



JABIL INC.

COMPENSATION COMMITTEE CHARTER

Role and Purpose

The purpose of the compensation committee of the board of directors of Jabil Inc. (the "Company") is to assist the board of directors in discharging its oversight responsibilities relating to the compensation of the Company's executive officers.

Composition

Members of the compensation committee are appointed by the board of directors on the recommendation of the nominating and corporate governance committee and shall hold office until the earlier of (1) the appointment of their respective successors at the discretion of the board of directors, (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 committee. The chairperson of the committee may be selected by the board of directors or, if it does not do so, the committee members may elect a chairperson by vote of a majority of the full committee.

The membership of the compensation committee shall consist of at least three directors, each of whom shall satisfy the independence requirements of the New York Stock Exchange. The selection of the members of the committee shall be made in accordance with Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (or any successor to Rule 16b-3 as in effect from time to time) and any other applicable law or regulation. The foregoing notwithstanding, no action of the committee shall be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirements of this paragraph.

The compensation committee may form and delegate authority to subcommittees when appropriate.

Duties and Responsibilities

The compensation committee's duties and responsibilities shall be to:

- Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and set the compensation level of the Chief Executive Officer based on this evaluation and other factors considered by the committee. In determining the incentive components of Chief Executive Officer compensation, the committee may consider a number of factors, including, but not limited to, the Company's performance relative to stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the Chief Executive Officer in past years.
- Review and approve the annual base salaries and incentive compensation of executive officers and of other officers selected at the discretion of the committee from time to time, including: (1) all incentive awards and compensation, including both cash-based and equity-based awards and compensation; (2) any employment agreements and severance arrangements; (3) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (4) any special or supplemental compensation and benefits for the executive officers and persons who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- Make recommendations to the board of directors for the adoption or modification of equity-based and incentive compensation plans needing approval by the board of directors or stockholders.

- Review and discuss with management the Company's disclosure to be made in the Compensation Discussion and Analysis and determine whether or not to recommend to the board of directors that the Compensation Discussion and Analysis be included in the Company's proxy statement, and oversee the production of an annual compensation committee report setting forth such recommendation to be published in the Company's proxy statement or such other report as may be required in compliance with then currently applicable Securities and Exchange Commission rules and regulations and relevant listing authority.
- Oversee the Company's submissions to stockholders on executive compensation matters, including reviewing the results of any advisory stockholder votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under NYSE listing standards) and, in conjunction with the other committees of the board, engage with proxy advisory firms and other stockholder groups on executive compensation matters.
- Develop and implement policies with respect to the recovery or "clawback" of any excess compensation paid to any of the Company's executive officers.
- Determine stock ownership guidelines for the CEO and other executive officers of the Company and review compliance with such guidelines.
- Review succession plans for the members of the senior management team deemed in the discretion of the committee to be in strategic roles, for compensation and retention purposes.
- Review and assess the Company's programs and key metrics related to the Company's human capital management strategy.
- Report to the board of directors, by means of written or oral reports, submission of minutes of 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 compensation committee shall have the authority to retain, at the Company's expense, outside legal, accounting or other advisors, including compensation consultants, as it determines necessary to carry out its duties, taking into consideration independence and such other factors as the committee considers appropriate or as may be required by applicable law, rule or listing authority, and shall have authority to approve such advisors' fees and other retention terms.

Interpretations and Determinations

The compensation 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 compensation committee shall conduct an annual performance evaluation of this committee.

Disclosure

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