CG Committee and the board of directors shall have the power and authority to interpret this Charter and make any determinations as to whether any action taken has been taken in compliance with the terms hereof.

Evaluation

The N&CG Committee shall conduct an annual performance evaluation of this committee.

Disclosure

This charter shall be made available on the Company's website.