

PLEXUS CORP  
Form DEF 14A  
December 19, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

PLEXUS CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**NOTICE OF ANNUAL MEETING  
OF SHAREHOLDERS  
on February 4, 2009**

To the Shareholders of Plexus Corp.:

Plexus Corp. will hold its annual meeting of shareholders at The Westin Chicago Northwest, located at 400 Park Boulevard, Itasca, Illinois, on Wednesday, February 4, 2009 at 11:00 a.m., for the following purposes:

- (1) To elect nine directors to serve until the next annual meeting and until their successors have been duly elected.
- (2) To ratify the selection of PricewaterhouseCoopers LLP as Plexus independent auditors.
- (3) To transact such other business as may properly come before the meeting or any adjournment thereof.

Plexus Corp.'s shareholders of record at the close of business on December 1, 2008 will be entitled to vote at the meeting or any adjournment of the meeting. On or about December 22, 2008, we expect to mail most shareholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy statement and annual report, as well as vote, online. All other shareholders will be sent a copy of the proxy statement and annual report by mail.

We call your attention to the proxy statement accompanying this notice for a more complete statement about the matters to be acted upon at the meeting.

By order of the Board of Directors

Angelo M. Ninivaggi  
Vice President, General Counsel, Secretary and  
Corporate Compliance Officer  
Neenah, Wisconsin  
December 16, 2008

**You may vote in person or by using a proxy as follows:**

- By internet: Go to [www.proxyvote.com](http://www.proxyvote.com). Please have either the notice or proxy card we sent to you in hand because each has your personal 12 digit control number(s) needed for your vote.
- By telephone: Call 1-800-690-6903 on a touch-tone telephone. Please have either the notice or proxy card we sent to you in hand because each has your personal 12 digit control number(s) needed for your vote.
- By mail: If you only received a notice, please request written materials as provided on page 1 of the proxy statement. Complete, sign, and date the proxy card and return it to the address indicated on the proxy card.

**If you later find that you will be present at the meeting or for any other reason desire to revoke your proxy, you may do so at any time before it is voted.**

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55 Jewelers Park Drive  
P.O. Box 156  
Neenah, Wisconsin 54957-0156

**PROXY STATEMENT**

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**ANNUAL MEETING OF SHAREHOLDERS  
FEBRUARY 4, 2009**

**COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING**

**Q: WHEN IS THIS PROXY MATERIAL FIRST AVAILABLE TO SHAREHOLDERS?**

**A:** On or about December 22, 2008, Plexus Corp. ( Plexus , we or the Company ) expects to mail most shareholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy material over the internet and to mail printed copies of the proxy material to the rest of our shareholders.

**Q: WHY DID I RECEIVE A NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS INSTEAD OF A PRINTED COPY OF THE PROXY MATERIALS?**

**A:** Pursuant to the rules recently adopted by the Securities and Exchange Commission, we are permitted to provide access to our proxy material over the internet instead of mailing a printed copy of the proxy material to each shareholder. As a result, on or about December 22, 2008, we expect to mail most shareholders a Notice of Internet Availability of Proxy Materials containing instructions regarding how to access our proxy material, including our proxy statement and annual report, and vote via the internet. If you receive a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy material unless you request one by following the instructions included in the Notice of Internet Availability of Proxy Material or provided below.

**Important Notice Regarding the Availability of Proxy Materials for  
the Shareholder Meeting to Be Held on February 4, 2009**

**The proxy statement and annual report are available at [www.proxyvote.com](http://www.proxyvote.com).**

At [www.proxyvote.com](http://www.proxyvote.com), shareholders can view the proxy material, cast their vote and request to receive paper copies of the proxy material by mail.

**Q: HOW CAN SHAREHOLDERS REQUEST PAPER COPIES OF THE PROXY MATERIAL?**

**A:** Shareholders may request that paper copies of the proxy material, including an annual report, proxy statement and proxy card, be sent to them without charge as follows:

By internet: [www.proxyvote.com](http://www.proxyvote.com)

By email: Send a blank email with your 12 digit control number(s) in the subject line to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

By telephone: 1-800-579-1639

When you make your request, please have your 12 digit control number(s) available; that control number was included in the notice that was mailed to you. To assure timely delivery of the proxy material before the annual meeting, please make your request no later than January 21, 2009.

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**Q: WHAT AM I VOTING ON?**

**A:** At the annual meeting you will be voting on two proposals:

1. The election of nine directors to the board of directors to serve until Plexus' next annual meeting and until their successors have been duly elected. This year's nominees are:

|              |                     |
|--------------|---------------------|
| Ralf R. Böer | John L.<br>Nussbaum |
|--------------|---------------------|

|                       |                       |
|-----------------------|-----------------------|
| Stephen P. Cortinovis | Michael V.<br>Schrock |
|-----------------------|-----------------------|

|                |                            |
|----------------|----------------------------|
| David J. Drury | Charles M.<br>Strother, MD |
|----------------|----------------------------|

|               |                    |
|---------------|--------------------|
| Dean A. Foate | Mary A.<br>Winston |
|---------------|--------------------|

Peter Kelly

2. A proposal to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as Plexus' independent auditor for 2009.

**Q: WHAT ARE THE BOARD'S VOTING RECOMMENDATIONS?**

**A:** The board of directors is soliciting this proxy and recommends the following votes:

FOR each of the nominees for election to the board of directors; and

FOR the ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as Plexus' independent auditors for 2009.

**Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL?**

**A:** To conduct the annual meeting, more than 50% of the Plexus' outstanding shares entitled to vote must be present in person or by duly authorized proxy. This is referred to as a quorum. Abstentions and shares which are the subject of broker non-votes will be counted for the purpose of determining whether a quorum exists; shares represented at a meeting for any purpose are counted in the quorum for all matters to be considered at the meeting.

Assuming a quorum is present, directors are elected by a plurality of the votes cast in person or by proxy by the holders of Plexus common stock entitled to vote at the election at the meeting. Plurality means that the individuals who receive the highest number of votes are elected as directors, up to the number of directors to be chosen at the meeting. Any votes attempted to be cast against a candidate are not given legal effect and are not counted as votes cast in the election of directors. Therefore, any shares which are not voted, whether by withheld authority, broker non-vote or otherwise, have no effect in the election of directors except to the extent that the failure to vote for any individual results in another individual receiving a relatively larger number of votes.

Ratification of PricewaterhouseCoopers LLP as Plexus' independent auditors will be determined by a majority of the shares voting on that matter, assuming a quorum is present. Therefore, abstentions and broker non-votes will not affect the vote, except insofar as they reduce the number of shares which are voted.

**Q: WHAT IF I DO NOT VOTE?**

**A:** The effect of not voting will depend on how your share ownership is registered.

If you own shares as a registered holder and you do not vote, the shares that you do not vote will not be represented at the meeting and will not count toward the quorum requirement. If a quorum is obtained, then the shares that you have not voted will not affect whether a proposal is approved or rejected.

If you are a shareholder whose shares are not registered in your name and you do not vote, then your bank, broker or other holder of record may still represent your shares at the meeting for purposes of obtaining a quorum. In the



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absence of your voting instructions, your bank, broker or other holder of record may or may not vote your shares in its discretion depending on the proposal before the meeting. Your broker may vote your shares in its discretion on routine matters such as the election of directors and ratification of the Plexus independent auditors.

**Q: WHO MAY VOTE?**

**A:** You may vote at the annual meeting if you were a shareholder of record of Plexus common stock as of the close of business on December 1, 2008, which is the Record Date. As of the Record Date, Plexus had 39,327,417 shares of common stock outstanding. Each outstanding share of common stock is entitled to one vote on each matter presented. Any shareholder entitled to vote may vote either in person or by duly authorized proxy.

**Q: HOW DO I VOTE?**

**A:** We offer four methods for you to vote your shares at the annual meeting in person; via the internet; by telephone; or by mail. You may vote in person at the annual meeting or authorize the persons named as proxies on the proxy card, John L. Nussbaum, Dean A. Foate and Angelo M. Ninivaggi, to vote your shares. We recommend that you vote as soon as possible, even if you are planning to attend the annual meeting, so that the vote count will not be delayed. While we offer four methods, we encourage you to vote via the internet, as it is the most cost-effective method available. There is no charge to vote your shares via the internet, though you may incur costs associated with electronic access, such as usage charges from internet access providers. If you choose to vote your shares via the internet, there is no need for you to request or mail back a proxy card.

By internet: Go to [www.proxyvote.com](http://www.proxyvote.com). Please have either the notice or proxy card we sent to you in hand because each has your personal 12 digit control number(s) needed for your vote.

By telephone: On a touch-tone telephone, call 1-800-690-6903. Please have either the notice or proxy card we sent to you in hand because each has your personal 12 digit control number(s) needed for your vote.

By mail: If you only received a notice, please request written materials as provided on page 1 of the proxy statement. Complete, sign, and date the proxy card and return it to the address indicated on the proxy card.

If your shares are not registered in your name, then you vote by giving instructions to the firm that holds your shares rather than using any of these methods. Please check the voting form of the firm that holds your shares to see if it offers internet or telephone voting procedures.

**Q: WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE REQUEST TO VOTE?**

**A:** It means your shares are held in more than one account. You should vote the shares on all of your proxy requests. You may help us reduce costs by consolidating your accounts so that you receive only one set of proxy materials in the future. To consolidate your accounts, please contact our transfer agent, American Stock Transfer & Trust Company, LLC, toll-free at 1-800-937-5449.

**Q: WHAT IF I OWN SHARES AS PART OF PLEXUS 401(k) SAVINGS PLAN AND/OR EMPLOYEE STOCK PURCHASE PLANS?**

**A:** Shareholders who own shares as part of Plexus 401(k) Savings Plan (the 401(k) Plan ) and/or the Plexus 2000 and 2005 Employee Stock Purchase Plans (the Purchase Plans ) will receive a separate means for proxy voting their shares held in each account. Shares held by the 401(k) Plan for which participant designations are received will be voted in accordance with those designations; those shares for which designations are not received will be voted proportionally, based on the votes for which voting directions have been received from participants. Shares held in accounts under the Purchase Plans will be voted in accordance with management recommendations except for shares for which contrary designations from participants are received.

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**Q: WHO WILL COUNT THE VOTE?**

**A:** Broadridge Financial Solutions, Inc. will use an automated system to tabulate the votes. Its representatives will also serve as the election inspectors.

**Q: WHO CAN ATTEND THE ANNUAL MEETING?**

**A:** All shareholders of record as of the close of business on December 1, 2008, can attend the meeting. However, seating is limited and will be on a first arrival basis.

To attend the annual meeting, please follow these instructions:

Bring proof of ownership of Plexus common stock and a form of identification; or

If a broker or other nominee holds your shares, bring proof of ownership of Plexus common stock through such broker or nominee and a form of identification.

**Q: CAN I CHANGE MY VOTE AFTER I RETURN OR SUBMIT MY PROXY?**

**A:** Yes. Even after you have submitted your proxy, proxies may be revoked at any time prior to the voting thereof either by written notice filed with the secretary or acting secretary of the meeting or by oral notice to the presiding officer during the meeting. Presence at the annual meeting of a shareholder who has appointed a proxy does not in itself revoke a proxy.

**Q: MAY I VOTE AT THE ANNUAL MEETING?**

**A:** If you complete a proxy card or vote via the internet, you may still vote in person at the annual meeting. To vote at the meeting, please either give written notice that you would like to revoke your original proxy to the secretary or acting secretary of the meeting or oral notice to the presiding officer during the meeting.

If a broker, bank or other nominee holds your shares and you wish to vote in person at the annual meeting you must obtain a proxy issued in your name from the broker, bank or other nominee; otherwise you will not be permitted to vote in person at the annual meeting.

**Q: WHO IS MAKING THIS SOLICITATION?**

**A:** This solicitation is being made on behalf of Plexus by its board of directors. Plexus will pay the expenses in connection with the solicitation of proxies. Upon request, Plexus will reimburse brokers, dealers, banks and voting trustees, or their nominees, for reasonable expenses incurred in forwarding copies of the proxy material and annual report to the beneficial owners of shares which such persons hold of record. Plexus will solicit proxies by mailing proxy material to certain shareholders and a Notice of Internet Availability of Proxy Materials to all other shareholders; for shareholders that do not receive the full proxy material, paper copies will be sent upon request as provided above and as provided in Plexus Notice of Internet Availability of Proxy Materials. Proxies may be solicited in person, or by telephone, e-mail or fax, by officers and regular employees of Plexus who will not be separately compensated for those services.

To help assure that sufficient shares are represented at the meeting, Plexus also has engaged D.F. King & Co., Inc. to assist in the solicitation of proxies and provide related informational support and analysis, for a services fee and the reimbursement of customary out-of-pocket expenses that are not expected to exceed \$25,000 in the aggregate.

**Q: WHEN ARE SHAREHOLDER PROPOSALS DUE FOR THE 2010 ANNUAL MEETING?**

**A:** The Corporate Secretary must receive a shareholder proposal no later than August 24, 2009, in order for the proposal to be considered for inclusion in our proxy materials for the 2010 annual meeting. The 2010 annual meeting of shareholders is tentatively scheduled for February 10, 2010. To otherwise bring a proposal or nomination before the 2010 annual meeting, you must comply with our bylaws. Currently, our bylaws require written notice to the Corporate Secretary between October 13, 2009, and November 7, 2009. The purpose of this

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requirement is to assure adequate notice of, and information regarding, any such matter as to which shareholder action may be sought. If we receive your notice after November 7, 2009, then your proposal or nomination will be untimely. In addition, your proposal or nomination must comply with the procedural provisions of our bylaws. If you do not comply with these procedural provisions, your proposal or nomination can be excluded. Should the board nevertheless choose to present your proposal, the named Proxies will be able to vote on the proposal using their best judgment.

**Q: WHAT IS THE ADDRESS OF THE CORPORATE SECRETARY?**

**A:** The address of the Corporate Secretary is:

Plexus Corp.

Attn: Corporate Secretary

55 Jewelers Park Drive

P.O. Box 156

Neenah, Wisconsin 54957

**Q: WILL THERE BE OTHER MATTERS TO VOTE ON AT THIS ANNUAL MEETING?**

**A:** We are not aware of any other matters that you will be asked to vote on at the annual meeting. Other matters may be voted on if they are properly brought before the annual meeting in accordance with our bylaws. If other matters are properly brought before the annual meeting, then the named proxies will vote the proxies they hold in their discretion on such matters.

For matters to be properly brought before the meeting, our bylaws require that we receive written notice, together with specified information, not less than 45 days nor more than 70 days before the first anniversary of the date in which proxy materials for the previous year's annual meeting were first made available to shareholders. We did not receive notice of any matters by the deadline for the 2009 annual meeting, November 2, 2008.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table presents certain information as of December 1, 2008 regarding the beneficial ownership of the Plexus common stock held by each director or nominee for director, each executive officer appearing in the Summary Compensation Table included in Executive Compensation, all directors and executive officers as a group, and each known 5%-or-greater shareholder of Plexus.

| Name   | Shares<br>Beneficially<br>Owned (1) | Percentage<br>of Shares<br>Outstanding |
|--|-------------------------------------|--|
| Ralf R. Böer   | 37,250                              | *                                      |
| Stephen P. Cortinovis  | 45,750                              | *                                      |
| David J. Drury   | 48,750                              | *                                      |
| Dean A. Foate  | 654,892                             | 1.6%                                   |
| Peter Kelly  | 34,850                              | *                                      |
| John L. Nussbaum   | 252,722                             | *                                      |
| Michael V. Schrock   | 24,750                              | *                                      |
| Charles M. Strother, MD                                      | 48,750                              | *                                      |
| Mary A. Winston  | 1,250                               | *                                      |
| Ginger M. Jones  | 11,023                              | *                                      |
| Michael T. Verstegen   | 104,853                             | *                                      |
| Angelo M. Ninivaggi  | 10,319                              | *                                      |
| Yong Jin Lim   | 22,000                              | *                                      |
| All executive officers and directors as a group (19 persons) | 1,421,848                           | 3.5%                                   |
| Barclays Global Investors, NA. (2)                           | 2,726,487                           | 6.9%                                   |
| Vanguard Group, Inc. (3)                                     | 2,462,838                           | 6.3%                                   |
| Disciplined Growth Investors, Inc. (4)                       | 2,087,929                           | 5.3%                                   |

\* Less than 1%

(1) The specified persons have sole voting and sole dispositive powers as to all shares, except as otherwise indicated. Mr. Foate shares these powers with an adult child as to 2,000 shares, ownership of which he disclaims. The

amounts include shares subject to options granted under Plexus option plans which are exercisable currently or within 60 days of December 1, 2008. The options include those held by Mr. Böer (32,250 shares), Mr. Cortinovis (40,750), Mr. Drury (43,750), Mr. Foate (567,916), Mr. Kelly (28,750), Mr. Nussbaum (100,502), Mr. Schrock (18,750), Dr. Strother (43,750), Ms. Winston (1,250), Ms. Jones (7,333), Mr. Verstegen (92,000), Mr. Ninivaggi (7,583), Mr. Lim (22,000), and all executive officers and directors as a group (1,114,139). The total for all executive officers and directors as a group excludes any stock-settled

stock appreciation rights ( SARs ) granted under Plexus equity incentive plans that are currently vested or that vest within 60 days of December 1, 2008, because the respective exercise prices of the SARs were below the market value of Plexus common stock on December 1, 2008; such SARs are owned by individuals who are neither directors nor executive officers named in the Summary Compensation Table.

- (2) Barclays Global Investors, NA. ( Barclays ) filed a report on Schedule 13G dated December 31, 2007 reporting sole voting power as to 2,374,935 shares, and sole dispositive power as to 2,964,181 shares of common stock. The report was filed jointly

with Barclays  
Global  
Investors, Ltd.,  
Barclays Global  
Fund Advisors  
and Barclays  
Global Investors  
Japan Limited.  
Barclays  
subsequently  
filed a Report  
on Form 13F

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for the quarter ended September 30, 2008 showing sole investment power as to 2,726,487 shares and sole voting power as to 2,143,209 of those shares. The address of Barclays, a bank with investment advisor affiliates, is 45 Fremont Street, San Francisco, California 94105.

