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

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

Seagate Technology Holdings Public Limited Company

(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 paid previously with preliminary materials.
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

September 5, 2023

Dear Fellow Shareholder:

You are cordially invited to attend the 2023 Annual General Meeting of Shareholders of Seagate Technology Holdings plc, which will be held on Monday, October 23, 2023 at 5:00 p.m. Irish Standard Time at the InterContinental Hotel, Simmonscourt Road, Dublin 4, D04 A9K8, Ireland.

Details of the business to be presented at the meeting may be found in the Notice of 2023 Annual General Meeting of Shareholders and the Proxy Statement accompanying this letter. **We urge you to read the Proxy Statement carefully and use one of the methods of voting described in the Proxy Statement to ensure that your shares will be voted at the 2023 Annual General Meeting.**

On behalf of the Board of Directors of Seagate Technology Holdings plc, we thank you for your continued support.

Sincerely,

Michael R. Cannon
Board Chair

William D. Mosley
Chief Executive Officer and Director

SEAGATE TECHNOLOGY HOLDINGS PUBLIC LIMITED COMPANY

Notice of 2023 Annual General Meeting of Shareholders

The 2023 Annual General Meeting of Shareholders (the “2023 AGM”) of Seagate Technology Holdings plc (“Seagate” or the “Company”), a company incorporated under the laws of Ireland with its registered and principal executive offices at 38/39 Fitzwilliam Square, Dublin 2, D02 NX53, Ireland, will be held on Monday, October 23, 2023, at 5:00 p.m. Irish Standard Time, at the InterContinental Hotel, Simmonscourt Road, Dublin 4, D04 A9K8, Ireland.

The purposes of the 2023 AGM, which are more completely described in the accompanying Proxy Statement, are:

General Proposals:

1. By separate resolutions, to elect as directors the following incumbent directors who shall retire in accordance with the Company’s Constitution and, being eligible, offer themselves for election (the “Director Nominees”):

(a) Shankar Arumugavelu	(b) Prat S. Bhatt	(c) Robert A. Bruggeworth
(d) Judy Bruner	(e) Michael R. Cannon	(f) Richard L. Clemmer
(g) Yolanda L. Conyers	(h) Jay L. Geldmacher	(i) Dylan G. Haggart
(j) William D. Mosley	(k) Stephanie Tilenius	

Edward J. Zander will retire as a director at the end of the 2023 AGM and will not stand for re-election.

2. Approve, in an advisory, non-binding vote, the compensation of the Company’s named executive officers (“Say-on-Pay”).

3. Approve, in an advisory, non-binding vote, the frequency of future advisory votes on the compensation of the Company's named executive officers ("Frequency of Say-on-Pay").

4. Ratify, in a non-binding vote, the appointment of Ernst & Young LLP as the independent auditors of the Company for the fiscal year ending June 28, 2024 (“fiscal year 2024”), and authorize, in a binding vote, the Audit and Finance Committee (“Audit and Finance Committee”) of the Company’s Board of Directors (the “Board”) to set the auditors’ remuneration.

Irish Law Proposals:

5. Determine the price range at which the Company can re-allot shares that it acquires as treasury shares under Irish law.

Other:

6. Conduct such other business properly brought before the meeting.

The Board recommends that you vote “FOR” each Director Nominee included in Proposal 1, “FOR” each of Proposals 2, 4 and 5, and "ONE YEAR" for Proposal 3. The full text of these proposals is set forth in the accompanying Proxy Statement.

Proposals 1, 2, 3, and 4 are ordinary resolutions, requiring the approval of a simple majority of the votes cast at the meeting. Proposal 5 is a special resolution, requiring the approval of at least 75% of the votes cast at the meeting.

Only shareholders as of the close of business on August 24, 2023 (“Record Date”) are entitled to receive notice of and to vote at the 2023 AGM. If you are a shareholder as of the close of business on the Record Date, you may attend, speak and vote at the 2023 AGM or you may appoint a proxy or proxies to attend, speak and vote on your behalf. A proxy need not be a shareholder. If you wish to appoint as proxy any person other than the individuals specified on the proxy card, please contact the Company Secretary at our registered office or deliver to the Company Secretary a proxy card in the form set out in section 184 of the Irish Companies Act 2014 (the “Irish Companies Act”); please also note your nominated proxy must attend the 2023 AGM in Dublin, Ireland in person in order for your votes to be cast.

Please cast your vote by proxy even if you plan to attend the meeting. You may vote by proxy by using the Internet, calling by telephone, or completing, signing and returning your proxy card by mail by no later than 6:59 p.m. Eastern Daylight Time (11:59 p.m. Irish Standard Time) on October 22, 2023 (or, if you are a beneficial owner, such earlier time as your bank, broker-dealer, brokerage firm, or nominee may require). Instructions on how to submit your proxy are set forth in the accompanying Proxy Statement.

If you have any questions about the meeting or require assistance, please call Georgeson LLC, our proxy solicitor, at +1 781 575 2137 or at + 1 800 891 3214 (toll-free within the United States).

During the meeting, following a review of the Company’s affairs, management will also present Seagate’s Irish statutory financial statements for the fiscal year ended June 30, 2023 (“fiscal year 2023 or FY2023”) and the reports of the directors and auditors thereon.

By order of the Board,

Katherine E. Schuelke
Senior Vice President, Chief Legal Officer and Company Secretary

September 5, 2023

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 23, 2023

We will rely on the U.S. Securities and Exchange Commission (the “SEC”) rule that allows companies to furnish proxy materials over the Internet instead of mailing printed copies of those materials to each shareholder. As a result, we are sending our shareholders a Notice of Internet Availability of Proxy Materials (the “Notice”) instead of a paper copy of our Proxy Statement, including our Irish statutory financial statements for fiscal year 2023 and any other appendices thereto, the proxy card and our Annual Report on Form 10-K for fiscal year 2023 (collectively, the “Proxy Materials”). The Notice also contains instructions on how to request a paper or email copy of the Proxy Materials. If you have previously elected to receive our Proxy Materials electronically, you will continue to receive these materials via email unless you elect otherwise. A full printed set of our Proxy Materials will be mailed to you automatically only if you have previously made a permanent election to receive our Proxy Materials in printed form.

IF YOU ARE A SHAREHOLDER WHO IS ENTITLED TO ATTEND, SPEAK AND VOTE AT THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS, THEN YOU ARE ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND, SPEAK AND VOTE ON YOUR BEHALF. A PROXY NEED NOT BE A SHAREHOLDER. IF YOU WISH TO APPOINT AS PROXY ANY PERSON OTHER THAN THE INDIVIDUALS SPECIFIED ON THE PROXY CARD, PLEASE CONTACT INVESTOR RELATIONS BY PHONE AT 1.408.658.1222 OR BY EMAIL AT STX@SEAGATE.COM AND ALSO NOTE THAT YOUR NOMINATED PROXY MUST ATTEND THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS IN PERSON IN ORDER FOR YOUR VOTES TO BE CAST.

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Proxy Statement Summary

In this Proxy Statement, "Seagate," the "Company," "we," "us" and "our" refer to Seagate Technology Holdings plc, Irish public limited company. This Proxy Statement and the enclosed proxy card, or the Notice of Internet Availability of Proxy Materials, are first being mailed on or about September 5, 2023 to shareholders as of the close of business on the Record Date.

This summary highlights information contained elsewhere in this Proxy Statement. For more complete information about the topics summarized below, please review the entire Proxy Statement and Seagate's Annual Report on Form 10-K for fiscal year 2023.

Date and Time	Place	Record Date
5:00 p.m. Irish Standard Time, October 23, 2023	InterContinental Hotel Simmonscourt Road Dublin 4, D04 A9K8, Ireland	August 24, 2023

2023 AGM

Date and Time:	Monday, October 23, 2023 at 5:00 p.m. Irish Standard Time
Place:	InterContinental Hotel Simmonscourt Road Dublin 4, D04 A9K8, Ireland
Record Date:	August 24, 2023
Voting:	Shareholders as of the close of business on the Record Date may vote on the proxy proposals. Each ordinary share that you own entitles you to one vote on each matter to be voted on at the 2023 AGM. Your vote is very important. We encourage you to vote your shares prior to the 2023 AGM.
Attendance:	All shareholders as of the close of business on the Record Date may attend the 2023 AGM. You may attend, speak and vote at the meeting even if you have completed and submitted a form of proxy. Your nominated proxy must attend the 2023 AGM in person in order for your votes to be cast.
Proxy Materials:	The Proxy Materials were first made available to shareholders on or about September 5, 2023.

Proposals, Voting Recommendations and Vote Required

The Board recommends that you vote **"FOR"** each of the nominees listed in proposal 1, **"FOR"** proposals 2, 4, and 5, and **"ONE YEAR"** for proposal 3 at the 2023 AGM.

Proposals:	Vote Required:	Board Recommendation:
1. Election of Each of the 11 Director Nominees. *We are asking our shareholders to elect, by separate resolutions, each of the 11 Director Nominees identified in the Proxy Statement.*	Majority of Votes Cast	FOR each nominee
2. Approve, in an Advisory, Non-binding Vote, the Compensation of the Company's Named Executive Officers ("Say-on-Pay"). *We are asking for your approval, on an advisory, non-binding basis, of the compensation of our Named Executive Officers ("NEOs"). While our Board intends to carefully consider the shareholder vote resulting from the proposal, the final vote is advisory and will not be binding on us.*	Majority of Votes Cast	FOR
3. Approve, in an Advisory, Non-binding Vote, the Frequency of Future Advisory Votes on the Compensation of the Company's Named Executive Officers ("Frequency of Say-of-Pay"). *We are asking for your approval, on an advisory, non-binding basis, of the frequency of future advisory votes on the compensation of our NEOs. While our Board intends to carefully consider the shareholder vote resulting from the proposal, the final vote is advisory and will not be binding on us.*	Majority of Votes Cast	ONE YEAR
4. A Non-binding Ratification of the Appointment of Ernst & Young LLP as the Independent Auditors for the Fiscal Year Ending June 28, 2024 and Binding Authorization of the Audit and Finance Committee to Set Auditors' Remuneration. *We are asking for your ratification, in a nonbinding vote, of the appointment of Ernst & Young LLP as our independent auditors for fiscal year 2024, and to authorize, in a binding vote, the Audit and Finance Committee of the Board to set the auditors' remuneration.*	Majority of Votes Cast	FOR
5. Determine the Price Range for the Re-allotment of Treasury Shares. *We are asking you, to authorize the price range at which we can re-allot shares held as treasury shares. Granting the Board this authority is a routine matter for public companies incorporated in Ireland. From time to time, we may acquire ordinary shares and hold them as treasury shares. We may re-allot such treasury shares, and, under Irish law, our shareholders must determine the price range at which we may re-allot any shares held in treasury.*	At least 75% of Votes Cast	FOR

During the meeting, following a review of Seagate's affairs, management will also present Seagate's Irish statutory financial statements for fiscal year 2023 and the reports of the directors and statutory auditors thereon.

Seagate's Corporate Governance Highlights

- The Board consists of a substantial majority (91% as of end of fiscal year 2023) of independent directors.
- The Board Chair is an independent director.
- Directors must receive a majority of shareholder votes cast to be elected.
- All directors are elected annually by shareholders.
- All Board committees are composed exclusively of independent directors.
- The independent directors meet regularly in executive sessions.
- Directors and executive officers are subject to share ownership requirements.
- Executive officers are subject to a compensation "clawback" policy.
- The Board and each Board committee perform periodic self-evaluations.
- The Board oversees the Company's enterprise risk management program including ESG-related risks and cybersecurity.
- The Board oversees succession planning for all executive officers, including the Chief Executive Officer, and also undertakes succession planning for members of the Board.
- The Company maintains an anti-hedging policy for all directors and employees.
- The Company maintains a policy prohibiting the pledging of Company securities by directors, executive officers and certain other employees.

2024 Annual General Meeting of Shareholders

Deadline for shareholder proposals for inclusion in the fiscal year 2024 Proxy Statement:	May 4, 2024
Period for shareholder nomination of directors for election at the 2024 Annual General Meeting of Shareholders ("2024 AGM"):	April 4, 2024 to May 4, 2024
Deadline for all other proposals to be voted upon at the 2024 AGM:	July 18, 2024

For further information, see the section entitled "Shareholder Proposals and Nominations" on page 73 of this Proxy Statement.

Cautionary Statement Regarding Forward-Looking Statements

This Proxy Statement may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical fact. Forward-looking statements generally can be identified by words such as “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “should,” “may,” “will,” “will continue,” “can,” “could” or the negative of these words, variations of these words and comparable terminology, in each case, intended to refer to future events or circumstances. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements are subject to various uncertainties and risks that could cause our actual results to differ materially from historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to, those described under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K for fiscal year 2023 and in our Quarterly Reports on Form 10-Q filed with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof and are based upon information available to us at this time. The Company undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date they were made, unless required by applicable law.

Incorporation by Reference

Unless explicitly stated, information contained on or accessible via our website is not incorporated by reference into this Proxy Statement or any other report we file with the SEC.

SEAGATE

General Information

The following are questions and answers concerning voting and solicitation and other general information. You should read this entire Proxy Statement carefully.

Why did I receive this Proxy Statement?	We sent you this Proxy Statement or a Notice of Internet Availability of Proxy Materials (the “Notice”) on or around September 5, 2023, because our Board of Directors (the “Board”) is soliciting your proxy to vote at the Company’s 2023 Annual General Meeting of Shareholders (“2023 AGM”). This Proxy Statement summarizes the information you need to know to vote on an informed basis. If you have received a Notice, it contains a control number that will allow you to access the Notice, our Proxy Statement, including our Irish statutory financial statements for fiscal year 2023, the proxy card and our Annual Report on Form 10-K for fiscal year 2023 (collectively, the “Proxy Materials”) online.
Why are there two sets of financial statements covering the same fiscal period?	U.S. securities laws require us to send you our Annual Report on Form 10-K for fiscal year 2023, which includes our financial statements prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”). These financial statements are included in the mailing of this Proxy Statement. Irish law requires us to provide you with our Irish statutory financial statements for fiscal year 2023, including the reports of our directors and statutory auditors thereon. The Irish statutory financial statements are included as Appendix A to this Proxy Statement, are available online at *www.proxyvote.com*, and, as required under Irish law, will be available at the 2023 AGM in Dublin, Ireland.
What do I need to do to attend the 2023 AGM?	All shareholders of record (“record holders”) and beneficial owners (*i.e.,* those whose shares are held via a bank, broker-dealer, brokerage firm, trust or other similar organization or other nominee record holder (each referred to herein as a “broker”)) as of the close of business on the Record Date may attend the 2023 AGM in person in Dublin, Ireland. To attend the 2023 AGM in person, if you are a record holder, you must present valid photo identification, such as a driver’s license or passport, matching that of a shareholder appearing on the Company’s register as of close of business on the Record Date and a copy of a share certificate or other evidence of share ownership. If you are a beneficial owner, in addition to the foregoing, you also must present a letter from your broker showing that you were the beneficial owner of the shares as of the close of business on the Record Date, and if voting at the 2023 AGM, a legal proxy from your broker entitling you to vote your shares in person at the 2023 AGM.

Who may vote?

You may vote if you are a shareholder of our ordinary shares at the close of business on the Record Date. As of the Record Date, there were 207,848,234 ordinary shares outstanding and entitled to vote.

How do I vote?

We encourage you to vote your shares in advance by submitting your proxy or following the instructions provided by your broker, even if you plan to attend the 2023 AGM in person in Dublin, Ireland.

Record Holders
If you are the record holder, meaning that you own your shares in your own name and not through a broker, you may vote in one of four ways:

- *Via the Internet*. To vote using the Internet go to *www.proxyvote.com* and use the control number you were provided on your proxy card or Notice. You will need to follow the instructions on the website.
- *By Telephone*. To vote via telephone, call +1.800.690.6903 and follow the telephone prompts.
- *By Mail*. If you received a paper copy of the Proxy Materials in the mail, a printed proxy card has been enclosed. You may mark, sign, date and mail your proxy card to the address indicated on the proxy card, which will then be forwarded to Seagate's registered office in Ireland electronically. If you have not received a paper copy of our Proxy Materials and wish to vote by mail, please follow the instructions included in the Notice to obtain a paper proxy card. A full printed set of our Proxy Materials will be mailed to you automatically only if you have previously made a permanent election to receive our Proxy Materials in printed form.
- *In Person*. Attend the 2023 AGM in person in Dublin, Ireland or by appointing one or more proxies (who do not have to be shareholders) to attend the 2023 AGM in person and cast votes on your behalf in accordance with your instructions. If you wish to appoint as your proxy any person other than the individuals specified in the proxy card, please contact the Company Secretary at our registered office. For information on how to attend the 2023 AGM in person, please see "What do I need to do to attend the 2023 AGM?" above.

The Notice is not a proxy card and it cannot be used to vote your shares. Shareholders of record may vote their shares by attending the 2023 AGM and casting their vote in person or by appointing one or more proxies (who do not have to be shareholders) to attend the 2023 AGM and cast votes on their behalf in accordance with the shareholder's instructions. If you wish to appoint as your proxy any person other than the individuals specified in the proxy card, please contact the Company Secretary at our registered office.

Beneficial owners
Beneficial owners must vote their shares in the manner prescribed by their broker. If you do not receive voting instructions, please contact your broker directly. As noted above, beneficial owners wishing to vote in person at the 2023 AGM will need to obtain a legal proxy from their broker and bring it with them to the 2023 AGM. For information on how to attend the 2023 AGM in person, please see "What do I need to do to attend the 2023 AGM?" above.

In order to be timely processed, your proxy must be received by 6:59 p.m. Eastern Time (11:59 p.m. local time in Ireland) on October 22, 2023 (or, if you are a beneficial owner, such earlier time as your broker may require).

May I revoke my proxy?

If you are a record holder of the Company's shares you may change or revoke your proxy at any time before it is voted at the 2023 AGM by:

- notifying the Company Secretary in writing: c/o Seagate Technology Holdings plc at 38/39 Fitzwilliam Square, Dublin 2, D02 NX53, Ireland, Attention: Company Secretary;
- submitting another properly signed proxy card (in the form mailed to you or in the form set out in section 184 of the Irish Companies Act) with a later date or another Internet or telephone proxy at a later date but prior to the proxy voting deadline described above; or
- by voting in person at the 2023 AGM.

Merely attending the 2023 AGM in person in Dublin, Ireland does not revoke your proxy. To revoke a proxy, you must take one of the actions described above.

For beneficial owners, you must contact your broker to revoke your proxy. If you are a beneficial owner, merely attending or attempting to vote in person at the 2023 AGM will not revoke your proxy.
See “What do I need to do to attend the 2023 AGM?” above for information on how to attend the 2023 AGM.

How will my proxy get voted?

If your proxy is properly submitted, you are legally designating the person or persons named on the proxy card to vote your shares as you have directed. Unless you name a different person or persons to act as your proxy, Michael R. Cannon and/or Katherine E. Schuelke (the “Company Designees”) or their substitutes will act as your proxies. If you sign and return your proxy without indicating how your shares are to be voted and name anyone other than a Company Designee as your proxy, that person may vote your shares at their discretion. If you name a Company Designee as your proxy without indicating how your shares are to be voted, the Company Designee will vote your shares as the Board recommends on each proposal in this Proxy Statement and at their discretion regarding any other matter properly presented for a vote at the 2023 AGM. The Board currently does not know of any matters to be raised at the 2023 AGM other than the proposals contained in this Proxy Statement.

If you are a beneficial owner, your broker may vote your shares at their discretion on “routine” matters if your broker does not receive instructions from you.

The following proposals are **routine matters**:

- Proposal 4 (A Non-binding Ratification of the Appointment of Ernst & Young LLP as the Independent Auditors for the Fiscal Year Ending June 28, 2024 and Binding Authorization of the Audit and Finance Committee to set Auditors’ Remuneration)
- Proposal 5 (Determine the Price Range for the Re-allotment of Treasury Shares)

However, your broker may not vote your shares on “non-routine” matters if your broker does not receive instructions from you (“broker non-votes”). Broker non-votes will be counted for the purposes of a quorum but will not be counted as votes cast "for" or "against" the non-routine matters, and therefore do not affect the outcome of the vote.

The following proposals are **non-routine matters**:

- Proposal 1 (Election of Each of the 11 Director Nominees)
- Proposal 2 (Approve, in an Advisory, Non-binding Vote, the Compensation of the Company’s Named Executive Officers (“Say-on-Pay”))
- Proposal 3 (Approve, in an Advisory, Non-binding Vote, the Frequency of Future Advisory Votes on the Compensation of the Company's Named Executive Officers ("Frequency of Say-on-Pay"))

What constitutes a quorum?

A quorum is the minimum number of shares required to be present at the 2023 AGM to properly hold an annual meeting and conduct business. The presence at the meeting in Dublin, Ireland (in person or by proxy) of shareholders entitled, as of the Record Date, to exercise a majority of the voting power of the Company is necessary to constitute a quorum to conduct business at the 2023 AGM. Abstentions and broker non-votes are treated as “shares present” for the purposes of determining whether a quorum exists.

What vote is required to approve each of the proposals?	**Majority of Votes Cast Required to Approve:** ■ Proposal 1 (Election of Each of the 11 Director Nominees) ■ Proposal 2 (Approve, in an Advisory, Non-binding Vote, the Compensation of the Company's Named Executive Officers ("Say-on-Pay")) ■ Proposal 3 (Approve, in an Advisory, Non-binding Vote, the Frequency of Future Advisory Votes on the Compensation of the Company's Named Executive Officers ("Frequency of Say-on-Pay")) ■ Proposal 4 (A Non-binding Ratification of the Appointment of Ernst & Young LLP as the Independent Auditors for the Fiscal Year Ending June 28, 2024 and Binding Authorization of the Audit and Finance Committee to set Auditors' Remuneration) **75% of Votes Cast Required to Approve:** ■ Proposal 5 (Determine the Price Range for the Re-allotment of Treasury Shares) Although, as noted above, abstentions and broker non-votes are counted as "shares present" at the 2023 AGM for the purpose of determining whether a quorum exists, they are not counted as votes cast either "for" or "against" the proposal and, accordingly, do not affect the outcome of the vote.
Who pays the expenses of this Proxy Statement?	We have engaged Georgeson LLC ("Georgeson") to assist in the distribution of the Proxy Materials and the solicitation of proxies. We expect to pay Georgeson a fee for these services estimated at $11,000 plus out-of-pocket expenses. Proxies will be solicited on behalf of our Board by mail, in person, by telephone and via the Internet. We will bear the cost of soliciting proxies. We will also reimburse brokers for their reasonable out-of-pocket expenses for forwarding Proxy Materials to the beneficial owners for whom they hold shares.
How will proxy holders vote on any other matters that may be presented at the 2023 AGM?	Although we do not know of any matters to be presented or acted upon at the 2023 AGM other than the items described in this Proxy Statement, if any other matter is proposed and properly and validly presented at the 2023 AGM, the proxy holders will vote on such matters at their discretion.
How does the Board recommend that I vote?	The Board recommends that you vote your shares "FOR" each of the nominees listed in proposal 1, "FOR" proposals 2, 4, and 5, and "ONE YEAR" for proposal 3.
Voting procedures and tabulation.	The Board has appointed a member of the Company's Legal Department to serve as inspector of elections at the 2023 AGM and to make a written report thereof. Prior to the 2023 AGM, the inspector will sign an oath to perform their duties in an impartial manner and according to the best of their ability. The inspector will ascertain the number of ordinary shares outstanding, determine the number of ordinary shares present and represented at the 2023 AGM and the validity of proxies and ballots, count all votes and ballots, and perform certain other duties. The determination of the inspector as to the validity of proxies will be final and binding.

PROPOSALS REQUIRING YOUR VOTE

Proposals 1(a) – 1(j) — Election of Each of the 11 Director Nominees

(Ordinary Resolutions)

The Company uses a majority of votes cast standard for the election of directors. A majority of the votes cast means that the number of votes cast “for” a director nominee must exceed the number of votes cast “against” that director nominee. The Board currently has 12 directors, but Edward Zander will not be standing for re-election when his current term expires at the end of the 2023 AGM. Subject to the director nominees being elected, the Board will reduce its size from 12 to 11 members effective as of the end of the 2023 AGM on October 23, 2023, and accordingly, the number of directors will be set at 11 in accordance with our Constitution. Each of the Director Nominees listed below is being nominated to hold office for a one-year term beginning at the end of the 2023 AGM to be held on October 23, 2023 and expiring at the end of the 2024 AGM.

After many years of distinguished service, Edward Zander will be retiring from the Board, at the expiration of his current term at the 2023 AGM. We greatly appreciate and thank Mr. Zander for his many years of service as a Director.

Under our Constitution, if a director is not re-elected in a director election, then that director will not be re-appointed and the position on the Board that would have been elected or filled by the director nominee will become vacant, except in limited circumstances. The Board has the ability to fill the vacancy in accordance with the Constitution, provided that any director so appointed will be subject to a resolution approving their appointment at the next annual general meeting of shareholders.

Notwithstanding the requirement that a director nominee requires a majority of the votes cast, as Irish law requires a minimum of two directors at all times, in the event that an election results in either only one or no directors receiving the required majority vote, either the nominee or each of the two nominees, as appropriate, receiving the greatest number of votes in favor of their election shall, in accordance with the Company’s Constitution, hold office until their successor shall be elected.

All of the Director Nominees are current Board members. Mr. Bruggeworth will be standing for election by shareholders for the first time at the 2023 AGM. In fiscal year 2023, with the assistance of a search firm, Mr. Bruggeworth was identified as a potential candidate and recommended for appointment to the Board by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee reviewed the performance and qualifications of the directors listed below and recommended to the Board, and the Board approved, that each be recommended to shareholders for re-election at the 2023 AGM to serve for an additional one-year term. All of the Director Nominees have indicated that they will be willing and able to serve as directors.

The following table sets forth the names, ages, and certain other information for each of the Director Nominees as of September 5, 2023. Full biographical information is below.

Name of Director Nominee	Age	Director Since	Independent	Audit and Finance Committee	Compensation and People Committee	Nominating and Corporate Governance Committee(1)
Shankar Arumugavelu	52	2021	✓	✓		
Prat S. Bhatt	56	2020	✓	🖩 ✓		
Robert A. Bruggeworth	62	2022	✓	🖩 ✓		
Judy Bruner	64	2018	✓	🖩 ★		✓
Michael R. Cannon	70	2011	✓		✓	✓
Richard L. Clemmer	72	2022	✓			✓
Yolanda L. Conyers	56	2022	✓		✓	
Jay L. Geldmacher	67	2012	✓		★	✓
Dylan G. Haggart	36	2018	✓		✓	
William D. Mosley	57	2017				
Stephanie Tilenius	56	2014	✓	🖩 ✓		

★ **Committee Chair**

🖩 **Audit Committee Financial Expert**

(1) Mr. Zander is serving as Chair of the Nominating and Corporate Governance Committee until the 2023 AGM and the appointment of a new Chair.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE FOLLOWING DIRECTOR NOMINEES:

(a) Shankar Arumugavelu

Age 52

Director since 2021

Mr. Arumugavelu serves as the Senior Vice President and Chief Digital and Information officer of Verizon Communications Inc., leading Verizon's technology organization with global responsibility for information technology strategy, architecture, development and management of information systems portfolio, continued evolution of digital platforms, data and advanced analytics, and operation of all supporting infrastructure since October 2017. During his multi-decade tenure with Verizon, he has established a proven track record for leading enterprise transformation in order to scale the business and drive revenue growth. Mr. Arumugavelu has held a number of leadership positions of increasing responsibility with Verizon and its predecessor companies. Prior to assuming his current role, Mr. Arumugavelu served as the Senior Vice President and Chief Information Officer of Verizon Wireless and Verizon Consumer Markets business units. Mr. Arumugavelu serves on the board of directors of the TM Forum, a leading global alliance for digital service providers and suppliers in the telecommunications industry.

Expertise: Mr. Arumugavelu brings substantial technology, strategy, global operations, cyber security, information systems, data, analytics, and infrastructure expertise to our Board though his experience as a senior level executive in a large multi-national telecommunications corporation.

(b) Prat S. Bhatt

Age 56

Director since 2020

Mr. Bhatt currently serves as Executive Advisor at Cisco Systems, Inc. ("Cisco"), a global technology company, and served as the Chief Accounting Officer from July 2009 through July 2023. He previously also held the additional title of Corporate Controller from July 2009 to May 2022. From June 2007 to July 2009 he served as Vice President, Finance and Assistant Corporate Controller, and from November 2000 to June 2007 Mr. Bhatt served in various leadership roles of increasing importance at Cisco.

Mr. Bhatt currently serves on the Governing Board of the Center for Audit Quality ("CAQ") since August, 2023.

From June 1999 to November 2000 Mr. Bhatt was Director of Financial Operations at Kaiser Permanente and from October 1990 to June 1999 he was Senior Manager with Ernst & Young LLP in the Assurance Practice. He is a licensed Certified Public Accountant (inactive).

Expertise: Mr. Bhatt brings substantial accounting, financial, global operations, strategy, enterprise risk management, and investor relations expertise to our Board through his experience in a large, complex multinational technology corporation. Mr. Bhatt has previously served on advisory committees to the Financial Accounting Standards Board ("FASB") and Public Company Accounting Oversight Board ("PCAOB"), chair roles including the Financial Executives International's Committee on Corporate Reporting ("CCR"), and is a regular speaker on financial reporting & accounting topics at the Stanford University Graduate School of Business and other forums.

(c) **Robert A. Bruggeworth**

Age 62
Director since 2022

Mr. Bruggeworth has served as President and Chief Executive Officer at Qorvo, Inc, since December 2013. Prior to the merger of RFMD and TriQuint to form Qorvo, he served as President and Chief Executive Officer of RFMD from January 2003 to January 2015, having previously served in several senior management positions at RFMD beginning in September 1999. From July 1983 to April 1999, Mr. Bruggeworth held several manufacturing and engineering positions at AMP Inc. (now TE Connectivity LTD), a supplier of electrical and electronic connection devices, most recently as Divisional Vice President of Global Computer and Consumer Electronics based in Hong Kong. Mr. Bruggeworth currently serves on the board of directors of Qorvo Inc., and on the board of directors of MSA Safety Incorporated. Mr. Bruggeworth also serves as a director on the Semiconductor Industry Association.

Expertise: As a seasoned CEO of a publicly traded semiconductor company, Mr. Bruggeworth has broad management and business experience including knowledge regarding relevant markets and customers, supply chain issues, human capital management, and other technology and operational expertise, along with additional board experience from his service on public company boards and at the Semiconductor Industry Association.

(d) **Judy Bruner**

Age 64
Director since 2018

Ms. Bruner served as Executive Vice President, Administration and Chief Financial Officer of SanDisk Corporation, a supplier of flash storage products, from June 2004 until its acquisition by Western Digital in May 2016 and served on the board of directors from June 2002 to July 2004. She was Senior Vice President and Chief Financial Officer of Palm, Inc., a provider of handheld computing and communications solutions, from September 1999 until June 2004. Prior to Palm, Inc., Ms. Bruner held financial management positions at 3Com Corporation, Ridge Computers and Hewlett-Packard Company. She currently serves as a member of the boards of directors of Applied Materials, Inc. since July 2016, Qorvo, Inc., since May 2021, and Rapid7, Inc. since October 2016. Within the past five years, Ms. Bruner has also served on the board of directors of Varian Medical Systems and Brocade Communications Systems, Inc.

Expertise: Ms. Bruner brings over 35 years of financial management and operational experience in the global high-tech industry, including in solid state storage devices, and extensive experience with strategy, investor relations, compliance and enterprise risk management. In addition, her service on other public company boards, including as chair of the audit committee, brings valuable experience to our Board.

