

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
FABRINET**

(As of August 9, 2013)

1. **Purpose.** The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Fabrinet (the “Company”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and to ensure that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Committee shall:
 - (a) identify and review individuals qualified to become members of the Board consistent with the criteria approved by the Board and select, or recommend for the Board’s selection, a slate of director nominees for election at each meeting of shareholders at which directors are to be elected;
 - (b) review and make recommendations on Board committee structure and composition;
 - (c) review and recommend updates to the Company’s Corporate Governance Guidelines, as appropriate;
 - (d) oversee the annual evaluation of the Board and its committees;
 - (e) see that proper attention is given, and effective responses are made, to shareholder concerns regarding corporate governance;
 - (f) monitor, make recommendations and periodically review matters related to succession planning for the Company’s executive officers; and
 - (g) perform such other duties and responsibilities as are enumerated in and consistent with this charter (this “Charter”).
2. **Membership.** The Committee shall be comprised of two or more directors. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Board shall appoint the chairperson of the Committee (the “Chair”). Subject to any alternate nominating procedures set forth in the Company’s Amended and Restated Memorandum and Articles of Association, as may be amended from time to time (the “Organizational Documents”), the Committee may make recommendations to the Board regarding appointments to the Committee.
3. **Qualifications.** Each member of the Committee shall meet the independence requirements of applicable law and the rules of the New York Stock Exchange (“NYSE”) in effect from time to time, subject to exceptions allowed by such rules and any waivers granted by such authorities.

4. **Removal.** The Board may remove a member of the Committee or replace the Chair at any time.
5. **Specific Responsibilities and Duties.** The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate.
 - 5.1 **Board Composition.** Evaluate the size and composition of the Board, determine criteria for Board membership, and evaluate the independence of existing and prospective members of the Board.
 - 5.2 **Candidates and Nominees.** Seek and evaluate qualified individuals to become new directors of the Board, as necessary. Periodically review the appropriate skills and characteristics required of members of the Board, including such factors as character, judgment, age, business experience, length of service, other time commitments, diversity and personal skills in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board. Select, or recommend for the Board's selection, the director nominees by class for election at each meeting of shareholders at which directors are to be elected. No appointment by the Board shall be invalid, however, as a result of any failure of the Committee to make a recommendation to the Board regarding such appointment. In the event of any inconsistency between the nominee selected or recommended by the Committee and the nominee selected, or recommended to the Company's shareholders, by the Board, the Board's choice shall be respected.
 - 5.3 **Current Directors.** Review the suitability of each member of the Board for continued service when his or her term expires and when he or she has a significant change in status.
 - 5.4 **Committees of the Board.** Review periodically the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees. Recommend to the Board persons to be members and chairpersons of the various committees.
 - 5.5 **Corporate Governance Principles.** Review periodically the Company's corporate governance principles, including Corporate Governance Guidelines and related policies, taking into account best practices. The Committee will periodically review and make recommendations to the Board, as appropriate, to update the Corporate Governance Guidelines and related policies.
 - 5.6 **Succession Planning.** Conduct a periodic review of the Company's succession planning process for the chief executive officer ("CEO"), report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO. Conduct a periodic review on the Company's succession planning process for

the Company's executive management team besides the CEO and report its findings and recommendations to the Board.

5.7 Shareholder Proposals. Review any proposals properly submitted by shareholders for action at an annual meeting of shareholders and make recommendations to the Board regarding action to be taken in response to each such proposal.

5.8 Shareholder Communications. Develop and administer the policies and procedures for shareholder communications to independent directors.

5.9 Charter of the Committee. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

5.10 Board and Committee Evaluations. Oversee the annual self-performance evaluation of the Board and its committees (including the Committee) and annually evaluate the performance of the Committee. Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.

5.11 Recommendations and Reports. Make recommendations and report to the Board and other committees of the Board with respect to any of the foregoing matters.

5.12 Other Actions. Take such other actions consistent with this Charter, the Organizational Documents and governing law as may be necessary or appropriate to fulfill the Committee's purpose (as stated above) and as may be requested or required by the Board from time to time.

- 6. Meetings.** The Committee shall meet with such frequency, and at such times, as the Chair or a majority of the Committee determines. The Committee shall also meet as and when necessary to act upon any other matters within its jurisdiction under this Charter. A special meeting of the Committee may be called by the Chair and shall be called promptly upon the request of any two members of the Committee. The agenda of each meeting shall be prepared by the Chair and circulated to each member of the Committee prior to the meeting date, if practicable. Unless the Committee or the Board adopts other procedures, the provisions of the Organizational Documents applicable to meetings of committees of the Board shall govern meetings of the Committee. If it is not practical, however, for the Committee to meet in a live or telephonic meeting, the Committee may meet and take actions pursuant to a unanimous written consent.
- 7. Minutes.** Minutes and other relevant records of each meeting of the Committee shall be kept with the regular corporate records of the Company. The Committee shall report to the Board regularly or whenever requested to do so by the Board.
- 8. Subcommittees.** The Committee has the power to appoint subcommittees.

9. Search Firm; Retention of Advisors and Counsel.

9.1 The Board delegates to the Committee the express authority to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates. If the Committee decides in its sole discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the search firm's fees and other retention terms.

9.2 The Committee shall have the power, in its sole discretion, to obtain advice and assistance from, retain at the Company's expense, and terminate such independent legal counsel or other advisors and experts as it determines necessary or appropriate to carry out its duties, and in connection therewith to receive appropriate funding, determined by it, from the Company.

10. Administrative Expenses. The Committee may determine the level and cost of ordinary administrative expenses necessary or appropriate in carrying out its duties, with such costs to be borne by the Company.

11. Reliance Permitted. In carrying out its duties, the Committee shall act in reliance on management, independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate to enable it to carry out its duties.

12. Investigations. The Committee has the authority to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

13. Required Participation of Employees. The Committee shall have unrestricted access to the Company's employees, independent public accountants, internal auditors, inside and outside counsel, and may require any of the Company's employees, independent public accountants, internal auditors, and inside and outside counsel to attend a meeting of the Committee or to meet with any members of the Committee or representatives of the Committee's counsel, advisors or experts.

14. Rules and Procedures. Except as expressly set forth in this Charter, the Organizational Documents, or as otherwise provided by law or the rules of the NYSE, the Committee shall establish its own rules and procedures.