- (3) Vanguard Group, Inc. filed a report on Form 13F for the quarter ended September 30, 2008, showing sole investment power as to 2,462,838 shares and sole voting power as to 41,520 shares. The address of Vanguard Group, an investment advisor, is P.O. Box 2600, Valley Forge, Pennsylvania 19482.

- (4) Disciplined Growth Investors, Inc.



filed a report on Schedule 13G dated June 30, 2008 reporting that it held sole voting power as to 1,899,904 shares and sole dispositive power as to 2,168,854 shares of common stock.

Disciplined Growth Investors subsequently filed a report on Form 13F for the quarter ended September 30, 2008 showing sole investment power as to 2,087,929 shares and sole voting power as to 1,818,879 shares. The address of Disciplined Growth Investors, an investment advisor, is 100 South Fifth Street, Suite 2100, Minneapolis, Minnesota 55402.

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Plexus believes that it needs to attract and retain talented, focused, and motivated leadership to deliver the innovation and economic success its shareholders expect. For Plexus, the concept of leadership is not limited to the leadership within the company; leadership also includes the individuals who serve on Plexus' board.

In accordance with Plexus' bylaws, the board of directors has determined that there shall be nine directors elected at the annual meeting of shareholders to serve until their successors are duly elected and qualified. The persons who are nominated as directors, and for whom proxies will be voted unless a shareholder specifies otherwise, are named below. If any of the nominees should decline or be unable to act as a director, which is not foreseen, the proxies will be voted with discretionary authority for a substitute nominee designated by the board of directors. Plexus' bylaws authorize up to nine directors, as determined by the board. The Plexus board may expand the board up to the number of directors authorized in Plexus' bylaws and elect directors to fill empty seats, including those created by an expansion, between shareholders' meetings.

| <b>Name and Age</b>         | <b>Principal Occupation<br/>And Business Experience (1)</b>   | <b>Director<br/>Since</b> |
|-----------------------------|---|---------------------------|
| Ralf R. Böer, 60            | Partner, Chairman and Chief Executive Officer, Foley & Lardner LLP, a national law firm (2)   | 2004                      |
| Stephen P. Cortinovis, 58   | Private equity investor in Lasco Foods Company; previously also Partner, Bridley Capital Partners Limited, a private equity group (3)   | 2003                      |
| David J. Drury, 60          | President and Chief Executive Officer of Poblocki Sign Company LLC, an exterior and interior sign systems company; he is also a Certified Public Accountant who practiced as such for 18 years (4)  | 1998                      |
| Dean A. Foate, 50           | President and Chief Executive Officer of Plexus since 2002; Chief Operating Officer and Executive Vice President prior thereto (5)  | 2000                      |
| Peter Kelly, 51             | Vice President and Chief Financial Officer, UGI Corp., a distributor and marketer of energy products and services, since 2007; previously, Chief Financial Officer and Executive Vice President, Agere Systems, a semi-conductor company, from 2005 to 2007, and Executive Vice President of Agere's Global Operations Group prior thereto  | 2005                      |
| John L. Nussbaum, 66        | Chairman of Plexus since 2002   | 1980                      |
| Michael V. Schrock, 55      | President and Chief Operating Officer, Pentair, Inc., a diversified manufacturer, since 2006; previously, President and Chief Operating Officer of Pentair's Technical Products and Filtration Divisions  | 2006                      |
| Charles M. Strother, MD, 68 | Physician; Professor-Emeritus at the University of Wisconsin-Madison since 2005; previously, Professor at Baylor College of Medicine  | 2002                      |
| Mary A. Winston, 47         | Senior Vice President and Chief Financial Officer of Giant Eagle, Inc., a food retailer and food distributor, since 2008; President and Founder of WinsCo Financial, LLC, a financial solutions consulting firm, from 2007 to 2008; Executive Vice President and Chief Financial Officer of Scholastic Corporation, a children's publishing and media company, from 2004 to 2007; and a Vice President of Visteon Corporation, an | 2008                      |



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- (1) Unless otherwise noted, all directors have been employed in their principal occupation listed above for the past five years or more.
- (2) Also a director of Fiskars Corporation, a diversified consumer products company.
- (3) Also a director of Insituform Technologies, Inc., a company specializing in trenchless technology for underground pipes, as well as the chair of its Corporate Governance and Nominating Committee.
- (4) Also a director of Journal Communications, Inc., a media holding company, and the chair of its Nominating and Corporate Governance Committee as well as its Executive Committee. Additionally, Mr. Drury is a

trustee of The  
Northwestern  
Mutual Life  
Insurance  
Company, an  
insurance and  
financial products  
company.

(5) Also a director of  
Regal Beloit  
Corporation, an  
electrical motors  
and mechanical  
products  
company.

(6) Also a director of  
Dover  
Corporation, a  
diversified  
manufacturing  
company, and the  
chair of its Audit  
Committee.

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**CORPORATE GOVERNANCE**

**Board of Directors Meetings**

The board of directors held five meetings during fiscal 2008. As part of these meetings, non-management directors regularly meet without management present. During the period in which each director served, each director attended at least 75% of the total meetings of the board and the committees of the board on which that director served. The Plexus board of directors conducts an annual self-evaluation process, reviewing the performance of each individual board member as well as the performance of the board as a whole.

Plexus encourages all of its directors to attend the annual meeting of shareholders. Plexus generally holds a board meeting coincident with the annual meeting of shareholders to minimize director travel obligations and facilitate their attendance at the shareholders meeting. All then-serving directors attended the 2008 annual meeting of shareholders except for Mr. Kelly, who was detained in transit to the meeting due to inclement weather.

**Director Independence**

As a matter of good corporate governance, we believe that the board of directors should provide a strong voice in the governance of our company. Therefore, under our corporate governance policies and in accordance with Nasdaq Global Select Market rules, at least a majority of our directors must be independent directors.

When the board of directors makes its determination regarding which directors are independent, the board first considers and follows the Nasdaq Global Select Stock Market rules. The board also reviews other transactions and relationships, if any, involving Plexus and the directors or their family members or related parties; see Certain Transactions herein for a discussion of our policy regarding such transactions. Plexus expects its directors to inform it of any transaction, whether direct or indirect through an immediate family member or any business entity controlled by any of them, involving the director; Plexus also surveys directors periodically to confirm this information. Plexus does not use any dollar amount to screen transactions that should be reported to the Company. The board reviews the information submitted by its directors for its separate determination of materiality and compliance with Nasdaq and other standards when it determines independence.

In determining independence for the coming year, the board considered two relationships that, upon review, the board did not believe affected the independence of the directors.

The law firm of which Mr. Böer is a partner and the Chairman and CEO, Foley & Lardner LLP, began representing the Company in a significant lawsuit and other matters in fiscal 2007. During fiscal 2008, Foley & Lardner's accrued billings for fees and services to Plexus were \$513,000. This amount represented significantly less than one-tenth of one percent of each of Foley & Lardner's and Plexus' annual revenues.

Mr. Schrock is an executive officer of Pentair, Inc., which is a supplier to Plexus. Pentair's sales to Plexus in fiscal 2008 were \$388,000, which represented less than one-tenth of one percent of each of Pentair's and Plexus' annual revenues. It is anticipated that Pentair's sales to Plexus will increase in the coming years.

Based on the applicable standards and the board's review and consideration, the board of directors has determined that Messrs. Böer, Cortinovis, Drury, Kelly and Schrock, Dr. Strother and Ms. Winston are each independent under applicable rules and guidelines. Mr. Foate, as chief executive officer of the Company, and Mr. Nussbaum, who is a former chief executive officer of Plexus and receives retirement payments from Plexus, are not considered to be independent.

Our independent directors have the opportunity to meet in executive session, without the other directors or management, as part of each regular board meeting.

**Table of Contents****Board Committees**

The board of directors has three standing committees, all comprised solely of independent directors: Audit, Compensation and Leadership Development, and Nominating and Corporate Governance. The committees on which our directors currently serve, and the chairs of those committees, are identified in the following table:

| <b>Director</b>         | <b>Audit</b> | <b>Compensation<br/>and<br/>Leadership<br/>Development</b> | <b>Nominating<br/>and<br/>Corporate<br/>Governance<br/>Chair</b> |
|-------------------------|--------------|--|--|
| Ralf R. Böer            |              |  |  |
| Stephen P. Cortinovis   | X            | Chair  |  |
| David J. Drury          | Chair        |  | X  |
| Peter Kelly             | X            | X  |  |
| Michael V. Schrock      |              | X  | X  |
| Charles M. Strother, MD |              | X  | X  |
| Mary A. Winston         | X            |  |  |

Messrs. Foate and Nussbaum are not independent directors; therefore, they are not eligible to serve on these committees under Nasdaq rules or the committees' charters.

***Audit Committee***

The Audit Committee met eight times in fiscal 2008. The Audit Committee chooses the Company's independent auditors and oversees the audit process as well as the Company's accounting and finance functions. Among its other responsibilities, the Committee also oversees the Company's ethics and whistle-blowing reporting programs. See also Report of the Audit Committee.

***Audit Committee Financial Experts***

The board has determined that Messrs. Drury and Kelly and Ms. Winston are audit committee financial experts based on a review of each individual's educational background and business experience. For purposes of Securities and Exchange Commission (SEC) and Nasdaq rules, Messrs. Drury and Kelly and Ms. Winston are, along with Mr. Cortinovis, the other member of the Audit Committee, independent of Plexus. All members of the Audit Committee are financially literate and meet the other SEC and Nasdaq requirements for Audit Committee membership.

***Compensation and Leadership Development Committee***

The Compensation and Leadership Development Committee (in this subsection, the Committee) held four meetings during fiscal 2008. The Committee establishes the general compensation philosophies and plans for Plexus, determines the CEO's and other executive officers' compensation and approves grants and awards under Plexus compensation plans. The Committee also considers and makes recommendations to the board with respect to other employee compensatory plans and arrangements. Further, the Committee is responsible for reviewing Plexus leadership structure, talent management efforts, leadership development and executive succession plans. In addition to the following subsection, see also Compensation Disclosure and Analysis and Compensation Committee Report below for further information on the Committee's philosophies and practices, and its determinations in fiscal 2008.

***Overview of the Compensation Decision-Making Process***

In accordance with the philosophy and the goals described below in Compensation Discussion and Analysis, Plexus compensates its executive officers through salaries and various other compensation plans. The Committee considers many factors in its decision-making process about the compensation of Plexus leadership and the design of compensation plans company-wide.

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When determining compensation in fiscal 2008, as in past years, the Committee compared the compensation of Plexus executive officers with that paid by other companies in the general industries in which Plexus recruits, comparable companies in the electronic manufacturing services industry, companies with similar financial profiles and numerous general and electronics industry published surveys. The Committee determined the peer group with assistance from its compensation consultants, Sibson Consulting ( Sibson ). Companies were chosen using filtering criteria, such as industry codes, peer groups, relative size and employee base; anomalies or special circumstances (primarily acquisitions or significant size differences) which caused certain companies to not be in fact comparable were also reviewed. In addition, the Committee and Sibson also identified financial peers that were not in a similar business but which were similar in size and financial performance to Plexus.

Our resulting core peer list for fiscal 2008 consisted of:

|                             |                                     |                               |
|-----------------------------|-------------------------------------|-------------------------------|
| 3Com Corporation            | Broadcom Corporation                | Juniper Networks, Inc.        |
| Altera Corporation          | Conexant Systems, Inc.              | KLA-Tencor Corporation Inc.   |
| Amkor Technology, Inc.      | CTS Corporation                     | Linear Technology Corporation |
| Arris Group, Inc.           | Integrated Device Technology, Inc.  | Molex Incorporated            |
| Atmel Corporation           | International Rectifier Corporation | Novellus Systems, Inc.        |
| Benchmark Electronics, Inc. | Jabil Circuit, Inc.                 | Respironics, Inc.             |

This peer group was also used for fiscal 2007. In conjunction with the peer group proxy data, the Committee reviewed other information, such as a compensation assessment report compiled by Sibson. The report addressed the following three issues:

The competitiveness of the pay opportunity for executive officers.

The appropriateness of the CEO's pay and equity opportunities.

Sibson's recommendations for pay for the top executive officers.

The report compared Plexus executive officer pay levels to those of comparable executive officers in similar roles at companies in Sibson's survey database and to executive officers in similar roles at the peer companies.

The Committee also considers data comparing the currently vested equity versus unvested equity for the CEO and an internal fairness assessment. The Committee uses the vested and unvested equity information to balance the level of existing awards with the desire to reward performance and to provide retention incentives. The internal fairness assessment identifies the proportionality of the CEO's pay to the pay of executives at other levels in the organization and compares this information with published survey data.

In addition to reviewing compensation to help assure that it provides an incentive for superior Company performance, the Company and the Committee regularly review comparable information from peer group companies and other sources, as discussed above, to maintain a competitive compensation package that aids in executive retention and fairly compensates the executives for performance. However, it does not aim for any numerical or percentile tests within this comparable information. The Committee believes that it is important for it to take this



information and then use its judgment in applying it in individual cases, rather than arbitrarily attempting to aim for a particular numerical equivalence. In that consideration, the Committee discusses total compensation (including outstanding equity awards) for all executive officers, the level of experience and leadership each provides, and financial and personal performance results. The Committee seeks to balance different types of compensation in order to promote retention and strong Plexus performance. The Committee believes this approach best results in a comprehensive and thoughtful compensation review process because it allows the Committee to use discretion when appropriate in responding to particular circumstances. The Committee intends to continue these practices in the future.

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*Management Participation.* Members of management, particularly the CEO and human resources personnel, regularly participate in the Committee's meetings at the Committee's request. Management's role is to contribute information to the Committee and provide staff support and analysis for its discussions. However, management does not make the final determination of the CEO's or the other executive officers' amount or form of executive compensation, nor does management make any recommendation for the CEO's compensation. The CEO does recommend compensation for the other executive officers to the Committee, subject to the Committee's final decision. To assist in determining compensation recommendations for the other executive officers, the CEO considers Plexus compensation philosophy and, in partnership with the human resources management team, utilizes the same compensation decision-making process as the Committee. Decisions regarding the compensation of the CEO are made in executive sessions at which the Committee members participate with select members of human resources management and staff to review competitive practices and overall plan expense. The sessions generally focus on the CEO's performance achievement and the elements of his compensation. The Committee also discusses and reviews materials comparing the CEO's compensation to peer group and survey data as well as Plexus' overall performance relative to the companies in our peer group. Materials presented also include a pay comparison of the CEO to our other executive officers and a review of the CEO's vested and unvested equity grants in an effort to assess possible retention risks.

*Use of Consultants.* The Committee uses outside compensation consultants to assist it in analyzing Plexus compensation programs and in determining appropriate levels of compensation and benefits. The decision to retain consultants, and if so which consultant(s) to retain, is determined solely by the Committee. Management has the authority to approve compensation consultant fees on a project basis, although the Committee reviews all fees relating to executive compensation.

Plexus human resources personnel meet with the compensation consultants to help the consultants understand Plexus' business model, organizational structure and compensation philosophy. This interaction provides the consultants with a framework to Plexus' approach to compensation and its application. As part of its staff support function, Plexus human resources personnel also discuss results and conclusions with the compensation consultants. These discussions permit Plexus human resources personnel to be aware of the consultants' recommendations and analysis, as well as to understand the rationale and methodology behind their conclusions.

In fiscal 2007, the Committee retained Sibson to conduct a review of the executive compensation program. Sibson analyzed all of Plexus' compensation programs, and the analysis was reviewed by the CEO, human resources management and the Committee Chair. The analysis and recommendations made by Sibson were presented in writing at a Committee meeting in August 2007. Sibson was asked to be available by conference call during the meeting to discuss any questions or issues that may have arisen as a result of their analysis and recommendations. Sibson's analysis and other supporting peer group and published competitive data compiled by Plexus' human resources personnel, in accordance with Sibson's methodologies, were used by the Committee in determining the appropriate CEO compensation. The Sibson analysis and recommendations were also utilized by the CEO and human resources management in conjunction with other peer group and published survey data to make recommendations regarding other executive officer compensation for fiscal 2008.

The Committee felt it was appropriate to add a different perspective to compensation discussions after working with Sibson for two years and chose Watson Wyatt Worldwide (Watson Wyatt), a benefits and human resources consulting firm, as its compensation consultant for fiscal 2009. In August 2008, Plexus' internal human resources personnel conducted a competitive pay analysis similar to Sibson's prior year analysis; that analysis was reviewed and evaluated by Watson Wyatt. During the process of making fiscal 2009 compensation decisions, the Committee expanded its use of tally sheets and conducted an accumulated wealth analysis. The tally sheets provide a comprehensive view of Plexus' compensation payout exposure under various termination scenarios; the Committee also used these tally sheets to evaluate the reasonableness of compensation as a whole. The accumulated wealth analysis examines the CEO's accumulation of wealth through the deferred compensation plan and annual equity awards.

Neither the Company nor the Committee places any limitations or restrictions on its consulting firms or their reviews. Sibson and Watson Wyatt have been retained by the Company only for projects related to the Company's

executive and directors compensation programs. The Company does provide substantive information about Plexus to help its consultants better understand the Company. Human resources personnel also meet with the consultants to discuss the consultants conclusions as to Plexus executive pay practices, organizational matters, the

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duties and responsibilities of particular positions, and overall conclusions based upon Plexus' compensation principles and goals.

### *Compensation Committee Interlocks and Insider Participation*

Each of the members of the Compensation Committee was an independent director and there were no relationships or transactions in fiscal 2008 with those members requiring disclosure under SEC rules. See, however,

Director Independence above for certain other relationships that the board considered when determining the independence of the directors.

### *Nominating and Corporate Governance Committee*

The Nominating and Corporate Governance Committee (the Nominating Committee) met three times in fiscal 2008. The Nominating Committee considers candidates for board membership, reviews the effectiveness of the board, makes recommendations to the board regarding directors' compensation, monitors Plexus' compliance efforts, and evaluates and oversees corporate governance and related issues.