(e) Michael R. Cannon

Age 70

Director since 2011

Mr. Cannon has served as our Board Chair since July 2020 and prior to that served as Lead Independent Director from October 2016 until he was appointed as Chair. He served as President, Global Operations of Dell Inc., a multinational computer technology company, from February 2007 until January 2009, and as consultant to Dell Inc. from January 2009 until January 2011. He was the President and CEO of Solectron Corp., an electronic manufacturing services company, from January 2003 until February 2007. From July 1996 until January 2003, Mr. Cannon served as the CEO of Maxtor Corporation, a disk drive and storage systems manufacturer. He served on Maxtor's board of directors from July 1996 until Seagate acquired Maxtor in May 2006. Prior to joining Maxtor, Mr. Cannon held senior management positions at IBM, a multinational technology company, and earlier was the Vice President of Asia Operations residing in Singapore, for the disk drive division of Control Data Corporation, a mainframe and supercomputer firm. Mr. Cannon began his career at The Boeing Company, an aerospace company, in engineering and management positions. He has served on the board of directors of Lam Research Corporation since February 2011, and on the board of directors of Dialog Semiconductor plc from February 2013 until its sale to Renesas Electronics in April 2021. Mr. Cannon has previously served on the board of directors of Elster Group SE and within the past five years, on the board of directors of Adobe Systems, Inc.

Expertise: Mr. Cannon has extensive relevant industry expertise, including expertise in the disk drive business as well as with our major customers, that is valuable to our Board. Mr. Cannon brings international, technological, operations, leadership, and research and development expertise to our Board through his service as a public company CEO, and as a member of other public company boards of directors.

(f) Richard L. Clemmer

Age 72

Director since 2022

Mr. Clemmer has served as a global technology Chief Executive Officer, and most recently served as the Chief Executive Officer and President of NXP Semiconductors N.V., a semiconductor company, from 2009 to May 2020. Previously, he was a senior advisor to Kohlberg Kravis Roberts & Co., a private equity firm, from 2007 to 2008. He also served as President and Chief Executive Officer of Agere Systems Inc., an integrated circuits components company from 2005 to 2007. Prior to joining Agere Systems, Mr. Clemmer held a number of executive leadership positions at Texas Instruments, Inc. and Quantum Corporation. Mr. Clemmer currently serves on the board of directors of Aptiv PLC and HP, Inc. Mr. Clemmer also serves on multiple private and non-profit boards. Within the past five years, Mr. Clemmer also served on the Board of Directors of NXP Semiconductors N.V. and NCR Corporation.

Expertise: Mr. Clemmer brings experience and career success as a Chief Executive Officer and finance leader in the global high-tech industry, including experience with semiconductor, storage, e-Commerce, and software companies. In addition, his knowledge of the electronics industry and many of the Company's largest customers, his experience working with private equity investors, and his service on other public company boards brings valuable experience to our Board.

(g) Yolanda L. Conyers

Age 56

Director since 2022

Ms. Conyers most recently served as Vice President of Global Human Resources and Chief Global Diversity Officer at Lenovo from December 2014 until December 2020 and President of the Lenovo Foundation from January 2018 until December 2020. From January 2007 until December 2014, Ms. Conyers held a number of other leadership positions at Lenovo. Prior to joining Lenovo, Ms. Conyers held leadership positions of increasing scope and responsibility with Dell Technologies and Texas Instruments in the areas of engineering, worldwide procurement, global human resources, and diversity and inclusion.

Expertise: Ms. Conyers brings substantial expertise in talent management, including diversity, inclusion and leadership, global operations, technology industry and engineering, to our Board through her experience as a senior level executive in large multi-national corporations, including several companies in Seagate's industry.

(h) **Jay L. Geldmacher**

Age 67

Director since 2012

Mr. Geldmacher has served as president and CEO and a member of the board of directors of Resideo Technologies, Inc. since May 2020. Resideo is a global provider of smart home solutions providing safety, security and comfort, and is a global distributor of security and fire products. Mr. Geldmacher served as Global CEO and President of Electro Rent Corporation, a Platinum Equity company from September 2019 to May 2020. From November 2013 to August 2019, Mr. Geldmacher served as President and CEO of Artesyn Embedded Technologies, a spin—off of Emerson Network Power's Embedded Computing & Power business. Between 2007 and 2013, Mr. Geldmacher served as Executive Vice President of Emerson Electric Company and President of Emerson Network Power's Embedded Computing & Power Group, which designs, manufactures and distributes embedded computing and embedded power products, systems and solutions. From 2006 to 2007, he served as Group Vice President and President of Emerson Network Power's Embedded Computing & Power Group. From 1998 to 2006, he served as President of Astec Power Solutions, an Emerson subsidiary. Within the past five years, Mr. Geldmacher has served on the board of directors of Verra Mobility and as an Executive Advisory Council Member for Vertiv.

Expertise: As a CEO, Mr. Geldmacher brings international, technological, and operational expertise to our Board, along with additional board experience from his service on other public company boards.

(i) **Dylan G. Haggart**

Age 36

Director since 2018

Mr. Haggart has extensive experience working collaboratively with management and boards of directors on matters such as strategy, capital structure, mergers and acquisitions, and talent management. He previously served as a Partner at ValueAct Capital, a governance-oriented investment firm that invests in a concentrated portfolio of public companies, including Seagate, from 2013 to 2023. Prior to joining ValueAct Capital, Mr. Haggart served as a private equity investor at TPG Capital, focusing on North American buyouts, and as an investment banker at Goldman Sachs. Mr. Haggart is a director on the board of Fiserv, Inc., where he is a member of the Nominating and Corporate Governance Committee, as well as the Talent and Compensation Committee.

Expertise: Mr. Haggart brings experience as an investor and public company board member involved in strategic planning for other large companies across a wide range of industries, including companies in significant periods of transition. He also brings substantial experience with complex financial markets issues, capital allocation, strategy, technology, matters of corporate governance, executive compensation, and talent management. He has a deep knowledge of Seagate's business and the markets it serves.

(j) **William D. Mosley**

Age 57
Director since 2017

Dr. Mosley has served as our CEO since October 2017 and as a member of the Board since July 25, 2017. He was previously our President and COO from June 2016 to September 2017. He also served as our President, Operations and Technology from October 2013 until June 2016 and as our Executive Vice President of Operations from March 2011 until October 2013. Prior to these positions, Dr. Mosley served as our Executive Vice President of Global Sales and Marketing from February 2009 through March 2011; Senior Vice President of Global Disk Storage Operations from 2007 to 2009; and Vice President of Research and Development, Engineering from 2002 to 2007. He joined Seagate in 1996 as a Senior Engineer with a PhD in solid state physics, and from 1996 to 2002, Dr. Mosley served at Seagate in varying roles of increasing responsibility until his promotion to Vice President.

Expertise: As our CEO, Dr. Mosley brings broad-based executive-level experience and in-depth understanding of the various aspects of our business. Dr. Mosley also brings valuable global operational, technological, research and development, and sales and marketing expertise to our Board.

(k) **Stephanie Tilenius**

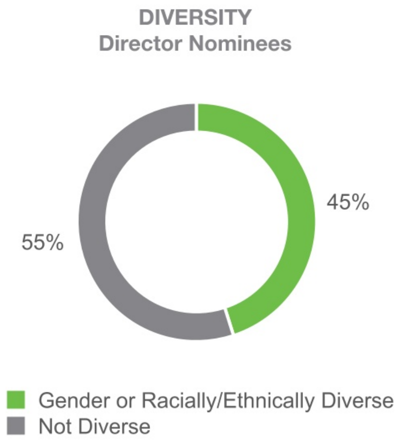
Age 56
Director since 2014

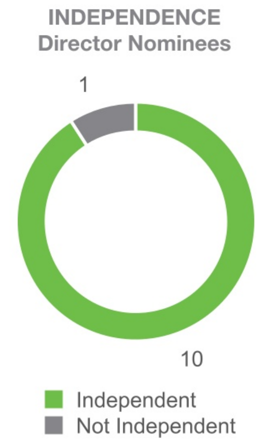
Ms. Tilenius is a founder of and served as the CEO of Vida Health, Inc., a mobile continuous care platform for preventing, managing and overcoming chronic and mental health conditions deployed at Fortune 500 companies, large U.S. payers and healthcare providers, since January 2014. Ms. Tilenius was an Executive in Residence at Kleiner Perkins Caufield & Byers, a venture capital firm, from June 2012 until October 2014, primarily focusing on companies within its Digital Growth Fund. From February 2010 until June 2012, Ms. Tilenius was Vice President of Global Commerce and Payments at Google, Inc., a multinational technology company, where she oversaw digital commerce, product search and payments. Prior to joining Google, Inc., she served in various positions at eBay Inc., an e-commerce company, from March 2001 until October 2009, ultimately as Senior Vice President of eBay.com and Global Products. She currently serves on the board of directors of ContextLogic (Wish) and Papa, and within the past five years, served on the board of directors of Tradesy, Coach Inc., Redbubble Limited and served as the Chair of the Advisory Board of the Harvard Business School California Research Center.

Expertise: Ms. Tilenius is an experienced senior executive in the consumer internet sector. She contributes her leadership, strategic insight, digital and e-commerce expertise, and her experience as a company founder, to our Board, along with experience as a board member for other public and private companies.

There are no familial relationships between any of the Director Nominees or our executive officers, nor are any of our directors, Director Nominees or executive officers party to any legal proceedings adverse to us.

Director Nominees Snapshot





Board Nominee Diversity Matrix				
Total Numbers of Directors			11	
Gender:	**Female**	**Male**	**Non-Binary**	**Did not Disclose**
Directors	3	8	0	0
Number of Directors who Identify in Any of the Categories Below:				
Hispanic or Latina(o)	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Black or African American	1	0	0	0
Native Hawaiian or Pacific Islander	0	0	0	0
Asian	0	1	0	0
South East Asian	0	1	0	0
Middle Eastern/North African	0	0	0	0
White	2	6	0	0
Two or More Races or Ethnicities	0	0	0	0
Other	0	0	0	0
I do not wish to disclose	0	0	0	0
LGBTQ+			0	
Veteran			0	

Director Skills Matrix

	Arumugavelu	Bhatt	Bruggeworth	Bruner	Cannon	Clemmer	Conyers	Geldmacher	Haggart	Mosley	Tilenius
Competencies											
Senior Leadership	X	X	X	X	X	X	X	X		X	X
Public Company Board			X	X	X	X		X	X		X
Financial	X	X	X	X	X	X		X	X	X	X
Risk Management	X	X		X	X	X		X	X		
Cybersecurity, IT & Data Security	X	X		X		X					X
Legal / Regulatory		X		X					X		
Accounting and Financial Audit		X		X		X		X			
Human Capital Management			X	X	X	X	X	X	X		X
Mergers and Acquisitions		X	X	X	X	X		X	X		X
Sales and / or Marketing			X		X	X		X		X	X
R&D			X		X	X		X			
Technology	X	X	X		X	X	X	X		X	X
Manufacturing		X	X		X	X		X		X	
International		X	X	X	X	X	X	X	X		X

Senior Leadership. Experience serving as a Chief Executive Officer or another C-level executive in a global organization and hands on-leadership experience in core management areas such as sales, marketing, engineering, manufacturing, strategic and operational planning, financial reporting, compliance, risk management, information technology, security, and human capital management.
Public Company Board. Experience serving on other public company boards and board committees with a knowledge and understanding of corporate governance practices and trends and insights into relations between the board, the CEO and senior management.
Financial. Knowledge and understanding of financial markets, financing and funding operations, and accounting and financial reporting processes. Experience in advising and overseeing capital structure, financing and investment activities, financial reporting, and internal control of such activities.
Risk Management. Experience identifying, evaluating, and prioritizing risks, and the coordination and application of resources to minimize, monitor, and control the probability or impact of such risks or to maximize opportunities.
Cybersecurity, IT & Data Security. Experience managing or overseeing the practices, policies and procedures for protecting IT systems and data from unauthorized access, corruption, or theft throughout its lifecycle, including physical security of hardware and storage devices, administrative and access controls, and security of software applications. Experience may also include managing a global organization's information technology systems and processes.
Legal/Regulatory. Knowledge and experience of laws, rules and regulations impacting a global company. Experience may also include managing or overseeing an organization responsible for analyzing, balancing and complying with new and existing laws across various jurisdictions and lines of business.
Accounting & Financial Audit. Knowledge and understanding of generally accepted accounting principles and financial statements; the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; experience preparing, auditing, analyzing or evaluating financial statements; or experience actively supervising one or more persons engaged in such activities; an understanding of internal controls and procedures for financial reporting; and an understanding of audit committee functions. Such experience can/may be obtained through (i) education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions, (ii) experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions, (iii) experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or (iv) other relevant experience.
Human Capital Management. Experience managing or overseeing human resources departments for a global company including oversight of executive and/or board of directors' compensation, and procedures and processes to measure employees' work and results based on their job responsibilities in support of accomplishing the Company's strategic objectives.
Mergers & Acquisitions. Experience in business development, mergers and acquisitions (M&A) and commercial transactions. Experience in developing and implementing strategies for growth.
Sales and/or Marketing. Experience managing or overseeing sales and marketing in a global company, including the skills associated with product pricing, advertising and promotion, distribution . and related processes.
R&D. Experience managing or directing an organization focused largely on developing advanced technologies which may require years of effort before bringing product to market.
Technology. Experience in relevant technology with an understanding in our research and development efforts, competing technologies, the various products and processes that we develop, our manufacturing operations, and the markets in which we compete.
Manufacturing. Experience managing manufacturing operations, facilities, and processes including overseeing manufacturing facilities, capital equipment investments, supply chain logistics, and internal control of such activities.
International. Experience working in a country other than one's home country and/or managing within a company with global operations.

Corporate Governance

Corporate Governance Guidelines and Committee Charters

Our Corporate Governance Guidelines, together with our Board committee charters, provide the framework for the corporate governance of the Company. This promotes the interests of our shareholders and strengthens our Board and management accountability. Below is a summary of our Corporate Governance Guidelines and Board Committee Charters. We provide our Corporate Governance Guidelines, as well as the charters of each of our Board committees and our Code of Conduct and Code of Ethics, on our website at *investors.seagate.com*, under the “Governance” tab.

Role of the Board

The Board, elected annually by our shareholders, oversees the management of the business and affairs of the Company. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved for the shareholders. The Board has three standing committees: Audit and Finance, Compensation and People, and Nominating and Corporate Governance.

The Board and its committees have the primary responsibilities of:

- reviewing, monitoring and approving the Company’s strategic direction, annual operating plan, and major corporate actions;
- monitoring and evaluating the performance of the Company;
- hiring and evaluating the performance of our CEO;
- reviewing and approving compensation of the CEO and other executive officers;
- reviewing and approving CEO and executive officer succession planning;
- overseeing the Company’s management;
- overseeing the Company’s ethical and legal compliance, including the Code of Conduct and Code of Ethics; and
- overseeing the Company’s enterprise risk management processes and programs.

Environmental, Social and Corporate Governance Matters

Our values—Integrity, Innovation, and Inclusion—underpin our strategy and our approach to environmental, social, and governance (“ESG”) matters. Seagate is committed to developing and maintaining sustainable and responsible practices in its global operations. As such, Seagate is a signatory to the Responsible Business Alliance Code of Conduct and the United Nations Global Compact (UNGC) and supports their principles and standards. Management regularly reports to our Board on the outcomes of programs and processes we have established to adhere to these principles and standards as well as on other ESG matters such as the diversity of our workforce, employee development, and employee health and safety.

The Board is responsible for ensuring that ESG opportunities and oversight of related risks are integrated into our long-term strategy. Given the multi-faceted nature of the Company’s approach to ESG and its integration into our overall strategy, the Board believes each of its committees should maintain oversight over the particular ESG matters that fall within its scope rather than concentrating all ESG oversight solely to the Board or to a single Board committee. More specifically, the Nominating and Corporate Governance Committee annually reviews and oversees our governance structure, the Audit and Finance Committee annually reviews our disclosure controls, and the Compensation and People Committee reviews ESG performance metrics.

More information on our ESG efforts can be found on the Diversity, Equity and Inclusion (“DEI”) and ESG sections of our website, *www.seagate.com,* and in our fiscal year 2022 DEI Annual Report and our fiscal year 2022 ESG Performance Report, the latter of which was prepared in accordance with the Global Reporting Initiative (GRI) Standards and is responsive to the Sustainability Accounting Standards Board (SASB) technology and telecommunication sector hardware standards.

Role of the Board in Risk Oversight

The Board has responsibility for oversight of the processes established by management to report and monitor material risks applicable to the Company, including ESG risks and cybersecurity risks. The Board and its committees focus on the Company's general risk management strategy and the most significant short-term and longer-term risks facing the Company, and regularly review the Company's processes for monitoring and addressing risks. The Board's review of the Company's long-term strategic, financial, and organizational goals and its review of management's plans designed to achieve those goals is a part of the Board's oversight of risk management and assists the Board in assessing management's approach to and tolerance for risk as well as approach to prioritize resources for risk management. In addition, the committees of the Board report to the full Board at regularly scheduled Board meetings on any identified material risks within that committee's area of responsibilities.

- The **Audit and Finance Committee** has responsibility for oversight of financial risks, including any ESG-related financial or disclosure risks, in the Company's business, cash position, financing activity, tax position and tax strategy, and corporate development plans, as well as risks associated with the Company's financial reporting and disclosure processes. The Audit and Finance Committee also has primary responsibility for oversight of risks related to, cybersecurity, data privacy, product security and other computerized information system controls, and compliance and ethics matters;

- The **Compensation and People Committee** has responsibility for oversight of the risks related to our people, including those created by the Company's compensation programs, arrangements, policies and procedures as well as risks related to other practices and policies affecting our employees; and

- The **Nominating and Corporate Governance Committee** has responsibility for oversight of the risks related to our governance programs, policies, and practices, including director and CEO succession, selection, composition and evaluation of the Board and its committees, and general corporate governance including with respect to company culture, corporate social responsibility, sustainability, diversity, equity and inclusion and human rights.

Our Board believes that open communication between management and our Board is essential for effective risk oversight and management. As such, the Board is informed and engaged when new risks arise. For example, in response to risks, uncertainties and other factors, such as macro-economic challenges and organizational changes, that could impact the Company, the Board and the Compensation and People Committee each receive regular reports from members of management to monitor and assess risks to our business and to manage the impact on our employees, customers, suppliers and other business partners, and the communities in which we operate globally. In addition, the Audit and Finance Committee receives regular reports from management, including the Chief Information Officer and Chief Information Security Officer, and other members of management on enterprise security, data privacy and data security risks, controls, and incident preparedness.

Committees of the Board

Audit and Finance Committee

Key Functions of the Audit and Finance Committee of the Board:

- Oversee the Company’s financial reporting and adequacy and effectiveness of the Company's disclosure controls and procedures.
- Review annual audited and quarterly financial statements and Irish statutory financial statements, as well as the Company’s disclosures under “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” contained in the Company's SEC Forms 10-K and 10-Q and in our earnings releases, with management and the independent auditors.
- Obtain and review periodic reports, at least annually, from management and from the independent auditors assessing the effectiveness of the Company’s internal controls over financial reporting.
- Review and monitor the Company’s processes that are designed to ensure compliance with all applicable laws, regulations and corporate policy, including with respect to senior executives’ expenses and perquisites as well as ethics matters reported through the anonymous reporting line or from other sources.
- Appoint the public accounting firm that will serve as our independent auditors and review the performance, independence, and qualifications of the independent auditors.
- Review and make recommendations regarding the Company’s cash position; financial position; capital needs; financing plans; the Company’s ability to access capital markets including the Company’s debt and credit ratings; bank and lender relationships; capital structure; equity and debt issuances; dividends including and, if and as delegated by the Board, making declarations of Company dividends; share splits; financing proposals; debt issuances, repayment, repurchase or redemption of any outstanding notes; capital asset plans and capital expenditures; and corporate development plans.
- Monitor and review, and make recommendations regarding, the Company’s policies and procedures around managing major risks in the Company’s business, cash position, financing activity, tax position and tax strategy, and corporate development plans, and risks pertaining to our financial reporting and disclosure processes, including disclosures with respect to ESG matters, and to other enterprise security risks including cybersecurity, data privacy, data protections, product security and other computerized information system controls.
- Review, evaluate and authorize management to enter into any capital market transactions (including debt and equity financings), private equity and debt financing, or proposed merger, acquisition, divestiture or investment transactions, in accordance with the committee’s delegated authority from the Board, and to review, evaluate and recommend to the Board with respect to any such transactions that exceed the committee’s delegated authority.
- Review, evaluate and authorize management to enter into any capital market transactions (including debt and equity financings), private equity and debt financing, or proposed merger, acquisition, divestiture or investment transactions, in accordance with the committee’s delegated authority from the Board, and to review, evaluate and recommend to the Board with respect to any such transactions that exceed the committee’s delegated authority.
- Review the scope of the financial statements audit and the findings and approve the fees of the independent auditors.
- Review and determine in advance permitted audit and non-audit services to be performed by the independent auditors.
- Satisfy itself as to the independence of the independent auditors and ensure receipt of their annual independence statement.
- Appoint and oversee the performance of the head of the Company’s internal audit function and approve the annual internal audit plan.
- Review legal and related matters that could have a significant impact on the Company’s financial statements and compliance with applicable laws.

A copy of the charter of the Audit and Finance Committee is available on our website, *investors.seagate.com*, under the "Governance—Board Structure and Committees" tab.

Compensation and People Committee

Key Functions of the Compensation and People Committee of the Board:

- Establish the Company's overall compensation strategy and the executive compensation policies.
- Oversee the design, development and administration of the Company's incentive, equity compensation and benefits plans, policies and programs.
- Review and decide upon executive compensation and benefit programs and periodically review their effectiveness.
- Discuss and consider the results of the shareholder advisory vote on Say-on-Pay and Frequency of Say-on-Pay.
- Review and determine, whether as a committee or together with the other independent members of the Board, all compensation decisions pertaining to the CEO.
- Review and approve or recommend to the Board, any employment contracts or other transactions with current or former named executive officers, and all other Section 16 officers, including severance or termination arrangements.
- Review and, with advice from the CEO, make compensation decisions pertaining to the other executive officers.
- Review and determine all corporate financial and operational performance metrics and objectives relevant to executive officers' compensation.
- Review succession related compensation for SVPs and above.
- Review compliance of the NEOs with the share ownership requirements.
- Review and recommend significant changes in principal employee benefit programs.
- Select, retain, and oversee Compensation and People Committee consultants and advisors.
- Recommend for decision by the independent members of the Board the compensation to be paid to non-employee directors.
- Review other programs and practices affecting our employees including with respect to compensation and the health and well-being of employees, employee development, and programs designed to promote and foster diversity, equity, and inclusion at the Company.

A copy of the charter of the Compensation and People Committee is available on our website, *investors.seagate.com*, under the "Governance—Board Structure and Committees" tab**.**

Compensation Risk Assessment

As noted above, the Compensation and People Committee considers potential risks created by the Company's executive compensation programs. In addition, the Compensation and People Committee reviews all of its compensation policies and procedures to determine whether they present a significant risk to the Company. Based on these reviews, the Compensation and People Committee has concluded that its compensation policies, programs, and procedures do not create risks that are reasonably likely to have a material adverse effect on the Company.

Nominating and Corporate Governance Committee

Key Functions of the Nominating and Corporate Governance Committee of the Board:

- Take a leadership role in shaping the corporate governance of the Company including with respect to Company culture, corporate social responsibility, sustainability, DEI, and human rights.

- Identify individuals qualified to become directors and recommend candidates for all directorships and Board committee memberships, and evaluate candidates nominated by shareholders on substantially the same basis as it considers other nominees.
- Review the Company's Corporate Governance Guidelines and Board committee charters and make recommendations for changes to the Board.
- Oversee the Board, Board committees, and director self-evaluation processes.
- Consider questions of independence, related party transactions, and potential conflicts of interest of directors and executive officers.
- Periodically review succession planning of the Board Chair, CEO and other executive officers.
- Periodically review and propose amendments to the Company's constitution.

A copy of the charter of the Nominating and Corporate Governance Committee is available on our website, *investors.seagate.com*, under the "Governance—Board Structure and Committees" tab.

Board Leadership Structure

Our Corporate Governance Guidelines permit the roles of Board Chair and CEO to be filled by the same or different individuals, based on the Company's needs, best practices, and the best interests of our shareholders. This allows the Board flexibility to determine whether the two roles should be combined or separated based upon the Company's needs and the Board's assessment of its leadership from time to time. The Board believes that our corporate governance principles, the quality, stature and substantive business knowledge of the members of the Board, as well as the Board's culture of open communication with the CEO and senior management, are currently conducive to separation of the Board Chair and CEO positions to maximize Board effectiveness. Separating the Board Chair and CEO positions also provides an appropriate degree of Board oversight and allows Dr. Mosley, our CEO, to focus on our business strategy and market opportunities, as well as on our organizational structure and execution capabilities.

For fiscal year 2023, Michael R. Cannon served as Board Chair. If we do not have an independent Board Chair, a Lead Independent Director would be appointed as part of the organizational structure for the independent directors in order to address the need for independent leadership and perspective. Mr. Cannon has served on the Board since 2011 and brings significant industry and leadership experience to the Board, enabling him to effectively provide leadership to the Board, including with respect to the Board's risk management oversight responsibilities, and communicate with management regarding Board input.

Board Composition

The Board consists of a substantial majority (91% as of the end of fiscal year 2023) of independent, non-employee directors. In addition, we require that all members of the Audit and Finance, Compensation and People and Nominating and Corporate Governance committees of the Board be independent directors.

The Board has determined that each member of each of these three committees is "independent" as defined in The Nasdaq Stock Market ("Nasdaq") listing rules and that each member of the Compensation and People Committee and Audit and Finance Committee meet applicable Nasdaq and SEC independence standards for such committees (see "Director Independence Determination" below). The Board has also determined that Messrs. Bhatt, Bruggeworth and Mses. Bruner and Tilenius are audit committee financial experts, as that term is defined by rules of the SEC, and that each member of the Compensation and People Committee qualifies as a "Non-Employee Director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended ("Exchange Act").

Board committee memberships and chairs are rotated periodically, and an independence analysis is conducted annually.

Board Diversity

The Nominating and Corporate Governance Committee regularly reviews the diversity of skills, expertise, background and other characteristics of existing and potential director candidates in deciding on nominations for election to the Board by the Company's shareholders or for appointment to the Board. The Nominating and Corporate

Governance Committee seeks director nominees that would complement and enhance the effectiveness of the existing Board with respect to skills, knowledge, perspectives, experience, background, and other characteristics. Furthermore, the Company is committed to its value of inclusion and the Board believes it is important to consider diversity of race, ethnicity, gender, age, sexual orientation, education, cultural background, and professional and other experiences. Accordingly, when evaluating candidates for nomination as new directors, the Nominating and Corporate Governance Committee will consider the foregoing factors and will include both underrepresented races and ethnicities and different genders in the pool of qualified candidates. If the Nominating and Corporate Governance Committee chooses to engage a search firm, it will instruct such search firm to include both underrepresented races and ethnicities and different genders in the initial pool of qualified candidates.

Director Independence Determination

The Board, based on its review and the recommendation of the Nominating and Corporate Governance Committee, has determined that all of our Director Nominees, with the exception of William D. Mosley, who serves as CEO of the Company, are independent under the Nasdaq listing rules and the Company's Corporate Governance Guidelines, which are consistent with the Nasdaq listing rules. When assessing director independence, the Board considers the various commercial, charitable and employment transactions, affiliations and relationships known to the Board (including those identified through annual director questionnaires) to exist between the Company and the entities with which our directors or members of their immediate families are, or have been, affiliated. In considering such transactions, the Board determines whether any such transactions are in the ordinary course of business, fair to the Company and on terms no less favorable than terms generally available to an unaffiliated third party under similar circumstances.

Executive Sessions

The Company's independent directors meet privately in regularly scheduled executive sessions of the Board and Board committees, without management present, to consider such matters as the independent directors deem appropriate. These executive sessions are typically held at each Board and Board committee meeting.

Board, Board Committee and Annual Meeting Attendance

The Board and the Board committees held the following number of meetings during fiscal year 2023:

Board	10
Audit and Finance Committee	12
Compensation and People Committee	4
Nominating and Corporate Governance Committee	4

Each incumbent director attended at least 85% of the total number of meetings of the Board and the Board committees on which they served during fiscal year 2023. The Company's independent directors held executive sessions without management present during the four regularly scheduled quarterly Board meetings held in fiscal year 2023 as well as during all regularly scheduled committee meetings.

The Company expects all Board members to attend the 2023 AGM in person in Dublin, Ireland, although other commitments may prevent some directors from attending the meeting. Ten of our eleven directors who served in such capacity on October 24, 2022, joined the 2022 Annual General Meeting of Shareholders of the Company (the "2022 AGM").

Board and Committee Evaluations

As mentioned above, the Nominating and Corporate Governance Committee assists the Board in periodically evaluating its performance and the performance of the Board committees. Each Board committee conducts periodic self-evaluations, and the Board conducts periodic peer-to-peer evaluations to determine whether the Board and the committees are functioning effectively and whether any changes are necessary to improve their performance. The effectiveness of individual directors is considered each year when the Board nominates directors to stand for election.

Director Nomination Process

The Nominating and Corporate Governance Committee:

- conducts an annual review of the performance of the Board, Board committees, and individual directors leading up to the nomination of directors for election by the shareholders;
- periodically evaluates the makeup of the Board in order to determine whether the diversity of skills, experience, qualifications, perspectives and other characteristics of the existing board members adequately address the Company's needs in light of its then current strategy;
- identifies the skills, experience, qualifications, perspectives and other characteristics needed to enhance further the composition of the Board;
- makes recommendations to the Board concerning the appropriate size and needs of the Board;
- on its own, with the assistance of other Board members or management, a search firm or others, identifies potential candidates for election or appointment to the Board; and
- seeks to ensure that the Board is composed of members whose skills, experience, qualifications, perspectives and other characteristics, when taken together, allow the Board to satisfy its oversight responsibilities effectively.

Furthermore, the Company is committed to its value of inclusion and the Board believes it is important to consider diversity of race, ethnicity, gender, age, sexual orientation, education, cultural background, and professional and other experiences. Accordingly, the Nominating and Corporate Governance Committee will consider the foregoing factors and will include both underrepresented races and ethnicities and different genders in the pool of qualified candidates for nomination as a new director. From time to time, the Company engages an executive search firm to help identify qualified candidates for consideration by the Nominating and Corporate Governance Committee. If the Nominating and Corporate Governance Committee chooses to engage a search firm, it will instruct such search firm to include both underrepresented races and ethnicities and different genders in the initial pool of qualified candidates.

In nominating candidates, the Nominating and Corporate Governance Committee takes into account, among other things, the diversity factors noted above, professional experience, understanding of business and financial issues, ability to exercise sound judgment and make independent analytical inquiries, leadership, achievements, knowledge, and experience in matters affecting the Company's business and industry. Each nominee should possess a commitment to representing the long-term interests of the shareholders, the highest character and integrity, sufficient time to devote to Board matters, an understanding of the Company's business, and no conflict of interest that would interfere with performance as a director.

Shareholders may recommend candidates for consideration for Board membership by sending their recommendation to the Company Secretary at the registered office of the Company (details of which are included in this Proxy Statement) in accordance with our Constitution. The Company Secretary will forward the recommendations to the Nominating and Corporate Governance Committee. Candidates recommended by shareholders are evaluated in a substantially similar manner as director candidates identified by any other means.