### *The Nomination Process*

The Nominating Committee generally utilizes a director search firm to identify candidates, but it evaluates those individuals on its own; the Committee would also consider candidates suggested by outside directors, management and/or shareholders. Plexus' corporate board member selection criteria include honesty and integrity, high level of education and/or business experience, broad-based business acumen, understanding of Plexus' business and industry, strategic thinking and willingness to share ideas and network of contacts. The Nominating Committee also considers the diversity of experiences, expertise and backgrounds among board members in identifying areas which could be augmented by new members. To help assure that directors have the time to devote to their duties, Plexus directors may not serve on the boards of more than three additional public companies. The Nominating Committee does not evaluate proposed nominees differently depending upon who has proposed the potential nominee.

The Nominating Committee would consider proposed nominees to the board submitted to it by shareholders. If a qualified candidate expresses a serious interest, and if there is a position available and the candidate's experience indicates that the candidate may be an appropriate addition to the board, the Nominating Committee reviews the background of the candidate and, if appropriate, meets with the candidate. A decision is then made whether to nominate that person to the board.

Ms. Winston, who was elected to the board of directors in July 2008, is an independent director. Ms. Winston was first suggested as a director-nominee as a result of a search conducted by The Prout Group, an executive recruiting firm retained by the Nominating Committee and paid a fee for researching and recommending potential candidates.

If a shareholder wishes to propose someone as a director for the Nominating Committee's consideration, the name of that nominee and related personal information should be forwarded to the Nominating Committee, in care of the Secretary, at least six months before the next annual meeting of shareholders to assure time for meaningful consideration by the Nominating Committee. See also Shareholder Proposals and Notices for bylaw requirements for nominations. Plexus has neither received nor rejected any candidates put forward by significant shareholders.

### **Communications with the Board**

Any communications to the board of directors should be sent to Plexus' headquarters office in care of Plexus Secretary, Angelo Ninivaggi. Any communication sent to the board in care of the Chief Executive Officer, the Corporate Secretary or any other corporate officer is forwarded to the board. There is no screening process and any communication will be delivered directly to the director or directors to whom it is addressed. Any other procedures which may be developed, and any changes in those procedures, will be posted as part of our Corporate Governance Guidelines on Plexus' website at [www.plexus.com](http://www.plexus.com), under the link titled Investor Relations then Corporate Governance (or at <http://www.plexus.com/corporategovernanceguidelines.php>).

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**Code of Ethics, Committee Charters and Other Corporate Governance Documents**

Plexus regularly reviews and augments its corporate governance practices and procedures. As part of its corporate governance practices, Plexus has adopted a Code of Conduct and Business Ethics, Corporate Governance Guidelines and written charters for each of its board committees discussed above. Plexus will be responding to and complying with related SEC and Nasdaq Global Select Stock Market directives as they are finalized, adopted and become effective. Plexus has posted on its website, at [www.plexus.com](http://www.plexus.com), under the link titled "Investor Relations" then "Corporate Governance" (or at <http://www.plexus.com/corporategovernanceguidelines.php>), copies of its Code of Conduct and Business Ethics, its Corporate Governance Guidelines, the charters for its Audit, Compensation and Leadership Development, and Nominating and Corporate Governance Committees, director selection criteria (included as an appendix to our Corporate Governance Guidelines) and other corporate governance documents. If those documents (including the committee charters, the Code of Conduct and Business Ethics and the Corporate Governance Guidelines) are changed, waivers from the Code of Conduct and Business Ethics are granted, or new procedures are adopted, those new documents, changes, waivers and/or procedures will be posted on Plexus' corporate website at the address above.

**Directors' Compensation**

The Nominating and Corporate Governance Committee of the board of directors recommends, subject to board approval, compensation paid to non-employee directors, including equity awards to non-employee directors under the Plexus 2008 Long-Term Incentive Plan (the "2008 Long-Term Plan") and, formerly, under the Plexus 2005 Equity Incentive Plan (the "2005 Equity Plan"). In determining the compensation paid to the non-employee directors, the Nominating and Corporate Governance Committee considers the same types of factors, including comparison with peer companies and company performance, that are considered by the Compensation and Leadership Development Committee when determining executive compensation.

During fiscal 2008, each Plexus director who was not a full-time Plexus officer or employee (all directors except Mr. Foate) received an annual director's fee of \$35,000 plus meeting fees of \$2,000 for each board meeting attended in person (\$1,000 if attended other than in person) and an additional \$1,000 for each committee meeting attended in person (\$500 if other than in person). In fiscal 2008, the chairs of each committee received additional fees for service as a committee chair; the chair of the Audit Committee received \$12,000, the chair of the Compensation and Leadership Development Committee received \$10,000 and the chair of the Nominating and Corporate Governance Committee received \$7,000. For fiscal 2009, the annual director's fee will increase to \$42,000 and the fees for chairing the Audit Committee and the Nominating and Corporate Governance Committee will increase to \$15,000 and \$10,000, respectively. Additionally, in certain circumstances directors may be reimbursed for attending educational seminars or, in each individual's capacity as a director, other meetings at Plexus' behest.

Directors may also participate in the 2008 Long-Term Plan, which permits the grant of options, stock-settled stock appreciation rights ("SARs"), restricted stock, which may be designated as restricted stock awards or restricted stock unit awards, performance stock awards, and cash bonus awards to officers, key employees and directors. In the past, options were granted to directors on or about December 1 of a year, continuing the date used in the formulaic provision in a predecessor plan. Beginning for fiscal 2008 grants, the directors adopted a quarterly schedule for option grants to directors. Under that schedule, the first grant is five days after the November board meeting and each of the remaining three grants is on the third business day after the Company's subsequent quarterly earnings release. The exercise price is equal to the average of the high and low sale prices of Plexus stock on the Nasdaq Global Select Market on the grant date. One half of the options granted vest immediately on the grant date and the balance vest on the first anniversary of the grant date.

**Table of Contents****Director Compensation Table**

The following table sets forth the compensation that was paid by Plexus to each of our non-employee directors in fiscal 2008:

| Name                           | Fees Earned<br>or Paid in<br>Cash \$(1) | Option<br>Awards<br>\$(2) | Stock<br>Awards<br>\$(2) | Other<br>Benefits<br>\$(3) | Total (\$) |
|--------------------------------|---|---------------------------|--------------------------|----------------------------|------------|
| <b>Ralf R. Böer</b>            | \$51,750                                | \$113,665                 |                          |                            | \$165,415  |
| <b>Stephen P. Cortinovis</b>   | 61,000                                  | 113,665                   |                          |                            | 174,665    |
| <b>David J. Drury</b>          | 62,000                                  | 113,665                   |                          |                            | 175,665    |
| <b>Peter Kelly</b>             | 48,750                                  | 113,665                   |                          |                            | 162,415    |
| <b>John L. Nussbaum</b>        | 97,229                                  | 113,665                   |                          | \$321,123                  | 532,017    |
| <b>Michael V. Schrock</b>      | 47,250                                  | 113,665                   |                          |                            | 160,915    |
| <b>Charles M. Strother, MD</b> | 48,250                                  | 113,665                   |                          |                            | 161,915    |
| <b>Mary A. Winston</b>         | 8,057                                   |                           |                          |                            | 8,057      |

(1) Includes annual retainer, meeting, committee and chairmanship fees and, in the case of Mr. Nussbaum, his fee as Chairman of the Board. See below regarding Mr. Nussbaum's compensation.

(2) The amounts shown represent the expensed amounts in fiscal 2008 for grants and awards in 2008 and prior years. The Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123(R), Shared Based

Payments ( SFAS 123(R) ), which requires us to recognize compensation expense for stock options and other stock-related awards granted to our employees and directors based on the estimated fair value of the equity instrument at the time of grant.

Compensation expense is recognized over the vesting period. Plexus adopted SFAS 123(R) effective October 5, 2005. The assumptions used to determine the valuation of the awards are discussed in footnote 11 to our consolidated financial statements.

The table below provides cumulative information about the fair value of options granted to directors in 2008, determined as of the options grant date under

SFAS 123(R). It also provides the number of outstanding stock options which were held by our non-employee directors at September 27, 2008. Restricted stock awards were not granted to directors in fiscal 2008.

## Option Awards

| Name                  | Grant Date<br>Fair Value of<br>2008 Option<br>Awards (\$) | Number of<br>Securities<br>Underlying<br>Unexercised<br>Options (#) |
|-----------------------|---|---|
| <b>Mr. Böer</b>       | \$113,665   | 33,500  |
| <b>Mr. Cortinovis</b> | 113,665   | 42,000  |
| <b>Mr. Drury</b>      | 113,665   | 45,000  |
| <b>Mr. Kelly</b>      | 113,665   | 30,000  |
| <b>Mr. Nussbaum</b>   | 113,665   | 101,752   |
| <b>Mr. Schrock</b>    | 113,665   | 20,000  |
| <b>Dr. Strother</b>   | 113,665   | 45,000  |
| <b>Ms. Winston</b>    |   |   |



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Each non-employee director, other than Ms. Winston (who joined the board on July 28, 2008), was awarded options for 2,500 shares on each of November 23, 2007, January 28, 2008, April 28, 2008, and July 29, 2008. The options granted on November 23, 2007, are now fully vested. One half of the options granted on each of the other dates vested immediately on the respective grant date and the balance vest on the first anniversary of the respective grant date. Options granted to non-employee directors expire on the earlier of (a) ten years from the date of grant, or (b) one year after termination of service as a director. On November 19, 2008, the first quarterly grant of options for fiscal 2009 was made; those options were granted at \$14.17 per share, with other terms the same as the prior year's options.

- (3) Other than Mr. Nussbaum, the non-employee directors do not receive any additional benefits although they are reimbursed for their actual expenses of attending board, committee and shareholder meetings. For Mr. Nussbaum, this represents the amounts paid to him in fiscal 2008 under his deferred compensation arrangements plus the value of the health and other welfare benefits, as well as Company matching contributions to the 401(k) Plan, provided to him. See the discussion immediately below.

*Compensation of Current and Former Executive Officers who Serve on the Board*

See Executive Compensation for Mr. Foate's compensation as an executive officer of Plexus generally and his employment and change in control agreements.

Mr. Nussbaum is a former executive officer of Plexus. He ceased being considered an executive officer or employee of Plexus when he retired as its Chief Executive Officer in 2002. However, as a consequence of his many years of service as an executive officer of Plexus, he continues to be compensated under deferred compensation arrangements which were put in place during his service as an executive officer and as the non-executive Chairman of the Board.

In 1996, the Compensation and Leadership Development Committee established special retirement arrangements for Mr. Nussbaum and for two other executive officers and directors who subsequently retired. Those arrangements were both to reward past service and to maintain an additional incentive for those officers' continued performance on behalf of Plexus. The related supplemental retirement agreement for Mr. Nussbaum is designed to provide specified retirement and death benefits to him in addition to those provided under the 401(k) Plan. Plexus commitment was fully funded in fiscal 2002. Mr. Nussbaum has received payments under the special retirement arrangements since 2002, including payments of \$301,068 for fiscal 2007 and \$313,110 for fiscal 2008. Future payments may be adjusted, depending upon the performance of underlying investments.

The contributions for Mr. Nussbaum's special retirement arrangement are invested in life insurance policies acquired by Plexus on his life. The supplemental retirement agreement provides for a 15-year annual installment payment stream to Mr. Nussbaum. Lump sum payments to Mr. Nussbaum based on policy cash values become due if at any time after a change in control Plexus' consolidated tangible net worth drops below \$35 million, or if the ratio of Plexus' consolidated total debt to consolidated tangible net worth becomes greater than 2.5 to 1. To the extent that any of the payments constitute excess parachute payments subjecting Mr. Nussbaum to an excise tax, the agreement provides for an additional payment (the gross-up payment) to be made by Plexus to him so that after the payment of all taxes imposed on the gross-up payment, he retains an amount of the gross-up payment equal to the excise tax imposed. If Mr. Nussbaum dies prior to receiving all of the 15-year annual installment payments, specified death benefit payments become due.

For his service as Plexus' non-executive Chairman of the Board, Mr. Nussbaum received \$52,000 in fiscal 2008 plus health and other welfare benefits, as well as Company matching contributions to the 401(k) Plan, in addition to the above retirement payments and his regular board fees. The \$52,000 fee was decreased from the \$72,000 received in fiscal 2007 at Mr. Nussbaum's suggestion. Since his retirement, Mr. Nussbaum has been eligible to receive additional options or stock awards in his capacity as a non-employee director and has received the same awards as other non-employee directors under Plexus' stock incentive plans.

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**Stock Ownership Guidelines**

Plexus believes that it is important for directors and executive officers to maintain an equity stake in Plexus to further align their interests with those of our shareholders. Directors and executive officers must comply with stock ownership guidelines as determined from time to time by the board. The ownership guidelines for directors currently require that directors must own 5,000 shares of common stock within five years of election or appointment to the board, of which 2,000 shares must be owned within the first year of service. Unexercised stock options (whether or not vested) do not count toward a director's ownership for purposes of these guidelines. The stock ownership guidelines for executive officers are discussed at Compensation Discussion and Analysis Elements and Analysis of Direct Compensation Equity Ownership Guidelines.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires Plexus officers and directors, and persons who beneficially own more than 10% of Plexus common stock, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. These insiders are required by SEC regulation to furnish Plexus with copies of all forms they file under Section 16(a).

All publicly-held companies are required to disclose the names of any insiders who fail to make any such filing on a timely basis within the preceding fiscal year, and the number of delinquent filings and transactions, based solely on a review of the copies of the Section 16(a) forms furnished to Plexus, or written representations that no such forms were required. On the basis of filings and representations received by Plexus, Plexus believes that during fiscal 2008 Plexus insiders have complied with all Section 16(a) filing requirements which were applicable to them.

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**COMPENSATION DISCUSSION AND ANALYSIS**

The Compensation and Leadership Development Committee (in this section, the Committee) of the Plexus board of directors sets general compensation policies for Plexus. The Committee makes decisions with respect to compensation of the Chief Executive Officer and other Plexus executive officers and grants stock options, restricted stock units and other awards. This section discusses the Committee's executive compensation philosophy and decisions on executive compensation.

Plexus provides further detail regarding executive compensation in the tables and other information included in the Executive Compensation section of this proxy statement.

**Fiscal 2008 Committee Highlights**

Among the key compensation issues addressed by the Committee in fiscal 2008, which are discussed further below, were the following:

**New Long-Term Incentive Plan.** The 2008 Long-Term Plan was adopted by the Committee and was approved by shareholders at the 2008 annual meeting of shareholders. The 2008 Long-Term Plan was adopted due to the limited number of shares remaining for issuance under the 2005 Equity Plan and the Committee's continued desire to provide long-term incentives to Plexus employees.

**New Long-Term Incentive Mix and Issuance Process.** In fiscal 2008, the Committee began a new approach to issuing long-term incentives that utilizes a portfolio of equity awards for executive officers: restricted stock units (the right to receive shares of Plexus common stock in the future, if conditions are met) (RSUs), non-qualified stock options (options), and long-term cash awards. This new program balances the objectives of attracting and retaining key talent, promoting ownership among executives, and aligning executives' interests with those of shareholders with the Company's cost considerations such as expense, dilution and tax implications. Previous long-term incentives to Plexus executive officers consisted of stock options only.

Under this program, the Committee issues executives RSUs and long-term cash awards on an annual basis and makes annual determinations of option amounts, which are then granted on a quarterly basis. Issuing options on a quarterly basis assists Plexus in managing the associated expense of these equity awards due to the historically high volatility of Plexus' stock price. Relative to a single annual grant, the quarterly grant process for options also reduces the risk to Plexus and its employees of experiencing either intermittently high or low exercise prices. Plexus continued granting options, and commenced issuing RSUs, in the first fiscal quarter of 2008. The Committee also decided to grant certain executive officers, and employees who are not executive officers, stock-settled stock appreciation rights (the right to receive, in shares of Plexus common stock, the appreciation value of a stated number of shares of Plexus common stock) (SARs) rather than options.

At the August 2007 meeting, the Committee approved a grant schedule to support the new quarterly grant process which states that each quarterly grant date will be three days subsequent to the release of Plexus' quarterly earnings, not including the day of the release. Since this methodology is specific and formula driven, there is no margin for subjectivity or consideration of the volatility of the stock price during this time period.

**Review of Agreements with Executive Officers.** In fiscal 2008, the Committee initiated a review of Mr. Foate's employment agreement as well as the Plexus change in control agreements with its executive officers and other key employees. In the review, the Committee sought to determine appropriate levels of potential benefits under those agreements and to assure complete compliance with recent Internal Revenue Code changes, particularly regarding Section 409A.

As a result of the review, the Committee adopted a standard methodology for determining the levels of benefits under the change in control agreements with its officers and employees, which levels vary according to levels of responsibility. Generally, that methodology left the levels of benefits unchanged for



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executive officers. The Committee believes that the levels of potential benefits continue to promote Plexus interest of providing security for its key employees without impeding a beneficial potential acquisition or excessively benefiting executive officers. The Committee retained the same overall level of benefits under Mr. Foate's employment agreement as it determined that the level of benefits were appropriate. The Committee also made changes in the forms of the change in control agreements to enhance their readability by employees as well as to assure compliance with tax laws.

### **Executive Compensation Philosophy, Goals and Process**

The Committee's philosophy is to fairly compensate all individuals, including executives, for their contributions to Plexus, appropriately motivate employees to provide value to Plexus shareholders, and consider the ability of Plexus to fund any compensation decisions, plans or programs. Fair compensation must balance both short-term and long-term considerations and take into consideration competitive forces, best practices, and the performance of Plexus and the individual. Compensation packages should also motivate executives to make decisions and pursue opportunities that are aligned with the interests of our shareholders. Finally, the Committee considers Plexus' financial condition, the conditions in Plexus' industry and end-markets, and the effects of those conditions on Plexus' sales and profitability in making compensation decisions.

Plexus' executive compensation program is designed to provide a rational, consistent reward system that:  
attracts, motivates and retains the talent needed to lead a global organization;

drives global financial and operational success that creates shareholder value;

creates an ownership mindset and drives behaviors that improve Plexus' performance and maximize shareholder value; and

appropriately balances Company performance and individual contribution towards the achievement of success.

For a discussion of the Committee's decision-making process, its use of consultants and the role of Plexus executive officers and staff, see Corporate Governance Board Committees Compensation and Leadership Development Committee Overview of the Compensation Decision-Making Process above in this proxy statement.

### **Elements and Analysis of Direct Compensation**

#### ***Overview of Direct Compensation***

Plexus uses three primary components of total direct compensation: salary, annual cash incentive payments under the Variable Incentive Compensation Plan (VICP) and long-term equity-based awards under the 2008 Long-Term Plan (and the 2005 Equity Plan, its predecessor). Each of these components is complementary to the others, addressing different aspects of direct compensation and seeking to motivate employees, including executive officers, in varying ways.

Base salary is intended to provide compensation which is not at risk; however, salary levels and subsequent increases are not guaranteed.

The opportunity to earn annual cash incentive payments under the VICP provides a substantial portion of compensation that is at risk and that depends upon the achievement of measurable corporate financial goals and individual objectives. We use payouts from the VICP to provide further incentives for our executive officers and employees to achieve these corporate financial goals and individual objectives.

A substantial part of compensation, which is also at risk, is longer-term equity-based compensation typically awarded to date in the form of stock options and, beginning in fiscal 2008, RSUs. The Committee accompanies RSUs with time-vested long-term cash awards to defray the tax effects to the grantees upon the vesting of the RSUs as an incentive to those persons to continue to hold their shares

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upon vesting because they will not need to sell shares to raise cash to pay taxes; we also use long-term cash awards to round out the compensation package. Those awards are intended to provide incentives to enhance corporate performance as well as to further align the interests of our executive officers with those of our shareholders. Total compensation, consistent with practices in our industry, places a particular emphasis on equity-based compensation. The reported values of the long-term incentive opportunities under equity plans can vary significantly from year to year as a percentage of total direct compensation because they are determined by valuing the equity-based awards on the same basis that we use for financial statement purposes; that value depends significantly on our stock price and its volatility at the time of the awards. Going forward, the Committee intends to continue using stock options, supplemented with RSUs and long-term cash awards.

For most non-executive officers who receive equity-based compensation, in fiscal 2008 the Committee began to grant stock-settled SARs because that practice would promote employee share ownership, reduce dilution and further the preservation of shares under Company plans. The Committee plans to continue that practice.

The Committee does not use any specific numerical or percentage test to determine what percentage of direct compensation will be paid in base salary versus the compensation at risk through the VICP or equity-based compensation. However, the Committee believes that a meaningful portion of compensation should be at risk. VICP targets for executive officers other than the CEO ranged from 30% to 50% of base salary in fiscal 2008 with the opportunity to earn a bonus beyond the target if company financial goals were met or exceeded. In the case of the CEO, the potential compensation at risk as a percentage of base salary was 100%, reflecting his overall greater responsibility for the corporation. Long-term incentives for most executive officers are in the form of stock options, which contain an inherent amount of risk since no value is received unless there is an appreciation in stock price, and RSUs and long-term cash awards that vest based on continued service. After determining each element, the Committee also reviews the resulting total compensation to determine that it is reasonable as a whole.

In addition, we provide all of our employees in the United States with various other benefits, such as health and life insurance. We generally provide these benefits to our executive officers on the same basis as other salaried employees in the United States, although some benefit programs, as discussed elsewhere, are specifically targeted to our executive officers specific circumstances.

Beyond direct compensation, we believe it is important to provide the 401(k) Plan as a means for our employees to save for their retirement. To attract qualified employees and meet competitive conditions, Plexus also contributes to that plan. As a consequence of Internal Revenue Code limitations on compensation which may be attributed to tax-qualified retirement plans, we have also developed a supplemental executive retirement plan for our executive officers to address their particular circumstances and promote long-term loyalty to Plexus until retirement.

Plexus does not generally have employment agreements with its executive officers. However, we do have such an agreement with our Chief Executive Officer in order to recognize his specific position, help assure Plexus of the continuing availability of his services and protect Plexus from post-employment competition by him.

As with many other publicly-held companies, we have change in control agreements with our executive officers and certain other key employees. As described further below, we reassessed these agreements in fiscal 2008 and revised and updated them to reflect tax code changes and to better coordinate benefits. We have these agreements in place to both help assure that executive officers will not be distracted by personal interests if Plexus were to be the subject of a potential acquisition, as well as to maintain their continuing loyalty to Plexus. We also believe that competitive factors require us to provide these protections to attract and retain talented executive officers and key employees.

***Base Salary***

*Purpose.* Our base salaries are designed to provide regular compensation for the fulfillment of the duties and responsibilities associated with job roles. Fixed salaries provide bi-weekly compensation to meet the living needs of our executives and their families. They are also important because they provide most

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persons with a starting point for considering compensation when we seek to attract and retain talented individuals.

*Structure.* The Company and the Committee use market-based comparisons, peer group analysis and other third-party survey data to establish appropriate base salaries for its executive officers. An in-depth total rewards analysis, including base salary, is completed annually for each executive position using the peer group and survey data as indicated above. While we do not aim for particular numerical or percentage tests as compared to the peer group or the surveys, we generally target base salaries within ranges near market medians of those groups, with adjustments made to reflect individual circumstances. The effective date of any base salary increase is typically at or near the start of the fiscal year.

*Determination Process; Factors Considered.* Prior to establishing base salary increases for the CEO and confirming salary levels for other executive officers, the Committee takes into consideration various factors. These factors include compensation data from the proxies of our peer group, salary increase trends for executive base pay and other information provided in published surveys. The Committee also considers the individual executive officers' duties and responsibilities and their relative authority within Plexus.

Executive officer base salary increases may include two components—competitive adjustments and merit increases. If executive officer salaries are found to fall below the competitive median range when we compare them to our peer group and survey data, we consider increasing the salaries to a more competitive level. In some cases these competitive adjustments may take place over a multi-year period and may depend on individual performance. If executive officer salaries are found to be at an appropriate level when we compare them to the peer group and general industry survey data for the position, then a merit increase is provided if appropriate. The merit increase amount is based on individual performance.

With respect to increases in CEO base salary (as well as other compensation actions that impact our CEO), the Committee uses this input and meets in executive session to discuss appropriate pay positioning and pay mix based on the data gathered. With respect to the other executive officers, the CEO uses similar data and submits his recommendations to the Committee for final determination. The data gathered in the determination process helps the Committee to test for fairness, reasonableness and competitiveness. However, taking into account the compensation policies and goals and a holistic approach to executive compensation packages, the Committee's final determination may incorporate the subjective judgments of its members as well.

*2008 Determinations.* For fiscal 2008, the Committee approved a base salary adjustment of \$105,000 for the CEO, increasing his annual salary to \$675,000. This was an 18.4% increase from his fiscal 2007 base salary and reflected strong company performance in fiscal 2007, as well as the competitiveness of the CEO's salary as compared to the market. The Committee believed that the CEO's compensation was below market based on peer group survey information, particularly in view of the Company's strong financial performance. Therefore, it approved this increase to provide base compensation at a more competitive level. Our CEO's base salary is higher than that of other executive officers because of his more extensive and challenging duties and responsibilities.

Increases for other executive officers varied from no increase to 12.5%, and were as follows for the other named executive officers: Ms. Jones 10.0%; Mr. Versteegen 4.0%; Mr. Ninivaggi 4.1%; and Mr. Lim 10.1%. The salary determinations for the executive officers reflected the factors discussed above; some of the higher increases resulted from increased duties and responsibilities. Ms. Jones was hired as an executive during fiscal 2007 and subsequently was named Chief Financial Officer. Her initial salary was determined as part of the hiring process; her salary was below the salary of her predecessor, primarily as a reflection of her predecessor's many years of experience as a chief financial officer, including with Plexus. Ms. Jones' increase in fiscal 2008 reflected her promotion to CFO and the results of her initial time with Plexus. The increase for Mr. Lim reflected his promotion to an executive officer position late in fiscal 2007 and the related increase in his responsibilities. The compensation and benefits package of Mr. Lim also reflects regional survey data of the Malaysian markets. Other variations between the executive officers reflect competitive conditions and the Committee's view of the

executive officers duties, responsibilities and performance.



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*2009 Determinations.* For fiscal 2009, the CEO's salary is \$750,000, an 11.1% increase from fiscal 2008. The Committee sought to reward the CEO for the strong financial results achieved in fiscal 2008, as well as to keep his base compensation in line with the market range for his position. The fiscal 2009 salary increases for the other executive officers ranged from 3.0% to 20.0%. Of those increases, the smaller ones reflected merit increases for performance over the past year when salaries were otherwise in line with the market; larger increases represented a combination of competitive adjustments and merit increases. The increases for the other named executive officers were: Ms. Jones 10.7%; Mr. Verstegen 5.0%; Mr. Ninivaggi 7.0%; and Mr. Lim 10.0%. For Ms. Jones and Mr. Lim, the increases also reflected the significant new duties they assumed in fiscal 2008; these individuals became executive officers in late fiscal 2007 and the scopes of their respective duties were not reflected in their previous salaries.

***Annual Incentive***

*Purpose.* Our annual cash incentive compensation plan, the VICP, is designed to reward employees for the achievement of important corporate financial goals. There is also a small component of the VICP that rewards employees for the attainment of individual objectives. The establishment of the specific corporate financial goals is derived from our annual financial plan. The design of the VICP provides incentives based on our direct performance, as distinguished from equity-based compensation, which is significantly affected by market factors that may be unrelated to our results.

*Plan Structure.* The VICP provides annual cash incentives to approximately 2,500 participants, including our CEO and other executive officers. The VICP operates the same for all participants. Each participant has a targeted award that is expressed as a percentage of base salary. For example, in fiscal 2008 the targeted award opportunity for the CEO was 100% of base salary, and the opportunities for other executive officers varied from 30% to 50% of base salaries. Higher levels of duties and responsibilities within Plexus lead to higher bonus opportunities under the VICP because the Committee believes that the higher ranking the position, the more influence the individual can have on corporate performance. In addition, market information indicates that competitive factors make relatively higher reward possibilities important for those positions. In fiscal 2008, Ms. Jones, our Chief Financial Officer, had the opportunity to earn up to 50% of her salary as a VICP bonus at target; other officers' percentages were 50% for Mr. Verstegen, 35% for Mr. Ninivaggi and 40% for Mr. Lim. The opportunities for non-executive officer participants varied from 3% to 30% of base salaries. For each participant, 80% of the targeted award is keyed to the corporate financial goals; the remaining 20% of the targeted award is keyed to the achievement of individual objectives.

The VICP provides for payments relating to corporate financial goals both below and over the targeted awards by establishing specific threshold levels of corporate performance at which payments begin to be earned and maximum levels beyond which no further payment is earned. The payout at the maximum level, which is based solely on achieving the corporate financial goals, is 180% of the targeted award for the CEO and the other executive officers.

Under the VICP, the Committee has the authority to adjust results, for example, to reflect acquisitions or unusual gains or charges. No such discretion was used by the Committee in fiscal 2008.

***2008 Plan Design Company Goals***

The specific corporate financial goals for fiscal 2008, each of which stood independently of the other with regard to award opportunities, were revenue and return on capital employed ( ROCE ). The goals were chosen because they aligned performance-based compensation to the key financial metrics that the Company used internally to measure its ongoing performance and that it used in its financial plans. Our fiscal 2008 targets for these goals were set as part of the annual financial planning process. For each of the corporate financial goals, we also established specific threshold and maximum levels of achievement as part of that process.

For these purposes, ROCE is defined as annual operating income excluding unusual charges and equity-based compensation costs divided by the five-point quarterly average of Capital Employed during the year. Capital Employed is defined as equity plus debt less cash, cash equivalents and short-term

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investments. The Company excludes equity-based compensation costs because such costs can influence results due to external market factors. Additionally, ROCE is calculated excluding the impact of any restructuring and/or non-recurring charges because these factors do not reflect the operating performance of the Company, which the VICP is intended to reward.

No award is paid for any component of the VICP if Plexus incurs a net loss for the fiscal year (excluding non-recurring or restructuring charges and equity-based compensation costs). Awards for performance between the threshold level and targeted level are calculated by straight-line interpolation, as are awards between the targeted level and the maximum level.

For fiscal 2008, in accordance with Plexus' strategic plan, the Committee set both revenue growth and ROCE targets at aggressive, yet achievable levels to incent growth, but also to deter undue risk-taking. The 2008 revenue target represented approximately 19% growth over fiscal 2007 revenue. The Committee felt this target was challenging, but achievable, based on industry conditions and Plexus' financial plan. To help assure that revenue growth would continue to result in shareholder value, the Committee set a ROCE target at a substantial level; the target level set for fiscal 2008 was below the level achieved in fiscal 2007 to recognize the effects of product mix changes in fiscal 2007 that resulted in higher ROCE achievement. Since the ROCE target was set at a substantial level, the Committee emphasized revenue growth when setting the VICP maximum threshold.

The following table sets forth the fiscal 2008 financial targets and potential VICP payout amounts (as a percent of targeted VICP bonus) for the named executive officers, at the threshold, targeted and maximum performance levels. In accordance with the VICP, the ROCE targets excluded the impacts of restructuring charges and equity-based compensation costs.

| Component  | Threshold |           | Target  |           | Maximum |           |
|--|-----------|-----------|---------|-----------|---------|-----------|
|  | Goal      | Payout    | Goal    | Payout    | Goal    | Payout    |
| Revenue (in millions)  | \$1,679   | 0%        | \$1,835 | 40%       | \$1,881 | 140%      |
| ROCE   | 17.0%     | 0%        | 22.0%   | 40%       | 22.0%   | 40%       |
| Individual Objectives  |           | up to 20% |         | up to 20% |         | up to 20% |
| Total Potential Incentive =<br>Revenue + ROCE + Individual<br>Objectives |           | 20%       |         | 100%      |         | 200%      |

In fiscal 2008, revenue was \$1,842 million and ROCE was 26.6%. Therefore, based on the corporate financial goals described above, Plexus exceeded the target level for both revenue and ROCE and paid awards to executive officers and other employees based on those two components. Extrapolating the results, payments based on revenue represented 54.4% as compared to the target of 40% for the revenue component. Payments based on ROCE represented 40%, as target ROCE was achieved. Thus, total payments based on revenue and ROCE represented 94.4% versus the target of 80% for corporate financial performance. Plexus' actual performance in fiscal 2008 as compared to these targets is illustrated by the following graph:

**Table of Contents***2008 Plan Design Individual Objectives*

Individual participants typically set several individual objectives for the plan year, which are developed with, reviewed by and approved by the participant's manager. Some of the individual objectives are shared by multiple executives when they team to focus on an objective. Attainment of the individual objectives represents 20% of the potential targeted award. The Committee determines and approves the individual objectives established for the CEO. The Committee also reviews and approves, with input from the CEO, the individual objectives established for the other executive officers. The Committee's assessment of all executive officers' individual objectives is based on their likely impact on the achievement of the annual financial plan and other longer-term strategic priorities, their effect on shareholder value and their alignment with one another.

The following are summaries of the individual objectives for our named executive officers in fiscal 2008:

Dean A. Foate: Mr. Foate's individual objectives related to: designing strategies to support global expansion; developing and implementing an annual operating system that efficiently and logically connects the Company's strategic planning, governance and organizational development activities; developing a process to evaluate organizational effectiveness and leadership talent; creating an internal process to evaluate potential acquisitions; and establishing expectations and a vision for the design and planning of a new corporate headquarters.

Ginger M. Jones: Ms. Jones' individual objectives related to: supporting global expansion and development; creating an internal process to evaluate potential acquisitions; improving financial reporting and forecasting; developing and implementing an annual operating system that efficiently and logically connects the Company's major planning, governance and organizational development activities; optimizing the Company's overall cash cycle and improving return on invested capital; redesigning annual cash incentive plans; and designing an investor relations program.

Michael T. Verstegen: Mr. Verstegen's individual objectives related to: supporting global expansion and development; improving the costing process; overseeing the development of and project planning for a new corporate headquarters; redesigning annual cash incentive plans; and creating an internal process to evaluate potential acquisitions.

Angelo M. Ninivaggi: Mr. Ninivaggi's individual objectives related to: recommending and designing improvements to Plexus' Enterprise Risk Management; aligning the contract management process with Plexus' business sectors; implementing a new sector market development and customer service team; creating an internal process to evaluate potential acquisitions; and implementing specified corporate governance improvements.

Yong Jin Lim: Mr. Lim's individual objectives related to: supporting the expansion of operations in Asia; improving financial forecasting; promoting a lean culture; improving the costing process; monitoring customer feedback; and organizational development.

Achievement of individual objectives, for which there was a potential payout equivalent to 20% of the targeted bonus award, varied among executive officers from 14.5% to 20% of the total targeted amount. These percentages were based upon the Committee's determination of the degree to which the executive achieved his or her objectives. The CEO provided the Committee with an assessment of the performance of all of the executive officers other than himself and recommended resultant bonus levels based on the achievement by each executive officer of his or her individual objectives. Individual determinations were as follows for the named executive officers: Mr. Foate 19.2%; Ms. Jones 17.8%; Mr. Verstegen 18.7%; Mr. Ninivaggi 19.1%; and Mr. Lim 17.6%.



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***Long-Term Incentives***

*Purpose.* Our long-term incentives are designed to tie the major part of our key executives' total compensation opportunities to Plexus' market performance and the long-term enhancement of shareholder value. The 2008 Long-Term Plan and its predecessor, the 2005 Equity Plan, are also designed to encourage the long-term retention of these executives.

*Plan Structure.* The shareholder-approved 2008 Long-Term Plan and 2005 Equity Plan allow for various award types, including options, SARs, restricted stock, RSUs, and performance awards (payable in cash and/or equity). Prior to fiscal 2008, the Committee granted only time-vested stock options, although it continued to study the potential use of other forms of long-term incentive compensation. The Committee has generally used stock options because of their prevalence in our industry. In addition, with stock options, recipients receive value only when the value of the shares held by Plexus' shareholders increases. The Committee's policy is to not back-date equity grants and no equity grant was back-dated in fiscal 2008.