Term Limits and Retirement

The Board does not have a mandatory retirement age for directors and, because the Nominating and Corporate Governance Committee annually evaluates director nominees for the following year, the Board has decided not to adopt specific term limits for directors**.**

Director Orientation and Education

The Company has developed an orientation program for all new directors that they are required to attend, which includes receiving and reviewing materials relative to our business and operations. We also encourage ongoing education for our directors and reimburse directors for the costs of such continuing director education. In addition, the directors are given full access to management and other employees as a means of providing additional information.

Communications with Directors

Shareholders and other interested parties wishing to communicate with the full Board, the independent directors, or any individual director (including any Board committee Chairperson) may do so in writing by sending a communication to the Board and/or a particular member of the Board, to Seagate Technology Holdings plc, 38/39 Fitzwilliam Square, Dublin 2, D02 NX53, Ireland, Attention: Company Secretary. Depending upon the nature of the communication and to whom it is directed, the Company Secretary will: (i) forward the communication to the appropriate director or directors; (ii) forward the communication to the relevant department within the Company; or (iii) attempt to handle the matter directly (for example, a communication dealing with a share ownership matter), as appropriate.

Code of Ethics

The Company has adopted a Code of Ethics for Senior Financial Officers ("Code of Ethics") which governs the behavior of certain senior financial officers or other persons performing similar functions within Seagate. It charges them with ethical and honest conduct and compliance with the law in the practice of financial management in all aspects of Seagate's business activities. This Code of Ethics is intended to supplement the Company's Code of Conduct, which is applicable to our Board of Directors, all employees of the Company, including the CEO, Chief Financial Officer and principal accounting officer or controller, or persons performing similar functions, as well as contractors. The Code of Ethics and the Code of Conduct are available at *investors.seagate.com*, under the "Governance—Code of Ethics" and "Governance—Code of Conduct" tabs. Amendments to, or waivers of the Code of Ethics will be disclosed promptly on our website or on a Current Report on Form 8-K filed with the SEC. No such waivers were requested or granted in fiscal year 2023.

Anti-Hedging and Pledging Policy and Other Trading Restrictions

The Company prohibits its Board members and all employees from taking "short" positions in our securities or engaging in hedging or other monetization transactions with respect to our securities. The Company also prohibits its Board members and all employees from (i) purchasing any financial instruments designed to hedge or offset any decrease in the market value of the Company securities and (ii) engaging in any form of short-term speculative trading in Company securities. Directors, executive officers, and certain other employees are also prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan.

Further, our directors, executive officers, and certain other employees are prohibited from trading in our securities absent pre-clearance from our designated compliance officer unless such trades are pursuant to a trading plan (a "10b5-1 plan") meeting the requirements of Rule 10b5-1 promulgated under the Exchange Act. The 10b5-1 plan must be reviewed and acknowledged by our designated compliance officer and we require that the first trade under a newly adopted 10b5-1 plan take place after the statutory "cooling off" period has passed from the time of adoption of the plan; in addition, a director, executive officer, or other covered employee is only permitted to use one 10b5-1 plan at a time in accordance with the requirements of Rule 10b5-1.

Compensation of Directors

Director Compensation and Share Ownership

It is the Board's practice to maintain a fair and straightforward non-employee director compensation program that is also designed to be competitive with director compensation programs of the Company's peers. The Compensation and People Committee periodically reviews the type and form of compensation paid to our non-employee directors and recommends, for approval by the Board, the amount and form of director compensation. The Compensation and People Committee believes that a substantial portion of the total director compensation should be in the form of equity in the Company. The purpose of this is to better align the interests of the Company's directors with the long-term interests of its shareholders. As such, the directors are subject to a share ownership requirement of four times their annual cash retainer.

Cash and Equity Compensation

Our director compensation program is designed to (i) provide our non-employee directors with reasonable and appropriate compensation for the work required for a company of our size and scope and (ii) align non-employee directors' interests with the long-term interests of our shareholders. The program reflects our desire to attract, retain and utilize the expertise of highly qualified individuals serving on the Company's Board. Director compensation is recommended for adoption to the Board by the Compensation and People committee, who is advised in this manner by the Compensation Consultant, Semler Brossy, on market trends. Company employees do not receive additional compensation for their service as directors.

Our fiscal year 2023 director compensation program for non-employee directors consisted of the elements set forth in the table below.

Compensation Element	Position	Retainer ($)
Cash Retainer[1]		
Board of Directors	Board Chair (non-employee)	175,000
	Board Member	100,000
Audit and Finance Committee	Chairperson	35,000
	Member	15,000
Compensation and People Committee	Chairperson	30,000
	Member	10,000
Nominating and Corporate Governance Committee	Chairperson	20,000
	Member	10,000
Annual Restricted Share Unit Award (value)	Board Chair (non-employee)	350,000
	Board Member	275,000

(1) In light of the Company's current financial performance, the Board is taking a 50% cash retainer reduction during the first and second quarters of fiscal year 2024, which was recommended to the Board by the Compensation and People Committee and approved by the Board on April 16, 2023.

Each non-employee director elected in connection with the annual election of directors at the 2022 AGM (including non-employee directors re-elected at the annual general meeting) received a restricted share unit ("RSU") award representing a number of shares equal to $275,000 divided by the average closing share price for the quarter prior to the award, rounded to the nearest whole share, with the exception of the Board Chair, who received a RSU award representing a number of shares equal to $350,000 divided by the average closing share price for the quarter prior to the award. If the appointment of a non-employee director occurred other than in connection with the annual election of directors at the 2022 AGM, for example, as with Mr. Bruggeworth, who was appointed in November 2022, this dollar amount was pro-rated for the year of appointment. If, prior to commencement of Board service, the newly elected or appointed director was an officer or member of the board of directors of an entity acquired by Seagate, the Board may award a lesser number of RSUs. The grant date for each such award was the date of the director's election or appointment. Generally, each RSU award will vest on the earlier of the one-year anniversary of the grant date or the next election of directors at an annual general meeting (provided such annual general meeting is held at least 50 weeks after the prior meeting). All RSU awards will become fully vested in the event of a "Change of Control" of Seagate (as such term is defined in the Seagate Technology Holdings plc 2022 Equity Incentive Plan ("2022 EIP")).

In addition to the cash compensation and equity awards, all members of the Board are reimbursed for their reasonable out-of-pocket travel expenses incurred in attending Board meetings and other Board-related activities, such as continuing education.

Director Share Ownership Requirement

To align the interests of directors with the Company's shareholders, the Board has adopted a share ownership requirement of four times the annual board cash retainer (excluding committee retainers, if any) for non-employee directors. The calculation of ordinary shares owned for purposes of the ownership requirement includes: (i) ordinary shares directly or indirectly owned (for example, through a trust), (ii) unvested restricted share awards or RSUs (if any) and, (iii) for any director affiliated with an entity and contractually obligated to assign to such entity any equity awards received as compensation for service as a non-employee director, shares owned by such entity or its affiliates. Until a non-employee director satisfies the mandatory ownership level, they may not sell more than that number of shares that vest pursuant to any outstanding restricted share award or RSU award as is necessary, in each case, to cover the tax liability associated with the vesting or exercise of the equity award. Once a non-employee director has attained the minimum level of Company share ownership, they must maintain this minimum level of Company share ownership until their resignation or retirement from the Board. In setting the share ownership requirement, the Board considered the input of the independent compensation consultant, the Company's then-current share price and the period of time, generally, that it would take a non-employee director to reach the required ownership level. Directors who are Company employees are subject to the share ownership requirements described in the section entitled "Compensation Discussion and Analysis—Share Ownership Requirements" of this Proxy Statement. As of June 30, 2023, all of our non-employee Directors and Director Nominees meet the share ownership requirement with the exception of Yolanda L. Conyers and Robert A. Bruggeworth, who joined the Board in January 2022 and November 2022, respectively.

Fiscal Year 2023 Non-Employee Director Compensation

The compensation paid or awarded to our non-employee directors as of June 30, 2023 for fiscal year 2023 is set forth in the table below.

Name of Director	Fees Earned or Paid in Cash ($)[1]	Share Award ($)[2]	All Other Compensation ($)	Total ($)
Mark W. Adams[3]	44,231	0	—	44,231
Shankar Arumugavelu	115,000	203,879	—	318,879
Prat S. Bhatt	115,000	203,879	—	318,879
Robert A. Bruggeworth[4]	73,929	173,722	—	247,651
Judy Bruner	145,000	203,879	—	348,879
Michael R. Cannon	195,000	259,472	—	454,472
Richard L. Clemmer[4]	92,582	247,206	—	339,788
Yolanda L. Conyers	107,798	203,879	—	311,677
Jay L. Geldmacher	130,605	203,879	—	334,484
Dylan G. Haggart[5]	110,000	203,879	—	313,879
Stephanie Tilenius	115,000	203,879	—	318,879
Edward J. Zander[6]	130,000	203,879	—	333,879

(1) The Board is taking a 50% cash retainer reduction during the first and second quarters of fiscal year 2024, which was recommended to the Board by the Compensation and People Committee and approved by the Board on April 16, 2023.

(2) Represents the grant date fair value of RSU awards granted in fiscal year 2023 for financial reporting purposes pursuant to the provisions of Financial Accounting Standards Board's Accounting Standards Codification ("ASC") Topic 718, Compensation—Stock Compensation ("ASC 718"). Such amounts do not represent amounts actually paid to or realized by the non-employee

director. See Note 11, “Share-Based Compensation” of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for fiscal year 2023 regarding assumptions underlying valuation of equity awards. Additional information regarding the RSUs awarded to or held by each non-employee director on the last day of fiscal year 2023 is set forth in the table below.

(3) Mr. Adams retired from the Board as of the end of the 2022 AGM and did not stand for re-election. Due to our AGM being held in October, Mr. Adams received a pro-rata payment for his service on the Board from the beginning of fiscal year 2023 through the date of the 2022 AGM.

(4) Mr. Clemmer and Mr. Bruggeworth joined the board in August 2022 and November 2022, respectively. Consequently, their cash retainer fees earned for fiscal year 2023 were pro-rated. In addition, Mr. Clemmer two Share Awards in fiscal year 2023: his initial award for joining the Board in August 2022 (vesting upon the 2022 AGM), and his annual grant upon election to the Board granted at the 2022 AGM (and set to vest at the 2023 AGM).

(5) As a partner at ValueAct Capital, Mr. Haggart relinquished all cash and vested equity compensation received for service on our Board to the limited partners of ValueAct Capital Master Fund, L.P., with the exception of 7,870 ordinary shares that he held in his own name.

(6) Mr. Zander is retiring from the Board as of the end of the 2023 AGM and will not stand for re-election.

The aggregate number of outstanding equity awards for each of our non-employee directors as of June 30, 2023 is set forth in the table below.

Name of Director	Aggregate Number of Outstanding Awards(1)
Shankar Arumugavelu	3,803
Prat S. Bhatt	3,803
Robert Bruggeworth	3,626(2)
Judy Bruner	3,803
Michael R. Cannon	4,840
Richard Clemmer	3,803
Yolanda L. Conyers	3,803
Jay L. Geldmacher	3,803
Dylan G. Haggart	3,803(3)
Stephanie Tilenius	3,803
Edward J. Zander	3,803(4)

(1) Represents outstanding RSUs awarded to our non-employee directors on October 24, 2022.

(2) Mr. Bruggeworth joined our Board in November 2022. Amount represents outstanding RSUs awarded to him on November 9, 2022.

(3) As a partner at ValueAct Capital, Mr. Haggart relinquished all vested equity compensation received to the limited partners of ValueAct Capital Master Fund, L.P., with the exception of 7,870 ordinary shares held in his own name.

(4) Mr. Zander is retiring from the Board as of the end of the 2023 AGM and will not stand for re-election.

Proposal 2 – Approve, in an Advisory, Non-Binding Vote, the Compensation of the Company's Named Executive Officers ("Say-On-Pay").

(Ordinary Resolution)

We are presenting the following proposal, commonly known as a “Say-on-Pay” proposal, which gives you as a shareholder the opportunity to vote, on an advisory, non-binding basis, on the compensation of our NEOs for fiscal year 2023, as required by Section 14A of the Exchange Act and the related rules of the SEC. The Board has determined to hold a Say-on-Pay advisory vote each year. You may endorse or not endorse, respectively, the compensation paid to our NEOs by voting for or against the following resolution:

“RESOLVED, as an ordinary resolution, that, on an advisory, non-binding basis, the compensation of the Company’s named executive officers, as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables and the related disclosure contained in the Company’s Proxy Statement, is hereby approved.”

While our Board intends to carefully consider the shareholder vote resulting from the proposal, the final vote is advisory and will not be binding.

In considering your vote, please be advised that our compensation program for our NEOs is guided by our compensation strategy, as further described under the “Compensation Discussion and Analysis” section below:

- *CEO compensation tied to performance.* In fiscal year 2023, annual incentive was converted from a cash to a share payout to further align to shareholder interests. No payout was received for this fiscal year due to Company performance. The total actual compensation of our CEO has fluctuated from year to year. In addition, we have implemented a cap on annual incentive funding for all executive officers.
- *Long-term equity incentive compensation tied to performance.* In fiscal year 2023, 50% of the long-term equity incentive award to our NEOs including the CEO was granted in the form of Performance Share Units (“PSUs”), which vest dependent upon the achievement of pre-established financial and operational performance objectives, including return on invested capital, relative total shareholder return, increasing the percentage of women in leadership and the reduction of greenhouse gases.
- *Compensation unrelated to performance is limited.* We do not have “golden parachutes,” single trigger change of control severance provisions, executive retirement plans or excise or golden parachute tax gross-ups for our NEOs.
- *Robust Share Ownership Requirements.* Our share ownership requirements for our NEOs directly link the interests of management and our shareholders.

Vote Required; Recommendation of the Board

A simple majority of all votes cast by holders of ordinary shares on the Record Date represented in person or by proxy at the 2023 AGM is required to approve Proposal 2.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THIS PROPOSAL 2 TO APPROVE, ON AN ADVISORY, NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, THE ACCOMPANYING COMPENSATION TABLES, AND THE RELATED DISCLOSURE CONTAINED IN THIS PROXY STATEMENT.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides an overview of our executive compensation program for fiscal year 2023 and our executive compensation strategies and objectives, as well as the compensation awarded to our fiscal year 2023 NEOs, who are listed below.

Named Executive Officers	Job Title
William D. Mosley	Director and Chief Executive Officer
Gianluca Romano	Executive Vice President and Chief Financial Officer
Ban Seng Teh	Executive Vice President and Chief Commercial Officer
Katherine E. Schuelke	Senior Vice President, Chief Legal Officer and Corporate Secretary
Jeffrey D. Nygaard(1)	(Former) Executive Vice President, Operations and Technology
Ravinandan (“Ravi”) Naik(2)	(Former) Executive Vice President, Storage Services

(1) As announced on the Company’s Form 8-K filed with the SEC on April 20, 2023, Mr. Nygaard ceased to serve as the Company’s Executive Vice President of Operations and Technology, effective June 23, 2023.

(2) As announced on the Company’s Form 8-K filed with the SEC on March 29, 2023, Mr. Naik ceased to serve as the Company’s Executive Vice President of Storage Services, effective April 3, 2023.

Executive Summary

Fiscal Year 2023 Company Highlights

- During fiscal year 2023, the data storage industry and our business continued to be impacted by macroeconomic uncertainties and customer inventory adjustments, which led to a significant slowdown in demand for our products, particularly in the mass capacity markets.
- Highlights of fiscal year 2023 financial performance include:
  - We shipped 441 exabytes of hard disk drive ("HDD") storage capacity;
  - We generated revenue of approximately $7.4 billion with a gross margin of 18%;
  - Our operational cash flow was $942 million;
  - We repurchased approximately 5 million of our ordinary shares for $408 million and paid $582 million in dividends;
  - We reduced our outstanding debt by $195 million through exchange and repurchase of certain senior notes and Term loans facility with longer duration senior notes and recorded a net gain of $190 million as a result of debt extinguishment;
  - We undertook restructuring plans to reduce our cost in response to change in macroeconomic and business conditions. These restructuring plans were substantially completed by the end of fiscal year 2023 with total charges of approximately $269 million, mainly consisting of employee severance cost and other one-time termination benefits; and
  - We entered into a settlement agreement with the U.S. Department of Commerce's Bureau of Industry and Security ("BIS") that resolved BIS' allegations regarding violations of the U.S. Export Administration Regulations and recorded a settlement penalty of $300 million.

The following table presents certain key financial metrics for the past three fiscal years.

(in millions except earnings per share, exabytes and gross and operating margin percentages)	Fiscal Year 2023	Fiscal Year 2022	Fiscal Year 2021
Exabytes shipped	441	631	535
Revenues (GAAP)	$7,384	$11,661	$10,681
Gross margin percentage (GAAP)	18%	30%	27%
Operating margin percentage (GAAP)	(5)%	17%	14%
(Loss) income from operations (GAAP)	$(342)	$1,955	$1,492
Net (loss) income (GAAP)	$(529)	$1,649	$1,314
Net (loss) income per share (GAAP)	$(2.56)	$7.36	$5.36

Please see the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for fiscal year 2023 for a more detailed description of our fiscal year 2023 financial results.

Fiscal Year 2023 Executive Compensation Highlights

Key highlights of our executive compensation program for fiscal year 2023 are as follows:

- **Emphasize Reduction of Operating Costs:** We restructured our employee footprint to align with near-term challenges, including by: implementing restructuring plans, reducing executive population at a comparable rate to other employee groups, implementing a hiring freeze, and temporarily reducing base salaries for an estimated six month period for professional, managerial, and executive populations. In particular, our CEO and CFO base salaries were reduced to $0, and our Executive Vice Presidents ("EVPs") and Senior Vice Presidents ("SVPs") had a 50% and 35% pay reduction, respectively. In addition, our Board's cash retainer was reduced by 50% for two fiscal quarters in alignment with the Company's executive compensation actions.

- **Deliver on our Pay-for-Performance Philosophy:** Annual short-term incentive payouts reflected the Company's financial performance in fiscal year 2023. Based on the financial performance of the Company, the Compensation and People Committee did not approve bonus funding, including under the Executive Performance Bonus ("EPB") plan. With respect to the outstanding Threshold Performance Share Units ("TPSUs"), our threshold adjusted earnings per share ("AEPS") performance for fiscal year 2023 was below the $1.00 AEPS threshold; therefore, no outstanding TPSU awards will vest on their next scheduled vesting date following the end of fiscal year 2023. There was no resetting of goals, nor was there any discretion utilized on the level of funding for the annual incentive or long-term equity incentive awards.

- **Align Executive Compensation with Shareholder Interests:** Beginning in fiscal year 2023, the EPB program began to utilize RSU share awards instead of cash payouts to align with shareholder interests. The RSU grants will have a vesting schedule of one year after the applicable performance period. As mentioned above, no EPB awards will be granted for fiscal year 2023 due to the financial performance of the Company. A one-time transitional award with a one-year vesting schedule was granted in September 2022 to all executives to ease the burden of transitioning from payment of annual performance bonuses in cash shortly following the end of a fiscal year to paying such bonuses in unvested RSUs. Executives who were terminated during fiscal year 2023 forfeited their transition grant. In addition, there were no changes to the long-term equity incentives program; all NEOs had a target portfolio of 50% performance-based awards in order to emphasize long-term performance of return on invested capital ("ROIC") and total shareholder returns relative to peers ("rTSR").

- **Align Long-Term Incentives with Seagate's Commitment to Environment, Social and Governance Goals:** In fiscal year 2023, our performance-based equity was linked to the achievement of two ESG modifiers that increase or decrease the PSU achievement level relative to the Company's performance - a social (gender diversity) goal and an environmental (greenhouse gas reduction) goal - that align with our broader company commitment to global citizenship.

Fiscal Year 2023 Executive Compensation Practices

Our executive compensation policies and practices reinforce our pay-for-performance philosophy and align with commonly viewed best practices and sound governance principles.

WHAT WE DO	WHAT WE DON'T DO
✓ **A target of 50% of long-term equity incentives granted to our NEOs in connection with the annual performance review cycle are performance-based.**	X ***No "single trigger" change in control benefits***
✓ **Caps on performance-based cash and equity incentive compensation for our executive officers**	X ***No golden parachute excise tax reimbursements or tax "gross-ups" in connection with a change in control***
✓ **Awards under both our short-term and long-term equity incentive compensation plan for executive officers are largely based on achievement of financial and operating-performance metrics**	X ***No guaranteed salary increases for our executive officers***
✓ **A majority of total executive target compensation is "at-risk" and dependent on corporate performance**	X ***No defined benefit pension plan or supplemental executive pension plan***
✓ **Clawback provisions on incentive equity compensation**	X ***No re-pricing of options without shareholder approval***
✓ **Annual as well as periodic review of, and determination upon, our compensation strategy by the Compensation and People Committee**	X ***No dividend equivalents on unvested equity awards***
✓ **Prohibition on short sales, hedging of share ownership positions and transactions involving derivatives of our ordinary shares for all employees and directors and restrictions on pledging of our ordinary shares as collateral for loans for directors, executive officers and certain other employees**	
✓ **Meaningful share ownership requirements for executive officers and directors**	
✓ **Independent compensation consultant engaged by the Compensation and People Committee**	
✓ **Annual risk assessment of our compensation programs and practices**	

Our Executive Compensation Strategy

Our executive compensation strategy is intended to drive high performance, strengthen our market position, and increase shareholder value. The goals of our executive compensation programs are to:

- attract and retain talented leaders through competitive pay programs;
- motivate executive officers to achieve and exceed financial, strategic and other business objectives (including specified ESG goals—social (gender diversity) and environmental (greenhouse gas reduction)) as set by the Board or Compensation and People Committee;
- align executive officer and shareholder interests to optimize long-term shareholder value with acceptable risk; and
- manage total compensation costs in support of our financial performance.

Our Fiscal Year 2023 Executive Compensation Programs

Compensation Element	Designed to Reward	Relationship to Compensation Strategy
Base Salary	Related job experience, knowledge of the Company and our industry, and continued dedicated employment with sustained performance	Attract and retain talented executive officers through competitive pay programs
Annual Incentive *Executive Performance Bonus Plan*	Achievement of the Company's annual financial and operational goals	Motivate executive officers to achieve and exceed annual financial, strategic and other business objectives Manage total compensation costs and align them with financial performance
Long-Term Equity Incentives *Equity Awards*	Increased shareholder value through achievement of long-term strategic goals based on criteria such as ROIC, rTSR, social goals to increase gender diversity in leadership positions and environmental goals to reduce greenhouse gases	Align executive officers and shareholder interests to optimize shareholder value Motivate executive officers to achieve and exceed long-term financial, strategic and other business objectives

Role of Our Compensation and People Committee

As noted previously, the Compensation and People Committee is responsible for overseeing the design, development and administration of our compensation and benefits policies and programs. In executing its duties, with respect to executive compensation, the Compensation and People Committee:

- determines all corporate financial and operating-performance metrics and objectives, including any ESG metrics, relevant to each executive officer's incentive compensation;
- evaluates the CEO's performance results in light of such metrics and objectives;
- evaluates the competitiveness and mix of each executive officer's annual bonus and long-term equity incentive targets in relation to compensation paid to executives performing similar functions at our peer companies; and
- reviews and, with advice from the CEO in the case of the other executive officers, decides upon or recommends (as applicable) any changes to our CEO's and other executive officers' total compensation packages, including base salary, annual bonus and long-term equity incentive award opportunities, share ownership requirements and retention programs.

The Compensation and People Committee recommends to the independent directors of the Board the compensation plans and equity awards specific to our CEO, and the independent directors of the Board determine the overall compensation package of our CEO. Our CEO does not participate in the determination of his own compensation. The Compensation and People Committee is supported in its work by our Senior Vice President of Human Resources and her staff, and an independent executive compensation consultant, as described below.

Role of the Compensation Consultant

The Compensation and People Committee retained Semler Brossy as its independent consultant for advice and counsel during fiscal year 2023 to provide an external review of compensation proposals and to ensure alignment of our compensation decisions to our executive compensation strategy. Semler Brossy's consulting during fiscal year 2023 also included consultation in support of the Compensation and People Committee's decisions regarding NEO compensation programs, including salary changes, determination of equity awards, annual incentive plan design, annual review of our severance plan and share ownership requirements. Semler Brossy also provided to the Compensation and People Committee recommendations related to the CEO's compensation and advice regarding non-employee director compensation.

Semler Brossy is not permitted to provide services to the Company's management except as directed by the Compensation and People Committee and did not provide any such services to management in fiscal year 2023. The

Compensation and People Committee retains sole authority to hire any compensation consultant, approve its compensation, determine the nature and scope of its services, evaluate its performance and terminate its engagement.

In connection with its engagement of Semler Brossy, the Compensation and People Committee considered various factors in determining Semler Brossy's independence including, but not limited to (i) the amount of fees received by Semler Brossy from Seagate as a percentage of Semler Brossy's total revenue, (ii) Semler Brossy's policies and procedures designed to prevent conflicts of interest, and (iii) the existence of any business or personal relationship that could impact Semler Brossy's independence. After reviewing these and other factors, the Compensation and People Committee determined that Semler Brossy was independent, and its engagement did not present any conflicts of interest under SEC rules or the Nasdaq listing rules.

Role of our CEO and Management in the Compensation Process

Based on management's review of market competitive practices, and within the framework of the Company's approved compensation programs, each year our CEO recommends the amount of base salary increase (if any), the amount of the annual incentive bonus opportunity, and the long-term equity incentive award value for our executive officers, including the NEOs. These recommendations are based upon the CEO's assessment of each executive officer's performance and individual retention considerations, as well as the Company's performance. The Compensation and People Committee reviews and evaluates the CEO's recommendations and decides, in its sole discretion, upon our executive officers' compensation, including any changes to such compensation. Our CEO does not recommend his own compensation, and the Compensation and People Committee and the independent directors meet without our CEO present when evaluating and setting the CEO's compensation.

Our Senior Vice President of Human Resources and members of her staff assist the Compensation and People Committee in its review of our executive compensation plans and programs, including providing market data on competitive pay practices, program design and changes in the corporate governance landscape concerning executive compensation matters.

Fiscal Year 2022 Shareholder Advisory Vote Results

At the 2022 AGM, the Company's shareholders approved the advisory proposal regarding the compensation of the NEOs for fiscal year 2022 with approximately 88% of the votes cast in favor of our executive compensation programs (excluding abstentions/broker non-votes). The Board appreciates the shareholders' continued support of the Company's compensation strategy and objectives. This support reaffirms to the Board the appropriateness, effectiveness and market competitiveness of the Company's executive compensation programs, including continued emphasis on programs that reward our executive officers for generating sustainable profitability and delivering long-term value for our shareholders. No significant changes were made to the Company's overall executive compensation strategy in fiscal year 2023. The Board and the Compensation and People Committee will continue to consider the results of the Company's annual shareholder advisory votes when making future compensation decisions for our executive officers, including the NEOs.

Executive Market Comparison Peer Group and Benchmark Philosophy

The Compensation and People Committee reviews executive officers' roles and responsibilities and establishes ranges for each incentive element of executive compensation after reviewing similar information for a defined group of companies (the "Executive Peer Group") that compete for comparable executive talent. The Compensation and People Committee reviews analyses of disclosures and of published surveys of compensation among the Executive Peer Group companies when considering salary, bonus and long-term equity incentive compensation of executive officers in similar roles.

As part of our annual review cycle, the Compensation and People Committee reviewed the Executive Peer Group with recommendations from the Compensation Consultant. For fiscal year 2023, Xerox Holdings Corp was removed from the Executive Peer Group. Executive Peer Group companies were selected based on the following criteria:

- similar industry classification (as defined by Global Industry Classification Standard (GICS), 4520 Technology Hardware and Equipment or 4530 Semiconductors and Semiconductor Equipment) but excluding wholesale distributors and companies that are not subject to U.S. securities law reporting requirements;

- market value of at least 0.5 times that of Seagate;
- trailing twelve-month (TTM) sales of between $4B and 3 times that of Seagate's; and
- a comparable business model to Seagate.

For fiscal year 2024, we instituted a cap on our market value criteria to at least 8x that of Seagate. As a result, Advanced Micro Devices, Inc. will be removed from our peer group and Skyworks Solutions, Inc. will be included.

We do not benchmark the total annual compensation of our executive officers to a specific market percentile, although the total annual target compensation (including base salary, target annual cash bonus incentive and target long-term equity incentives) for the executive officers, including the NEOs, generally has fallen near the median for similar positions within the Executive Peer Group.

The Compensation and People Committee considers the pay practices and relative performance of our Executive Peer Group companies in determining target incentive compensation for our executive officers. The target amounts and compensation mix vary for each executive officer and are dependent upon various factors, none of which is specifically weighted, including the importance of the position to our organization, overall retention value, internal pay equity, and projected future value of the total compensation package. Generally, the amounts actually realized by our executive officers are dependent on the Company's financial and operational performance.

The Executive Peer Group for fiscal year 2023 included the following companies[(1)]:

FY2023 Executive Peer Group			
Advanced Micro Devices, Inc. (AMD)	Flex Ltd. (FLEX)	KLA Corporation (KLAC)	Motorola Solutions, Inc. (MSI)
Analog Devices, Inc. (ADI)	Hewlett-Packard Enterprise Co. (HPE)	Lam Research Corporation (LAM)	NetApp, Inc. (NTAP)
Applied Materials, Inc. (AMAT)	Juniper Networks, Inc. (JNPR)	Microchip Technology Inc. (MCHP)	NXP Semiconductors N.V. (NXPI)
Corning Incorporated (GLW)	Keysight Technologies, Inc. (KEYS)	Micron Technology, Inc. (MU)	Western Digital Corporation (WDC)
			Zebra Technologies Corporation (ZBRA)

	TTM Sales ($M)[(1)]	FYE Sales ($M)[(1)]	Market Value ($M)[(1)]
Peer Group Median	10,531	8,612	42,376
Peer Group Average	13,360	12,386	55,110
Seagate Technology Holdings plc	11,482	10,681	21,256

(1) Based on information available as of November 29, 2021, which was the most recent available data at the time the fiscal year 2023 peer group was approved in January 2022.

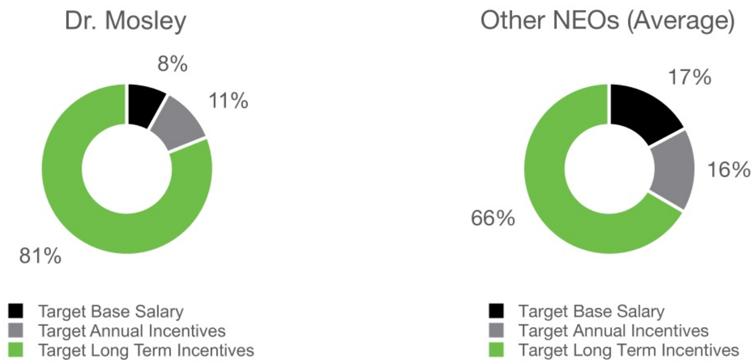
How We Determine Individual Compensation Amounts for the NEOs

As discussed above under the heading "Role of our CEO and Management in the Compensation Process," the CEO recommends to the Compensation and People Committee all compensation elements for our NEOs (other than the CEO) and the Compensation and People Committee determines the value of each compensation element as described below. The CEO recommendations are based upon the CEO's assessment of each executive officer's performance and individual retention considerations, as well as the Company's performance. The CEO does not recommend his own compensation, and the Compensation and People Committee and the independent directors meet without the CEO present when evaluating and setting the CEO's compensation.

Our Senior Vice President of Human Resources and members of her staff assist the Compensation and People Committee in its review of our executive compensation plans and programs, including providing market data on competitive pay practices, program design and changes in the corporate governance landscape concerning executive compensation matters.