This year, the Committee approved a new long-term incentive strategy that allows for use of a portfolio approach when granting awards. The Committee intends that each element of the portfolio addresses a different aspect of long-term incentive compensation, as set forth below:

Stock options and stock-settled SARs provide rewards based upon the appreciation in value to shareholders as measured by the increase in our share price; the Committee uses stock-settled SARs rather than options for less senior employees because stock-settled SARs do not require a cash outlay on exercise and promote employee share ownership. Stock-settled SARs also allow the Committee to preserve shares available under the plans.

RSUs provide an interest in the value of the Company's shares, because, even though they vest over time, they provide recipients with a certain equity interest, assuming continued employment. RSUs further align executives' interests with the interests of shareholders and provide a long-term ownership mentality as well as motivation to succeed in the long-term because the value of RSUs does not solely depend upon increases in the market price of our shares over a short-term period.

Long-term cash awards that accompany grants of RSUs are intended to defray tax effects to the grantees upon the vesting of the RSUs as an incentive to those persons to continue to hold their shares upon vesting because they will not need to sell shares to raise cash to pay taxes; we also use long-term cash awards to round out the compensation package.

*Award Determination Process.* Pursuant to its portfolio approach, the Committee distributes the entire value of each grant to each executive officer among four types of awards: options, stock-settled SARs, RSUs and long-term cash according to a formula based on the duties and responsibilities of the award recipient. The awards are valued at their SFAS 123(R) value when making these determinations. For most executive officers—those with the most senior level of responsibilities (and including all of the named executive officers)—the Committee uses a distribution formula weighted toward stock options, so as to particularly promote increasing shareholder value; for the remaining executive officers and for those at the manager or director level, Plexus uses a distribution weighted toward stock-settled SARs. The allocation formulas for these two groups are illustrated in the pie charts below:

Senior Executive Officers

Other Executive Officers

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Other employees who receive awards receive 100% of the value of their awards in stock-settled SARs.

**Option/SARs Pool Determination.** Each year the Committee is presented a recommended total pool of options and stock-settled SARs to be awarded to eligible participants. The Committee reviews the estimated cost of the pool, as well as the recommended grant guidelines; the Committee uses a relatively constant pool size because it wishes to control the expense to the Company under SFAS 123(R) and manage dilution to shareholders. The options and stock-settled SARs granted to executive officers and employees in fiscal 2008 were for a total of 492,366 shares. That amount excludes options for 70,000 shares awarded to the non-employee directors. The total grant in fiscal 2008 was greater than the amount granted in fiscal 2007, because quarterly grants were made only in the third and fourth fiscal quarters of fiscal 2007.

**Option/SARs Pool Allocation.** The Committee determines the grants for the CEO and other executive officers. Those awards are developed by considering the total pool of options to be awarded, which is recommended by management, subject to the Committee's review and approval. The Committee chooses a grant size that balances the need to provide fair compensation with the desire to keep related compensation expense relatively stable from period to period and to manage shareholder dilution. The numbers granted to each executive officer primarily vary according to the executive officers' duties and responsibilities within the Company and also include a review of performance. Those in positions with more responsibility tend to receive more options to reflect their role in the Company and the market comparisons for their compensation. Also, as discussed above, for the CEO, the Committee uses the vested and unvested equity information to balance the level of existing awards with the desire to reward performance and to provide retention incentives. The CEO provides the Committee with initial recommendations as to the number of options to be granted to each executive officer other than himself. The remaining pool, which is comprised of stock-settled SARs (and RSUs as discussed below), is then allocated to high-performing key employees based upon recommendations by executive officers in accordance with a grant range grid, which assigns a range of stock-settled SARs grant sizes to each employee responsibility level. For fiscal 2008, options for 75,000 shares were granted to the CEO, and options for 88,500 shares were granted to the other executive officers as a group. Additionally, stock-settled SARs for 6,050 shares were granted to other executive officers.

**RSU and Long-Term Cash Award Determinations.** Once the Committee determines the levels of options to award, it then grants RSUs and long-term cash awards in accordance with the formulas discussed above, in order to effectively balance the motivations provided by the different types of awards. A similar process occurs for those receiving stock-settled SARs. In fiscal 2008, 104,313 RSUs were granted to executive officers and key employees, along with \$705,375 in long-term cash awards. As noted above, RSUs and the corresponding long-term cash awards were not granted in previous years.

*2008 Awards.* Using these principles, in fiscal 2008, the Committee made total grants of options and an annual grant of RSUs and long-term cash to the named executive officers as follows:

| Executive Officer | Options (#) | RSUs (#) | Long-Term Cash (\$) |
|-------------------|-------------|----------|---------------------|
| Mr. Foate         | 75,000      | 21,375   | \$320,625           |
| Ms. Jones         | 16,000      | 4,560    | 68,400              |
| Mr. Versteegen    | 12,000      | 3,420    | 51,300              |
| Mr. Ninivaggi     | 8,000       | 2,280    | 34,200              |
| Mr. Lim           | 12,000      | 3,420    | 51,300              |

Options vest in two annual increments and grants of RSUs and long-term cash awards vest on the third anniversary of the grant, all subject to early vesting on a change in control.

*Basis for Determination of Timing of Grants.* The Committee now makes quarterly option grants rather than annual grants due to the volatility of the stock market, including for Plexus stock in particular, since

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granting stock options all on one date in the year can make the strike price and related expense vary significantly in ways that do not necessarily reflect long-term performance of Plexus stock.

The Committee's formula to support the quarterly grant strategy states that the grant date will occur three days subsequent to the release of quarterly earnings, not including the day of the release. The Committee uses a future date, as is permitted by the 2008 Long-Term Plan and the 2005 Equity Plan, because that minimizes the opportunity to choose a date based upon market performance known or knowable at the time of grant. Those plans provide that the exercise price of a stock option is not less than the fair market value on the stock option grant date. New hire option and stock-settled SARs grants are determined at or around the time of hire, and commence on the next quarterly grant date following the date of hire.

Grants of RSUs and long-term cash awards are made annually, at the same time as the initial option and stock-settled SARs grants for the fiscal year.

***Equity Ownership Guidelines.*** To complement the 2005 Equity Plan's and the 2008 Long-Term Plan's goals of increasing the alignment between the interests of management and shareholders, the Committee adopted executive stock ownership guidelines. These guidelines require most executive officers, including all of the named executive officers in the Summary Compensation Table below, to own, at a minimum, Plexus stock with a market value equal to one times their annual base salary. There is no specific time requirement to meet these guidelines. However, an executive officer is generally not permitted to sell Plexus shares that were acquired while an executive officer until the ownership requirement is met; there are exceptions, including financing the exercise of stock options when the shares will be held or with prior approval under special circumstances.

***Benefits.*** Consistent with competitive practice, the Committee approves certain perquisites and other benefits for our CEO and the other executive officers in addition to those received by all U.S. salaried employees. Substantially all U.S. employees receive health insurance benefits. In addition, the other benefits for certain of our executive officers are: a flexible perquisite benefit valued at up to \$10,000 per calendar year, which amount is grossed up for taxes, to be used for miscellaneous expenses such as personal financial planning, spouse travel costs in connection with business-related travel, club memberships and/or tax and estate advice; a company car; and additional disability insurance for the CEO, due to the dollar limits of the Company's disability insurance policies. As a result of local law and custom, different but comparable insurance programs and other benefits may apply to personnel, including Mr. Lim, who are located in countries outside of the United States.

**Elements and Analysis of Retirement and Other Compensation**

In addition to direct compensation, Plexus uses several other types of compensation, some of which are not subject to annual Committee action. These include retirement plans, other stock ownership opportunities, and employment or change in control agreements. These are intended to supplement the previously described compensation methodologies by focusing on long-term employee security and retention. Certain of these plans allow employees to acquire Plexus stock.

***Retirement Planning 401(k) Plan***

***Purpose.*** Plexus maintains the 401(k) Plan, which is available to substantially all U.S. salaried employees, to help our employees provide for their retirement. The 401(k) Plan includes a Plexus stock fund as one of its choices to permit employees to maintain Plexus ownership if they wish.

***Plan Structure.*** The 401(k) Plan allows employees to defer a portion of their annual salaries into their personal accounts maintained under the 401(k) Plan. In addition, Plexus matches a portion of each employee's contributions, up to a maximum of \$5,750 per calendar year. Employees have a choice of investment vehicles, including a Plexus stock fund, in which to invest those funds.

***Supplemental Executive Retirement Plan***

***Purpose.*** Plexus's supplemental executive retirement plan (the SERP) is a deferred compensation plan which allows participants to defer taxes on current income. Most executive officers, including all of the



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named executive officers other than Mr. Lim, participate in this program. Additionally, the Company can credit a participant's account with a discretionary employer contribution. Such opportunities are common practice in general industry. The SERP also provides a vehicle for the Company to restore the lost deferral and matching opportunity caused by tax regulation limitations on such deferrals and matched contributions for highly compensated individuals. The Committee believes that further retirement compensation through the SERP is appropriate to meet the market for executive compensation and to provide a stronger incentive for executives to remain with Plexus through retirement.

*Plan Structure.* During fiscal 2000, the Committee established the current SERP arrangement. Under this plan, several key executives, including the named executive officers (other than Mr. Lim), may elect to defer some or all of their compensation. Plexus may also make discretionary contributions. Additionally, Plexus has purchased Company-owned life insurance on the lives of certain executives to meet the economic commitments associated with this plan. A rabbi trust arrangement was established under this plan and allows investment of deferred compensation amounts on behalf of the participants into individual accounts and within these accounts, into one or more designated mutual funds or investments. These investment choices do not include Plexus stock. Deferred amounts and any earnings which may be credited become payable upon termination or retirement from Plexus.

*Fiscal 2008 Plan Activity.*

Contribution Formula. Under a funding plan adopted by the Committee in fiscal 2006, the SERP provides for an annual discretionary contribution of the greater of (a) 7% of the executive's total targeted cash compensation, minus Plexus-permitted contributions to the executive officer's account in the 401(k) Plan, or (b) \$13,500. Total targeted cash compensation is defined as base salary plus the targeted annual incentive plan bonus at the time of the Company's contribution. The Committee adopted this approach for discretionary contributions to reflect competitive practices based on the research, analysis and recommendations of Towers Perrin, its compensation consultant for that program.

Employer Contributions. For fiscal 2008, the total employer contributions to the SERP accounts was \$238,131 for all participants as a group, including \$88,750 for the CEO but excluding the special contribution discussed below. See footnote 4 to the Summary Compensation Table.

Special Contribution. The SERP also allows the Committee to make discretionary contributions. The Committee did not make any such contributions in fiscal 2008 to the named executive officers, although the Committee made a special contribution of \$265,500 to a former executive officer of Plexus upon his permanent leave in recognition of his prior service and contributions to the Company.

*Foreign Arrangements.* Since Mr. Lim is not a United States resident, he does not participate in the SERP or the 401(k) Plan. Rather, he participates in the Employees Provident Fund which is mandated by Malaysian law. Under law, minimum contributions of 12% of an employee's wages (salary plus bonus) are required to be made by an employer; Plexus chose to make a contribution of 17% in Mr. Lim's case since it is Plexus practice in Malaysia to make higher contributions than the statutory minimum for personnel with relatively high levels of seniority and responsibility.

***Employee Stock Purchase Plans***

*Purpose, Structure and Termination.* The Committee believed it was useful to provide all employees with opportunities to own Plexus stock and therefore established the Purchase Plans as a means of facilitating purchases with a small discount available to substantially all employees in the United States and certain other locations on the same terms. The Purchase Plans allowed employees to purchase stock at a 5% discount from the fair market value of the shares at the end of the purchase period. However, the Purchase Plans' utility and attractiveness diminished as a result of subsequent accounting changes. Therefore, the Committee terminated further purchases under the Purchase Plans in January 2008.



**Table of Contents****Employment and Change in Control Agreements**

*Purpose.* Plexus maintains an employment agreement with our Chief Executive Officer in order to recognize the importance of his position, to help assure Plexus of continuing availability of Mr. Foate's services over a period of time, and to protect the Company from competition post-employment. All executive officers (with the exception of Mr. Foate, who has change in control provisions as part of his employment agreement) have change in control agreements, to both help assure that executive officers will not be distracted by personal interests in the case of a potential acquisition of Plexus as well as to maintain their continuing loyalty.

*The Agreements.* Mr. Foate's employment agreement is described below in Executive Compensation Employment Agreements and Potential Payments Upon Termination or Change in Control Mr. Foate's Employment Agreement. The change in control agreements with our executive officers (with the exception of Mr. Foate) are described below in Executive Compensation Employment Agreements and Potential Payments upon Termination or Change in Control Change in Control Arrangements. Please refer to those discussions for a further explanation of those agreements.

In fiscal 2008, we entered into a new employment agreement with Mr. Foate and adopted a new form of change in control agreement for all other employees covered by those agreements, including the other executive officers. These new agreements did not substantially change the level of benefits payable under the prior agreements; we adopted the agreements to better comply with the provisions of Section 409A of the Internal Revenue Code, to better coordinate benefits, and to enhance the readability of the change in control agreements. Prior to entering into the new employment agreement, Mr. Foate had separate employment and change in control agreements; as part of the changes, we incorporated change in control provisions into Mr. Foate's employment agreement rather than having him enter into a new change in control agreement. The potential change in control benefits payable under Mr. Foate's new employment agreement stayed substantially the same as those that were payable under his previous change in control agreement.

*Determination of Benefit Levels.* In general, the change in control agreements with executive officers provide that, upon termination in the event of a change in control, executive officers will receive compensation equaling two or three times annual salary plus targeted bonus, a continuation of health and retirement benefits for that period, and a gross-up payment for excise taxes. (The executive officers with three year agreements are generally those in more senior positions, with greater seniority in those positions.) In addition, under the 2008 Long-Term Plan and the 2005 Equity Plan, upon a change in control, all unvested awards will automatically vest for all award holders. Certain other key employees also have change in control agreements on substantially the same terms, although generally with only one to two years' coverage. The Committee believes it is important that executives and key employees have protection of their livelihood in the face of a potential acquisition to help them maintain their focus on the best interests of the Company's shareholders even if it may have adverse consequences to them personally.

The Committee set these benefit levels in 2008, when the agreements were updated and revised. The Committee determined that the level of benefits, combined with the double trigger requiring both a change in control and a termination of employment, continue to provide an appropriate balancing of the interests of the Company, its shareholders and its executives. Benefit levels, particularly the use of a measurement of up to three-times salary and a gross up for excise taxes, were adopted by the Committee at that time because it believed that, while the amounts were generous to the executive officers, they were in line with competitive standards and Plexus' overall compensation policy and level of other benefits, as well as necessary and appropriate to attract and retain executive talent, particularly since most executives do not have an employment agreement. The Committee also believed that it was general market practice to provide that unvested awards will vest on a change in control, which is the case under the 2008 Long-Term Plan and the 2005 Equity Plan, as approved by Plexus' shareholders. The Committee believed that it was important to maintain its executive officers' focus on performance for the Company's shareholders even in the event of a potential change in

control. Therefore, offering a generous package, but one that was consistent with market practices, was appropriate to help motivate executives to focus on the Company's shareholders, even when the circumstance might jeopardize their employment. The Committee also intended that the potential expense of the agreements be reasonable as compared to total enterprise value;

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the Committee estimated that the agreements represented approximately 3.0% of the average of fiscal 2007 and fiscal 2006 total enterprise value at the time they were adopted. Though the agreements were revised, the Committee did retain a double trigger so that the benefits would only be paid to the executive officers in the event of a substantial impact upon their employment and compensation.

In fiscal 2008, the Committee also approved new guidelines to determine which employees should have change in control agreements. These new guidelines focus on position, classification code, responsibilities and compensation level in order to minimize subjectivity.

The Committee periodically reviews the scope and context of the change in control agreements, as it did in 2008. The Committee continues to believe that the change in control agreements will help motivate the executive officers to respond appropriately, for the benefit of the Company and its shareholders, in the case of a proposed acquisition of the Company which they might perceive would jeopardize their employment.

**Tax Aspects of Executive Compensation**

The Committee generally attempts to preserve the tax deductibility under the Internal Revenue Code (the Code) of all executive compensation. However, at times and under certain circumstances, it believes that it is more important to provide appropriate incentives irrespective of tax consequences.

Section 162(m) of the Code generally limits the corporate tax deduction for compensation paid to the executive officers that is not performance-based to \$1 million annually per executive officer. Plexus has taken action with respect to the provisions of Section 162(m) so that compensation income relating to stock options, SARs, performance-based restricted stock and cash bonuses under the 2008 Long-Term Plan (and predecessor plans) is exempt. Compensation under these shareholder approved plans which is performance-based is generally not subject to the \$1 million limitation; however, the grant of restricted shares without performance goals would not be considered to be performance-based and therefore would be subject to the limit along with cash salaries and bonuses. As a result of the shareholders' approval of the 2008 Long-Term Plan (and its predecessor) and the Purchase Plans, the Committee believes that most compensation income under these plans (other than any awards in the future of restricted stock or RSUs without performance goals, as is the case for the time vested RSUs granted in fiscal 2008) would not be subject to the Code's deduction limitation. However, if such restricted stock awards are made and/or any executive earns a sufficiently high VICP bonus, the covered compensation of some individuals could exceed \$1 million and, in those cases, the excess would not be tax deductible. In some years, including fiscal 2008, the Company has foregone a portion of its tax deduction as a result of the size of a high VICP bonus. Although the Company has considered strategies for dealing with these tax consequences in the future, the Committee has determined that the mix of compensation that it has used is nonetheless beneficial to achieving the Company's goals.

Other provisions of the Code also can affect the decisions which we make. Section 280G of the Code imposes a 20% excise tax upon executive officers who receive excess payments upon a change in control of a publicly-held corporation to the extent the payments received by them exceed an amount approximating three times their average annual compensation. The excise tax applies to all payments over one times average annual compensation. Plexus would also lose its tax deduction for excess payments. Our change in control agreements provide that benefits under them will be grossed up so that we also reimburse the executive officer for these tax consequences. Although these gross up provisions and loss of deductibility would increase Plexus' tax expense, the Committee believes it is important that the effects of this Code provision not negate the protections which it provides by means of the agreements.

The Code was amended to provide a surtax under Section 409A, relating to various features of deferred compensation arrangements of publicly-held corporations for compensation deferred after December 31, 2004. Section 409A becomes fully effective on January 1, 2009. We have conducted an extensive review of our benefit plans and employment arrangements to help assure they comply with Section 409A and that there are no adverse effects on Plexus or our executive officers as a result of these Code amendments. We have made various changes to some of these plans and arrangements, including Mr. Foate's employment agreement, to ensure full compliance with the new rules under Section 409A; however, we do not expect these changes to have a material tax or financial

consequence on Plexus.



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**COMPENSATION COMMITTEE REPORT**

The duties and responsibilities of the Compensation and Leadership Development Committee of the board of directors are set forth in a written charter adopted by the board, as set forth on the Company's website as described above under Corporate Governance Board Committees Compensation and Leadership Development Committee. The Committee reviews and reassesses this charter annually and recommends any changes to the board for approval.

As part of the exercise of its duties, the Committee has reviewed and discussed with management the above Compensation Discussion and Analysis contained in this proxy statement. Based upon that review and those discussions, the Committee recommended to the board of directors that the Compensation Discussion and Analysis be incorporated by reference in Plexus' annual report to shareholders on Form 10-K and included in this proxy statement.

**Members of the Compensation and Leadership Development Committee:**

Stephen P. Cortinovis, Chair

Peter Kelly

Michael V. Schrock

Charles M. Strother, MD

**Table of Contents****EXECUTIVE COMPENSATION**

This section provides further information about the compensation paid to, and other compensatory arrangements with, our executive officers.

**SUMMARY COMPENSATION TABLE**

The following table sets forth a summary of the compensation which we paid for fiscal 2008 to our Chief Executive Officer, our Chief Financial Officer and the three executive officers who had the highest compensation of our other executive officers. More detailed information is presented in the other tables and explanations which follow the following table.

| Name and Principal Position  | Year | Salary<br>(\$)(1) | Bonus<br>(\$)(2) | Stock<br>Awards<br>(\$)(3) | Option<br>Awards<br>(\$)(3) | Non-Equity<br>Incentive         |                                      | Total<br>(\$) |
|--|------|-------------------|------------------|----------------------------|-----------------------------|---------------------------------|--------------------------------------|---------------|
|  |      |                   |                  |                            |                             | Plan<br>Compensation<br>(\$)(2) | All Other<br>Compensation<br>(\$)(4) |               |
| <b>Dean A. Foate,</b><br><i>President and Chief<br/>Executive Officer</i>  | 2008 | \$672,981         | \$129,212        | \$195,957                  | \$1,366,137                 | \$635,240                       | \$115,907                            | \$3,115,434   |
|  | 2007 | 569,231           | 80,148           | 0                          | 815,226                     | 0                               | 95,013                               | 1,559,618     |
| <b>Ginger M. Jones</b><br><i>Vice President and Chief<br/>Financial Officer (5)</i>  | 2008 | 302,057           | 26,899           | 41,550                     | 80,430                      | 142,519                         | 51,077                               | 644,532       |
|  | 2007 | 132,212           | 11,569           | 0                          | 13,906                      | 0                               | 12,429                               | 170,116       |
| <b>Michael T. Verstegen</b><br><i>Senior Vice President,<br/>Global Market Development</i>                                   | 2008 | 257,808           | 24,105           | 31,163                     | 188,300                     | 121,675                         | 56,030                               | 679,081       |
|  | 2007 | 247,817           | 15,530           | 0                          | 117,657                     | 0                               | 34,973                               | 415,977       |
| <b>Angelo M. Ninivaggi</b><br><i>Vice President, General<br/>Counsel, Secretary and<br/>Corporate Compliance<br/>Officer</i> | 2008 | 228,827           | 15,313           | 20,775                     | 77,953                      | 75,598                          | 162,464                              | 580,930       |
|  | 2007 | 207,846           | 8,928            | 0                          | 24,135                      | 0                               | 56,001                               | 296,910       |
| <b>Yong Jin Lim</b><br><i>Regional President Plexus<br/>Asia Pacific (6)</i>   | 2008 | 239,371           | 16,852           | 31,163                     | 118,795                     | 90,383                          | 76,075                               | 572,639       |
|  | 2007 | 232,693           | 12,528           | 0                          | 60,252                      | 0                               | 73,102                               | 378,575       |

(1) Includes amounts voluntarily deferred by the named persons under the Plexus Corp. 401(k) Savings Plan (the 401(k) Plan ) and the Plexus supplemental executive

retirement plan (the SERP ). The amounts deferred under the SERP are also included in the Executive Contributions in Last FY column of the Nonqualified Deferred Compensation table below.

- (2) Both the Bonus and the Non-Equity Incentive Plan Compensation columns represent amounts that were earned during fiscal 2008 and fiscal 2007, respectively, under our Variable Incentive Compensation Plan ( VICP ). Under the VICP, annual bonuses for executive officers are determined by a combination of the degree to which Plexus achieves specific pre-set corporate financial goals during the fiscal year and individual objectives. To the extent a

payment was based on individual objectives, it is in the Bonus column. To the extent that the bonus resulted from corporate financial performance, that portion of the bonus is included under the Non-Equity Incentive Plan Compensation column. We include more information about the VICP under Grants of Plan-Based Awards below. The amounts shown in the 2008 row were earned in fiscal 2008 but will be paid in fiscal 2009 and the amounts shown in the 2007 row were earned in fiscal 2007 and were paid in 2008.

- (3) This column represents the value of stock and option awards granted under the 2008 Long-Term Plan and the 2005 Equity Plan, which are explained further below under Grants of

Plan-Based Awards. The amounts shown represent the amounts expensed in fiscal 2008 and fiscal 2007 for grants and awards made in those and prior years. SFAS 123(R) requires us to recognize compensation expense for stock options and other stock-related awards granted to our employees and directors based on the estimated fair value of the equity instrument at the time of grant. Compensation expense is recognized over the vesting period. The

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requirements of SFAS 123(R) became effective for Plexus beginning in the first quarter of fiscal 2006. The assumptions which we used to determine the valuation of the awards are discussed in footnote 11 to our consolidated financial statements. Please also see the Grants of Plan-Based Awards table below for further information about the options granted in fiscal 2008, and the Outstanding Equity Awards at Fiscal Year End table below relating to all outstanding option awards at the end of fiscal 2008.

- (4) The amounts listed under the column entitled All Other Compensation in the table include Company contributions to the 401(k) Plan

and the SERP (for Mr. Lim, this represents the Company's contribution to the Malaysian Employees Provident Fund), reimbursement made by Plexus under its executive flexible perquisite benefit, the value of the company car provided to the executive, relocation expenses (including a gross-up for income taxes) related to a move to Plexus Neenah headquarters, and additional life and disability insurance coverage for Mr. Foate and Mr. Lim. Per person detail is listed in the table below:

|                      | Year | Company Matching Contribution to 401(k) Plan | Company Contribution to SERP | Executive Flexible Perquisite Benefit | Value of Company Car | Relocation Expenses | Additional Life and Disability Insurance | Total     |
|----------------------|------|--|------------------------------|---------------------------------------|----------------------|---------------------|--|-----------|
| <b>Mr. Foate</b>     | 2008 | \$5,750                                      | \$88,750                     | \$ 9,706                              | \$ 2,356             |                     | \$ 9,345                                 | \$115,907 |
|                      | 2007 | 5,625  | 66,195                       | 11,803                                | 2,045                |                     | 9,345                                    | 95,013    |
| <b>Ms. Jones</b>     | 2008 | 1,934  | 30,325                       | 17,855                                | 963                  |                     |  | 51,077    |
|                      | 2007 |  | 9,625                        | 2,804                                 |                      |                     |  | 12,429    |
| <b>Mr. Verstegen</b> | 2008 | 5,808  | 21,340                       | 18,232                                | 10,650               |                     |  | 56,030    |
|                      | 2007 | 5,674  | 18,679                       | 9,461                                 | 1,159                |                     |  | 34,973    |

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|                      |      |       |        |        |        |         |         |
|----------------------|------|-------|--------|--------|--------|---------|---------|
| <b>Mr. Ninivaggi</b> | 2008 | 5,814 | 15,891 | 9,667  | 3,921  | 127,171 | 162,464 |
|                      | 2007 | 6,356 | 13,500 | 10,771 | 8,436  | 16,938  | 56,001  |
| <b>Mr. Lim</b>       | 2008 |       | 43,409 |        | 17,462 | 15,204  | 76,075  |
|                      | 2007 |       | 40,791 |        | 17,272 | 15,039  | 73,102  |

As a matter of policy, Plexus avoids providing perquisites beyond a company car to its executive officers.

However, under the executive flexible perquisite benefit, most executive officers may be reimbursed for expenses up to \$10,000 (plus a gross up for taxes) in a calendar year for miscellaneous expenses such as personal financial planning, spouse travel costs in connection with business-related travel, club memberships and/or tax and estate advice. The amounts in this column include the reimbursements under that program in fiscal 2008, including the related tax gross-up amounts; these amounts may exceed \$10,000 due to the tax gross-up and the difference between the fiscal and calendar year.

- (5) Ms. Jones joined Plexus on April 9, 2007, became an executive officer on May 10, 2007, and was named Plexus Chief Financial Officer on August 29, 2007. The amounts listed in the 2007 row of the Summary Compensation Table above include all compensation paid by Plexus to Ms. Jones in the fiscal 2007, including amounts paid when she was not an executive officer.
- (6) Mr. Lim was designated an executive officer on August 29, 2007. The amounts listed in the 2007 row of the Summary Compensation Table above include all compensation paid by Plexus to Mr. Lim in fiscal 2007, including amounts paid when he was not an executive officer.



**Table of Contents****GRANTS OF PLAN-BASED AWARDS  
2008**

The following table sets forth information about stock and option awards which were granted to the named executive officers in fiscal 2008 under the 2008 Long-Term Plan and the 2005 Equity Plan, as well as information about the *potential* cash bonus awards dependent on quantifiable corporate performance goals which those executive officers could earn for fiscal 2008 performance (to be paid in fiscal 2009) under the VICP. As a result of fiscal 2008 corporate performance, bonuses based on these criteria were earned in 2008, as set forth under the Non-Equity Incentive Compensation column in the Summary Compensation Table above. We provide further information about both potential compensation under the VICP and awards under the 2008 Long-Term Plan and the 2005 Equity Plan in fiscal 2008 in the table below, and additional information about those plans below the table.

| Name                 | Award Type                | Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards |                |                 | Units (#) | All Other Stock Awards: Number of Shares of Stocks or Underlying | All Other Option Awards: Number of Securities or Underlying Option | Exercise or Closing Base Price of Grant | Fair Value of Stock and Option Awards (\$) |
|----------------------|---------------------------|------------|---|----------------|-----------------|-----------|--|--|---|--|
|                      |                           |            | Threshold (\$)(1)   | Target (\$)(1) | Maximum (\$)(1) |           |  |  |   |  |
| <b>Mr. Foate</b>     | VICP*                     | 11/15/07   | \$1   | \$538,385      | \$1,211,366     |           |  |  |   |  |
|                      | RSUs & long-term cash (3) | 11/05/07   |   | 320,625        |                 | 21,375(3) |  |  | \$652,793                               |  |
|                      | Option                    | 11/05/07   |   |                |                 |           | 18,750   | \$30.54  | \$30.83                                 | 267,821                                    |
|                      | Option                    | 01/28/08   |   |                |                 |           | 18,750   | 22.17  | 22.27                                   | 179,192                                    |
|                      | Option                    | 04/28/08   |   |                |                 |           | 18,750   | 24.21  | 24.72                                   | 195,681                                    |
|                      | Option                    | 07/29/08   |   |                |                 |           | 18,750   | 29.71  | 29.48                                   | 240,135                                    |
| <b>Ms. Jones</b>     | VICP*                     | 11/15/07   | 1   | 120,788        | 271,774         |           |  |  |   |  |
|                      | RSUs & long-term cash (3) | 11/05/07   |   | 68,400         |                 | 4,560(3)  |  |  |   | 139,262                                    |
|                      | Option                    | 11/05/07   |   |                |                 |           | 4,000  | 30.54  | 30.83                                   | 57,135                                     |
|                      | Option                    | 01/28/08   |   |                |                 |           | 4,000  | 22.17  | 22.27                                   | 38,228                                     |
|                      | Option                    | 04/28/08   |   |                |                 |           | 4,000  | 24.21  | 24.72                                   | 41,745                                     |
|                      | Option                    | 07/29/08   |   |                |                 |           | 4,000  | 29.71  | 29.48                                   | 51,229                                     |
| <b>Mr. Verstegen</b> | VICP*                     | 11/15/07   | 1   | 103,123        | 232,027         |           |  |  |   |  |
|                      | RSUs & long-term cash (3) | 11/05/07   |   | 51,300         |                 | 3,420(3)  |  |  |   | 104,447                                    |
|                      | Option                    | 11/05/07   |   |                |                 |           | 3,000  | 30.54  | 30.83                                   | 42,851                                     |
|                      | Option                    | 01/28/08   |   |                |                 |           | 3,000  | 22.17  | 22.27                                   | 28,671                                     |

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|                      |                                 |          |   |        |         |          |       |       |         |
|----------------------|---------------------------------|----------|---|--------|---------|----------|-------|-------|---------|
|                      | Option                          | 04/28/08 |   |        |         | 3,000    | 24.21 | 24.72 | 31,309  |
|                      | Option                          | 07/29/08 |   |        |         | 3,000    | 29.71 | 29.48 | 38,422  |
| <b>Mr. Ninivaggi</b> | VICP*                           | 11/15/07 | 1 | 64,072 | 144,161 |          |       |       |         |
|                      | RSUs &<br>long-term<br>cash (3) | 11/05/07 |   | 34,200 |         | 2,280(3) |       |       | 69,631  |
|                      | Option                          | 11/05/07 |   |        |         | 2,000    | 30.54 | 30.83 | 28,568  |
|                      | Option                          | 01/28/08 |   |        |         | 2,000    | 22.17 | 22.27 | 19,114  |
|                      | Option                          | 04/28/08 |   |        |         | 2,000    | 24.21 | 24.72 | 20,873  |
|                      | Option                          | 07/29/08 |   |        |         | 2,000    | 29.71 | 29.48 | 25,614  |
|                      |                                 |          |   |        |         |          |       |       |         |
| <b>Mr. Lim</b>       | VICP*                           | 11/15/07 | 1 | 76,599 | 172,347 |          |       |       |         |
|                      | RSUs &<br>long-term<br>cash (3) | 11/05/07 |   | 51,300 |         | 3,420(3) |       |       | 104,447 |
|                      | Option                          | 11/05/07 |   |        |         | 3,000    | 30.54 | 30.83 | 42,851  |
|                      | Option                          | 01/28/08 |   |        |         | 3,000    | 22.17 | 22.27 | 28,671  |
|                      | Option                          | 04/28/08 |   |        |         | 3,000    | 24.21 | 24.72 | 31,309  |
|                      | Option                          | 07/29/08 |   |        |         | 3,000    | 29.71 | 29.48 | 38,422  |
|                      |                                 |          |   |        |         |          |       |       |         |

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- \* Represents a *potential* bonus payment for fiscal 2008 at various performance levels under the VICP to the extent they would result from corporate performance; other grants are stock options under the 2005 Equity Plan and the 2008 Long-Term Plan. Based on Plexus actual performance in fiscal 2008, bonuses were earned based on corporate financial performance; those amounts are shown in the Summary Compensation Table and were between the target and maximum amounts.
- (1) Amounts in the row labeled VICP\* reflect potential bonus payments which would depend upon Plexus meeting corporate financial goals; these exclude

potential bonus amounts for individual objectives. The amount in the Threshold column indicates a payment for performance just above the threshold; there is no minimum payment once the threshold has been exceeded. The amounts in the Target column of the row labeled RSUs & long-term cash represent long-term cash awards, which accompany grants of RSUs to offset taxes due on the vesting of RSUs in order to encourage retention of the shares received, as well as to round out the compensation package.

- (2) Options were granted at the average of the high and low trading prices on the date of grant. Under the 2005 Equity Plan, fair market value was determined either as the

closing price or the average of the high and low trading prices, either on the date of grant or as an average for a short period of time prior to the grant. Under the 2008

Long-Term Plan, fair market value may be determined as the average of the high and low trading prices on the date of grant or as an average for a short period of time prior to the grant. The stock options which were granted in fiscal 2008 under both the 2005 Equity Plan and the 2008

Long-Term Plan vest over a two year period, with 50% of the options vesting on the first anniversary of their grant date and the remainder vesting on the second anniversary.

- (3) The RSUs vest on November 5, 2010, assuming continued employment.

Grants of RSUs were accompanied by long-term cash awards, which vest on the same schedule and according to the same circumstances as the RSUs. Long-term cash awards were granted to help offset the taxes due upon the vesting of RSUs in order to encourage retention of the shares received, as well as to round out the compensation package. See the discussions below under the captions 2008 Long-Term Plan and 2005 Equity Plan.

VICP

Under the VICP, our executive officers may earn bonuses which depend in substantial part upon the degree to which Plexus achieves corporate financial goals which are set by our Compensation and Leadership Development Committee shortly after the beginning of our fiscal year. Each executive officer also may earn a portion of his or her bonus by achieving individual objectives set for that executive officer. The amounts included in the table are potential future payouts under non-equity incentive awards which could be earned pursuant to the corporate financial goals under the VICP. The amounts in the columns represent, respectively, the amount which could be earned in the event minimum results were achieved so as to result in a threshold payment to the executive officer, the amounts which could be received if each performance target was exactly met at the targeted level, and the maximum amount which could be earned under the VICP. Actual corporate performance was between the target and maximum levels on sales and exceeded the target level on ROCE, so amounts were paid accordingly between target and maximum, as reported in the Non-Equity Incentive Compensation column in the Summary Compensation Table above.