The proportion of each compensation element (i.e., the compensation mix) relative to total compensation varies by individual, although for our executive officers, the emphasis is on compensation that is variable and contingent on our financial and operational performance. Variations in the compensation mix among NEOs reflect differences in scope of responsibility as well as Executive Peer Group market data.

Annual Total Target Compensation Mix



Annual Base Salary

Base salaries are the fixed annual cash amounts paid to our executive officers, including the NEOs. In reviewing and determining base salaries, the Compensation and People Committee considers:

- related experience;
- expected future contributions;
- overall ability to influence our financial performance and the strategic impact of the role;
- the ease or difficulty of replacing the incumbent; and
- in the case of executive officers other than the CEO, recommendations of the CEO.

Salaries are reviewed annually and may be modified to reflect significant changes in the scope of an executive officer's responsibilities and/or market conditions. Our goal is to be competitive with respect to base salary while distinguishing ourselves from the Executive Peer Group by providing a greater emphasis on compensating our executive officers through the use of performance-based incentives that are consistent with our strategy of motivating executive officers to achieve and exceed annual and multi-year business objectives.

On July 24, 2022, the Compensation and People Committee approved a salary increase of 31.8% for Mr. Teh effective on September 1, 2022 from 575,000 Singapore dollars ("SGD") to 758,016 SGD in connection with his expanded role to include both marketing and product line management, resulting in a significant increase in responsibilities and headcount. Also on July 24, 2022, the Compensation and People Committee approved a 3% increase for Ms. Schuelke from $499,990 to $514,987, effective August 15, 2022.

Name	FY2022 Base Salary ($)	Percent Change YoY (%)	FY2023 Base Salary After Annual Review ($)
William D. Mosley	1,100,008	—	1,100,008
Gianluca Romano	715,000	—	715,000
Ban Seng Teh(1)	424,026	31.8	558,988
Katherine E. Schuelke	499,990	3.0	514,987
Jeffrey D. Nygaard	480,002	—	480,002
Ravi Naik	470,018	—	470,018

(1) Based on the Singapore dollar (SGD) period-end foreign exchange rate for fiscal year 2023 of 0.737435935 as of June 30, 2023.

On April 16, 2023, the Board approved temporary salary reductions for our NEOs to reduce its cost structure in response to changes in macroeconomic and business conditions. These reductions are intended to align the Company's operational needs with the near-term demand environment while continuing to support our long-term business strategy. Reduction are as follows: Dr. Mosley and Mr. Romano's base salaries were each reduced by 100% and Ms. Schuelke's base salary was reduced by 35%, in each case for a period of six months starting on May 8, 2023, and Mr. Teh's base salary was reduced by 50% for a period of six months starting with June 1, 2023. Considering the Company's June 30 fiscal year end, this salary reduction will also impact executive compensation for our NEOs in fiscal year 2024. Upon completion of the six-month period, it is expected that salaries will return to their prior levels.

Name	FY2023 Base Salary ($)	Temporary Base Salary Reduction Percent Change (%)	Reduced Base Salary ($)
William D. Mosley	1,100,008	(100)	0
Gianluca Romano	715,000	(100)	0
Ban Seng Teh(1)	558,988	(50)	279,494
Katherine E. Schuelke	514,987	(35)	334,734
Jeffrey D. Nygaard(2)	480,002	N/A	N/A
Ravi Naik(3)	470,018	N/A	N/A

(1) Based on the SGD period-end foreign exchange rate for fiscal year 2023 of 0.737435935 as of June 30, 2023.

(2) Jeffrey D. Nygaard ceased to serve as the Company's Executive Vice President of Operations and Technology, effective June 23, 2023, and therefore, the temporary salary reduction did not apply to him.

(3) Ravi Naik ceased to serve as the Company's Executive Vice President, Storage Services, effective April 3, 2023, and therefore, the temporary salary reduction did not apply to him.

Annual Incentive Plan - Executive Officer Performance Bonus

Implementation of the EPB Plan

In fiscal year 2023, all executive officers participated in our Executive Performance Bonus Plan (“EPB”), which replaced the Executive Officer Performance Bonus Plan ("EOPB"). The EPB was effective July 2, 2022 and is intended to promote achievement of the annual financial and operating performance metrics set by the Compensation and People Committee. The Compensation and People Committee believes that EPB awards provide additional means of preserving cash for growth and align the interests of our NEOs with those of our stockholders using performance-based compensation.

The key difference between the new EPB and its predecessor plan is the ability to pay out the incentive bonus plan in RSUs in lieu of cash compensation, such that EPB awards may incorporate stock price performance into bonus payment value. Specifically, unless otherwise determined by the Compensation and People Committee, executives participating in the EPB will receive an RSU with a value at grant equal to the amount of any bonus earned under the EPB based on achievement of applicable performance metrics and vesting fully on the first anniversary of the grant date. At the same time, EPB participants are eligible to receive an additional RSU with a value at grant equal to 30% of the amount of any bonus earned under the EPB and also subject to a one-year vesting schedule. Such 30% premium is applied because, under the EPB, payment of the annual incentive award for a completed fiscal year will be made in Company ordinary shares approximately one year later than the time that cash bonuses were paid under the predecessor plan. For employees who terminate prior to the vesting of their award, the 30% premium is forfeited, and provided that the employee's termination was not for cause, the base bonus amount is then paid in cash at termination. For more information, please see the EPB Plan filed with the SEC as Exhibit 10.2 to our Quarterly Report on Form 10-Q on April 28, 2022.

In January 2022, before the EPB annual incentive goals were established, the Compensation and People Committee determined to award a one-time RSU grant for Vice Presidents and above, (consisting of approximately 90 executives), including the NEOs, to recognize the change in the payout vehicle for the upcoming performance year. The grant was calibrated at 50% of their target bonus percent, had a grant date of September 9, 2022, and vest 100% on September 9, 2023 (assuming continued service to the Company).

The intent of this one-time award was to help bridge the vesting/cash flow gap experience for participating executives and executive officers in shifting the payment of annual performance bonuses from (a) cash immediately after the fiscal year to (b) RSUs with a one-year vest. Due to the competitive labor market for highly skilled technology executive talent at the time of the transition, the Compensation and People Committee was concerned that the transition would increase retention risk for the impacted executives. This grant was designed to address the retention issue by providing some liquidity to recipients who remain employed through the vesting date which was at approximately the same time as the fiscal year 2023 bonus would have been paid out under the predecessor bonus plan, if earned. If under the terms of the RSU award agreement dividend equivalents accrue, such dividend equivalents are subject to the same vesting conditions as the RSUs, and, therefore, no dividend equivalent payment, if any, will be paid to the employee on any ordinary shares underlying the RSUs until the RSUs vest. The transition grant is forfeited upon termination in accordance with the 2022 Equity Incentive Plan and applicable award agreements.

Named Executive Officer	FY2023 Base Salary ($)	Target Bonus Percentage (%)	Transition Grant as a Percent of Base Salary (%)	Grant Value ($)[1]
William D. Mosley	1,100,008	150	75	696,694
Gianluca Romano	715,000	100	50	302,077
Ban Seng Teh[2]	558,988	100	50	229,698
Katherine E. Schuelke	514,987	85	43	185,080
Jeffrey D. Nygaard	480,002	100	50	202,927
Ravi Naik	470,018	100	50	198,631

(1) Amounts do not reflect the actual value realized by the NEO. In accordance with SEC rules, the columns represent the aggregate grant date fair value calculated in accordance with ASC 718, excluding the effect of estimated forfeitures. For RSUs, the grant date fair value was determined using the closing share price of Seagate ordinary shares on the date of grant, adjusted for the present value of expected dividends.

(2) Based on the SGD period-end foreign exchange rate for fiscal year 2023 of 0.737435935 as of June 30, 2023.

FY2023 Executive Performance Bonus

The target bonus percentage for each executive officer was based on the competitive marketplace and the executive officer's role, as well as taking internal pay equity into consideration. Actual payments under the EPB may be above or below this level, based on the executive officer's performance versus pre-established goals. Individual awards paid to each executive officer, except the CEO, are determined by the Compensation and People Committee. Based on the recommendation of the Compensation and People Committee, the independent directors of the Board determine the CEO's target bonus percentage and the actual award based on the CEO's performance versus pre-established goals. The Committee has no discretion to increase the amount of an NEOs bonus award but retains the discretion to reduce the actual bonus payments made to an NEO.

Any individual bonuses payable to our NEOs are based upon each NEO's target bonus expressed as a percentage of base salary. For fiscal year 2023, there were no changes to the target bonus percentages from the prior fiscal year:

- Dr. Mosley had a target bonus equal to 150% of his base salary in his role as CEO;
- Messrs. Romano, Teh, Nygaard, and Naik had a target bonus equal to 100% of their annual base salary in their roles as Executive Vice Presidents; and
- Ms. Schuelke had a target bonus equal to 85% of her annual base salary in her role as Senior Vice President.

The funding level for fiscal year 2023 was determined based on the Company's actual performance with respect to attainment of specified levels of the following financial and operating-performance metrics:

- revenue; and
- adjusted operating margin (defined as adjusted operating income, divided by revenue) ("AOM").

The achievement level is then modified by:

- year-over-year revenue growth; and
- our Total Customer Experience ("TCE") metric, which is a measure of our customers' overall satisfaction with their Seagate experience, from product quality to responsiveness of service.

While we track many financial, operating and strategic performance metrics throughout the year, the combination of AOM and revenue are considered key measures of our success in achieving profitable growth and were selected for fiscal year 2023 to continue to align payouts under the EPB with the Company's profitability year-over-year. Adjusted operating income, used to determine AOM for purposes of the EPB, is defined as operating income adjusted to exclude the impact of (a) material, unusual or non-recurring gains and losses, accounting charges or other extraordinary events that were not foreseen at the time the performance targets were established, as publicly reported in the Company's U.S. Non-GAAP financial measures each quarter and (b) variable cash compensation expense. Any adjustment factors for AOM at the end of the fiscal year are reviewed and decided upon by the Compensation and People Committee. The revenue and AOM achievement level is then modified by year-over-year revenue growth and TCE. The year-over-year revenue growth modifier was introduced in fiscal year 2021 to maintain accountability for year-over-year growth expectations. TCE is comprised of two customer satisfaction measurements, which are evaluated quarterly:

- Quarterly Business Review ("QBR"): Customers provide a ranking of Seagate against its competitors through customer scorecards; and
- Net Promoter Score ("NPS"): A Best-in-Class standard consumer measure that indicates if end users are satisfied with their experience of the Seagate brand.

The target AOM for fiscal year 2023 was established with a threshold performance level of 13.9%, and once the Company meets or exceeds the threshold AOM, the combination of revenue and AOM determines preliminary funding for the bonus pool.

On July 18, 2023, the Compensation and People Committee certified the achievement level of the Company's relevant annual financial and operating-performance metrics, which are used for calculating the level of EPB bonus pool funding for fiscal year 2023. The AOM performance level was 5.6%, and the performance threshold was not met; therefore, the Company will not award a bonus for fiscal year 2023.

Metric	Threshold	2023 Performance	Payout Percentage of Target
Adjusted Operating Margin	13.9%	5.60%	—
Revenue (if AOM threshold is met)	AOM threshold not met	7,384	—
Modifiers:			
YoY revenue growth		(10.00)%	—
Total Customer Experience		8.75%	—

Long-Term Equity Incentives

In fiscal year 2023, the Compensation and People Committee granted equity awards to the NEOs under the terms of the 2022 Equity Incentive Plan (the "2022 EIP"). The 2022 EIP is intended to:

- focus executive officers and employees on achieving longer-term financial, strategic and other business performance goals;
- provide significant reward potential for outstanding cumulative performance by the Company;
- enhance the Company's ability to attract and retain highly-talented executive officers and employees; and
- provide the Company's management and employees with an opportunity for greater equity ownership and related incentives to increase shareholder value.

When determining our NEOs' equity incentive awards, the Compensation and People Committee considers comparable equity incentive awards to executive officers in the Company's Executive Peer Group, the NEO's role, individual performance, and potential future contributions. Our equity award guidelines and mix of the type of awards granted are based on an analysis of the unvested equity held by an NEO, the practices of Executive Peer Group companies in awarding equity for similar positions (including equity mix and award values), potential impact on earnings, and the pool of available shares under the 2022 EIP. In determining the award for each NEO, the Compensation and People Committee also considers the Company's goals for retaining the NEO for the long term.

NEOs are generally awarded equity on an annual basis, typically in early-September, as part of our annual award cycle, and these equity incentive awards generally consist of a mix of time-vested restricted share units, performance-based awards, and share options in the case of our EVPs and CEO (each as governed by the 2022 EIP as described more fully below), reflecting a strong emphasis on pay-for-performance and the alignment of interests between our NEOs and our shareholders.

For fiscal year 2023, the equity awards made to Dr. Mosley and Messrs. Romano, Teh, Nygaard, and Naik, in their respective roles as CEO and EVPs, were comprised of 20% time-based options, 30% time-based RSUs and 50% performance-based awards (the "FY2023 PSU Award"). The equity awards made to Ms. Schuelke, in her role as SVP, were comprised of 50% time-based RSUs and 50% FY2023 PSU Award. This reflects the Compensation and People Committee's review and assessment of market practices at Executive Peer Group companies, as well as its determination that these mixes provide an appropriate blend of equity incentives to sustain and improve the Company's financial performance and shareholder value.

Options

Options generally vest over four years and have a seven-year term. Options are awarded with an exercise price equal to the fair market value of the Company's ordinary shares on the grant date. Fair market value is defined as the closing price of the Company's ordinary shares on the Nasdaq on the grant date. The grant date and vesting schedule for options granted to our eligible NEOs are generally determined during the annual award process but may be different in the case of a new hire or a change in employment position.

Share Awards

Restricted Share Units

RSUs generally vest over four years, with 25% vesting on the first anniversary of the grant and then in equal quarterly installments thereafter, contingent on continued service. Each RSU represents the right to receive one of the Company's ordinary shares. If under the terms of the RSU award agreement dividend equivalents accrue, such dividend equivalents are subject to the same vesting conditions as the RSUs, and, therefore, no dividend equivalent payment, if any, will be paid to the employee on any ordinary shares underlying the RSUs until the RSUs vest.

Fiscal Year 2023 Performance Share Units

The fiscal year 2023 PSUs are performance-based RSUs that vest after the end of a three-year performance period, subject to continued employment and the achievement of annual ROIC over the performance period, modified by (a) a factor based on the Company's rTSR percentile compared with the Executive Peer Group, (b) a factor based on the percentage of women in leadership roles and (c) a factor based on the Company's percentage reduction of greenhouse gas emissions. ROIC was selected as a key metric because of its ability to measure the efficiency of our use of capital and delivery of earnings above investment, considered a critical factor in the Company's long-term success. In addition, the rTSR metric rewards financial performance and is measured by the change in our share price and the dividends we declared during the performance period relative to the performance of the Executive Peer Group.

The Compensation and People Committee determines the number of PSUs that will vest at the end of the three-year performance period according to a pre-established vesting matrix. Payout of 100% of the targeted number of PSUs will occur if target ROIC, percentage of women in leadership roles, and reduction of greenhouse gas emissions is attained over the three-year measurement period and rTSR is at least at the median of the Executive Peer Group. The final ROIC metric is calculated as the average annual ROIC over the prior three fiscal years. Annual ROIC is calculated as (i) adjusted operating income multiplied by (1 minus the average tax rate), divided by (ii) (x) adjusted net plant, property and equipment plus total current assets minus cash and cash equivalents, minus (y) current liabilities with the exclusion of the current portion of long-term debt. All values represent U.S. GAAP results except adjusted operating income and adjusted net plant, property and equipment. Adjusted operating income, used to determine Annual ROIC, is operating income adjusted to exclude the impact of (a) share-based compensation expense and (b) material, unusual or non-recurring gains and losses, accounting charges or other extraordinary events that were not foreseen at the time the performance target was established, in each case of (a) and (b), as publicly reported in the Company's U.S. Non-GAAP financial measures each quarter. Adjusted net plant, property and equipment includes net plant, property and equipment and the net value of right of use assets acquired through leasing.

For fiscal year 2023, the rTSR modifier was interpolated and set between 25th to 75th percentiles of the Executive Peer Group's TSR. If the minimum ROIC performance has been achieved, the actual number of PSUs that may vest ranges from 33.8% of the target number of PSUs (assuming ROIC, percentage of women in leadership, and reduction of greenhouse gas emissions are at the threshold level, and relative TSR is equal or below the 25th percentile of the Executive Peer Group) and in no event will exceed 200% of the target number of PSUs. The specific ROIC, percentage of women in leadership, and reduction of greenhouse gas emissions target values for the PSUs are not publicly disclosed at the time of grant due to the proprietary nature and competitive sensitivity of the information. Each PSU represents the right to receive one of our ordinary shares. If under the terms of the PSU award agreement dividend equivalents accrue during the vesting period, such dividend equivalents are subject to the same vesting conditions as the PSUs. Consequently, no dividend equivalent payments, if any, will be paid to the employee on any of the ordinary shares underlying the PSUs until the PSUs vest.

Fiscal Year 2020 Performance Share Units

In fiscal year 2020, we granted PSUs ("FY2020 PSUs") to Dr. Mosley, Messrs. Nygaard, Romano, Naik and Teh and Ms. Schuelke that were eligible to vest after the end of a three-year performance period ending on July 1, 2022 for ROIC and September 2, 2022 for rTSR (i.e., during fiscal year 2023), subject to continued employment and the achievement of target ROIC over the performance period, modified by a factor based on our rTSR percentile. Our average share price at the beginning of the FY2020 PSUs' performance period was $48.97 and our ending average share price was $87.64 (assuming dividends were reinvested). Therefore, our rTSR over the performance period was 78.96% and our shares performed at the 75th percentile relative to the companies in the fiscal year 2020 Executive Peer Group, which resulted in a modifier of 125%. The Compensation and People Committee certified the level of achievement of the financial performance metrics for the three-year measurement period, such that the FY2020 PSUs vested at 150% of target based on the three-year average annual ROIC of 79%, and rTSR at the 75th percentile over the three-year period.

Average ROIC	Threshold	Target	Maximum	Actual
3-Year Average Annual Return on Invested Capital (ROIC)	< 45%	70%	≥ 95%	79%
Vesting Level (% of Target)	0%	100%	160%	120%
rTSR Modifier	**Threshold**	**Target**	**Maximum**	**Actual**
Relative Total Shareholder Return Percentile	≤ 25th%ile	50th%ile	≥ 75th%ile	75th%ile
rTSR %ile Modifier[(1)]	75%	100%	125%	125%
Overall Results				**150%**

(1) With interpolation between points.

The certification of the relevant financial performance metrics for the FY2021 PSUs granted to our NEOs, which have a three-year performance period, was not completed in advance of the filing date of this Proxy Statement.

Threshold Performance Share Units

TPSUs are equity awards with a maximum seven-year vesting period, contingent on continued service and the achievement of the specified AEPS goal. Each TPSU represents the right to receive one of our ordinary shares. After reviewing the market trends, the decision was made to discontinue awarding TPSUs in fiscal year 2022 to our CEO and EVP population to strengthen our alignment with market practices. However, any outstanding TPSU awards will continue to be disclosed in applicable future Compensation Discussion and Analysis disclosures.

For each tranche of a TPSU award that is eligible to vest on a vesting date, vesting is contingent on the Company achieving a threshold AEPS goal of $1.00 for the fiscal year prior to the year in which the vesting date occurs. If the threshold goal is not achieved, vesting of that tranche is delayed to the next scheduled vesting date for which the AEPS goal is achieved. TPSU awards may become fully vested as early as four years from the grant date and remain eligible to vest for up to seven years following the grant date. If the AEPS threshold level has not been met by the end of the seven-year period, any unvested TPSUs will be forfeited. Unvested awards from prior years may vest cumulatively on the scheduled vesting date in a future year within the seven-year vesting period if the annual AEPS threshold for that year is achieved. For example, if AEPS performance prior to the first vesting date is below the AEPS threshold, then vesting will be delayed. If the AEPS threshold is achieved prior to the second vesting opportunity, then 50% of the award will vest (25% from the first vesting date and 25% from the second vesting date due to the cumulative feature of the award). For purposes of the TPSU awards, AEPS is based on diluted earnings per share, calculated in accordance with U.S. GAAP, excluding the impact of (a) share-based compensation expenses and (b) material, unusual or non-recurring gains and losses, accounting charges or other extraordinary events that were not foreseen at the time the performance target was established, in each case of (a) and (b), as publicly reported in the Company's U.S. Non-GAAP financial measures. If under the terms of the TPSU award agreement dividend equivalents accrue during the vesting period, such dividend equivalents are subject to the same vesting conditions as the TPSUs. Consequently, no dividend equivalent payment, if any, will be paid to the employee on any of the ordinary shares underlying the TPSUs until the TPSUs vest.

Our AEPS performance for fiscal year 2023 did not meet the $1.00 AEPS threshold; therefore, vesting will be delayed until the threshold has been met as described above.

Share Ownership Requirements

We established share ownership requirements to ensure that our NEOs hold a meaningful equity stake in the Company and, by doing so, link their interests with those of our shareholders. Shares directly or indirectly owned (for example, through a trust), along with unvested RSUs (if any), are included in the calculation of ordinary shares owned for purposes of the ownership requirements, but time-based and performance-based options and unvested performance share bonuses, TPSUs and PSUs are not counted until they are exercised or vested, as applicable. NEOs are expected to meet the ownership requirements within five years of the date upon which the NEO first becomes subject to the requirements. NEOs are measured against the applicable guideline on the last day of each fiscal year, and the results are reported to the Compensation and People Committee.

Our NEOs are required to own shares in an amount equal to an applicable target value based on a multiple of annual base salary. For the avoidance of doubt, we considered fiscal year 2023 Base Salary prior to the temporary salary reduction in our review of the ownership requirements. Our NEOs are required to meet the requirements by the following ownership requirement dates.

Named Executive Officer	Role	Ownership Requirement Date	Ownership Guideline Salary Multiple	Guideline Met[(1)]
William D. Mosley	Chief Executive Officer	October 1, 2022	6x	Yes
Gianluca Romano	Executive Vice President	January 7, 2024	3x	Yes
Ban Seng Teh	Executive Vice President	February 1, 2026	3x	Yes
Katherine E. Schuelke	Senior Vice President	June 29, 2022	2x	Yes

(1) As of June 30, 2023

Benefits and Perquisites

Our NEOs are eligible to participate in a broad range of benefits in the same manner as non-executive employees. Seagate does not offer separate benefits for executive officers, other than severance benefits (see “Severance and Change in Control Benefits” below).

We generally do not provide perquisites to our NEOs other than, in certain limited business-related circumstances, reimbursement for the travel costs of the NEO’s spouse or significant other. If an NEO’s travel on our corporate aircraft includes a personal element, the NEO is required to fully reimburse us for the aggregate incremental cost of any such usage. We do consider the value of perquisites in assessing the competitiveness of our total compensation package to that of Executive Peer Group companies.

Non-Qualified Deferred Compensation Plan

The 2015 Seagate Deferred Compensation Plan (the “SDCP”), effective January 1, 2015, allows our U.S. based NEOs (and other eligible employees) whose annual base salary is $190,000 or more, or whose target commissions and annual base salary in the aggregate is $190,000 or more, to defer on a pre-tax basis (i) up to 70% of their base salary, (ii) up to 70% of commissions, and/or (iii) up to 100% of their annual performance-based bonus, to the extent such bonus is paid in cash. Bonus paid in the form of equity or an equity-based award will not be eligible for deferral under the Plan. Deferrals and notional earnings related to those deferrals are reflected on the Company’s books as an unfunded obligation of the Company and remain part of our general assets. We do not contribute to the SDCP, and notional earnings on deferrals are based on the performance of actual investment funds selected by each participant from a menu of investment options offered pursuant to the SDCP. Deferral amounts, earnings and year-end balances for our NEOs are set forth in the table titled “Non-qualified Deferred Compensation Plans” under the “Compensation of Named Executive Officers” section below. The SDCP is a successor plan to the prior Seagate Deferred Compensation Plans, as amended from time to time, under which no additional deferrals may be made after December 31, 2014. A grantor (or rabbi) trust was established to hold any assets contributed to the trust to help satisfy our obligations due under the prior plans in effect through December 31, 2014.

Participants may elect to receive distributions upon retirement or termination of employment or at a specified time while still employed. With respect to deferrals of amounts relating to services provided to Seagate after December 31, 2019, participants may elect to receive distributions following retirement or termination in either a lump sum or annual installments up to a maximum of seven years. Participants may elect to receive in-service distributions in a lump sum or annual installments payable over 2, 3, 4 or 5 years. Upon disability, a participant’s account will be distributed in accordance with their retirement/termination distribution elections. Additionally, upon death, a participant’s accounts will be paid to their beneficiary or beneficiaries in a cash lump-sum payment payable before the later of the end of (i) the calendar year in which the participant dies or (ii) two and one-half months after the participant dies. Unless otherwise determined by the Seagate Benefits Administrative Committee prior to a change in control, the SDCP will be terminated upon the occurrence of a change in control and the aggregate balance credited to and held in a participant’s account shall generally be distributed to the participant in a lump sum not later than the thirtieth day following the change in control.

Long Term International (Expatriate) Assignment Policy

The Company's global business needs require it on occasion to relocate certain employees with special or unique skills to countries where those skills may not be readily available. To meet this need, the Company utilizes long term international assignments, which are provided under its Long-Term International Assignment Policy ("LTIA Policy"). The Company provides certain benefits to these long-term international assignees according to the LTIA Policy. Mr. Nygaard received the standard benefits under the LTIA Policy for his assignment in Thailand. This included certain tax equalization payments or reimbursements that the Company makes for expatriates to ensure that the assignment is tax neutral to the employee, which are determined after calculations are prepared by the Company's accountants.

The total estimated payments made in fiscal year 2023 for Mr. Nygaard's benefits under the LTIA Policy is $530,860.04 as described in footnote 12 to the Summary Compensation Table for fiscal year 2023 in this Proxy Statement. Final actual cost is not known at the time of this filing due to pending tax calculations, which can only be completed at a later date. This benefit did not continue post termination.

Severance and Change in Control Benefits

We provide severance benefits to assist in aligning executive officer and shareholder interests during the evaluation of an ownership change, to remain competitive in attracting and retaining executive officers, and to support organizational changes necessary to achieve our business strategy. The purpose of the Eighth Amended and Restated Seagate Technology Executive Severance and Change in Control Plan (the "Severance Plan") is to:

- provide for the payment of severance benefits to the executive officers, including the NEOs, in the event their employment with the Company or any applicable subsidiary is terminated without cause or they resign for good reason;
- encourage our executive officers, including the NEOs, to continue employment in the event of a potential "change in control" (as such term is defined under "Compensation of Named Executive Officers—Potential Payments upon Termination or Change in Control" below); and
- provide our executive officers, including the NEOs, with generally the same types of severance benefits in connection with a qualifying termination of employment.

All of our executive officers are eligible to receive a level of severance benefits under the terms of the Severance Plan that reflects their level of responsibility within our organization, the strategic importance of their position and a market-competitive level of severance for comparable positions within the Executive Peer Group.

Qualifying Termination	CEO—Months of Base Salary	Executive Vice Presidents—Months of Base Salary	Senior Vice Presidents—Months of Base Salary
Termination Without Cause or Resign For Good Reason—Outside of Change in Control Period	24 months	20 months (U.S.); up to 24 months (Singapore)	16 months
Termination Without Cause or Resign For Good Reason—During a Change in Control Period	36 months	24 months (U.S.); up to 24 months (Singapore)	18 months

The Severance Plan provisions were developed in consultation with Semler Brossy, based on a comparison by the independent directors of the Board of severance benefits typically available at the Executive Peer Group companies. Consistent with our compensation strategy, the Severance Plan provides for severance only in the event of a qualifying termination under the Severance Plan (i.e., a termination by us without "cause" or by the executive for "good reason"). The Severance Plan includes the following features:

- no guaranteed bonus amounts if the qualifying termination occurs outside of a "change in control period" (as defined in "Compensation of Named Executive Officers—Potential Payments upon Termination or Change in Control—Termination Without Cause or for Good Reason During a Change in Control Period," below);

- no post-termination healthcare benefit subsidy if the qualifying termination occurs outside of a “change in control period”;
- enhanced severance benefits in connection with a change in control require a “double trigger” (which is defined as a qualifying termination during a “change in control period”) before an NEO becomes entitled to receive such benefits; and
- severance payments cannot equal or exceed three times the sum of the executive’s base salary and target cash bonus.

In the event that the benefits payable following a change in control exceed the safe harbor limits established in Section 280G of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), we will reduce the benefits so that no excise tax will apply under Section 4999 of the Code (relating to Section 280G of the Code), if such reduction will result in a higher after-tax benefit to the NEO. We do not provide a gross-up for any taxes payable on severance benefits and the NEO is responsible for the payment of all such taxes, including any excise taxes imposed on change in control payments and benefits.

For further details on the Severance Plan, see the section below titled “Compensation of Named Executive Officers—Potential Payments Upon Qualifying Termination or Change in Control.”

Other Company Policies and Compensation Considerations

Impact of Section 162(m) of the Internal Revenue Code

Although an exception exists for certain qualified performance-based arrangements in place as of November 2, 2017, under Section 162(m) of the Code, only the first $1 million in annual compensation paid to our NEOs generally is deductible for U.S. federal income tax purposes and such deduction limit will continue to apply to such individuals for all future years in which they receive compensation (including severance) from the Company. This deduction limitation also applies to certain individuals who were NEOs in prior years. While the Compensation and People Committee considers tax deductibility as one of several relevant factors in determining executive compensation, it retains the flexibility to approve compensation that is not deductible by the Company in order to maintain a compensation program that is consistent with our pay-for-performance compensation strategy.

Securities Trading; Prohibitions Against Hedging and Pledging

We prohibit short sales, hedging of share ownership positions and transactions involving derivatives of our ordinary shares for all employees and directors and restrictions on pledging of our ordinary shares as collateral for loans for directors, executive officers and certain other employees. Please see the “Corporate Governance – Anti-Hedging and Pledging Policy and Other Trading Restrictions” section above for information on our Securities Trading Policy.

Pay Recovery Policy (Clawback)

Our Pay Recovery Policy is intended to eliminate any reward for intentional misrepresentation of financial results. It provides standards for recovering compensation from our executive officers and other officers who hold the position of Senior Vice President and above (collectively, “Designated Officers”) where such compensation was based on incorrectly reported financial results due to the fraud or willful misconduct of such Designated Officer. The Designated Officer’s repayment obligation applies to any cash bonus paid, share award issued (whether or not vested) and/or vested during the covered period (as defined below) or options exercised during the period commencing with the date that is four years prior to the beginning of the fiscal year in which a restatement is announced, and ending on the date recovery is sought (the “covered period”). We plan to adopt a Dodd-Frank compliant clawback policy within the required timeframe.

Compensation and People Committee Report

The Compensation and People Committee has reviewed and discussed the Compensation Discussion and Analysis with management and the Board. In reliance on the review and discussions referred to above, the Compensation and People Committee approved the inclusion of the Compensation Discussion and Analysis in the Company's Proxy Statement for fiscal year 2023.

Respectfully submitted,
THE COMPENSATION AND PEOPLE COMMITTEE

Jay L. Geldmacher, Chair
Michael R. Cannon
Yolanda L. Conyers
Dylan G. Haggart
Edward J. Zander

Compensation and People Committee Interlocks and Insider Participation

None of the members of the Compensation and People Committee during fiscal year 2023 was an employee of the Company or any of its subsidiaries at any time during fiscal year 2023, has ever been an officer of the Company or any of its subsidiaries, or had a relationship with the Company during that period requiring disclosure pursuant to Item 404(a) of Regulation S-K promulgated by the SEC. No executive officers of the Company served on the compensation committee of any other entity, or as a director of an entity that employed any of the members of the Compensation and People Committee during fiscal year 2023.

Compensation of Named Executive Officers

Our Summary Compensation Table for fiscal year 2023 below shows the total compensation of each of our NEOs with respect to fiscal years 2023, 2022, and 2021. The amounts reported reflect rounding, which may result in slight variations between amounts shown in the Total column and the sum of its components as reflected in the table.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Share Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
William D. Mosley Chief Executive Officer	2023	973,084	—	8,380,742	2,074,982	—	7,400	11,436,208
	2022	1,100,008	—	8,095,464	2,019,842	1,987,604	7,400	13,210,318
	2021	1,100,008	—	7,054,961	1,474,825	2,005,095	6,300	11,641,189
Gianluca Romano Executive Vice President and Chief Financial Officer	2023	632,500	—	2,918,142	706,406	—	7,400	4,264,448
	2022	644,242	—	12,973,374	676,504	776,053	7,400	15,077,573
	2021	600,018	—	1,633,956	341,566	729,141	7,400	3,312,081
Ban Seng Teh(4) Executive Vice President, Global Sales and Sales Operations	2023	513,203	—	1,865,056	441,677	—	19,524	2,839,460
	2022	412,719	—	1,265,261	315,758	497,161	7,623	2,498,522
	2021	500,170	—	1,312,067	485,877	519,471	18,040	2,835,625
Katherine E. Schuelke(5) Senior Vice President, Chief Legal Officer and Company Secretary	2023	491,882	—	1,205,004	—	—	7,500	1,704,386
Jeffrey D. Nygaard (Former) Executive Vice President, Operations and Technology	2023	489,232	—	1,838,286	441,677	—	1,336,863	4,106,058
	2022	480,002	—	2,350,180	586,528	578,210	1,057,619	5,052,539
	2021	480,002	—	1,633,956	341,566	583,298	283,261	3,322,083
Ravi Naik (Former) Executive Vice President, Storage Services and Chief Information Officer	2023	372,399	—	1,833,990	441,677	—	790,050	3,438,116
	2022	470,018	—	1,807,505	451,143	566,183	7,164	3,302,013
	2021	442,318	—	1,698,875	777,542	571,165	7,790	3,497,690

(1) Amounts do not reflect the actual value realized by the NEO. In accordance with SEC rules, the columns represent the aggregate grant date fair value calculated in accordance with ASC 718, excluding the effect of estimated forfeitures. For RSUs and time-based options, the grant date fair value was determined using the closing share price of Seagate ordinary shares on the date of grant, adjusted for the present value of expected dividends. For all PSUs, including the TPSUs, whose vesting is subject to performance conditions as defined by ASC 718, we have assumed the probable outcome of related performance conditions at target levels. The aggregate grant-date fair value for PSUs granted in fiscal year 2023, assuming the achievement of the highest level of performance, is $9,662,794 for Dr. Mosley, $3,289,818 for Mr. Romano, $2,056,298 for Mr. Teh, and $1,028,148 for Ms. Schuelke. For additional information on the valuation assumptions, see Note 11 "Share-Based Compensation" in the Notes to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for fiscal year 2023.

(2) Represents amounts payable under the EOPB, the predecessor to the EPB that was introduced for fiscal year 2023. For a description of the EOPB and EPB, refer to the section above entitled "Annual Incentive Plan—Implementation of the EPB Plan."

(3) Amounts reported in the "All Other Compensation" column are itemized in the supplemental "All Other Compensation for Fiscal Year 2023" table below.

(4) Based on the Singapore dollar ("SGD") period-end foreign exchange rate for fiscal year 2023 of 0.737435935, as of June 30, 2023.

(5) Ms. Schuelke was not an NEO in fiscal year 2022 or 2021.

All Other Compensation for Fiscal Year 2023

Name	Severance ($)[6]	Personal Guest Travel ($)[7]	401(k) Match ($)[8]	Company Contribution to HSA ($)[9]	Company Contribution to CPF ($)[10]	Other Comp ($)[11]	International Assignment Benefits ($)[12]	Total ($)
William D. Mosley	—	—	6,000	1,400	—	—	—	7,400
Gianluca Romano	—	—	6,000	1,400	—	—	—	7,400
Ban Seng Teh[4]	—	8,861	—	—	10,663	—	—	19,524
Katherine E. Schuelke	—	—	6,000	1,400	—	100	—	7,500
Jeffrey D. Nygaard	800,003	—	6,000	—	—	—	530,860	1,336,863
Ravi Naik	783,363	—	5,187	1,400	—	100	—	790,050

(6) The payments to Messrs. Nygaard and Naik reflected in this column are described more fully below in the section entitled "Potential Payments Upon Termination or Change in Control"

(7) For Mr. Teh, personal guest travel consists of travel costs incurred for his spouse in connection with a sales incentive program offered to eligible sales employees who achieve designated sales goals.

(8) Reflects 401(k) Plan matching contribution made by the Company for the NEO and available to all U.S. employees who participate in the 401(k) Plan. The maximum matching amount was $6,000 per calendar year. The amount may be higher or lower for a particular fiscal year depending on the timing and amount of the employee's contribution for preceding and following years.

(9) Reflects Company-paid Health Savings Account ("HSA") contributions to eligible participants. In 2023, HSA contributions are $700.00 for employee-only coverage and $1,400.00 for family coverage.

(10) Reflects Company contribution to the Singapore Central Provident Fund ("CPF"). CPF employer contribution was at 840 SGD per month for calendar year 2022 and increased to 870 SGD per month for calendar year 2023.

(11) Ms. Schuelke and Mr. Naik were awarded a cash-based service award in the amount of $100 in recognition of reaching a length of service milestone with the Company.

(12) Mr. Nygaard's LTIA benefits included: payments made in fiscal year 2023 for expatriate tax and tax equalization for calendar year-to-date 2023 as well as remaining expatriate tax and tax equalization owed for 2022 in the amount of $335,662, host location housing in the amount of $76,046, transportation expenses in the amount of $62,783, educational payments in the amount of $34,506, a cost of living allowance in the amount of $18,080, as well as additional payments related to home leave, telephone costs, immigration and tax services, and program administration fees totaling $3,783. As described in the section entitled "Compensation Discussion and Analysis—Long Term International (Expatriate) Assignment Policy," the tax equalization payments are intended to ensure that the long-term international assignment is tax neutral to Mr. Nygaard as compared to being based in the United States.

Grants of Plan-Based Awards Table for Fiscal Year 2023

Name	Type of Award	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Share Awards: Number of Shares or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Share)	Grant Date Fair Value of Share and Option Awards ($)
			Threshold ($)	Target ($)	Maximum ($)				
William D. Mosley	EPB[(1)]	—	—	1,650,012	3,300,024	—	—	—	—
	Time Option	9/9/2022[(2)]	—	—	—	—	120,080	$68.83	2,074,982
	PSU	9/9/2022[(3)]	—	75,045	150,090				4,831,397
	RSU - 1 yr	9/9/2022[(4)]				10,540			696,694
	RSU	9/9/2022[(5)]				45,030			2,852,651
Gianluca Romano	EPB[(1)]	—	—	715,000	1,430,000	—	—	—	—
	Time Option	9/9/2022[(2)]	—	—	—	—	40,880	$68.83	706,406
	PSU	9/9/2022[(3)]	—	25,550	51,100	—	—	—	1,644,909
	RSU - 1 yr	9/9/2022[(4)]	—	—	—	4,570	—	—	302,077
	RSU	9/9/2022[(5)]	—	—	—	15,330	—	—	971,156
Ban Seng Teh	EPB[(1)]	—	—	558,988	1,117,976	—	—	—	—
	Time Option	9/9/2022[(2)]	—	—	—	—	25,560	$68.83	441,677
	PSU	9/9/2022[(3)]	—	15,970	31,940	—	—	—	1,028,149
	RSU - 1 yr	9/9/2022[(4)]				3,475			229,698
	RSU	9/9/2022[(5)]	—	—	—	9,585	—	—	607,210
Katherine E. Schuelke	EPB [(1)]	—	—	437,739	875,478	—	—	—	—
	PSU	9/9/2022[(3)]	—	7,985	15,970	—	—	—	514,074
	RSU - 1 yr	9/9/2022[(4)]				2,800			185,080
	RSU	9/9/2022[(5)]	—	—	—	7,985	—	—	505,850
Jeffrey D. Nygaard	EPB[(1)]	—	—	480,002	960,004	—	—	—	—
	Time Option	9/9/2022[(2)]	—	—	—	—	25,560	$68.83	441,677
	PSU	9/9/2022[(3)]	—	15,970	31,940	—	—	—	1,028,149
	RSU - 1 yr	9/9/2022[(4)]				3,070			202,927
	RSU	9/9/2022[(5)]	—	—	—	9,585	—	—	607,210
Ravi Naik	EPB[(1)]	—	—	470,018	940,036	—	—	—	—
	Time Option	9/9/2022[(2)]	—	—	—	—	25,560	$68.83	441,677
	PSU	9/9/2022[(3)]	—	15,970	31,940	—	—	—	1,028,149
	RSU - 1 yr	9/9/2022[(4)]				3,005			198,631
	RSU	9/9/2022[(5)]	—	—	—	9,585	—	—	607,210

(1) Represents the potential range of payments for fiscal year 2023 for the NEOs under the EPB. This range varied based on the individual's position and target bonus as a percentage of fiscal year 2023 ending base salary (150% percent of base salary for Dr. Mosley, 100% for Messrs. Romano, Teh, Nygaard, Naik, and 85% for Ms. Schuelke). For a description of the EPB, refer to the section above entitled "Annual Incentive Plan—Executive Performance Bonus." For avoidance of doubt, target is assumed at prior to temporary salary reduction, as described in the section entitled "Compensation Discussion and Analysis - Annual Base Salary".

(2) Unless otherwise indicated, options awarded during fiscal year 2023 under the 2022 EIP are subject to a four-year vesting schedule. 25% of the shares subject to the option vest one-year after the grant date and then 1/48th of the shares subject to options vest monthly thereafter, contingent on continuous service through the applicable vesting dates. For a description of the options, refer to the section entitled "Compensation Discussion and Analysis—Long-Term Equity Incentives—Options."

(3) Unless otherwise indicated, PSUs awarded during fiscal year 2023 under the 2022 EIP vest after the end of a three-year performance period, subject to both continuous service and the achievement of the applicable financial and operational-performance criteria. For a description of the PSUs, refer to the section entitled "Compensation Discussion and Analysis—Long-

Term Equity Incentives—Share Awards—Performance Share Units.” In accordance with SEC rules, this represents the aggregate grant date fair value calculated in accordance with ASC 718, excluding the effect of estimated forfeitures. For all PSUs, we have assumed the probable outcome of related performance conditions as defined by ASC 718 at target levels. The total aggregate grant-date fair value for these PSUs, assuming the achievement of the highest level of performance, is $9,662,794 for Dr. Mosley, $3,289,818 for Mr. Romano, $2,056,298 for Mr. Teh, $1,028,149 for Ms. Schuelke, $2,056,298 for Mr. Nygaard, and $2,056,298 for Mr. Naik. For additional information on the valuation assumptions see Note 11, “Share-Based Compensation” in the Notes to the Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for fiscal year 2023.

(4) RSUs awarded during fiscal year 2023 under the 2022 EIP are subject to a one-year vesting schedule. 100% of the shares vest one year after the grant date, contingent on continuous service through the vest date. For a description of the RSUs, refer to the section entitled “Compensation Discussion and Analysis—Annual Incentive Plan-Executive Performance Bonus— Implementation of the EPB Plan."

(5) RSUs awarded during fiscal year 2023 under the 2022 EIP are subject to a four-year vesting schedule. 25% of the shares vest one year after the grant date and then 6.25% of the shares vest quarterly thereafter, contingent on continuous service through the applicable vesting dates. For a description of the RSUs, refer to the section entitled “Compensation Discussion and Analysis—Long-Term Equity Incentives—Share Awards—Restricted Share Units.”

Outstanding Equity Awards at Fiscal Year-End

The table below sets forth the outstanding equity awards held by the NEOs as of June 30, 2023.

		Option Awards				Share Awards	
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)[2]
William D. Mosley	9/9/2016[1]	198,860	—	36.09	9/9/2023	-	-
	9/11/2017[1]	253,188	—	30.95	9/11/2024		
	9/10/2018[1]	141,785	—	50.29	9/10/2025		
	9/9/2019[1]	144,700	9,647	54.78	9/9/2026		
	9/9/2020[1]	114,881	52,219	46.23	9/9/2027		
	9/9/2021[1]	42,035	54,045	87.34	9/9/2028		
	9/9/2022[1]	—	120,080	68.83	9/9/2029		
	9/9/2019[3]					13,006	804,681
	9/9/2020[4]					104,435	6,461,393
	9/9/2020[3]					31,330	1,938,387
	9/9/2021[4]					60,045	3,714,984
	9/9/2022[4]					75,045	4,643,034
	9/9/2021[5]					27,019	1,671,666
	9/9/2022[7]					10,540	652,110
	9/9/2022[6]					45,030	2,786,006
Gianluca Romano	2/20/2019[1]	28,791	—	45.89	2/20/2026	—	—
	9/9/2019[1]	14,298	2,681	54.78	9/9/2026		—
	9/9/2020[1]	12,900	12,094	46.23	9/9/2027		—
	9/9/2021[1]	14,078	18,102	87.34	9/9/2028		—
	9/9/2022[1]	—	40,880	68.83	9/9/2029		—
	9/9/2019[3]					3,614	223,598
	9/9/2020[4]					24,185	1,496,326
	9/9/2020[3]					7,257	448,991
	9/9/2021[4]					20,110	1,244,206
	2/22/2022[8]					18,725	1,158,516
	9/9/2022[4]					25,550	1,580,779
	9/9/2021[5]					9,049	559,862
	2/22/2022[5]					42,128	2,606,459
	9/9/2022[6]					4,570	282,746
	9/9/2022[7]					15,330	948,467

Name	Grant Date	Option Awards: Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards: Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Awards: Option Exercise Price ($)	Option Awards: Option Expiration Date	Share Awards: Number of Shares or Units of Stock That Have Not Vested (#)	Share Awards: Market Value of Shares or Units of Stock That Have Not Vested ($)[2]
Ban Seng Teh	3/22/2021[1]	15,817	12,303	75.94	3/22/2028		
	9/9/2021[1]	6,571	8,449	87.34	9/9/2028		
	9/9/2022[1]	—	25,560	68.83	9/9/2029		
	9/9/2020[4]					5,940	367,508
	3/22/2021[3]					3,514	217,411
	9/9/2021[4]					9,385	580,650
	9/9/2022[4]					15,970	988,064
	9/9/2019[5]					2,340	144,776
	9/9/2020[5]					6,928	428,635
	9/9/2021[5]					4,223	261,277
	9/9/2022[6]					3,475	214,998
	9/9/2022[7]					9,585	593,024
Katherine E. Schuelke	7/20/2017[1]	21,505	—	39.42	7/20/2024		
	9/9/2020[4]					6,600	408,342
	9/9/2021[4]					7,540	466,500
	9/9/2022[4]					7,985	494,032
	9/9/2019[5]					1,808	111,861
	9/9/2020[5]					7,696	476,152
	9/9/2021[5]					5,655	349,875
	9/9/2022[6]					2,800	173,236
	9/9/2022[7]					7,985	494,032
Jeffrey D. Nygaard[9]	9/10/2018[1]	33,361	—	50.29	9/23/2023		
	9/9/2021[1]	12,206	—	87.34	9/23/2023		
Ravi Naik[9]	3/22/2021[1]	22,500	—	75.94	7/3/2023		
	9/9/2021[1]	8,047	—	87.34	7/3/2023		

(1) Options are subject to a four-year vesting schedule. 25% of the shares subject to the options vest one-year after the grant date, and then 1/48th of the shares subject to the options vest monthly thereafter, contingent on continuous service through the applicable vesting dates. For more information, see the section entitled "Compensation Discussion and Analysis—Long-Term Equity Incentives—Options."

(2) Value based on the closing price of our ordinary shares on June 30, 2023 of $61.87.

(3) These TPSU awards, issued under the 2012 Equity Incentive Plan ("2012 EIP"), the predecessor to the 2022 EIP, are subject to both continuous service and the satisfaction of the applicable performance vesting requirement. The first tranche vests no sooner than the first anniversary of the grant date, subject to satisfaction of the specified performance criterion. The remaining tranches continue to vest annually thereafter, subject to the achievement of the subsequent annual AEPS goal, with the ability to catch-up vesting each year if the annual AEPS goal is not achieved. If threshold AEPS is not achieved, no awards will vest and the shares underlying the awards will be forfeited at the end of the performance period. The TPSU awards are described in more detail above under "Compensation Discussion and Analysis—Long-Term Equity Incentives—Share Awards—Threshold Performance Share Units."

(4) These PSUs were issued under the 2012 EIP and the 2022 EIP. The PSUs vest after the end of a three-year performance period, subject to both continuous service and the achievement of the applicable performance criteria. If the minimum performance threshold is not achieved, no PSUs will vest and the PSUs will be forfeited at the end of the performance period. The PSUs are described in more detail above under "Compensation Discussion and Analysis—Long-Term Equity Incentives—Share Awards—Performance Share Units."

(5) These RSUs were issued under the 2012 EIP and the 2022 EIP and are subject to a four-year vesting schedule. These RSUs vest 25% annually, contingent on continuous service.

(6) These RSUs were issued under the 2022 EIP and are subject to a one-year vesting schedule. These units vest 100% on the first anniversary of the grant date, contingent on continuous service. For a description of these RSUs, refer to the section entitled "Compensation Discussion and Analysis—Annual Incentive Plan-Executive Performance Bonus — Implementation of the EPB Plan."

(7) These RSUs were issued under the 2022 EIP and are subject to a four-year vesting schedule. These RSUs vest 25% on the first anniversary of the grant date, and then in equal quarterly installments thereafter, contingent on continuous service. For a

description of these RSUs, refer to the section entitled "Compensation Discussion and Analysis—Long-Term Equity Incentives—Share Awards—Restricted Share Units."

(8) These retention PSUs for Mr. Romano were issued under the 2022 EIP. The PSUs vest after the end of a three-year performance period, subject to both continuous service and the achievement of the applicable performance criteria - the attainment of an 30-day average closing share price. If the minimum performance threshold is not achieved, no PSUs will vest and the PSUs will be forfeited at the end of the performance period. For a description of these RSUs, refer to the 2022 Proxy Statement.

(9) Mr. Nygaard's employment with the Company ended effective June 23, 2023, and Mr. Naik's employment with the Company ended effective April 3, 2023. Each of Messrs. Nygaard and Naik have three months following the termination of their employment to exercise any vested and unexercised options with such exercise period ending on September 23, 2023 and July 3, 2023, respectively. All unvested equity was forfeited upon termination of employment.

Option Exercises and Shares Vested for Fiscal Year 2023

	Option Awards		Unit Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized On Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
William D. Mosley			186,350	12,818,311
Gianluca Romano			87,356	5,939,842
Ban Seng Teh			20,114	1,369,276
Katherine E. Schuelke			19,006	1,307,729
Jeffrey D. Nygaard	149,289	2,382,510	53,616	3,688,122
Ravi Naik	63,120	1,576,581	22,729	1,540,546

(1) The value realized on exercise is the aggregate of the market value on each exercise date multiplied by the number of shares exercised on each such date less the total option price paid on such exercise date. Market value is defined as the sale price for same-day-sale exercises and as the closing market price of our ordinary shares on the date of the transaction for exercise-and-hold exercises.

(2) The value realized on vesting is the aggregate of the closing market price for our ordinary shares on each vesting date multiplied by the number of shares that vested on such day, or if a vest date was a non-market day, the closing market price for our ordinary shares on the prior market day.

Non-qualified Deferred Compensation Plans

Name	Executive Contributions in Fiscal Year 2023 ($)(1)	Registrant Contributions in Fiscal Year 2023 ($)	Aggregate Earnings in Fiscal Year 2023 ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Fiscal Year 2023 End ($)(2)
William D. Mosley	—	—	40,122	—	437,355
Gianluca Romano	—	—	—	—	—
Ban Seng Teh	—	—	—	—	—
Katherine E. Schuelke	—	—	—	—	—
Jeffrey D. Nygaard	—	—	71	—	1,119,287
Ravi Naik	623,380	—	299,148	—	2,343,056

(1) Amount is included in fiscal year 2023 compensation in the "Salary" column of the Summary Compensation Table for fiscal year 2023.

(2) Includes executive contributions already reported in the Summary Compensation Table for fiscal year 2023 or a prior fiscal year, with the exception of earnings on contributions, as such earnings are not considered to be at above-market rates.

Potential Payments upon Termination or Change in Control

As discussed above in the section entitled "Compensation Discussion and Analysis—Severance and Change in Control Benefits," the Compensation and People Committee adopted the Severance Plan to provide, among other things, consistent severance benefits to NEOs who are terminated without cause or resign for good reason in lieu of severance protections that might otherwise have been included in individually negotiated employment agreements. In addition to severance, NEOs are entitled to receive payment of deferred compensation amounts in the event of a termination of employment or a change in control, as described above under "Compensation Discussion and Analysis—Non-qualified Deferred Compensation Plans."

Termination Without Cause or Resignation For Good Reason Outside of a Change in Control Period

Under the Severance Plan in effect during fiscal year 2023, if an NEO's employment is terminated by the Company without "cause" (as defined below) or by the NEO for "good reason" (as defined below), the NEO would have been entitled to receive a severance payment equal to a pre-determined number of months of base salary, based on the NEO's job level. In the event of such a qualifying termination outside of a "change in control period" (as defined below), the CEO would be entitled to receive 24 months of base salary, and the EVPs would be entitled to receive 20 months of base salary if resident in the U.S. and up to 24 months of base salary if resident in Singapore, and SVPs would be entitled to receive 16 months of base salary. In addition, all NEOs would be entitled to the prior year bonus if applicable (if earned but unpaid at the time of termination); further, NEO U.S.-residents are entitled to a pro-rata bonus for the year of termination based on the number of days elapsed from the beginning of the fiscal year until the termination date at the most recently accrued performance level. The severance benefits are generally payable within 20 business days following the "payment confirmation date" (as defined in the Severance Plan) in an amount equal to the lesser of (a) 50% of the severance benefit and (b) $660,000 (for calendar year 2023), with the remaining amount payable twelve months following the date of termination for the CEO and US-EVPs, and six months and one day following termination for Singapore-EVPs and SVPs. The Company would also provide paid outplacement services for a period of 24 months following a qualifying termination for the CEO and EVPs, and 18 months following a qualifying termination for SVPs. The receipt of these severance benefits would generally be subject to the NEO's execution of an effective release of claims against the Company and compliance with certain non-competition, non-solicitation and confidentiality covenants during the applicable severance period.

Under the Severance Plan, "cause" means (i) an NEO's continued failure to substantially perform the material duties of their office (other than as a result of total or partial incapacity due to physical or mental illness), (ii) fraud, embezzlement or theft by an NEO of the property of the Company or any of its subsidiaries, (iii) the conviction of an NEO of, or plea of nolo contendere by the NEO to, a felony under the laws of the United States or any state or comparable crime under the laws of a non-U.S. jurisdiction, (iv) an NEO's malfeasance or misconduct in connection with such NEO's duties to the Company or any of its subsidiaries or any other act or omission that is materially injurious to the financial condition or business reputation of the Company or any of its subsidiaries, or (v) a material breach by an NEO of any of the provisions of (A) the Severance Plan, (B) any non-compete, non-solicitation or confidentiality provisions to which such NEO is subject, or (C) any policy of the Company or any of its subsidiaries or other agreement to which such NEO is subject; and "good reason" means an NEO's resignation of their employment with the Company or any applicable subsidiary as a result of the occurrence of one or more of the following actions without such NEO's express written consent, which action(s) remain uncured for at least 30 days following written notice from such NEO to the Company describing the occurrence of such action(s) and asserting that such action(s) constitute(s) grounds for a good reason resignation, which notice must be provided by the NEO no later than 90 days after the initial existence of such condition; provided, that such resignation occurs no later than 60 days after the expiration of the cure period: (i) any material diminution in the level of the NEO's level or title, authority or duties; (ii) a reduction of 10% or more in the level of the base salary or target bonus opportunity, other than a reduction that is equivalent to the reduction in base salaries and/or target bonus opportunities, as applicable, imposed on all other executives of the Group (as defined in the Severance Plan) at a similar level within the Group (as defined in the Severance Plan); (iii) the relocation of the NEO to a principal place of employment that increases their one-way commute by more than 50 miles; or (iv) the failure of any successor to the business of the Company or to substantially all of the assets and/or business of the Company to assume the Company's obligations under the Severance Plan.

If an NEO is terminated for any qualifying reason outside a change in control period, the Severance Plan does not provide for any accelerated vesting of outstanding equity awards. Instead, the terms of any vesting acceleration are governed by the applicable award agreement. Upon termination of an NEO's continuous service for any qualifying reason (other than death or disability): (i) the award agreements provide that vesting will cease and, where applicable, the

Company will automatically reacquire all unvested shares without payment of consideration, and (ii) the option agreements provide that all unvested options will be cancelled effective as of the termination date, although NEOs, as well as all other option holders, would have three months to exercise options that are vested as of the date of termination except that an option may not be exercised after the expiration of its term.

Termination Without Cause or Resignation For Good Reason During a Change in Control Period

The Severance Plan in effect during fiscal year 2023 provides for enhanced severance benefits if a NEO is terminated by the Company without cause or resigns for good reason during a “change in control period”. This period is defined as the period commencing six months prior to the effective date of a “change in control” (or “CIC”, as defined below) and ending 24 months following such date. In the event of a qualifying termination within a change in control period (often called a “double trigger”), the NEO would be entitled to receive the following:

(1) 36 months of both base salary and target bonus in the case of the CEO, 24 months of both base salary and target bonus in the case of EVPs, if U.S. residents, or up to 24 months of base salary and 24 months of target bonus, if Singapore residents, and 18 months of both base salary and target bonus in the case of SVPs;

(2) lump sum cash payment equal to two times the before-tax annual cost of the applicable COBRA premiums for the NEO and their eligible dependents, if any (applicable for U.S. executives only);

(3) paid outplacement services for a period of 24 months for the CEO and EVPs, or 18 months for SVPs; and

(4) full vesting of all unvested equity-based awards (whether or not awarded prior to or following the adoption of the Severance Plan). The PSU award agreements further provide that the number of shares that will vest on the later of the closing of a CIC and an NEO’s qualifying termination within the change in control period will be based on the Company’s performance through the closing date of the CIC, with rTSR performance measured by using the average closing price of the Company’s ordinary shares over the 30-day trading period preceding the CIC, with the exception of any PSUs granted to Mr. Romano pursuant to the terms of his retention agreement that such PSUs will vest according to Share Price performance.

All other rights and obligations imposed under the Severance Plan upon such a qualifying termination of employment outside of the context of a change in control (as described above) would also be generally applicable in the event of a qualifying termination during a change in control period, except that the severance benefits would generally be payable within 20 business days following the “payment confirmation date” in an amount equal to the lesser of (a) 100% of the severance benefit and (b) $660,000 (for calendar year 2023), with the remainder, if any, payable six months and one day following the termination date.

Under the Severance Plan, “change in control” means the consummation or effectiveness of any of the following events: (i) the sale, exchange, lease or other disposition of all or substantially all of the assets of the Company to a person or group of related persons; (ii) a merger, reorganization, recapitalization, consolidation or other similar transaction involving Seagate in which the voting securities of the Company owned by the shareholders of the Company immediately prior to such transaction do not represent more than fifty percent (50%) of the total voting power of the surviving controlling entity outstanding immediately after such transaction; (iii) any person or group of related persons is or becomes the beneficial owner, directly or indirectly, of more than 50% of the total voting power of the voting securities of the Company; (iv) during any period of two consecutive years, individuals who at the beginning of such period constituted the Board (together with any new directors whose election by such Board or whose nomination for election by the shareholders of the Company was approved by a vote of a majority of the directors of the Company then still in office, who were either directors at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason to constitute a majority of the Board then in office; or (v) a dissolution or liquidation of the Company.

In the event that the benefits payable following a change in control exceed the safe harbor limits established in Section 280G of the Code, we will reduce the benefits so that no excise tax will apply under Section 4999 of the Code (relating to Section 280G of the Code), if such reduction will result in a higher after-tax benefit to the NEO. We do not provide a gross-up for any taxes payable on severance benefits, and the NEO is responsible for the payment of all such taxes, including any excise taxes imposed on change in control payments and benefits.

Termination due to Death or Disability

In the event a termination of employment occurs due to an NEO’s death or disability, the NEO would not be entitled to any benefits under the Severance Plan. Under the Severance Plan, “disability” means that the NEO is physically or mentally incapacitated and therefore unable to substantially perform their duties for six consecutive months or an aggregate of nine months in any consecutive 24-month period. However, in the event of termination of employment due to an NEO’s death or disability, the Compensation and People Committee has the discretion under the terms of the EPB to pay to the NEO or the NEO’s estate a pro-rated target bonus for the fiscal year in which the termination occurs.

The terms of the RSU, TPSU, and Option agreements for our NEOs provide that vesting will cease upon a termination due to disability, and the Company will automatically reacquire all unvested shares without payment of consideration. However, for a termination due to death, the NEO will be deemed to have completed an additional year of service as of the termination date for the purpose of determining the portion of an option award that will be vested at termination.

Additionally, the PSU agreements for our NEOs provide that in the event of a termination due to death or disability, the awards will vest pro-rata based on the number of days from the beginning of the performance period until the termination date, based on actual Company performance, and will be settled in ordinary shares after the end of the performance period.

Special Compensation Arrangements

Jeffrey D. Nygaard Separation Agreement

In connection with the restructuring plan announced on April 20, 2023, the Company announced that Mr. Nygaard would cease to serve as a Section 16 officer effective May 1, 2023. The Company and Mr. Nygaard subsequently entered into a Separation Release Agreement, dated July 29, 2023 (the “Nygaard Agreement”). Pursuant to the Nygaard Agreement, the Company and Mr. Nygaard agreed that:

(i) Mr. Nygaard's last day of active full-time employment with the Company was June 23, 2023 (the “Nygaard Termination Date”):

(ii) Mr. Nygaard is eligible for a total cash payment of $800,003 for which he was eligible under the Severance Plan was reduced by $138,996 pursuant to Seagate's Tax Settlement Policy in order to satisfy his repayment obligations for 2022 tax payments owed by Mr. Nygaard to Seagate. The remaining $661,007 ("Separation Payment") would be paid in two separate installments, subject to applicable tax withholdings and deductions, with the first installment ($330,504) paid within twenty business days of the Agreement Date and the second installment ($330,503) paid within thirty days of the twelve month anniversary of the Nygaard Termination Date;

(iii) the Company would arrange for Mr. Nygaard to receive outplacement assistance from a Company-approved vendor at the Company's sole cost and at a location reasonably convenient to Mr. Nygaard during the 24 month period following the Nygaard Termination Date;

(iv) the Company would provide tax equalization benefits for the Separation Payment and any other taxable Seagate income, in accordance with the guidelines set forth in the Tax Settlement Policy; and

(v) Mr. Nygaard would comply, at the Company's sole cost, with any reasonable request by the Company or its attorneys to assist and/or cooperate in connection with any pending or future claim, negotiation, litigation, investigation, administrative proceeding, Securities and Exchange Commission filing, or other dispute involving the Company and/or any of its current or future affiliates anywhere in the world for a period of five years.