In addition, a portion of each individual's award could be earned based on individual objectives applicable specifically to that individual. These awards are intended to reflect in each instance an individual's performance which may not be reflected in financial performance for the entire company. The maximum amount that could be earned based on individual performance was \$134,596 for Mr. Foate (which would have been 20% of his bonus at the targeted levels) and varied from \$16,018 to \$30,197 for the other named executive officers (also representing 20%). The actual amounts earned by these persons are included above in the Bonus column in the Summary Compensation Table.

2008 Long-Term Plan

Under the 2008 Long-Term Plan, the Compensation and Leadership Development Committee of the board of directors may grant directors, executive officers and other officers and key employees of Plexus stock options, stock-settled SARs, restricted stock, which may be designated as restricted stock awards or RSUs, performance

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stock awards (which may be settled in cash or stock), and cash bonus awards in periodic grants. In fiscal 2007, as a result of the volatility of the stock market, particularly for Plexus stock, the Committee began the practice of making quarterly option grants. This facilitates overall compensation planning near the beginning of the fiscal year, as the total target amounts for grants for a year are set at that time. The Committee continues to make quarterly option grants; the specific dates of each grant are determined in advance. Option grants must be at the fair market value of the underlying shares when the grant is made.

Beginning in fiscal 2008, the Committee granted RSUs under the predecessor to the 2008 Long-Term Plan. In 2008, the grants were made at the beginning of the fiscal year and vest three years from the date of the grant, assuming continued employment; the Committee anticipates continuing this practice. The grants of RSUs were accompanied by long-term cash awards, which are intended to defray tax effects to the grantees upon vesting of the RSUs as an incentive to those persons to continue to hold their shares upon vesting because they will not need to sell shares to raise cash to pay taxes; we also use long-term cash awards to round out the compensation package. Long-term cash awards will vest on the same schedule and under the same circumstances as grants of RSUs.

**2005 Equity Plan**

Previously, under the 2005 Equity Plan, the Compensation and Leadership Development Committee of the board of directors granted directors, executive officers and other officers and key employees of Plexus stock options, SARs, RSUs and/or shares of restricted stock in periodic grants. Through the end of fiscal 2007, the Committee only granted stock options under the 2005 Equity Plan. The Committee began to grant RSUs and SARs in fiscal 2008; grants of RSUs were accompanied by long-term cash awards, which vest on the same schedule and under the same circumstances as RSUs. Through fiscal 2006, the Committee made annual grants of options approximately one week after the May board meeting, on a date set in advance to help avoid the possibility of market timing. Option grants were at the fair market value of the underlying shares when the grant was made.

The 2005 Equity Plan was replaced by the 2008 Long-Term Plan, upon its approval by shareholders at the 2008 annual meeting of shareholders. No further grants are being made under the 2005 Equity Plan except, in certain circumstances, to employees in the United Kingdom. Any such grants are subtracted from the shares available for issuance under the 2008 Long-Term Plan.



**Table of Contents****OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**  
**September 27, 2008**

The following table sets forth information about Plexus stock options held by the named executive officers which were outstanding at the end of fiscal 2008.

| Name                 | Option Awards   |   |                            |                        | Stock Awards  |  |
|----------------------|---|---|----------------------------|------------------------|---|--|
|                      | Number of Securities Underlying Unexercised Options (#) (1) | Number of Securities Underlying Unexercised Options (#) (1) | Option Exercise Price (\$) | Option Expiration Date | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (2) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) (3) |
| <b>Mr. Foate</b>     | 20,000  |   | \$35.547                   | 04/24/10               |   |  |
|                      | 30,000  |   | 23.55                      | 04/06/11               |   |  |
|                      | 100,000   |   | 25.285                     | 04/22/12               |   |  |
|                      | 75,000  |   | 8.975                      | 01/30/13               |   |  |
|                      | 45,000  |   | 14.015                     | 08/14/13               |   |  |
|                      | 75,000  |   | 15.825                     | 04/28/14               |   |  |
|                      | 100,000   |   | 12.94                      | 05/18/15               |   |  |
|                      | 66,666  | 33,334  | 42.515                     | 05/17/16               |   |  |
|                      | 18,750  | 18,750  | 21.41                      | 05/17/17               |   |  |
|                      | 18,750  | 18,750  | 23.83                      | 08/01/17               |   |  |
|                      |   | 18,750  | 30.54                      | 11/05/17               |   |  |
|                      |   | 18,750  | 22.17                      | 01/28/18               |   |  |
|                      |   | 18,750  | 24.21                      | 04/28/18               |   |  |
|                      | 18,750  | 29.71   | 07/29/18                   |                        |   |  |
|                      |   |   |                            | 21,375                 | \$ 463,838  |  |
| <b>Ms. Jones</b>     | 3,333   | 6,667   | 18.185                     | 04/09/17               |   |  |
|                      |   | 4,000   | 30.54                      | 11/05/17               |   |  |
|                      |   | 4,000   | 22.17                      | 01/28/18               |   |  |
|                      |   | 4,000   | 24.21                      | 04/28/18               |   |  |
|                      |   | 4,000   | 29.71                      | 07/29/18               |   |  |
|                      |   |   |                            | 4,560                  | 98,952  |  |
| <b>Mr. Verstegen</b> | 15,000  |   | 35.547                     | 04/24/10               |   |  |
|                      | 7,500   |   | 23.55                      | 04/06/11               |   |  |
|                      | 9,000   |   | 25.285                     | 04/22/12               |   |  |
|                      | 13,500  |   | 14.015                     | 08/14/13               |   |  |

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|                      |        |       |        |          |       |        |
|----------------------|--------|-------|--------|----------|-------|--------|
|                      | 15,000 |       | 15.825 | 04/28/14 |       |        |
|                      | 15,000 |       | 12.94  | 05/18/15 |       |        |
|                      | 10,000 | 5,000 | 42.515 | 05/17/16 |       |        |
|                      | 2,000  | 2,000 | 21.41  | 05/17/17 |       |        |
|                      | 2,000  | 2,000 | 23.83  | 08/01/17 |       |        |
|                      |        | 3,000 | 30.54  | 11/05/17 |       |        |
|                      |        | 3,000 | 22.17  | 01/28/18 |       |        |
|                      |        | 3,000 | 24.21  | 04/28/18 |       |        |
|                      |        | 3,000 | 29.71  | 07/29/18 |       |        |
|                      |        |       |        |          | 3,420 | 74,214 |
| <b>Mr. Ninivaggi</b> | 750    |       | 25.285 | 04/22/12 |       |        |
|                      | 1,333  | 667   | 42.515 | 05/17/16 |       |        |
|                      | 1,750  | 1,750 | 21.41  | 05/17/17 |       |        |
|                      | 1,750  | 1,750 | 23.83  | 08/01/17 |       |        |

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| Name           | Option Awards                                       |   |                       |                        | Stock Awards  |   |
|----------------|---|---|-----------------------|------------------------|---|---|
|                | Number of Securities Underlying Unexercised Options | Number of Securities Underlying Unexercised Options | Option Exercise Price | Option Expiration Date | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested |
|                | (#) (1)   | (#) (1)   | (\$)                  |                        | (#) (2)   | (\$ (3)   |
|                |   | 2,000   | 30.54                 | 11/05/17               |   |   |
|                |   | 2,000   | 22.17                 | 01/28/18               |   |   |
|                |   | 2,000   | 24.21                 | 04/28/18               |   |   |
|                |   | 2,000   | 29.71                 | 07/29/18               |   |   |
|                |   |   |                       |                        | 2,280   | 49,476  |
| <b>Mr. Lim</b> | 4,000   |   | 8.975                 | 01/30/13               |   |   |
|                | 7,500   |   | 12.94                 | 05/18/15               |   |   |
|                | 5,000   | 2,500   | 42.515                | 05/17/16               |   |   |
|                | 1,250   | 1,250   | 21.41                 | 05/17/17               |   |   |
|                | 1,250   | 1,250   | 23.83                 | 08/01/17               |   |   |
|                |   | 3,000   | 30.54                 | 11/05/17               |   |   |
|                |   | 3,000   | 22.17                 | 01/28/18               |   |   |
|                |   | 3,000   | 24.21                 | 04/28/18               |   |   |
|                |   | 3,000   | 29.71                 | 07/29/18               |   |   |
|                |   |   |                       |                        | 3,420   | 74,214  |

(1) Option award, under the 2008 Long-Term Plan or its predecessor plan. All options have an exercise price equal to the market price of our common stock on the date of grant. Since 2005, the market price has been determined using the average of the high and low trading prices on the grant date. Prior to that date, the market price was

determined by an average of the high and low trading prices over a period of five to ten trading days prior to the grant date. Options granted in fiscal 2005 vested immediately. Options granted in fiscal 2006 vest one-third on each of the first three anniversaries of the grant date. Options granted in fiscal 2007 and fiscal 2008 vest one-half on each of the first two anniversaries of the grant date.

- (2) Consists of RSUs awarded in fiscal 2008 under the 2005 Equity Plan. The RSUs vest on November 5, 2010, based on continued service through that date. See Compensation Discussion and Analysis Elements and Analysis of Direct Compensation Long-Term Incentives for additional information regarding awards.
- (3) Based on the \$21.70 per share closing price of a share of our common stock on September 26, 2008, the last trading day of fiscal 2008.

**Table of Contents****OPTION EXERCISES AND STOCK VESTED  
2008**

The following table sets forth information about the Plexus stock options which were exercised by the named executive officers in fiscal 2008. There were no outstanding awards of restricted stock or similar awards that vested in fiscal 2008.

| Name                 | Option Awards                             |                                     | Stock Awards                             |                                |
|----------------------|---|-------------------------------------|--|--------------------------------|
|                      | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) (1) | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) |
| <b>Mr. Foate</b>     | 24,870                                    | \$ 396,712                          |  |                                |
| <b>Ms. Jones</b>     |   |                                     |  |                                |
| <b>Mr. Verstegen</b> | 13,500                                    | 282,955                             |  |                                |
| <b>Mr. Ninivaggi</b> |   |                                     |  |                                |
| <b>Mr. Lim</b>       |   |                                     |  |                                |

(1) Based on the difference between the exercise price and the sale price on the date of exercise.

**NONQUALIFIED DEFERRED COMPENSATION  
2008**

Plexus does not maintain any defined benefit pension plans. Plexus only retirement savings plans are defined contribution plans: the 401(k) Savings Plan (the 401(k) Plan ) for all qualifying U.S. employees; and the supplemental executive retirement plan (the SERP ) for designated executive officers and certain other key employees. Because these are defined contribution plans, Plexus obligations are fixed at the time contributions are made, rather than Plexus being liable for future potential shortfalls in plan assets to cover the fixed benefits that are promised in defined benefit plans.

The 401(k) Plan is open to all U.S. Plexus employees meeting specified service and related requirements. Under the plan, employees may voluntarily contribute up to 50% of their annual compensation, up to a maximum tax code mandated limit of \$15,500; Plexus will match 100% of the first 2.5% of salary which an employee defers, up to \$5,750 in calendar year 2008. There are several investment options available to participants under the 401(k) Plan, including a Plexus stock fund.

Plexus maintains the SERP as an additional deferred compensation mechanism for most executive officers; the individuals covered in fiscal 2008 include Ms. Jones and Messrs. Foate, Verstegen and Ninivaggi. Mr. Lim does not participate because he is not a United States resident. Under the SERP, a covered executive may elect to defer some or all of his or her compensation through the plan, and Plexus may credit the participant's account with a discretionary employer contribution. Participants are entitled to the payment of deferred amounts and any earnings which may be credited thereon upon termination or retirement from Plexus, subject to the participants' deferral elections and Section 409A of the Code. The rabbi trust arrangement established under the SERP allows investment of deferred compensation held on behalf of the participants into individual accounts and, within these accounts, into one or more designated mutual funds or investments. These investment choices do not include Plexus stock.

Executive officers' personal voluntary deferrals to the SERP for fiscal year 2008 totaled \$222,542, including those by the named executive officers as set forth in the table below. In addition, the plan allows for discretionary Plexus contributions. Since fiscal 2006, discretionary contributions have been the greater of (a) 7% of the executive's total targeted cash compensation, minus Plexus permitted contributions to the executive officer's account in the 401(k) Plan, or (b) \$13,500. The Committee may also choose to make additional or special contributions; none were made in fiscal 2008 other than a special contribution of \$265,500 to a former executive officer of Plexus upon his permanent leave in recognition of his prior service and contributions to the Company.

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Mr. Lim does not participate in these plans because he is a resident of Malaysia and is covered by a different system. Under Malaysian law, an employer must make a contribution to the fund of at least 12% of every employee's salary during the year to the Employees Provident Fund, which is a retirement savings program established under Malaysian law. In accordance with its practice in Malaysia, Plexus made a contribution of 17% for Mr. Lim to reflect his seniority and responsibilities.

The following table includes information as to contributions under the SERP or, in the case of Mr. Lim, the Malaysian Employees Provident Fund. Since the 401(k) Plan is a tax-qualified plan generally available to all employees, contributions on behalf of the executive officers and earnings in that plan are not included in this table; however, company contributions under both are among the items included in the All Other Compensation column in the Summary Compensation Table above.

| Name                  | Executive Contributions in Last FY (\$)(1) | Registrant Contributions in Last FY (\$) | Aggregate Earnings (Loss) in Last FY (\$) | Aggregate Withdrawals/ Distributions (\$) | Aggregate Balance at Last FYE (\$) |
|-----------------------|--|--|---|---|------------------------------------|
| <b>Mr. Foate</b>      | \$144,074                                  | \$88,750                                 | (\$219,012)                               |   | \$1,292,983                        |
| <b>Ms. Jones</b>      | 15,072                                     | 30,325                                   | (6,306)                                   |   | 55,585                             |
| <b>Mr. Versteegen</b> | 12,881                                     | 21,340                                   | (44,340)                                  |   | 285,829                            |
| <b>Mr. Ninivaggi</b>  | 5,020                                      | 15,891                                   | (3,866)                                   |   | 31,108                             |
| <b>Mr. Lim (2)</b>    | 28,088                                     | 43,409                                   | See note(3)                               |   | 717,139(4)                         |

(1) Includes contributions by named executive officers that are included in the Salary column in the Summary Compensation Table above, as follows:  
 Mr. Foate \$104,000;  
 Ms. Jones \$15,072;  
 Mr. Versteegen \$12,881;  
 Mr. Ninivaggi \$5,020; and Mr. Lim \$28,088.

(2) Mr. Lim's information relates to the Malaysian Employees Provident Fund.

(3) This information is not yet available to Mr. Lim or the Company from the

Malaysian  
Employees  
Provident Fund.

- (4) Mr. Lim's fund account also includes contributions prior to his employment with Plexus and related earnings since the Malaysian Employees Provident Fund is not an employer-sponsored plan.

***EMPLOYMENT AGREEMENTS AND POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL***

In this section, we are providing information about specific agreements with our executive officers relating to employment and their post-employment compensation. As discussed further below, only Mr. Foate has an employment agreement. All of our executive officers have change in control agreements which will provide, in certain circumstances, for payments to the executive officers in the event of a change in control of Plexus.

**Mr. Foate's Employment Agreement**

Plexus does not generally have employment agreements with its executive officers. However, when Mr. Foate became Plexus' Chief Executive Officer in 2002, the Compensation and Leadership Development Committee and the board believed it was important to enter into an employment agreement with Mr. Foate to set forth the terms of his employment and to provide incentives for him to continue with the Company over the long term. In May 2008, the Company entered into a new employment agreement with Mr. Foate. The new employment agreement, which was approved by the Compensation and Leadership Development Committee and the board, amended and superseded Mr. Foate's previous employment agreement with the Company. Changes were made in order to more



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fully comply with changes made to Internal Revenue Code (the Code) Section 409A and to integrate the change in control provisions into the employment agreement; however, the benefits payable under the new agreement are substantially unchanged from those under the previous agreements.

Mr. Foate's new employment agreement is for an initial term of three years and automatically extends (unless terminated) by one year every year, so that it maintains a rolling three-year term. The agreement specifies when Plexus may terminate Mr. Foate for cause, or when Mr. Foate may leave the Company for good reason, and determines the compensation payable upon termination. The definition of cause and good reason are substantially similar to those under the change in control agreements, as described below, although good reason would also include a failure of Plexus to renew the employment agreement. If Mr. Foate is terminated for cause or voluntarily leaves without good reason, dies or becomes disabled, or the agreement is not renewed, Plexus is not required to make any further payments to Mr. Foate other than with respect to obligations accrued on the date of termination. If Plexus terminates Mr. Foate without cause, or he resigns with good reason, Mr. Foate is entitled to receive compensation including his base salary for a three year period following his separation date, a pro-rated VICP bonus keyed to the actual attainment of performance targets for the year in which Mr. Foate is involuntarily terminated, and certain lump sum payments designed to ensure that his benefits approximate those provided under the previous employment agreement. The lump sum payments are equal to the sum of one hundred percent (100%) of Mr. Foate's annual base salary prior to his separation date and the maximum amount of Company contributions for a full plan year under the 401(k) Plan and the Company's deferred compensation plans. Mr. Foate would also be eligible to participate in the Company's medical, dental and vision plans, subject to his payment of any premiums required by such plans, for a three year period following his separation from Plexus. Any payments triggered by a termination of employment are to be delayed until six months after termination, as required by Section 409A of the Code.

Mr. Foate was previously covered by a separate change in control agreement with Plexus; however, change in control provisions were incorporated into Mr. Foate's new employment agreement and the previous change in control agreement with Plexus was terminated. The change in control provisions are substantially identical to those provided in the change in control agreements described below under the caption Change in Control Agreements, with Mr. Foate's payment amount being three times the relevant salary plus benefits.

Under Mr. Foate's employment agreement, Plexus is also protected from competition by Mr. Foate after his employment with Plexus would cease. Upon termination, Mr. Foate agrees to not interfere with the relationships between the customers, suppliers or employees of Plexus for two years, and that he will not compete with Plexus over the same period and in geographical locations proximate to Plexus' operations. Further, Mr. Foate has agreed to related confidentiality requirements after the termination of his employment.