In addition, the Nygaard Agreement generally provides that the obligations of the Company described above are subject to certain conditions, which, if not complied with by Mr. Nygaard, requires the return any severance payments. The Nygaard Agreement also provides for a release of liabilities.

All unvested equity held by Mr. Nygaard was forfeited as of the Nygaard Termination Date in accordance with the terms and conditions of the Severance Plan, the 2022 EIP, and applicable award agreements.

Ravi Naik Separation Agreement

In connection with the restructuring plan announced on March 29, 2023, the Company and Mr. Naik entered into a Separation Release Agreement (the "Naik Agreement"), dated June 8, 2023 (the “Naik Agreement Date”). Pursuant to the Naik Agreement, the Company and Mr. Naik agreed that:

(i) that Mr. Naik's last day of active full-time employment with the Company was April 3, 2023 (the “Naik Termination Date”);

(ii) that Mr. Naik is eligible for a total cash payment of $783,363 under the Severance Plan, to be paid in two separate installments, subject to applicable tax withholdings and deductions, with the first installment ($391,681) being paid within twenty business days of the Naik Agreement Date and the second installment ($391,682) being paid twelve months after the Naik Termination Date;

(iii) the Company will arrange for Mr. Naik to receive outplacement assistance from a Company-approved vendor at the Company's sole cost and at a location reasonably convenient to Mr. Naik during the 24 month period following the Naik Termination Date; and

(iv) he would comply, at the Company's sole cost, with any reasonable request by the Company or its attorneys to assist and/or cooperate in connection with any pending or future claim, negotiation, litigation, investigation, administrative proceed, Securities and Exchange Commission filing, or other dispute involving the Company and/or any of its current or future affiliates anywhere in the world for a period of five years.

In addition, the Naik Agreement generally provides that the obligations of the Company described above are subject to certain conditions, which, if not complied with by Mr. Naik, requires the return any severance payments. The Naik Agreement also provides for a release of liabilities.

All unvested equity held by Mr. Naik was forfeited as of the Naik Termination Date in accordance with the terms and conditions of the Severance Plan, the 2022 EIP, and applicable award agreements.

Potential Payments Upon Termination Without Cause or Resignation For Good Reason Outside a Change in Control Period; Upon Termination Due to Death or Disability; Upon Termination Without Cause or Resignation For Good Reason within a Change in Control Period

The following table sets forth for each NEO other than Messrs. Nygaard and Naik (i) the estimated value of the potential payments and severance benefits to each NEO assuming termination of the NEO by the Company without cause or by the NEO for good reason (a “Qualifying Termination”) on June 30, 2023; (ii) the estimated value calculated as of June 30, 2023 of the potential payments to each NEO, assuming a Qualifying Termination on such date during a change in control period, as defined in the Severance Plan and described above; and (iii) the estimated value as of June 30, 2023 of the potential payments and severance benefits to each NEO, assuming termination of the NEO due to death on such date, or in the case of PSUs only, disability. For Messrs. Nygaard and Naik, whose employment with the Company terminated on June 23, 2023 and April 3, 2023, respectively, the following table sets forth actual amounts paid upon termination, as discussed above in the section entitled “Compensation Discussion and Analysis—Special Compensation Arrangements.”

Name	Type of Benefit	Qualifying Termination Outside Change in Control Period ($)	Qualifying Termination Within Change in Control Period ($)	Separation Due to Death (or, if applicable, Disability) ($)
William D. Mosley	Severance	2,200,016	3,300,024	—
	Outplacement Benefit(1)	10,615	10,615	—
	Bonus	—	4,950,036(2)	1,650,012(3)
	Accelerated Vesting of Stock Options(4)	—	885,102	721,758
	Accelerated Vesting of Restricted Share Units(5)	—	5,109,782	2,428,088
	Accelerated Vesting of Performance-Based Restricted Share Units(6)	—	17,562,479	11,298,638
	Health Care Benefit	—	52,633	—
	Total(7)	**2,210,631**	**31,870,671**	**16,098,496**
Gianluca Romano	Severance	1,191,667	1,430,000	—
	Outplacement Benefit(1)	10,615	10,615	—
	Bonus	—	1,430,000(2)	715,000(3)
	Accelerated Vesting of Stock Options(4)	—	208,158	171,601
	Accelerated Vesting of Restricted Share Units(5)	—	4,397,534	1,753,025
	Accelerated Vesting of Performance-Based Restricted Share Units(6)	—	6,152,416	2,562,655
	Health Care Benefit	—	53,593	—
	Total(7)	**1,202,282**	**13,682,316**	**5,202,281**
Ban Seng Teh(8)	Severance	1,117,976	1,117,976	—
	Outplacement Benefit(1)	13,351	13,351	—
	Bonus	—	1,117,976(2)	558,998(3)
	Accelerated Vesting of Stock Options(4)	—	—	—
	Accelerated Vesting of Restricted Share Units(5)	—	1,642,710	920,502
	Accelerated Vesting of Performance-Based Restricted Share Units(6)	—	2,153,633	1,067,011
	Health Care Benefit	—	—	—
	Total(7)	**1,131,327**	**6,045,647**	**2,546,501**
Katherine E. Schuelke	Severance	686,650	772,481	—
	Outplacement Benefit(1)	7,530	7,530	—
	Bonus	—	656,609(2)	437,739(3)
	Accelerated Vesting of Stock Options(4)	—	—	—
	Accelerated Vesting of Restricted Share Units(5)	—	1,605,156	855,848
	Accelerated Vesting of Performance-Based Restricted Share Units(6)	—	1,368,874	795,153
	Health Care Benefit	—	53,593	—
	Total(7)	**694,180**	**4,464,243**	**2,088,740**
Jeffrey D. Nygaard (9)	Severance	800,003	*Not Applicable*	
	Outplacement Benefit(1)	10,615		
	Bonus	—		
	Accelerated Vesting of Stock Options(4)	—		
	Accelerated Vesting of Restricted Share Units(5)	—		
	Accelerated Vesting of Performance-Based Restricted Share Units(6)	—		
	Health Care Benefit	—		
	Total(7)	**810,618**		

Name	Type of Benefit	Qualifying Termination Outside Change in Control Period ($)	Qualifying Termination Within Change in Control Period ($)	Separation Due to Death (or, if applicable, Disability) ($)
Ravi Naik [9]	Severance	783,363	Not Applicable	
	Outplacement Benefit[1]	10,615		
	Bonus	—		
	Accelerated Vesting of Stock Options[4]	—		
	Accelerated Vesting of Restricted Share Units[5]	—		
	Accelerated Vesting of Performance-Based Restricted Share Units[6]	—		
	Health Care Benefit	—		
	Total[7]	**793,978**		

(1) Represents the estimated amounts payable for outplacement services for 24 months for CEO and EVPs or 18 months for SVPs following a qualifying termination.

(2) Represents full-year target bonus earned but unpaid at the time of a qualifying termination.

(3) Amounts represent the bonus component of the death benefit assuming that the Compensation and People Committee elects to exercise its discretion to pay the NEO's estate a bonus for the fiscal year in which death occurs. In addition, the amount represented has been calculated assuming that the Compensation and People Committee elects to award the bonus at the NEO's target bonus opportunity for that year. However, the EPB does not obligate the Compensation and People Committee to pay a bonus at the target bonus level or otherwise in the event of an NEO's death.

(4) Represents the value of options that receive accelerated vesting as a result of a qualifying termination assuming that the market price per Seagate ordinary share on the date of the qualifying termination of employment was equal to the closing price on June 30, 2023 ($61.87 per share) and are based on the difference between this price and the exercise price of options held by the NEO. As a result, the amounts represented do not include any value for the acceleration of options that have an exercise price greater than ($61.87) or for options that were already vested as of June 30, 2023.

(5) Represents the value of RSU awards that receive accelerated vesting as a result of a qualifying termination assuming that the market price per Seagate ordinary share on the date of the qualifying termination of employment was equal to the closing price on June 30, 2023 ($61.87 per share).

(6) Represent the value of TPSU and PSU awards that receive accelerated vesting as a result of a qualifying termination assuming that the market price per Seagate ordinary share on the date of the qualifying termination of employment was equal to the closing price on June 30, 2023 ($61.87 per share). In addition, the value of accelerated PSUs is calculated assuming that we would have achieved the target level of performance at the end of the three-year performance measurement cycle. The amount disclosed as payable upon termination due to death is also payable upon termination due to disability.

(7) Calculations do not include the impact of any potential reduction pursuant to the application of the safe harbor limit under Section 280G of the Code pursuant to the relevant provisions of the Severance Plan.

(8) Based on the Singapore dollar ("SGD") period-end foreign exchange rate for fiscal year 2023 of 0.737435935, as of June 30, 2023.

(9) Messrs. Nygaard and Naik terminated employment with the Company effective June 23, 2023 and April 3, 2023 respectively, and therefore amounts listed are the benefits they were entitled to under the Severance Plan during fiscal year 2023 as discussed above in the section entitled "Compensation Discussion and Analysis—Special Compensation Arrangements."

Chief Executive Officer Pay Ratio

We are a large multinational provider of data storage technology and solutions. We conduct our business internationally and as of June 30, 2023, had around 30,200 regular, intern, and fixed-term employees, of whom approximately 88% are located outside the United States. Approximately 82% of our workforce is located in Asia.

For fiscal year 2023, the median annual total compensation of all employees of the Company, excluding our CEO, was $12,065, and the annual total compensation of our CEO was $11,436,208, as reported in the "Summary Compensation Table for Fiscal Year 2023" on page 47 of this Proxy Statement. Accordingly, the ratio of our CEO's annual total compensation to the median annual compensation of all employees (excluding the CEO) was 948:1.

This reflects analysis of our global workforce as of June 1, 2023, which we chose as our date of determination. Employees represent all full-time, part-time, and temporary workers as of the determination date. This number does not include any independent contractors or "leased" workers, as permitted by the applicable SEC rules. We used total compensation to determine the median employee, which included (i) annual base salary plus actual annual incentives paid to salaried employees and (ii) hourly salary rate times annual hours plus additional adjustments for annual incentives, shift differentials, actual overtime rates, and other cash allowances paid to hourly employees and any equity granted to eligible employees.

Our estimates for the median employee are based on an analysis of the pay components and payrolls in each of the 26 countries in which we operate. Total cash compensation rates for employees paid in foreign currencies was converted into U.S. dollars using foreign exchange conversion rates in effect on May 26, 2023 for the determination of the median employee, and June 30, 2023 for the year-end actual total compensation. For fiscal year 2023, actual total compensation for the CEO was determined in accordance with Item 402(c)(2)(x) of Regulation S-K promulgated by the SEC. In determining our median employee, we did not use any of the exemptions permitted under SEC rules. The ratio and annual total compensation amount of the median employee are reasonable estimates that have been calculated using methodologies and assumptions permitted by SEC rules. The Company notes that its ratio and annual total compensation amount may not be directly comparable to those of other companies because the methodologies and assumptions used to identify the median employee may vary significantly among companies.

Pay Versus Performance

The following table sets forth additional compensation information, as required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(v) of Regulation S-K, of our Principal Executive Officer ("PEO") and our non-PEO NEOs, along with certain TSR, net income, and ROIC performance results, for our fiscal years ending in 2021, 2022, and 2023:

Year (a)	Summary Compensation Table Total for William D. Mosley (1) (b)	Compensation Actually Paid to William D. Mosley (1)(2)(3) (c)	Average Summary Compensation Table Total for Non-PEO NEOs (d)	Average Compensation Actually Paid to Non-PEO NEOs (2)(3) (e)	Value of Initial Fixed $100 Investment Based On: (4)		Net Income ($)(m) (h)	Company Selected Measure: ROIC (%)(5) (i)
					TSR (f)	Peer Group TSR (g)		
2023	$11,436,208	$4,811,598	$3,270,494	$171,402	$147	$215	-$529	16 %
2022	$13,210,318	$3,559,186	$6,482,662	$3,153,551	$157	$155	$1,649	78 %
2021	$11,641,189	$36,801,611	$3,241,870	$8,283,027	$192	$156	$1,314	77 %

(1) William D. Mosley was our PEO during all of our fiscal years 2021, 2022, and 2023. The individuals comprising the non-PEO NEOs for each fiscal year presented are listed below.

2023	2022	2021
Gianluca Romano	Gianluca Romano	Gianluca Romano
Ban Seng Teh	Jeffrey D. Nygaard	Jeffrey D. Nygaard
Katherine E. Schuelke	Ravi Naik	Ravi Naik
Jeffrey D. Nygaard	Ban Seng Teh	Ban Seng Teh
Ravi Naik		

(2) The amounts shown for Compensation Actually Paid, or "CAP", have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the Company's NEOs during the applicable year. These amounts reflect the amounts reported in the "Total" column of the Summary Compensation Table with certain adjustments as described in footnote 3 below.

(3) The following provides additional information regarding the adjustments made to the amounts reported in the "Total" column of the Summary Compensation Table for our PEO and the non-PEO NEOs in order to determine Compensation Actually Paid. Fair Value amounts are calculated in accordance with FASB ASC Topic 718.

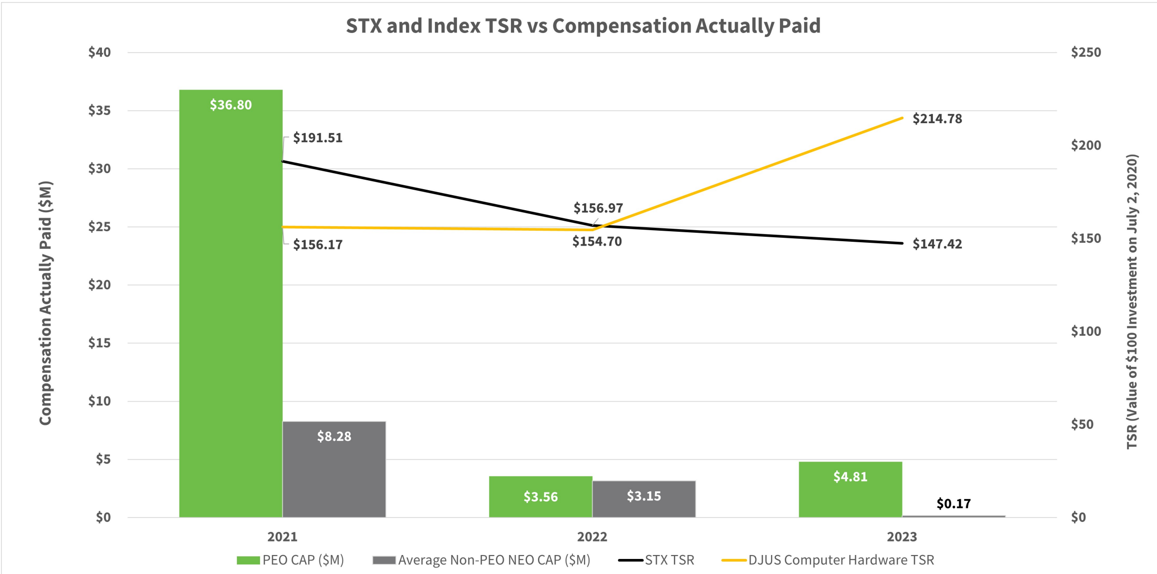
	2023		2022		2021	
	PEO ($)	Average of Non-PEO NEOs ($)	PEO ($)	Average of Non-PEO NEOs ($)	PEO ($)	Average of Non-PEO NEOs ($)
Summary Compensation Table (SCT) "Total" column amount	11,436,208	3,270,494	13,210,318	6,482,662	11,641,189	3,241,870
Deduct for amounts reported under the "Share Awards" and "Option Awards" columns of the SCT	(10,455,724)	(2,338,383)	(10,115,306)	(5,106,563)	(8,529,786)	(2,056,351)
Increase for fair value at fiscal year end of outstanding unvested awards granted in fiscal year	6,822,299	950,619	5,528,149	2,784,083	18,920,956	3,837,080
Increase/decrease for change in fair value of outstanding unvested awards granted in prior fiscal years	(2,955,270)	(401,725)	(5,663,893)	(1,202,656)	12,595,991	2,757,296
Increase for fair value at vesting of awards granted in fiscal year that vested during fiscal year	—	—	—	—	—	—
Increase/decrease for change in fair value as of vesting date of awards granted in prior fiscal years for which applicable vesting conditions were satisfied during fiscal year	(35,915)	(26,532)	599,918	196,025	2,173,261	503,131
Decrease for fair value as of prior fiscal year end of awards granted in prior fiscal years that failed to meet applicable vesting conditions during fiscal year	—	(1,283,071)	—	—	—	—
Compensation Actually Paid	**$4,811,598**	**$171,402**	**$3,559,186**	**$3,153,551**	**$36,801,611**	**$8,283,027**

(4) The Peer Group TSR set forth in this table shows the cumulative total shareholder return with respect to the Dow Jones US Computer Hardware Index ("DJUSCR Index"), which we also utilized in the stock performance graph required by Item 201(e) of Regulation S-K included in our Annual Reports for the fiscal years 2021, 2022 and 2023. The Company's TSR and the Peer Group TSR assume that a fixed amount of $100 was invested for the period starting July 2, 2020 (which is the last trading day of fiscal year 2020), through the end of the listed year in the company and in the DJUSCR Index, respectively. Historical stock performance is not necessarily indicative of future stock performance.

(5) We determined ROIC, or return on invested capital, to be the most important financial performance measure used to link company performance to Compensation Actually Paid to our PEOs and non-PEO NEOs in fiscal year 2023. This performance measure may not have been the most important financial performance measure for fiscal years 2022 and 2021 and we may determine a different financial performance measure to be the most important financial performance measure in future years. ROIC is calculated as the average annual ROIC over the prior three fiscal years. Annual ROIC is calculated as (i) adjusted operating income multiplied by (1 minus the average tax rate), divided by (ii) (x) adjusted net plant, property and equipment plus total current assets minus cash and cash equivalents, minus (y) current liabilities with the exclusion of the current portion of long-term debt. All values represent U.S. GAAP results except adjusted operating income and adjusted net plant, property and equipment. Adjusted operating income, used to determine Annual ROIC, is operating income adjusted to exclude the impact of (a) share-based compensation expense and (b) material, unusual or non-recurring gains and losses, accounting charges or other extraordinary events that were not foreseen at the time the performance measure was established, in each case of (a) and (b), as publicly reported in the Company's U.S. Non-GAAP financial measures each quarter. Adjusted net plant, property and equipment includes net plant, property and equipment and the net value of right of use assets acquired through leasing.

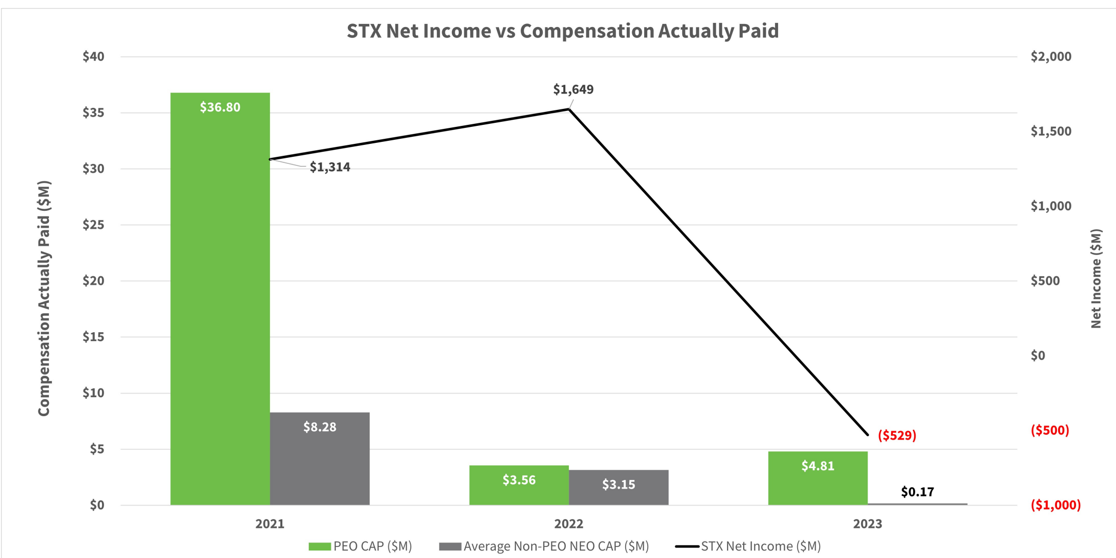
Description of Relationship Between PEO's CAP, Other NEOs' Average CAP, and TSRs of the Company Peer Group

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our other NEOs, and the company's and DJUSCR Index's cumulative TSRs over the three most recently completed fiscal years.



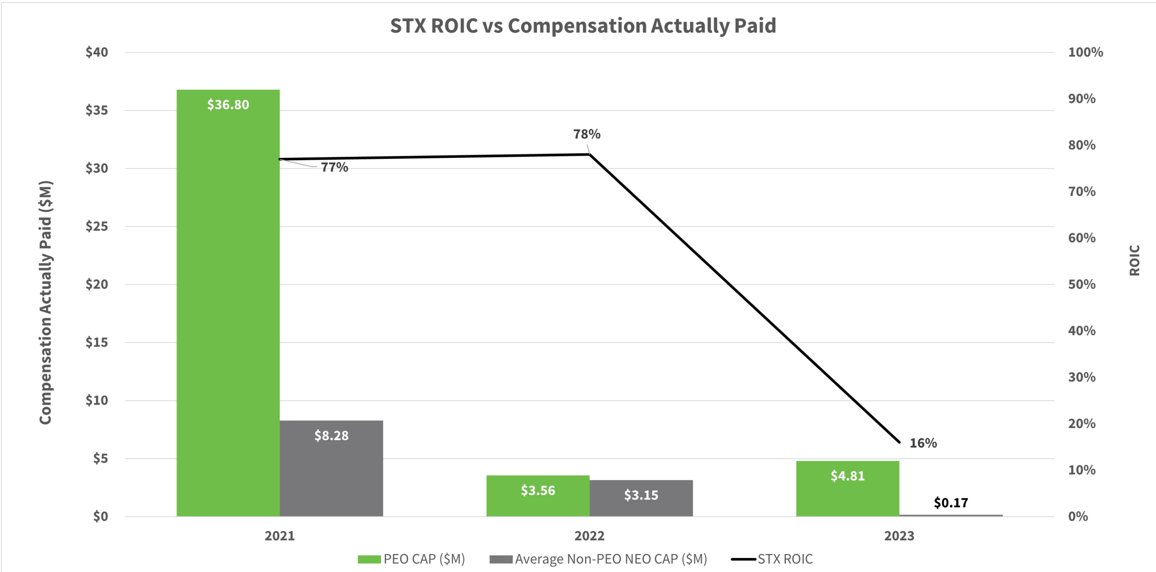
Description of Relationship Between PEO's CAP, Other NEOs' Average CAP, and Net Income

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our other NEOs, and our Net Income during the three most recently completed fiscal years.



Description of Relationship Between PEO's CAP, Other NEOs' Average CAP, and ROIC

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our other NEOs, and our Company Selected Measure which was ROIC during the three most recently completed fiscal years.



Performance Measures

Included below are the most important metrics that influenced CAP in fiscal year 2023. For information on how we use these metrics, see "Compensation Discussion and Analysis - Annual Incentive Plan - Executive Officer Performance Bonus," and "Compensation Discussion and Analysis - Long-Term Equity Incentives."

Performance Measures
Relative TSR
Return on Invested Capital ("ROIC")
Adjusted Operating Margin ("AOM")
Revenue
Total Customer Experience ("TCE")

Proposal 3 – Approve, in an Advisory, Non-Binding Vote, the Frequency of Future Advisory Votes on the Compensation of the Company's Named Executive Officers ("Frequency of Say-On-Pay")

(Ordinary Resolution)

We are presenting the following proposal, commonly known as a “Frequency of Say-on-Pay” proposal, which gives you as a shareholder every six years the opportunity to vote, on an advisory, non-binding basis, on the frequency of future advisory votes on the compensation of our NEOs for fiscal year 2023, as required by Section 14A of the Exchange Act and the related rules of the SEC. Shareholders may indicate whether they would prefer a Say-on-Pay advisory vote to occur every one, two, or three years, or shareholders may abstain from voting. At each of our 2011 and 2017 AGM, our shareholders indicated that they would prefer Say-on-Pay votes to occur every year and we have held Say-on-Pay votes every year since our 2011 AGM. The next Say-on-Pay vote will occur at the 2024 AGM. The Board believes that a non-binding vote on the compensation of our NEOs every year is appropriate for the Company and its shareholders based on a number of considerations, including the views of its shareholders.

You may endorse the frequency of future advisory votes on the compensation paid to our NEOs by voting on the following resolution, or you may abstain from voting on this proposal:

“RESOLVED, as an ordinary resolution, that, on an advisory, non-binding basis, the frequency of future advisory votes on the compensation of the Company’s named executive officers, should take place every:

- one year
- two years
- three years

While our Board intends to carefully consider the shareholder vote resulting from the proposal, the final vote is advisory and will not be binding.

Vote Required; Recommendation of the Board

The affirmative vote of a simple majority of all votes cast by holders of ordinary shares on the Record Date represented in person or by proxy at the 2023 AGM is required to approve any of the foregoing options in Proposal 3. In the event that no option receives a majority of the votes cast, the option that receives the most votes shall be deemed approved by the shareholders.

THE BOARD RECOMMENDS THAT YOU VOTE “ONE YEAR” ON THIS PROPOSAL 3 TO APPROVE, ON AN ADVISORY, NON-BINDING VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS.

Proposal 4 – A Non-Binding Ratification of the Appointment of Ernst & Young LLP as the Independent Auditors for the Fiscal Year Ending June 28, 2024 and Binding Authorization of the Audit and Finance Committee to Set Auditors' Remuneration

(Ordinary Resolution)

Our Audit and Finance Committee has appointed Ernst & Young LLP as our independent auditors for the fiscal year ending June 28, 2024 (fiscal year 2024). We are asking you to ratify on a nonbinding basis, the appointment of Ernst & Young LLP, and to authorize, in a binding vote, the Audit and Finance Committee to set the independent auditors' remuneration. Ernst & Young LLP has been acting as our independent auditors since 1980 and, by virtue of its long familiarity with the Company's affairs, is considered best qualified to perform this important function.

Representatives of Ernst & Young LLP will be present at the 2023 AGM and will be available to respond to appropriate questions. They will have an opportunity to make a statement if they so desire.

You may endorse or not endorse, respectively, this proposal by voting for or against the following resolution:

"RESOLVED, as an ordinary resolution, that, on a non-binding basis, the shareholders ratify the appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending June 28, 2024, and authorize on a binding basis the Audit and Finance Committee to set the auditors' remuneration."

Vote Required; Recommendation of the Board

A simple majority of all votes cast by holders of ordinary shares on the Record Date represented in person or by proxy at the 2023 AGM is required to approve Proposal 4.

THE BOARD RECOMMENDS A VOTE "FOR" THIS PROPOSAL 4 A NON-BINDING RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 28, 2024 AND BINDING AUTHORIZATION OF THE AUDIT AND FINANCE COMMITTEE TO SET AUDITORS' REMUNERATION.

Audit and Finance Committee Report

Our management is responsible for preparing and presenting our financial statements. Our independent auditors, Ernst & Young LLP, are responsible for performing an independent audit of our annual consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB") and for auditing the effectiveness of our internal control over financial reporting as of the end of our fiscal year. One of the Audit and Finance Committee's responsibilities is to monitor and oversee these processes. In connection with the preparation of the financial statements for fiscal year 2023, the Audit and Finance Committee performed the following tasks:

(1) reviewed and discussed the audited financial statements for fiscal year 2023 with management and with Ernst & Young LLP;

(2) reviewed and discussed with management its assessment and report on the effectiveness of our internal control over financial reporting as of June 30, 2023, which it made based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the 'COSO Criteria');

(3) reviewed and discussed with Ernst & Young LLP its attestation report on the effectiveness of our internal control over financial reporting as of June 30, 2023, which report was included in our Annual Report on Form 10-K for fiscal year 2023;

(4) discussed with Ernst & Young LLP the matters required to be discussed by the applicable requirements of the PCAOB and the SEC, including Ernst & Young LLP's judgment about the quality, in addition to the acceptability, of our accounting principles and underlying estimates in our financial statements; and

(5) received the written disclosures and the letter from Ernst & Young LLP required by the applicable requirements of the PCAOB regarding the independent auditor's communications with the Audit and Finance Committee concerning independence, and discussed with Ernst & Young LLP their independence.

Based upon these reviews and discussions, the Audit and Finance Committee recommended, and the Board approved, that our audited financial statements be included in our Annual Report on Form 10-K for fiscal year 2023, for filing with the SEC.

Respectfully submitted,
THE AUDIT AND FINANCE COMMITTEE

Judy Bruner, Chair
Shankar Arumugavelu
Prat S. Bhatt
Stephanie Tilenius

Fees to Independent Auditors

The following table presents the aggregate fees for professional services provided by Ernst & Young LLP in fiscal years 2023 and 2022. The aggregate fees include fees billed or reasonably expected to be billed for the applicable fiscal year.

	Fiscal Year	
	2023 ($)	2022 ($)
	(In thousands)	
Audit Fees	6,696	6,413
Audit-Related Fees	774	127
Tax Fees	6	11
All Other Fees	13	7
Total	7,489	6,558

Audit Fees. This category consists of professional services provided in connection with the integrated audit of our annual consolidated financial statements and the audit of internal control over financial reporting, the review of our unaudited quarterly consolidated financial statements, and audit services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years.

Audit-Related Fees. This category consists of assurance and related services provided by Ernst & Young LLP that were reasonably related to the performance of the audit or review of our consolidated financial statements and which are not reported above under “Audit Fees”. For fiscal years 2023 and 2022, this category included pension plan and grant or similar audits, agreed upon procedures, engagements, advising on accounting matters that arose during those years in connection with the preparation of our annual and quarterly consolidated financial statements, and the review of the interim Irish statutory financial statements. For fiscal year 2023, this category of fees also included services related to the issuance of comfort letters related to new debt issued by Seagate HDD Cayman, an indirect subsidiary of the Company.

Tax Fees. This category consists primarily of professional services provided by Ernst & Young LLP primarily for tax compliance for fiscal year 2023.

All Other Fees. This category consists of fees for the use of Ernst & Young LLP’s online accounting research tool and iXBRL tagging services performed for fiscal years 2023 and 2022.

Pre-Approval of Services by Independent Auditors

In fiscal years 2023 and 2022, all audit, audit-related, tax and all other fees were pre-approved by the Audit and Finance Committee. Under SEC rules, subject to certain permitted de minimis criteria, pre-approval is required for all professional services rendered by the Company’s principal auditors. We are in compliance with these SEC rules. The Audit and Finance Committee has delegated the authority to grant pre-approvals to the Audit and Finance Committee Chairperson when the full Audit and Finance Committee is unable to do so. These pre-approvals are reviewed by the full Audit and Finance Committee at its next regular meeting. Our independent auditors and senior management periodically report to the Audit and Finance Committee regarding the services provided by the independent auditors.

In making its recommendation to ratify the appointment of Ernst & Young LLP as our independent auditors for fiscal year 2024, the Audit and Finance Committee considered whether the services provided to us by Ernst & Young LLP are compatible with maintaining the independence of Ernst & Young LLP from us. The Audit and Finance Committee has determined that the provision of these services by Ernst & Young LLP is compatible with maintaining that independence.

Proposal 5 – Determine the Price Range at which the Company can Re-Allot Shares Held as Treasury Shares

(Special Resolution)

Our open-market share repurchases and other share buyback activities, all effected by way of redemptions in accordance with our Constitution, may result in ordinary shares being acquired and held by the Company as treasury shares. We may re-allot treasury shares that we may acquire through our various share buyback activities. However, we typically cancel and retire all shares acquired through our various share buyback activities.

Under Irish law, our shareholders must authorize the price range at which we may re-allot any shares held in treasury. In this Proposal 5, that price range is expressed as a minimum and maximum percentage of the closing market price of our ordinary shares on the Nasdaq the day preceding the day on which the relevant share is re-allotted. Under Irish law, this authorization must expire no later than 18 months after its passing unless renewed.

"RESOLVED, as a special resolution, that for purposes of section 1078 of the Companies Act 2014 of Ireland ("Companies Act"), the re-allotment price at which any treasury shares (as defined by section 106(1) of the Companies Act) held by the Company may be re-allotted off-market shall be as follows:

(a) The maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the closing price on the Nasdaq for shares of that class on the day preceding the day on which the relevant share is re-allotted by Seagate.

(b) The minimum price at which a treasury share may be re-allotted shall be the nominal value of the share where such share is required to satisfy an obligation under an employees' share scheme (as defined under section 64(1) of the Companies Act) or any share incentive plan operated by Seagate or, in all other cases, an amount equal to 90% of the closing price on the Nasdaq for shares of that class on the day preceding the day on which the relevant share is re-allotted by Seagate.

(c) The re-allotment price range as determined by paragraphs (a) and (b) shall expire 18 months from the date of the passing of this resolution, unless previously varied, revoked or renewed in accordance with the provisions of section 109 and/or section 1078 (as applicable) of the Companies Act (and/or any corresponding provision of any amended or replacement legislation) and is without prejudice or limitation to any other authority of the Company to re-allot treasury shares on market."

Vote Required; Recommendation of the Board

As required under Irish law, the resolution with respect to this Proposal 5 is a special resolution that requires the affirmative vote of at least 75% of the votes cast by holders of ordinary shares on the Record Date represented in person or by proxy at the 2023 AGM.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" THE PROPOSAL TO DETERMINE THE PRICE RANGE AT WHICH THE COMPANY CAN RE-ALLOT SHARES HELD AS TREASURY SHARES.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth as of August 11, 2023, the beneficial ownership of our ordinary shares by each of our directors, each executive officer named in the Summary Compensation Table for Fiscal Year 2023, and all directors and executive officers of the Company as a group.

	Shares Beneficially Owned	
Name of Beneficial Owner	**Number**	**%[1]**
Named Executive Officers and Directors:		
William D. Mosley[2]	1,407,800	*
Gianluca Romano[3]	167,090	*
B.S. Teh[4]	74,821	*
Katherine E. Schuelke[5]	62,500	*
Shankar Arumugavelu[6]	3,876	*
Prat S. Bhatt[7]	5,119	*
Robert A. Bruggeworth[8]	—	*
Judy Bruner[9]	16,010	*
Michael R. Cannon[10]	33,377	*
Richard L. Clemmer[11]	11,852	*
Jay L. Geldmacher[12]	4,748	*
Dylan G. Haggart[13]	7,870	*
Yolanda L. Conyers[14]	1,351	*
Stephanie Tilenius[15]	8,233	*
Edward J. Zander[16]	43,380	*
All Directors and Executive Officers as a group (15 persons)[17]	**1,848,027**	*

* Less than 1% of Seagate's ordinary shares outstanding.

(1) Percentage of class beneficially owned is based on 207,843,632 ordinary shares outstanding as of August 11, 2023. Each ordinary share is entitled to one vote. Ordinary shares issuable upon the exercise of options currently exercisable or exercisable within 60 days of August 11, 2023 and ordinary shares issuable pursuant to RSUs. TPSUs and PSUs vesting within 60 days of August 11, 2023 are deemed outstanding for the purpose of computing the percentage ownership of the person holding such options, RSUs, TPSUs and/or PSUs, but are not deemed outstanding for computing the percentage of any other person or group.

(2) Includes 616,309 ordinary shares held directly by Dr. Mosley, 760,688 ordinary shares subject to options that are currently exercisable or will become exercisable within 60 days of August 11, 2023 and 30,803 ordinary shares issuable pursuant to RSUs that will vest within 60 days of August 11, 2023. Does not include 104,435 ordinary shares issuable pursuant to PSUs that are subject to vesting within 60 days of August 11, 2023. The 104,435 PSUs represent an annual target number of PSUs that may be earned by Dr. Mosley depending upon the Company's performance. A lesser amount of such PSUs or a greater amount of up to two times the annual target may actually be received by Dr. Mosley.

(3) Includes 65,946 ordinary shares held directly by Mr. Romano, 89,726 ordinary shares subject to options that are currently exercisable or will become exercisable within 60 days of August 11, 2023 and 11,418 ordinary shares issuable pursuant to RSUs that will vest within 60 days of August 11, 2023. Does not include 24,185 ordinary shares issuable pursuant to PSUs that are subject to vesting within 60 days of August 11, 2023. The 24,185 PSUs represent an annual target number of PSUs that may be earned by Mr. Romano depending upon the Company's performance. A lesser amount of such PSUs or a greater amount of up to two times the annual target may actually be received by Mr. Romano.

(4) Includes 29,420 ordinary shares held directly by Mr. Teh, 32,319 ordinary shares subject to options that are currently exercisable or will become exercisable within 60 days of August 11, 2023 and 13,082 ordinary shares issuable pursuant to RSUs that will vest within 60 days of August 11, 2023. Does not include 5,940 ordinary shares issuable pursuant to PSUs that are subject to vesting within 60 days of August 11, 2023. The 5,940 PSUs represent an annual target number of PSUs that may be earned by Mr. Teh depending upon the Company's performance. A lesser amount of such PSUs or a greater amount of up to two times the annual target may actually be received by Mr. Teh.

(5) Includes 28,658 ordinary shares held directly by Ms. Schuelke, 21,505 ordinary shares subject to options that are currently exercisable or will become exercisable within 60 days of August 11, 2023 and 12,337 ordinary shares issuable pursuant to RSUs that will vest within 60 days of August 11, 2023. Does not include 6,660 ordinary shares issuable pursuant to PSUs that are

subject to vesting within 60 days of August 11, 2023. The 6,660 PSUs represent an annual target number of PSUs that may be earned by Ms. Schuelke depending upon the Company's performance. A lesser amount of such PSUs or a greater amount of up to two times the annual target may actually be received by Ms. Schuelke.

(6) Includes 3,876 ordinary shares held directly by Mr. Arumugavelu.

(7) Includes 5,119 ordinary shares held directly by Mr. Bhatt.

(8) Includes 0 ordinary shares held directly by Mr. Bruggeworth.

(9) Includes 16,010 ordinary shares held indirectly by the Bruner Living Trust.

(10) Includes 26,492 ordinary shares held directly by Mr. Cannon and 6,885 ordinary shares held indirectly by the Michael R. Cannon Trust.

(11) Includes 11,852 ordinary shares held directly by Mr. Clemmer.

(12) Includes 4,748 ordinary shares held directly by Mr. Geldmacher.

(13) As a partner of ValueAct Capital, Mr. Haggart relinquishes all vested equity compensation received for service on our Board, with the exception of 7,870 ordinary shares held directly by Mr. Haggart, to the limited partners of ValueAct Capital Master Fund, L.P. Under an agreement with ValueAct Capital Management, L.P., Mr. Haggart is deemed to hold shares for the benefit of the limited partners of ValueAct Capital Master Fund, L.P. Mr. Haggart may be deemed to be the beneficial owner of the shares held by the ValueAct entities as described in note 22 below. Mr. Haggart disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in ValueAct.

(14) Includes 1,351 ordinary shares held directly by Ms. Conyers.

(15) Includes 8,233 ordinary shares held directly by Ms. Tilenius.

(16) Includes 43,380 ordinary shares held indirectly by the Edward and Mona Zander Trust dated 4/19/1993. Mr. Zander is retiring from the Board as of the end of the 2023 AGM and will not stand for re-election.

(17) All Directors and current executive officers as a group (i) directly and indirectly hold 876,149 ordinary shares, (ii) hold 904,238 ordinary shares subject to options that are currently exercisable or will become exercisable within 60 days of August 11, 2023, (iii) hold 67,640 ordinary shares issuable pursuant to RSUs that will vest within 60 days of August 11, 2023. The 141,160 PSUs that are subject to vesting within 60 days of August 11, 2023 represent an annual target number of PSUs that may be earned collectively by the executive officers depending upon the Company's performance and are not included. A lesser amount of such PSUs or a greater amount of up to two times the executive officers' respective annual targets may actually be received by the executive officers.

The following table sets forth each shareholder which is known by us to be the beneficial owner of more than 5% of the outstanding ordinary shares of the Company. This information is as of August 11, 2023, except as otherwise indicated in the notes to the table.

	Shares Beneficially Owned	
Name of Beneficial Owner	**Number**	**%[1]**
JP Morgan Chase & Co.[18] 383 Madison Ave. New York, NY 10179	14,329,262	6.9%
BlackRock, Inc.[19] 55 East 52nd Street New York, NY 10055	12,958,000	6.3%
Sanders Capital, LLC[20] 777 S. Flagler Drive, Suite 1100 West Palm Beach, FL 33401	10,961,463	5.3%
The Vanguard Group, Inc.[21] 100 Vanguard Blvd. Malvern, PA 19355	23,292,557	11.28%
ValueAct Capital[22] One Letterman Drive, Building D, Fourth Floor San Francisco, CA 94129	13,437,070	6.1%

(18) Based solely on information reported by JP Morgan Chase & Co., on the Schedule 13G filed with the SEC on January 27, 2023, and reporting ownership as of December 30, 2022. JP Morgan Chase & Co. has sole voting power over 13,084,154 ordinary shares, shared voting power over 78,402 ordinary shares, sole dispositive power over 14,227,425 ordinary shares and shared dispositive power over 94,286 ordinary shares.

(19) Based solely on information reported by BlackRock, Inc. ("BlackRock") on the Schedule 13G filed with the SEC on February 1, 2023, and reporting ownership as of December 31, 2022. BlackRock has sole voting power over 11,961,304 ordinary shares and sole dispositive power over 12,958,000 ordinary shares.

(20) Based solely on information reported by Sanders Capital, LLC. ("Sanders Capital") on the Schedule 13G filed with the SEC on February 17, 2023, and reporting ownership as of December 31, 2022. Sanders Capital has sole voting power over 6,683,861 ordinary shares and sole dispositive power over 10,961,463 ordinary shares.

(21) Based solely on information reported by The Vanguard Group, Inc. ("Vanguard") on the eleventh amendment to Schedule 13G filed with the SEC on February 9, 2023, and reporting ownership as of December 30, 2022. Vanguard has sole voting power over 0 ordinary shares, shared voting power over 237,348 ordinary shares, sole dispositive power over 22,508,090 ordinary shares and shared dispositive power over 784,467 ordinary shares.

(22) Based solely on information reported by ValueAct Capital Master Fund, L.P., ValueAct Capital Master Fund B, L.P. and their affiliates on the eighth amendment to Schedule 13D filed with the SEC on February 22, 2022 and reporting ownership as of February 17, 2022. The 13,437,070 ordinary shares held by ValueAct Capital Master Fund, L.P. may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the majority owner of the membership interests of VA Partners I, LLC, (v) ValueAct Holdings II, L.P. as the sole owner of the membership interests of ValueAct Capital Management, LLC and as the majority owner of the limited partnership interests of ValueAct Capital Management, L.P., and (vi) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. and ValueAct Holdings II, L.P.

Equity Compensation Plan Information

The following table sets forth information concerning the Company's equity compensation plans as of June 30, 2023.

	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity Compensation Plans Approved By Shareholders	1,467,035[1]	51.96[2]	13,000,441[3]
Total	**1,467,035**	**51.96**	**13,000,441**

(1) Represents 1,280,515 ordinary shares that were subject to issuance up to the exercise of share options granted under the 2012 EIP and 186,520 ordinary shares that were subject to issuance upon the exercise of share options granted under the 2022 EIP. Effective October 20, 2021, the Company terminated the 2012 EIP.

(2) This value is calculated based on the exercise price of options outstanding under the 2012 EIP and the 2022 EIP.

(3) Represents 13,000,441 ordinary shares available for future issuance under the 2022 EIP, where awards are granted from a pool of available shares with each share counting against such pool as 1 ordinary share. In addition, any shares that are subject to RSUs or PSUs (collectively, "Full-Value Share Awards") will generally be counted against the Full-Value award limit of 12,252,165 ordinary shares as one share for every Full-Value Share Award granted. 9,852,989 ordinary shares were available for issuance of Full-Value Share Awards under the 2022 EIP. Any Shares subject to any outstanding share awards granted under the 2012 EIP that, on or after October 20, 2021, expire, are cancelled or otherwise terminate, in whole or in part, without having been exercised or redeemed in full, or are settled in cash that become available for issuance under the 2022 EIP will be added to the Share Reserve at a ratio of one (1) Share for every one (1) Share subject to such 2012 EIP Award, regardless of whether such award was a Full-Value Share Award (as defined in the 2012 EIP) i.e. the 2012 EIP share award that was counted against the share reserve of the 2012 EIP at a ratio in excess of one (1) Share for every one (1) Share subject to such 2012 EIP Award.

Certain Relationships and Related Transactions

Our Board has adopted a written policy for approval of transactions with our directors, Director Nominees, executive officers, shareholders that beneficially own more than 5% of our ordinary shares, and immediate family members of such persons (each, a “Related Person”). Pursuant to the policy, if any Related Person has a direct or indirect material interest in a transaction or potential transaction in which the amount involved exceeds $120,000, the Related Person must promptly report it to the Chief Legal Officer of the Company or their designee. The Nominating and Corporate Governance Committee then reviews any such transactions and determines whether or not to approve or ratify them. In doing so, the Nominating and Corporate Governance Committee considers, among other factors, the extent of the Related Person’s interest; whether the transaction would interfere with the Related Person’s judgment in fulfilling their duties to the Company; whether the transaction is fair to the Company and on terms no less favorable than terms generally available to an unaffiliated third party under similar circumstances; whether the transaction is in the interest of the Company and its shareholders; and whether the transaction would present an improper conflict of interest.

In addition, if the transaction involves a director, the Nominating and Corporate Governance Committee will consider whether such transaction would impact such director’s independence under the Nasdaq listing rules or qualifications to serve on Board committees under the Company’s Corporate Governance Guidelines and applicable Nasdaq and SEC rules. The Board has delegated authority to the Chairperson of the Nominating and Corporate Governance Committee to review and approve or ratify transactions where the aggregate amount is expected to be less than $1 million. A summary of any new transactions approved by the Chairperson is provided to the full Nominating and Corporate Governance Committee for its review at the next scheduled committee meeting after such approval. On September 19, 2016, the Company entered into a Board Observer Rights Agreement (the “Observer Rights Agreement”) with ValueAct Capital Master Fund L.P. (“ValueAct”). Pursuant to the Observer Rights Agreement, ValueAct is entitled to one seat as a board observer provided that it continues to own not less than 2% of the ordinary shares of the Company. This board observer right was granted to ValueAct in connection with ValueAct’s purchase of 9.5 million ordinary shares of the Company. Under the terms of the Observer Rights Agreement, the Board retains the right to limit access to information and attendance at portions of the Board meetings to the ValueAct board observer at the Board’s discretion and ValueAct is required to comply with the terms of a confidentiality agreement with the Company, which was entered into on the same day. ValueAct was not a related party of the Company at the time the Company entered into these agreements. On April 12, 2018, the Company and ValueAct amended and restated the confidentiality agreement.

Shareholder Proposals and Nominations

Any proposal by a shareholder intended to be included in our Proxy Statement for the 2024 AGM must be received by the Company at its registered office at 38/39 Fitzwilliam Square, Dublin 2, D02 NX53, Ireland, Attention: Company Secretary, no later than May 4, 2024. Any such proposal must meet the requirements set forth in the rules and regulations of the SEC, including Rule 14a-8, to be eligible for inclusion in our 2024 Proxy Statement.

The Company's Constitution sets forth procedures to be followed by shareholders who wish to nominate candidates for election to the Board in connection with the annual general meetings of shareholders or who wish to bring other business before a shareholders' general meeting. All such nominations must be accompanied by certain background and other information specified in the Constitution. A shareholder wishing to nominate a director for the 2024 AGM must provide written notice to the Company Secretary of their intention to make such nomination no earlier than April 4, 2024 and no later than May 4, 2024, that is by a date not less than 120 nor more than 150 days before the anniversary of the mailing of the Proxy Statement for our prior year's annual general meeting. If the date of the 2024 AGM occurs more than 30 days before or after the anniversary of the 2023 AGM, then the written notice must be provided to the Company Secretary no earlier than the 150th day prior to the date of the 2024 AGM and not later than the later of the 120th day prior to the date of the 2024 AGM or the 10th day following the day on which public announcement of the date of such meeting is first made.

Unless a shareholder who wishes to bring business before the 2024 AGM outside the processes of Rule 14a-8 (other than a nomination as outlined above, and subject to applicable rules) provides written notice of such business received by the Company Secretary, at the address specified above, no later than July 18, 2024, the Company-designated proxy holders will have discretionary authority to vote on any such proposal at the 2024 AGM with respect to all proxies submitted to us, even when we do not include in our Proxy Statement advice on the nature of the matter and how the Company-designated proxy holders intend to exercise their discretion to vote on the matter. If the date of the 2024 AGM occurs more than 30 days before or after the anniversary of the 2024 AGM, then such notice must be received by the Company Secretary, at the address specified above, not later than the later of the 75th day prior to the date of the 2024 AGM or the 10th day following the day on which public announcement of the date of such meeting is first made. The notice must include a description of the proposed business item and the reasons the proposing shareholder believes its position concerning the business item. These requirements are separate from and in addition to the requirements a shareholder must meet to have a proposal included in our 2024 Proxy Statement.

In addition, to comply with Rule 14a-19 of the Exchange Act, shareholders must provide notice of the intent to solicit proxies in support of director nominees (other than our nominees) for the 2024 AGM by notifying the Company Secretary no later than August 24, 2024. Please note that the notice requirement under Rule 14a-19 is in addition to the applicable notice requirements under the Company's Constitution as described above. The Nominating and Corporate Governance Committee will consider all shareholder recommendations for candidates for Board membership, which should be sent to that Committee, care of the Company Secretary, at the address set forth above. In addition to considering candidates recommended by shareholders, the Nominating and Corporate Governance Committee considers potential candidates recommended by current directors, Seagate officers and employees, and others. As stated in the Company's Corporate Governance Guidelines and the Nominating and Corporate Governance Charter, all candidates for Board membership are selected based upon, among other things, professional experience, understanding of business and financial issues, ability to exercise sound judgment, leadership, achievements, knowledge, and experience in matters affecting the Company's business and industry. Please also see "Board Diversity" above for additional relevant considerations the Board takes into account. Candidates recommended by shareholders are evaluated on substantially the same basis as director candidates identified by any other means.

Irish law provides that any shareholder or shareholders holding not less than 50% of the paid-up share capital of the Company carrying voting rights may convene an extraordinary general meeting of the Company.

Irish law also provides any shareholder or shareholders holding not less than 10% of the paid-up share capital of the Company carrying voting rights may requisition the directors to call an extraordinary general meeting at any time. The shareholders who wish to requisition an extraordinary general meeting must deposit a written notice, which is signed by the shareholders requisitioning the meeting and states the objects of the meeting, at Seagate's registered office set forth above. If the directors do not, within 21 days of the date of deposit of the requisition, proceed to convene a meeting to be held within two months of that date, those shareholders (or any of them representing more than half of the total voting rights of all of them) may themselves convene a meeting but any meeting so convened cannot be held after the expiration of three months from the date of deposit of the requisition. These provisions of Irish law are in addition to, and separate from, the requirements that a shareholder must meet in order to have a proposal included in the Proxy Statement under the rules of the SEC.

If a shareholder wishes to communicate with the Board for any other reason, all such communications should be sent in writing, care of the Company Secretary, at the address set forth above.

Disclosure of Interests

Under the Irish Companies Act, persons must notify us if, as a result of a transaction, they will become interested in 3% or more of our shares or, if as a result of a transaction, the person who was interested in 3% or more of our shares ceases to be so interested. Where a person is interested in 3% or more of our shares, that person must notify us of any alteration in their interest that brings their total interest through the nearest whole percentage, whether an increase or a reduction. The relevant percentage figure is calculated by reference to the aggregate nominal value of our issued share capital (or any such class of share capital in issue). Where the percentage level of that person's interest does not amount to a whole percentage, this figure may be rounded down to the next whole number. We must be notified within five business days of the transaction or alteration of the person's interests that gave rise to the notification requirement. If a person fails to comply with these notification requirements, the person's interest with respect to any of our ordinary shares that it holds will not be enforceable, either directly or indirectly. However, such person may apply to the Irish High Court to have the rights attaching to such shares reinstated.

Incorporation by Reference

To the extent that this Proxy Statement is incorporated by reference into any other filing by us under the Securities Act of 1933, as amended, or the Exchange Act, the sections of this Proxy Statement entitled “Report of the Compensation and People Committee” and “Report of the Audit and Finance Committee” (to the extent permitted by the rules of the SEC) will not be deemed incorporated, unless specifically provided otherwise in that other filing.

Information contained on, or accessible through, our websites is not a part of this Proxy Statement and is not deemed incorporated by reference hereunder for any purpose.

Annual Report

A copy of our Annual Report on Form 10-K (excluding exhibits) and our Irish statutory financial statements, both for fiscal year 2023, accompany this Proxy Statement. A printed copy of either document, including exhibits, will be furnished without charge to beneficial shareholders or shareholders of record upon request to Investor Relations, Seagate Technology Holdings plc, 47488 Kato Road, Fremont, CA 94538, or upon calling +1.510.661.1600.

Householding

SEC rules permit a single set of annual reports and proxy statements to be sent to any household at which two or more shareholders reside if they appear to be members of the same family. Each shareholder continues to receive a separate proxy card. This procedure is referred to as "householding." While the Company does not follow the householding procedure in mailings to record holders, a number of brokers with account holders who are Company shareholders have instituted householding. In these cases, a single Proxy Statement and Annual Report on Form 10-K will be delivered to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once a shareholder has received notice from their broker that the broker will be householding communications to the shareholder's address, householding will continue until the shareholder is notified otherwise or until the shareholder revokes their consent. If at any time a shareholder no longer wishes to participate in householding and would prefer to receive a separate Proxy Statement and Annual Report on Form 10-K, they should notify their broker. Any shareholder can receive a copy of the Company's Proxy Statement and Annual Report on Form 10-K by contacting the Company at Investor Relations, Seagate Technology Holdings plc, 47488 Kato Road, Fremont, CA 94538. Shareholders who hold their shares through a broker who currently receive multiple copies of the Proxy Statement and Annual Report on Form 10-K at their address and would like to request householding of their communications should contact their broker.

By Order of the Board,

Katherine C. Schuelke

Katherine E. Schuelke
Senior Vice President, Chief Legal Officer and Company Secretary

September 5, 2023

Appendix A

Seagate Technology Holdings plc

Directors' Report and Financial Statements
For the Year Ended 30 June 2023

SEAGATE TECHNOLOGY HOLDINGS PLC
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2023

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SEAGATE TECHNOLOGY HOLDINGS PLC
COMPANY INFORMATION
FOR THE YEAR ENDED 30 JUNE 2023

DIRECTORS
Shankar Arumugavelu (United States)

Prat S. Bhatt (United States)

Robert A. Bruggeworth (United States)

Judy Bruner (United States)

Michael R. Cannon (United States)

Richard L. Clemmer (United States)

Yolanda L. Conyers (United States)

Jay L. Geldmacher (United States)

Dylan Haggart (Canada)

Dr William D. Mosley (United States)

Stephanie Tilenius (United States)

Edward J. Zander (United States)

SECRETARY Katherine E. Schuelke

REGISTERED OFFICE 38/39 Fitzwilliam Square,
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D02 NX53

REGISTERED NUMBER OF INCORPORATION 606203

SOLICITOR Arthur Cox,
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Dublin 2
D02 T380.

AUDITOR Ernst & Young,
Chartered Accountants,
Ernst & Young Building,
Harcourt Centre,
Harcourt Street,
Dublin 2.

SEAGATE TECHNOLOGY HOLDINGS PLC
DIRECTORS' REPORT

FOR THE YEAR ENDED 30 June 2023

The directors present herewith their report and audited consolidated financial statements of Seagate Technology Holdings plc and its subsidiaries for the year ended 30 June 2023.

In this Directors' Report, unless the context indicates otherwise, as used herein, the terms "we," "us," "group," "Seagate," the "Company" and "our" refer to the Seagate group.

REVIEW OF THE DEVELOPMENT OF THE BUSINESS

We are a leading provider of data storage technology and infrastructure solutions. Our principal products are hard disk drives, commonly referred to as disk drives, hard drives or HDDs. In addition to HDDs, we produce a broad range of data storage products including solid state drives ("SSDs") and storage subsystems and offer storage solutions such as a scalable edge-to-cloud mass data platform that includes data transfer shuttles and a storage-as-a-service cloud.

HDDs are devices that store digitally encoded data on rapidly rotating disks with magnetic surfaces. HDDs continue to be the primary medium of mass data storage due to their performance attributes, reliability, high capacities, superior quality and cost effectiveness. Complementing HDD storage architectures, SSDs use NAND flash memory integrated circuit assemblies to store data.

Our HDD products are designed for mass capacity storage and legacy markets. Mass capacity storage involves well-established use cases—such as hyperscale data centers and public clouds as well as emerging use cases. Legacy markets are those that we continue to sell to but we do not plan to invest in significantly. Our HDD and SSD product portfolio includes Serial Advanced Technology Attachment ("SATA"), Serial Attached SCSI ("SAS") and Non-Volatile Memory Express ("NVMe") based designs to support a wide variety of mass capacity and legacy applications.

Our systems portfolio includes storage subsystems for enterprises, cloud service providers ("CSPs"), scale-out storage servers and original equipment manufacturers ("OEMs"). Engineered for modularity, mobility, capacity and performance, these solutions include our enterprise HDDs and SSDs, enabling customers to integrate powerful, scalable storage within existing environments or create new ecosystems from the ground up in a secure, cost-effective manner.

Our Lyve portfolio provides a simple, cost-efficient and secure way to manage massive volumes of data across the distributed enterprise. The Lyve platform includes a shuttle solution that enables enterprises to transfer massive amounts of data from endpoints to the core cloud and a storage-as-a-service cloud offering that provides frictionless mass capacity storage at the metro edge.

Industry Overview

Data Storage Industry

The data storage industry includes companies that manufacture components or subcomponents designed for data storage devices, as well as providers of storage solutions, software and services for enterprise cloud, big data, computing platforms and consumer markets. The rapid growth of data generation and the intelligent application of data are driving demand for data storage. As more data is created at endpoints outside traditional data centers, which requires processing at the edge and in the core or cloud, the need for data storage and management between the edge and cloud has also increased. Use cases include connected and autonomous vehicles, smart manufacturing and smart cities. We believe the proliferation and personal creation of media-rich digital content, further enabled by fifth-generation wireless ("5G") technology, the edge, the Internet of Things ("IoT"), machine learning ("ML") and artificial intelligence ("AI"), will continue to create demand for higher capacity storage solutions. The resulting mass data ecosystem is expected to require increasing amounts of data storage at the edge, in the core and in between.

Markets

The principal data storage markets include:

Mass Capacity Storage Markets

Mass capacity storage supports high capacity, low-cost per terabyte (“TB”) storage applications, including nearline, video and image applications (“VIA”) and network-attached storage (“NAS”) and edge-to-cloud data storage infrastructures.

Nearline. Nearline applications require mass capacity devices and mass capacity subsystems that provide end-to-end solutions to businesses for the purpose of modular and scalable storage. Enterprise storage applications require both high-capacity and energy efficient storage devices to support low total cost of ownership. Seagate systems offer mass capacity storage solutions that provide foundational infrastructure for public and private clouds. The nearline market includes storage for cloud computing, content delivery, archival, backup services and emerging use cases such as generative AI.

VIA and NAS. VIA and NAS drives are specifically designed to ensure the appropriate performance and reliability of the system for video analytics and camera enabled environments or network storage environments. These markets include storage for security and smart video installations.

Edge-to-cloud data storage infrastructures, transport, and activation of mass data. The Seagate Lyve portfolio grew out of our mass capacity storage portfolio. It provides a simple, cost-efficient and secure way to manage, transport and activate massive volumes of data across the distributed enterprise. Among other elements, the Lyve portfolio includes a shuttle solution that enables enterprises to transfer vast amounts of data from endpoints to the core cloud and a storage-as-a-service cloud that provides frictionless mass capacity storage at the metro edge.

Legacy Markets

Legacy markets include consumer, client and mission critical applications. We continue to sell to these markets but do not plan significant additional investment.

Consumer storage. Consumer applications are externally connected storage, both HDD and SSD-based, used to provide backup capabilities, augmented storage capacity, or portable storage for PCs, mobile devices and gaming consoles.

Client storage. Client applications include desktop and notebook storage that rely on low cost-per-HDD and SSD devices to provide built-in storage, digital video recorder (“DVR”) storage for video streaming in always-on consumer premise equipment and media center, and gaming storage for PC-based gaming systems as well as console gaming applications including both internal and external storage options.

Mission critical storage. Mission critical applications are defined as those that use very high-performance enterprise class HDDs and SSDs with sophisticated firmware to reliably support very high workloads. We expect that enterprises utilizing dedicated storage area networks will continue to drive market demand for mission critical enterprise storage solutions.

Participants in the data storage industry include:

Major subcomponent manufacturers. Companies that manufacture components or subcomponents used in data storage devices or solutions include companies that supply spindle motors, heads and media, and application specific integrated circuits (“ASICs”).

Storage device manufacturers. Companies that transform components into storage products include disk drive manufacturers and semiconductor storage manufacturers that integrate flash memory into storage products such as SSDs.

Storage solutions manufacturers and system integrators. Companies, such as Original Equipment Manufacturers (“OEMs”), that bundle and package storage solutions, distributors that integrate storage hardware and software into end-user applications, CSPs that provide cloud based solutions to businesses for the purpose of scale-out storage solutions and modular systems, and producers of solutions such as storage racks.

Hyperscale data centers. Large hyperscale data center companies, many of which are CSPs, are increasingly designing their own storage subsystems and having them built by contract manufacturers for their own data centers. This trend is reshaping the storage system and subsystem market, driving both innovation in system design and changes in the competitive landscape of large storage system vendors.

Storage services. Companies that provide and host services and solutions, which include storage, backup, archiving, recovery and discovery of data.

Demand for Data Storage

In the "Worldwide Global DataSphere Forecast, 2023-2027", published by the International Data Corporation ("IDC"), the global datasphere is forecasted to grow from 106 zettabytes in 2022 to 291 zettabytes by 2027. According to IDC, we are in a new era of the Data Age, whereby data is shifting to both the core and the edge. By 2027, nearly 71% of the world's data will be generated in the core and edge, up from 54% in 2022. Digital transformation has given rise to many new applications, all of which rely on faster access to and secure storage of data proliferating from endpoints through edge to cloud, which we expect will have a positive impact on storage demand.

As more applications require real-time decision making, some data processing and storage is moving closer to the network edge. We believe this will result in a buildup of private and edge cloud environments that will enable fast and secure access to data throughout the IoT ecosystem.