Under the 2008 Long-Term Plan and predecessor plans, optionholders (or their representatives) have a period of time in which they may exercise vested stock options after death, disability, retirement or other termination of employment, except in the case of termination with cause. Options do not continue to vest after termination except for full vesting upon a change in control or, when provided in related option agreements, upon death or disability. See

Outstanding Equity Awards at Fiscal Year End above for information as to Mr. Foate's outstanding stock options at September 27, 2008. Mr. Foate would also receive accrued and vested benefits under the 401(k) Plan and the SERP, and payment for accrued but unused vacation, upon a termination of employment for any reason; those amounts are not included in Potential Benefits Table below. See Nonqualified Deferred Compensation above for further information.

**Change in Control Agreements**

In May 2008, the board approved a new form of change in control agreement. Apart from changes required by Section 409A of the Code, including delaying payment triggered by a termination of employment until six months after the termination if the employee is among the Company's 50 top-paid employees, and changing certain definitions to be consistent with Section 409A, the new change in control agreements do not contain any other material changes from the previous change in control agreements. Additionally, the benefits payable under the new change in control agreements are the same in all material economic respects to the benefits provided by the previous change in control agreements.



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Plexus has change in control agreements with Ms. Jones and Messrs. Verstegen, Ninivaggi and Lim, and its other executive officers (with the exception of Mr. Foate as described above under the caption "Mr. Foate's Employment Agreement") and certain other key employees. Under the terms of these agreements, if there is a change in control of Plexus, as defined in the agreement, the executive officers' authorities, duties and responsibilities shall remain at least commensurate in all material respects with those prior to the change in control. Their compensation may not be reduced. Their benefits must be commensurate with those of similarly situated executives of the acquiring firm, and their location of employment must not be changed significantly as a result of the change in control.

Within 24 months after a change in control, in the event that any covered executive officer is terminated other than for cause, death or disability, or an executive officer terminates his or her employment with good reason, Plexus is obligated to pay the executive officer, in a cash lump sum, an amount equal to either two or three times (from one to two times for other key employees) the executive officer's base salary plus targeted bonus payment, and to continue retirement payments and certain other benefits. The change in control agreements designate three times salary plus benefits for each of Ms. Jones and Messrs. Verstegen, Ninivaggi and Lim. The agreements further provide for payment of additional amounts which may be necessary to gross up the amounts due to such executive officer in the event of the imposition of an excise tax upon the payments. The agreements do not preclude termination of the executive officer, or require payment of any benefit, if there has not been a change in control of Plexus, nor do they limit the ability of Plexus to terminate these persons thereafter for cause.

Under our change in control agreements:

A termination for a cause would occur if the executive officer willfully and continually fails to perform substantial duties or willfully engages in illegal conduct or gross misconduct which injures Plexus.

After a change in control, an executive may terminate for good reason which would include: requiring the executive to perform duties inconsistent with the duties provided under his or her agreement; Plexus not complying with provisions of the agreement; the Company requiring the executive to move; or any attempted termination of employment which is not permitted by the agreement.

A change in control would occur in the event of a successful tender offer for Plexus, other specified acquisitions of a substantial portion of the Company's outstanding stock, a merger or other business combination involving the Company, a sale of substantial assets of the Company, a contested director's election or a combination of these actions followed by any or all of the following actions: change in management or a majority of the board of the Company or a declaration of a change in control by the board of directors.

Also, under the 2008 Long-Term Plan and predecessor plans, award holders (or their representatives) have a period of time in which they may exercise vested awards after death, disability, retirement or other termination of employment, except in the case of termination with cause. Awards do not continue to vest after termination, except for full vesting upon death or permanent disability when provided in the related award agreements or upon a change in control. See "Outstanding Equity Awards at Fiscal Year End" above for information as to executive officers' outstanding stock options at September 27, 2008 (the named executive officers do not hold any stock-settled SARs). Executives would also receive accrued and vested benefits under the 401(k) Plan and the SERP, and payment for accrued but unused vacation, upon a termination of employment for any reason; those amounts are not included in the table. See "Nonqualified Deferred Compensation" above for further information.

Plexus does not have employment agreements with its executive officers other than Mr. Foate. It also does not have a formal severance plan for other types of employment termination, except in the event of a change in control as described above. Although Plexus has a general practice of providing U.S. salaried employees with two weeks severance pay for every year worked in the case of termination without cause, actual determinations are made on a case-by-case basis. Therefore, whether and to what extent Plexus would provide severance benefits to the named executive officers, or other executive officers, upon termination (other than due to death, permanent disability or a change in control) would depend upon the facts and circumstances at that time. As such, we are unable to estimate the potential payouts under other employment termination scenarios.



**Table of Contents****Potential Benefits Table**

The following table provides information as to the amounts which will be payable (a) to Mr. Foate under his employment agreement if he is terminated by Plexus for cause or without cause, (b) to the named executive officers in the event of death or permanent disability, and (c) to the named executive officers in the event they were terminated without cause, or the executive terminated with good reason, in the event of a change in control. The payments are calculated assuming a termination as of September 27, 2008, the last day of our previous fiscal year. The table includes only benefits that would result from death or permanent disability, a termination or a change in control, not vested benefits that are payable irrespective of a change.

| Executive Officer;<br>Context of<br>Termination          | Cash<br>Payments<br>(1) | Early<br>Vesting<br>of Stock<br>Options<br>(2) | Early<br>Vesting<br>of RSUs<br>(and<br>long-term<br>cash) (3) | Additional<br>Retirement<br>Benefits<br>(4) | Other<br>Benefits<br>(5) | Tax<br>Gross-up (6) | Total     |
|--|-------------------------|--|---|---|--------------------------|---------------------|-----------|
| <b>Mr. Foate Termination<br/>by Plexus for Cause</b>     |                         |  |   |   | \$ 70,576                |                     | \$ 70,576 |
| <b>Mr. Foate Death or<br/>Disability</b>                 |                         | (7) \$ 5,437                                   | \$ 463,838  |   | 133,083                  |                     | 602,358   |
| <b>Mr. Foate Termination<br/>by Plexus without Cause</b> | \$ 4,050,000            |  |   |   | 133,083                  |                     | 4,183,083 |
| <b>Mr. Foate Change in<br/>Control</b>                   | 4,050,000               | 5,437  | 463,838   | \$ 258,939                                  | 175,442                  | \$ 2,004,089        | 6,957,745 |
| <b>Ms. Jones Death or<br/>Disability</b>                 |                         | (7) 23,435                                     | 98,952  |   | 88,643                   |                     | 211,030   |
| <b>Ms. Jones Change in<br/>Control</b>                   | 1,536,372               | 23,435   | 98,952  | 96,748                                      | 116,143                  | 823,854             | 2,695,504 |
| <b>Mr. Versteegen Death or<br/>Disability</b>            |                         | (7) 580  | 74,214  |   | 174,150                  |                     | 248,944   |
| <b>Mr. Versteegen Change<br/>in Control</b>              | 1,338,894               | 580  | 74,214  | 81,443                                      | 201,650                  |                     | 1,696,781 |
| <b>Mr. Ninivaggi Death or<br/>Disability</b>             |                         | (7) 507  | 49,476  |   | 84,481                   |                     | 134,464   |
| <b>Mr. Ninivaggi Change<br/>in Control</b>               | 1,050,825               | 507  | 49,476  | 65,115                                      | 111,981                  | 551,094             | 1,828,998 |
| <b>Mr. Lim Death or<br/>Disability</b>                   |                         | (7) 362  | 74,214  |   |                          |                     | 74,576    |
| <b>Mr. Lim Change in<br/>Control</b>                     | 1,005,575               | 362  | 74,214  |   | 27,500                   |                     | 1,107,651 |

(1) This amount represents payments relating to the executives base salary and VICP bonus to the

extent they would be paid after termination, based on the salary in effect at the end of fiscal 2008 and the target VICP bonus for 2008. Under the change in control agreements, this payment equals three years salary, as it was in effect at the time of termination, plus three times the targeted VICP compensation for the year of termination. There are similar provisions for a termination without cause in Mr. Foate's employment agreement.

- (2) All outstanding unvested stock options would become vested upon a change in control, and the unvested options also would vest upon death or disability. The amount shown represents the difference in value of the unvested

options between  
their exercise  
price and  
market price,  
based on Plexus  
closing stock  
price of \$21.70  
per share

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on  
September 26,  
2008, the last  
trading date of  
fiscal 2008.

These are in  
addition to the  
already fully  
vested stock  
options  
discussed  
above. See  
Outstanding  
Equity Awards  
at Fiscal Year  
End.

- (3) All outstanding  
RSUs and  
long-term cash  
awards would  
become vested  
upon a change  
in control. The  
amount shown  
represents the  
difference in  
value of the  
unvested RSUs  
and long-term  
cash awards  
between their  
grant price and  
market price,  
based on Plexus  
closing stock  
price of \$21.70  
per share on  
September 26,  
2008, the last  
trading day of  
fiscal 2008.
- (4) Under the  
change in  
control  
agreements, the  
Company would  
be required to



continue payments to the 401(k) Plan and SERP for three years at the same level during the year preceding the change in control. There are similar provisions for a termination without cause in Mr. Foate's employment agreement. This column represents the total amount of those payments. The executive officers would also receive accrued and vested benefits under the 401(k) Plan and the SERP, and payment for accrued but unused vacation, upon a termination of employment for any reason; those amounts are not included in the table. See Nonqualified Deferred Compensation for further information.

- (5) These amounts include continuing payments of health and welfare benefits,

accrued  
vacation,  
executive  
reimbursement  
plan expenses,  
company car  
and other  
benefits for  
three years, as  
provided in the  
agreement.

- (6) In the event of a  
change in  
control in  
Plexus, the  
change in  
control  
agreements with  
our executive  
officers provide  
that we will pay  
them an  
additional  
benefit to  
reimburse the  
golden  
parachute excise  
taxes which  
they would owe  
pursuant to  
Internal  
Revenue Code  
Section 280G.  
This column  
provides an  
estimate of  
these payments,  
reflecting each  
executive's base  
compensation  
under  
Section 280G.

- (7) Excludes life or  
disability  
insurance  
payments from  
third party  
insurers.

**CERTAIN TRANSACTIONS**

Plexus has a written policy requiring that transactions, if any, between Plexus on the one hand and its executive officers, directors or employees (or related parties) on the other hand must be on a basis that is fair and reasonable to the Company and in accordance with Plexus Code of Conduct and Business Ethics and other policies. Plexus policy focuses on related party transactions in which its insiders or their families have a significant economic interest; while the policy requires disclosure of *all* transactions, it recognizes that there may be situations where Plexus has ordinary business dealings with other large companies in which insiders may have some role but little if any stake in a particular transaction. Although these transactions are not prohibited, any such transaction must be approved by either a disinterested majority of the board of directors or by the Audit Committee.

Please see Corporate Governance-Director Independence for certain transactions and relationships between Plexus and two directors which the board considered when determining the independence of the directors. There were no other transactions in an amount or of a nature which were reportable under applicable SEC rules in fiscal 2008.

#### **REPORT OF THE AUDIT COMMITTEE**

The Audit Committee of the board of directors, which was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act, oversees and monitors the participation of Plexus management and independent auditors throughout the financial reporting process and approves the hiring and retention of and fees paid to the independent auditors. The Audit Committee also generally reviews other transactions between the Company and interested parties which may involve a potential conflict of interest. No member of the Audit Committee is employed or has any other material relationship with Plexus. The members are independent directors as defined in Rule 4200(a)(15) of the NASD listing standards applicable to the Nasdaq Global Select Stock Market and relevant SEC rules. The Plexus board of directors has adopted a written charter for the Audit Committee, and the current version is available on Plexus website.

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In connection with its function to oversee and monitor the financial reporting process of Plexus and in addition to its quarterly review of interim unaudited financial statements, the Audit Committee has done the following:

reviewed and discussed the audited financial statements for the fiscal year ended September 27, 2008 with Plexus management;

discussed with PricewaterhouseCoopers LLP, Plexus independent auditors, those matters which are required to be discussed by Statement on Auditing Standards No. 114, The Auditor's Communication with Those Charged with Governance and SEC Regulation S-X, Rule 2-07 Communication with Audit Committees ; and

received the written disclosure and the letter from PricewaterhouseCoopers LLP required by the applicable standards of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence.

Based on the foregoing, the Audit Committee recommended to the board of directors that the audited financial statements be included in Plexus annual report on Form 10-K for the fiscal year ended September 27, 2008. The Audit Committee further confirmed the independence of PricewaterhouseCoopers LLP.

|                                 |                                      |  |
|---------------------------------|--------------------------------------|--|
| Members of the Audit Committee: | David J. Drury, Chair<br>Peter Kelly | Stephen P. Cortinovis<br>Mary A. Winston |
|---------------------------------|--------------------------------------|--|

**AUDITORS**

Subject to ratification by shareholders, the Audit Committee intends to reappoint the firm of PricewaterhouseCoopers LLP as independent auditors to audit the financial statements of Plexus for fiscal 2009. Representatives of PricewaterhouseCoopers LLP are expected to be present at the annual meeting of shareholders to respond to questions and make a statement if they desire to do so.

**Fees and Services**

Fees (including reimbursements for out-of-pocket expenses) paid to PricewaterhouseCoopers LLP for services in fiscal 2008 and 2007 were as follows:

|                     | 2008         | 2007         |
|---------------------|--------------|--------------|
| Audit fees:         | \$ 1,056,000 | \$ 1,057,200 |
| Audit-related fees: |              |              |
| Tax fees:           | 44,100       | 30,000       |
| All other fees:     |              |              |

The above amounts relate to services provided in the indicated fiscal years, irrespective of when they were billed. Audit fees related to Plexus annual audit and quarterly professional reviews; audit fees also included substantial work related to the certification of Plexus internal controls as required by the Sarbanes-Oxley Act. Tax services consisted primarily of compliance and other tax advice regarding special Plexus projects. The Audit Committee considered the compatibility of the non-audit services provided by PricewaterhouseCoopers LLP with the maintenance of that firm's independence.

The Audit Committee generally approves all engagements of the independent auditor in advance, including approval of the related fees. The Audit Committee approves an annual budget (and may from time to time approve amendments thereto), which specifies projects and the approved levels of fees for each. To the extent that items are not covered in the annual budget or fees exceed the budget, management must have such items approved by the Audit Committee or, if necessary between Audit Committee meetings, by the Audit Committee chairman on behalf of the Audit Committee. There were no services in fiscal 2008 or 2007 which were not approved in advance by the Audit Committee under this policy.

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\* \* \* \* \*

By order of the Board of Directors

Angelo M. Ninivaggi  
Vice President, General Counsel, Secretary and  
Corporate Compliance Officer  
Neenah, Wisconsin  
December 16, 2008

**A copy (without exhibits) of Plexus annual report to the Securities and Exchange Commission on Form 10-K for the fiscal year ended September 27, 2008 will be provided without charge to each record or beneficial owner of shares of Plexus common stock as of December 1, 2008 on the written request of that person directed to: Dianne Boydston, Executive Assistant to the Chief Financial Officer, Plexus Corp., 55 Jewelers Park Drive, P.O. Box 156, Neenah, Wisconsin 54957-0156. See also page 1 of this proxy statement. In addition, copies are available on Plexus website at [www.plexus.com](http://www.plexus.com), following the links at Investor Relations, then SEC Filings, then Plexus SEC Reports (or <http://www.plexus.com/annualreport.php>).**

To save printing and mailing costs, in some cases only one notice, annual report and/or proxy statement will be delivered to multiple holders of securities sharing an address unless Plexus has received contrary instructions from one or more of those security holders. Upon written or oral request, we will promptly deliver a separate copy of the annual report or proxy statement, as applicable, to any security holder at a shared address to which a single copy of the document was delivered. You may request additional copies by written request to the address set forth in the paragraph above or as set forth on page 1 of this proxy statement. You may also contact Ms. Boydston at that address or telephone number if you wish to receive a separate annual report and/or proxy statement in the future, or if you share an address with another security holder and wish for delivery of only a single copy of the annual report and/or proxy statement if you are currently receiving multiple copies.

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**55 JEWELERS PARK  
DRIVE  
P.O. BOX 156  
NEENAH, WI 54957**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE SHAREHOLDER COMMUNICATIONS**

If you would like to reduce the costs incurred by Plexus Corp. in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Plexus Corp., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE  
OR BLACK INK AS FOLLOWS:

PLEXU1      KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**PLEXUS CORP.**

**Proposals**

(1) Election of Directors:

|                |                     |                       |  |
|----------------|---------------------|-----------------------|--|
| <b>For All</b> | <b>Withhold All</b> | <b>For All Except</b> | To withhold authority to vote for any individual nominee(s), mark <b>For All Except</b> and write the number(s) of the nominee(s) on the line below. |
| o              | o                   | o                     |  |

**Nominees:**

- |                           |                             |
|---------------------------|-----------------------------|
| 01) Ralf R. Böer          |                             |
| 02) Stephen P. Cortinovis | 06) John L. Nussbaum        |
| 03) David J. Drury        | 07) Michael V. Schrock      |
| 04) Dean A. Foate         | 08) Dr. Charles M. Strother |
| 05) Peter Kelly           | 09) Mary A. Winston         |



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**ANNUAL MEETING OF SHAREHOLDERS OF  
PLEXUS CORP.**

**February 4, 2009**

**Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.**

**Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

**â Please detach along perforated line and mail in the envelope provided. â**

**PLEXUS CORP.**

**PROXY FOR 2009 ANNUAL MEETING OF SHAREHOLDERS**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints John L. Nussbaum, Dean A. Foate and Angelo M. Ninivaggi, and any of them, proxies, with full power of substitution, to vote all shares of stock which the undersigned is entitled to vote at the annual meeting of shareholders of Plexus Corp. to be held at The Westin Chicago Northwest, located at 400 Park Boulevard, Itasca, Illinois, on Wednesday, February 4, 2009 at 11:00 a.m. Central Time, or at any adjournment thereof, as follows, hereby revoking any proxy previously given.

**Address Changes:**

(If you noted any Address Changes above, please mark corresponding box on the reverse side.)

(Continued and to be signed on reverse side)