Factors contributing to the growth of digital content include:

- Creation, sharing and consumption of media-rich content, such as high-resolution photos, high definition videos and digital music through smart phones, tablets, digital cameras, personal video cameras, DVRs, gaming consoles or other digital devices;
- Increasing use of video and imaging sensors to collect and analyze data used to improve traffic flow, emergency response times and manufacturing production costs, as well as for new security surveillance systems that feature higher resolution digital cameras and thus require larger data storage capacities;
- Creation and collection of data through the development and evolution of the IoT ecosystem, big data analytics, machine learning and new technology trends such as autonomous vehicles and drones, smart manufacturing, and smart cities, as well as emerging trends that converge the digital and physical worlds such as the metaverse, use of digital twins or generative AI;
- The growing use of analytics, especially for action on data created at the edge instead of processing and analyzing at the data center, which is particularly important for verticals such as autonomous vehicles, property monitoring systems, and smart manufacturing;
- Cloud migration initiatives and the ongoing advancement of the cloud, including the build out of large numbers of cloud data centers by CSPs and private companies transitioning on-site data centers into the cloud; and
- Need for protection of increased digital content through redundant storage on backup devices and externally provided storage services.

As a result of these factors, we anticipate that the nature and volume of data being created will require greater storage capability, which is more efficiently and economically facilitated by higher capacity mass storage solutions.

In addition, the economics of storage infrastructure are also evolving. The utilization of public and private hyperscale storage and open-source solutions is reducing the total cost of ownership of storage while increasing the speed and efficiency with which customers can leverage massive computing and storage devices. Accordingly, we expect these trends will continue to create significant demand for data storage products and solutions going forward.

Demand Trends

We believe that continued growth in digital content creation will require increasingly higher storage capacity in order to store, aggregate, host, distribute, analyze, manage, protect, back up and use such content. We also believe that as architectures evolve to serve a growing commercial and consumer user base throughout the world, storage solutions will evolve as well.

Mass capacity is and will continue to be the enabler of scale. We expect increased data creation will lead to the expansion of the need for storage in the form of HDDs, SSDs and systems. While the advance of solid state technology in many end markets is expected to increase, we believe that in the foreseeable future, cloud, edge and traditional enterprise which require high-capacity storage solutions will be best served by HDDs due to their ability to deliver reliable, energy-efficient and the most cost effective mass storage devices. We also believe that as HDD capacities continue to increase, a focus exclusively on unit demand does not reflect the increase in demand for exabytes. As demand for higher capacity drives increases, the demand profile has shifted to reflect fewer total HDD units, but with higher average capacity per drive and higher overall exabyte demand.

Industry Supply Balance

From time to time, the storage industry has experienced periods of imbalance between supply and demand. To the extent that the storage industry builds or maintains capacity based on expectations of demand that do not materialize, price erosion may become more pronounced. Conversely, during periods where demand exceeds supply, price erosion is generally muted.

Our Business

Data Storage Technologies

The design and manufacturing of HDDs depends on highly advanced technology and manufacturing techniques. Therefore, it requires high levels of research and development spending and capital equipment investments. We design, fabricate and assemble a number of the most important components in our disk drives, including read/write heads and recording media. Our design and manufacturing operations are based on technology platforms that are used to produce various disk drive products that serve multiple data storage applications and markets. Our core technology platforms focus on the areal density of media and read/write head technologies, including innovations like shingled-magnetic-recording ("SMR") technology, the high-capacity enabling heat-assisted magnetic recording (“HAMR”) technology, and the throughput-optimizing multi actuator MACH.2 technology. This design and manufacturing approach allows us to deliver a portfolio of storage products to service a wide range of data storage applications and industries.

Disk drives that we manufacture are commonly differentiated by the following key characteristics:

- input/output operations per second (“IOPS”), commonly expressed in megabytes per second, which is the maximum number of reads and writes to a storage location;
- storage capacity, commonly expressed in TB, which is the amount of data that can be stored on the disk drive;
- spindle rotation speed, commonly expressed in revolutions per minute (“RPM”), which has an effect on speed of access to data;
- interface transfer rate, commonly expressed in megabytes per second, which is the rate at which data moves between the disk drive and the computer controller;
- average seek time, commonly expressed in milliseconds, which is the time needed to position the heads over a selected track on the disk surface;
- data transfer rate, commonly expressed in megabytes per second, which is the rate at which data is transferred to and from the disk drive;
- product quality and reliability, commonly expressed in annualized return rates; and
- energy efficiency, commonly measured by the power output such as energy per TB necessary to operate the disk drive.

Areal density is measured by storage capacity per square inch on the recording surface of a disk. The storage capacity of a disk drive is determined by the size and number of disks it contains as well as the areal density capability of these disks.

We also offer SSDs as part of our storage solutions portfolio. Our portfolio includes devices with SATA, SAS and NVMe interfaces. The SSDs differ from HDDs in that they are without mechanical parts.

SSDs store data on NAND flash memory cells, or metal-oxide semiconductor transistors using a charge on a capacitor to represent a binary digit. SSD technology offers fast access to data and robust performance. SSDs complement hyperscale applications, high-density data centers, cloud environments and web servers. They are also used in mission-critical enterprise applications, consumer, gaming and NAS applications.

Manufacturing

We primarily design and manufacture our own read/write heads and recording media, which are critical technologies for disk drives. This integrated approach enables us to lower costs and to improve the functionality of components so that they work together efficiently.

We believe that because of our vertical design and manufacturing strategy, we are well positioned to take advantage of the opportunities to leverage the close interdependence of components for disk drives. Our manufacturing efficiency and flexibility are critical elements of our integrated business strategy. We continuously seek to improve our manufacturing efficiency and reduce manufacturing costs by:

- employing manufacturing automation;
- employing machine learning algorithms and AI;
- improving product quality and reliability;
- integrating our supply chain with suppliers and customers to enhance our demand visibility and reduce our working capital requirements;
- coordinating between our manufacturing group and our research and development organization to rapidly achieve volume manufacturing; and
- operating our facilities at optimal capacities.

A vertically integrated model, however, tends to have less flexibility when demand declines as it exposes us to higher unit costs when capacity utilization is not optimized which would lead to factory underutilization charges as we experienced in fiscal year 2023.

Components and Raw Materials

Disk drives incorporate certain components, including a head disk assembly and a printed circuit board mounted to the head disk assembly, which are sealed inside a rigid base and top cover containing the recording components in a contamination-controlled environment. We maintain a highly integrated approach to our business by designing and manufacturing a significant portion of the components we view as critical to our products, such as read/write heads and recording media.

Read/Write Heads. The function of the read/write head is to scan across the disk as it spins, magnetically recording or reading information. The tolerances of read/write heads are extremely demanding and require state-of-the-art equipment and processes. Our read/write heads are manufactured with thin-film and photolithographic processes similar to those used to produce semiconductor integrated circuits, though challenges related to magnetic film properties and topographical structures are unique to the disk drive industry. We perform all primary stages of design and manufacture of read/write heads at our facilities. We use a combination of internally manufactured and externally sourced read/write heads, the mix of which varies based on product mix, technology and our internal capacity levels.

Media. Data is written to or read from the media, or disk, as it rotates at very high speeds past the read/write head. The media is made from non-magnetic substrates, usually an aluminum alloy or glass and is coated with thin layers of magnetic materials. We use a combination of internally manufactured and externally sourced finished media and aluminum substrates, the mix of which varies based on product mix, technology and our internal capacity levels. We purchase all of our glass substrates from third parties.

Printed Circuit Board Assemblies. The printed circuit board assemblies (“PCBAs”) are comprised of standard and custom ASICs and ancillary electronic control chips. The ASICs control the movement of data to and from the read/write heads and through the internal controller and interface, which communicates with the host computer. The ASICs and control chips form electronic circuitry that delivers instructions to a head positioning mechanism called an actuator to guide the heads to the selected track of a disk where the data is recorded or retrieved. Disk drive manufacturers use one or more industry standard interfaces such as SATA, SCSI, or SAS to communicate to the host systems.

Head Disk Assembly. The head disk assembly consists of one or more disks attached to a spindle assembly powered by a spindle motor that rotates the disks at a high constant speed around a hub. Read/write heads, mounted on an arm assembly, similar in concept to that of a record player, fly extremely close to each disk surface, and record data on and retrieve it from concentric tracks in the magnetic layers of the rotating disks. The read/write heads are mounted vertically on an E-shaped assembly ("E-block") that is actuated by a voice-coil motor to allow the heads to move from track to track. The E-block and the recording media are mounted inside the head disk assembly. We purchase spindle motors from outside vendors and from time to time participate in the design of the motors that go into our products.

Disk Drive Assembly. Following the completion of the head disk assembly, it is mated to the PCBA, and the completed unit goes through extensive defect mapping and machine learning prior to packaging and shipment. Disk drive assembly and machine learning operations occur primarily at our facilities located in China and Thailand. We perform subassembly and component manufacturing operations at our facilities in China, Malaysia, Northern Ireland, Singapore, Thailand and the United States ("U.S.").

Contract Manufacturing. We outsource the manufacturing and assembly of certain components and products to third parties in various countries worldwide. This includes outsourcing the PCBAs used in our disk drives, SSDs and storage subsystems. We continue to participate in the design of our components and products, and we are directly involved in qualifying key suppliers and components used in our products.

Suppliers of Components and Industry Constraints. There are a limited number of independent suppliers of components, such as recording heads and media, available to disk drive manufacturers. From time to time, we may enter into long-term supply arrangements with these independent suppliers. Vertically integrated disk drive manufacturers like us, who manufacture their own components, are less dependent on external component suppliers than less vertically integrated disk drive manufacturers. However, certain parts of our business have been adversely affected by our suppliers' capacity constraints and this could occur again in the future.

Commodity and Other Manufacturing Costs. The production of disk drives requires rare earth elements, precious metals, scarce alloys and industrial commodities, which are subject to fluctuations in price and the supply of which has at times been constrained. In addition to increased costs of components and commodities, volatility in fuel and other transportation costs may also increase our costs related to commodities, manufacturing and freight. As a result, we may increase our use of alternative shipment methods to help offset any increase in freight costs, and we will continually review various forms of shipments and routes in order to minimize the exposure to higher freight costs.

Products

We offer a broad range of storage solutions for mass capacity storage and legacy applications. We differentiate products on the basis of capacity, performance, product quality, reliability, price, form factor, interface, power consumption efficiency, security features and other customer integration requirements. Our industry is characterized by continuous and significant advances in technology that contribute to rapid product life cycles. Currently our product offerings include:

Mass Capacity Storage

Enterprise Nearline HDDs. Our high-capacity enterprise HDDs ship in capacities of up to 30TB. These products are designed for mass capacity data storage in the core and at the edge, as well as server environments and cloud systems that require high capacity, enterprise reliability, energy efficiency and integrated security. They are available in SATA and SAS interfaces. Additionally, certain customers can utilize many of our HDDs with Shingled Magnetic Recording ("SMR") technology enabled which increases the available storage capacity of the drive with certain performance trade-offs.

Enterprise Nearline SSDs. Our enterprise SSDs are designed for high-performance, hyperscale, high-density and cloud applications. They are offered with multiple interfaces, including SAS, SATA, and NVMe and in capacities up to 15TB.

Enterprise Nearline Systems. Our systems portfolio provides modular storage arrays, storage server platforms, multi-level configuration for disks (commonly referred as JBODs) and expansion shelves to expand and upgrade data center storage infrastructure and other enterprise applications. They feature speed, scalability and security. Our capacity-optimized systems feature multiple scalable configurations and can accommodate up to 96 26TB drives per chassis. We offer capacity and performance-optimized systems that include all-flash, all-disk and hybrid arrays for workloads demanding high performance, capacity and efficiency.

VIA. Our video and image HDDs are built to support the high-write workload of an always-on, always-recording video systems. These optimized drives are built to support the growing needs of the video imaging market with support for multiple streams and capacities up to 24TB.

NAS. Our NAS drives are built to support the performance and reliability demanded by small and medium businesses, and incorporate interface software with custom-built health management, error recovery controls, power settings and vibration tolerance. Our NAS HDD solutions are available in capacities up to 24TB. We also offer NAS SSDs with capacities up to 4TB.

Legacy Applications

Mission Critical HDDs and SSDs. We continue to support 10,000 and 15,000 RPM HDDs, offered in capacities up to 2.4TB, which enable increased throughput while improving energy efficiency. Our enterprise SSDs are available in capacities up to 15TB, with endurance options up to 10 drive writes per day and various interfaces. Our SSDs deliver the speed and consistency required for demanding enterprise storage and server applications.

Consumer Solutions. Our external storage solutions, with capacities up to 20TB are shipped, under the Seagate Ultra Touch, One Touch, Expansion and Basics product lines, as well as under the LaCie brand name. We strive to deliver the best customer experience by leveraging our core technologies, offering services such as Seagate Recovery Services (data recovery) and partnering with leading brands such as Microsoft’s Xbox, Sony’s PlayStation and Disney’s Star Wars and Marvel.

Client Applications. Our 3.5-inch desktop drives offer up to 8TB of capacity, designed for personal computers and workstation applications and our 2.5-inch notebook drives offer up to 5TB for HDD and up to 2TB for SSD designed for applications such as traditional notebooks, convertible systems and external storage to address a range of performance needs and sizes for affordable, high-capacity storage. Our DVR HDDs are optimized for video streaming in always-on consumer premise equipment applications with capacities up to 8TB. Our gaming SSDs are specifically optimized internal storage for gaming rigs and are designed to enhance the gaming experience during game load and game play with capacities up to 4TB for SSD.

Lyve Edge-to-Cloud Mass Capacity Platform

Lyve. Lyve is our platform built with mass data in mind. These solutions, including modular hardware and software, deliver a portfolio that streamlines data access, transport and management for today’s enterprise.

Cloud. Lyve Cloud storage-as-a-service platform is an S3-compatible storage-only cloud designed to allow enterprises to unlock the value of their massive unstructured datasets. We collaborate with certain partners to maximize accessibility and provide extensive interconnect opportunities for additional cloud services and geographical expansion.

Data Services. Lyve Mobile Data Transfer Services consists of Lyve Mobile modular and scalable hardware, purpose-built for simple and secure mass-capacity edge data storage, lift-and-shift initiatives, and other data movement for the enterprise. These products are cloud-vendor agnostic and can be integrated seamlessly with public or private cloud data centers and providers.

Customers

We sell our products to major OEMs, distributors and retailers.

OEM customers, including large hyperscale data center companies and CSPs, typically enter into master purchase agreements with us. Deliveries are scheduled only after receipt of purchase orders. In addition, with limited lead-time, customers may defer most purchase orders without significant penalty. Anticipated orders from our customers have in the past failed to materialize or OEM delivery schedules have been deferred or altered as a result of changes in their business needs.

Our distributors generally enter into non-exclusive agreements for the resale of our products. They typically furnish us with a non-binding indication of their near-term requirements and product deliveries are generally scheduled accordingly. The agreements and related sales programs typically provide the distributors with limited rights of return and price protection. In addition, we offer sales programs to distributors on a quarterly and periodic basis to promote the sale of selected products in the sales channel.

Our retail channel consists of our branded storage products sold to retailers either by us directly or by our distributors. Retail sales made by us or our distributors typically require greater marketing support, sales incentives and price protection periods.

Competition

We compete primarily with manufacturers of hard drives used in the mass capacity storage and legacy markets, and with other companies in the data storage industry that provide SSDs and systems. Some of the principal factors used by customers to differentiate among data storage solutions manufacturers are storage capacity, product performance, product quality and reliability, price per unit and price per TB, storage/retrieval access times, data transfer rates, form factor, product warranty and support capabilities, supply continuity and flexibility, power consumption, total cost of ownership and brand. While different markets and customers place varying levels of emphasis on these factors, we believe that our products are competitive with respect to many of these factors in the markets that we currently compete in.

Principal Competitors. We compete with manufacturers of storage solutions and the other principal manufacturers in the data storage solution industry including:

- Micron Technology, Inc.;
- Samsung Electronics;
- SK hynix, Inc.;
- Kioxia Holdings Corporation;
- Toshiba Corporation; and
- Western Digital Corporation, operating the Western Digital, Hitachi Global Storage Technologies and SanDisk brands.

Price Erosion. Historically, our industry has been characterized by price declines for data storage products with comparable capacity, performance and feature sets (“like-for-like products”). Price declines for like-for-like products (“price erosion”) tend to be more pronounced during periods of:

- economic contraction in which competitors may use discounted pricing to attempt to maintain or gain market share;
- few new product introductions when competitors have comparable or alternative product offerings; and
- industry supply exceeding demand.

Data storage manufacturers typically attempt to offset price erosion with an improved mix of data storage products characterized by higher capacity, better performance and additional feature sets and product cost reductions.

We believe the HDD industry, in the prevailing supply and demand environment, experienced higher than usual price erosion in fiscal year 2023 and modest price erosion in fiscal year 2022.

Product Life Cycles and Changing Technology. Success in our industry has been dependent to a large extent on the ability to balance the introduction and transition of new products with time-to-volume, performance, capacity and quality metrics at a competitive price, level of service and support that our customers expect. Generally, the drive manufacturer that introduces a new product first benefits from improved product mix, favorable profit margins and less pricing pressure until comparable products are introduced. Changing technology also necessitates on-going investments in research and development, which may be difficult to recover due to rapid product life cycles or economic declines. Further, there is a continuing need to successfully execute product transitions and new product introductions, as factors such as quality, reliability and manufacturing yields continue to be of significant competitive importance.

Cyclicality and Seasonality

Our mass capacity markets are subject to variability of sales, which can be attributed to the timing of IT spending or a reflection of cyclical demand from CSPs based on the timing of their procurement and deployment requirements and their ability to procure other components needed to build out data center infrastructure. Our legacy markets, such as consumer storage applications, traditionally experienced seasonal variability in demand with higher levels of demand in the first half of the fiscal year, primarily driven by consumer spending related to back-to-school season and traditional holiday shopping season.

Research and Development

We are committed to developing new component technologies, products, alternative storage technologies inclusive of systems, software and other innovative technology solutions to support emerging applications in data use and storage. Our research and development activities are designed to bring new products to market in high volume, with quality attributes that our customers expect, before our competitors. Part of our product development strategy is to leverage a design platform and/or subsystem within product families to serve different market needs. This platform strategy allows for more efficient resource utilization, leverages best design practices, reduces exposure to changes in demand, and allows for achievement of lower costs through purchasing economies of scale. Our advanced technology integration effort, such as our high-capacity enabling HAMR technology, focuses disk drive and component research on recording subsystems, including read/write heads and recording media; market-specific product technology; and technology we believe may lead to new business opportunities. The primary purpose of our advanced technology integration effort is to ensure timely availability of mature component technologies for our product development teams as well as to allow us to leverage and coordinate those technologies in the design centers across our products in order to take advantage of opportunities in the marketplace.

Patents and Licenses

As of 30 June 2023, we had approximately 4,200 U.S. patents and 450 patents issued in various foreign jurisdictions as well as approximately 350 U.S. and 100 foreign patent applications pending. The number of patents and patent applications will vary at any given time as part of our ongoing patent portfolio management activity. Due to the rapid technological change that characterizes the data storage industry, we believe that, in addition to patent protection, the improvement of existing products, reliance upon trade secrets, protection of unpatented proprietary know-how and development of new products are also important to our business in establishing and maintaining a competitive advantage. Accordingly, we intend to continue our efforts to broadly protect our intellectual property, including obtaining patents, where available, in connection with our research and development program.

The data storage industry is characterized by significant litigation arising from time to time relating to patent and other intellectual property rights. From time to time, we receive claims that our products infringe patents of third parties. Although we have been able to resolve some of those claims or potential claims without a material adverse effect on us, other claims have resulted in adverse decisions or settlements. In addition, other claims are pending, which if resolved unfavorably to us could have a material adverse effect on our business and results of operations. For more information on these claims, see "Note 14. *Legal, Environmental and Other Contingencies*." The costs of engaging in intellectual property litigation in the past have been, and in the future may be, substantial, irrespective of the merits of the claim or the outcome.

Environmental Matters

Our operations are subject to laws and regulations in the various jurisdictions in which we operate relating to the protection of the environment, including those governing discharges of pollutants into the air and water, the management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. Some of our operations require environmental permits and controls to prevent and reduce air and water pollution, and these permits are subject to modification, renewal and revocation by issuing authorities.

We have established environmental management systems and continually update environmental policies and standard operating procedures for our operations worldwide. We believe that our operations are in material compliance with applicable environmental laws, regulations and permits. We budget for operating and capital costs on an ongoing basis to comply with environmental laws. If additional or more stringent requirements are imposed on us in the future, we could incur additional operating costs and capital expenditures.

Some environmental laws, such as the U.S. Comprehensive Environmental Response Compensation and Liability Act of 1980 (as amended, the "Superfund" law) a U.S. law, and its state equivalents, can impose liability for the cost of cleanup of contaminated sites upon any of the current or former site owners or operators or upon parties who sent waste to these sites, regardless of whether the owner or operator owned the site at the time of the release of hazardous substances or the lawfulness of the original disposal activity. We have been identified as a responsible or potentially responsible party at several sites. Based on current estimates of cleanup costs and our expected allocation of these costs, we do not expect costs in connection with these sites to be material.

We may be subject to various state, federal and international laws and regulations governing environmental matters, including those restricting the presence of certain substances in electronic products. For example, the European Union ("EU") enacted the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment (2011/65/EU), which prohibits the use of certain substances, including lead, in certain products, including disk drives and server storage products, put on the market after 1 July 2006. Similar legislation has been or may be enacted in other jurisdictions, including in the U.S., Canada, Mexico, Taiwan, China and Japan. The EU REACH Directive (Registration, Evaluation, Authorization, and Restriction of Chemicals, EC 1907/2006) also restricts substances of very high concern in products. If we or our suppliers fail to comply with the substance restrictions, recycle requirements or other environmental requirements as they are enacted worldwide, it could have a materially adverse effect on our business.

Employees

As of 30 June 2023 we employed approximately 33,400 employees and temporary employees worldwide, of which approximately 27,100 were located in our Asia operations. We believe that our employees are crucial to our current success and that our future success will depend, in part, on our ability to attract, retain and further motivate qualified employees at all levels. We believe that our employee relations are good.

REVIEW OF THE PERFORMANCE OF THE BUSINESS

Fiscal Year 2023 Summary

During fiscal year 2023, we shipped 441 exabytes of HDD storage capacity. We generated revenue of $7.4 billion with a gross profit of 18%. Our operating cash flow was $942 million. We repurchased approximately 5 million of our ordinary shares for $408 million and paid $582 million in dividends.

We reduced our outstanding debt by $195 million through exchange and repurchase of certain senior notes and Term Loans facility with longer duration senior notes and recorded a net gain of $190 million as a result of debt extinguishment. Additionally, we entered into a settlement agreement related to BIS' allegations regarding violations of the U.S. EAR and recorded a settlement penalty of $300 million.

Recent Developments, Economic Conditions and Challenges

During fiscal year 2023, the data storage industry and our business continued to be impacted by macroeconomic uncertainties and customer inventory adjustments, which led to a significant slowdown in demand for our products, particularly in the mass capacity markets. In response to changes in market demand, we undertook actions to lower our cost structure and reduced manufacturing production plans, which resulted in factory underutilization charges. We expect these market conditions will continue to impact our business and results of operations over the near term. Under these conditions, we are continuing to actively manage costs, drive operational efficiencies and maintain supply discipline.

In light of the deterioration of economic conditions, we undertook the October 2022, April 2023 and other restructuring plans to reduce our cost in response to change in macroeconomic and business conditions during fiscal year 2023. These restructuring plans were substantially completed by the end of fiscal year 2023 with total charges of approximately $269 million, mainly consisting of employee severance cost and other one-time termination benefits. Refer to Notes to the Consolidated Financial Statements - “Note 7. *Restructuring and Exit Costs*” for more details.

We continue to actively monitor the effects and potential impacts of inflation, other macroeconomic factors and the pandemic on all aspects of our business, supply chain, liquidity and capital resources including governmental policies that could periodically shut down an entire city where we, our suppliers or our customers operate. We are complying with governmental rules and guidelines across all of our sites. Although we are unable to predict the future impact on our business, results of operations, liquidity or capital resources at this time, we expect we will continue to be negatively affected if the inflation, other macroeconomic factors and the pandemic and related public and private health measures result in substantial manufacturing or supply chain challenges, substantial reductions or delays in demand due to disruptions in the operations of our customers or partners, disruptions in local and global economies, volatility in the global financial markets, sustained reductions or volatility in overall demand trends, restrictions on the export or shipment of our products or our customer’s products, or other unexpected ramifications. For further discussion of the uncertainties and business risks associated with the pandemic, see the “Principal Risk and Uncertainties” section of the Directors’ Report.

Regulatory settlement

On 18 April 2023, our subsidiaries Seagate Technology LLC and Seagate Singapore International Headquarters Pte. Ltd entered into the Settlement Agreement with the BIS that resolves BIS’ allegations regarding our sales of hard disk drives to Huawei between 17 August 2020 and 29 September 2021. Under the terms of the Settlement Agreement, we agreed to pay $300 million to the BIS in quarterly installments of $15 million over the course of five years beginning 31 October 2023. We have also agreed to complete three audits of its compliance with the license requirements of Section 734.9 of the EAR, including one audit by an unaffiliated third-party consultant chosen by us with expertise in U.S. export control laws and two internal audits. The Settlement Agreement also includes a denial order that is currently suspended and will be waived five years after the date of the order issued under the Settlement Agreement, provided that we have made full and timely payments under the Settlement Agreement and timely completed the audit requirements. While we are in compliance with and upon successful compliance in full with the terms of the Settlement Agreement, BIS has agreed it will not initiate any further administrative proceedings against us in connection with any violation of the EAR arising out of the transactions detailed in the Settlement Agreement.

While we believed that we complied with all relevant export control laws at the time we made the hard disk drive sales at issue, we determined that engaging with BIS and settling this matter was in the best interest of Seagate, our customers and our shareholders. In determining to engage with BIS and resolve this matter through a settlement agreement, we considered a number of factors, including the risks and cost of protracted litigation involving the U.S. government, as well as the size of the potential penalty and our desire to focus on current business challenges and long-term business strategy. The Settlement Agreement includes a finding that we incorrectly interpreted the regulation at issue to require evaluation of only the last stage of our hard disk drive manufacturing process rather than the entire process. As part of this settlement, we have agreed not to contest BIS’ determination that the sales in question did not comply with the U.S. EAR. Refer to Note 14. *Legal, Environmental and Other Contingencies*” for more details.

Results of Operations

We list in the tables below summarized information from our Consolidated Profit and Loss Account by dollar amounts and as a percentage of revenue:

	Fiscal Years Ended	
(US Dollars in millions)	**30 June 2023**	**1 July 2022**
Revenue	$ 7,384	$ 11,661
Cost of revenue	6,033	8,192
Gross profit	1,351	3,469
Product development	797	941
Marketing and administrative	491	559
Amortization of intangibles	3	11
BIS settlement penalty	300	—
Restructuring and other, net	102	3
Operating (loss) earnings	(342)	1,955
Other charges, net	(154)	(276)
(Loss) income before taxes	(496)	1,679
Income tax expense	33	30
Net (loss) income	$ (529)	$ 1,649

	Fiscal Years Ended	
(As a percentage of Revenue)	**30 June 2023**	**1 July 2022**
Revenue	100 %	100 %
Cost of revenue	82	70
Gross margin	18	30
Product development	11	8
Marketing and administrative	7	5
Amortization of intangibles	—	—
BIS settlement penalty	4	—
Restructuring and other, net	1	—
Operating margin	(5)	17
Other charges, net	(2)	(3)
(Loss) income before taxes	(7)	14
Income tax expense	—	—
Net (loss) income	(7)%	14 %

Revenue

The following table summarizes information regarding consolidated revenues by channel, geography, and market and HDD exabytes shipped by market and price per terabyte:

	Fiscal Years Ended	
	30 June 2023	1 July 2022
Revenues by Channel (%)		
OEMs	74 %	75 %
Distributors	15 %	14 %
Retailers	11 %	11 %
Revenues by Geography (%) (1)		
Asia Pacific	45 %	46 %
Americas	41 %	40 %
EMEA	14 %	14 %
Revenues by Market (%)		
Mass capacity	66 %	68 %
Legacy	21 %	23 %
Other	13 %	9 %
HDD Exabytes Shipped by Market		
Mass capacity	380	541
Legacy	61	90
Total	441	631
HDD Price per Terabyte	$ 15	$ 17

(1) Revenue is attributed to geography based on the bill from location.

(US Dollars in millions)	Fiscal Years Ended 30 June 2023	Fiscal Years Ended 1 July 2022	Change	% Change
Revenue	$ 7,384	$ 11,661	$ (4,277)	(37)%

Revenue in fiscal year 2023 decreased approximately 37% or $4.3 billion, from fiscal year 2022, primarily due to a decrease in exabytes shipped and to a lesser extend price erosion, as a result of lower demand in mass capacity and legacy markets that were impacted by macroeconomic conditions and pandemic-related headwinds. We expect the current market conditions will continue to persist at least through the first half of fiscal year 2024.

Cost of Revenue and Gross Margin

(US Dollars in millions)	Fiscal Years Ended 30 June 2023	Fiscal Years Ended 1 July 2022	Change	% Change
Cost of revenue	$ 6,033	$ 8,192	$ (2,159)	(26)%
Gross profit	1,351	3,469	(2,118)	(61)%
Gross margin	18 %	30 %		

For fiscal year 2023, gross margin decreased compared to the prior fiscal year primarily driven by factory underutilization charges of $250 million associated with lower production levels and pandemic-related lockdown in one of our factories, order cancellation fees of $108 million, lower demand in mass capacity and legacy markets with less favorable product mix, price erosion, and accelerated depreciation expense for certain capital equipment.

Operating Expenses

	Fiscal Years Ended			
(US Dollars in millions)	**30 June 2023**	**1 July 2022**	**Change**	**% Change**
Product development	$ 797	$ 941	$ (144)	(15)%
Marketing and administrative	491	559	(68)	(12)%
Amortization of intangibles	3	11	(8)	(73)%
BIS settlement penalty	300	—	300	*
Restructuring and other, net	102	3	99	3300 %
Operating expenses	$ 1,693	$ 1,514	$ 179	

*Not a meaningful figure

Product Development Expense. Product development expenses for fiscal year 2023 decreased by $144 million from fiscal year 2022 primarily due to a $70 million decrease in variable compensation and related benefit expenses, a $51 million decrease in compensation and other employee benefits primarily from the reduction in headcount as a result of our October 2022 and April 2023 restructuring plans and a temporary salary reduction program, a $14 million decrease in material expense and a $6 million decrease in equipment expense.

Marketing and Administrative Expense. Marketing and administrative expenses for fiscal year 2023 decreased by $68 million from fiscal year 2022 primarily due to a $41 million decrease in variable compensation and related benefit expenses, a $24 million decrease in compensation and other employee benefits primarily from the reduction in headcount as a result of our October 2022 and April 2023 restructuring plans and a temporary salary reduction program and a $7 million recovery of an accounts receivable previously written-off in prior years, partially offset by a $2 million increase in travel expense as a result of the easing of pandemic-related travel restrictions.

Amortization of Intangibles. Amortization of intangibles for fiscal year 2023 decreased by $8 million, as compared to fiscal year 2022, due to certain intangible assets that reached the end of their useful lives.

BIS settlement penalty. The BIS settlement penalty for fiscal year 2023 was $300 million, related to BIS' allegations of violations of the EAR, which were resolved by the Settlement Agreement in April 2023. Refer to Note 14. *Legal, Environmental and Other Contingencies* for more details.

Restructuring and Other, net. Restructuring and other, net for fiscal year 2023 was $102 million, primarily comprised of workforce reduction costs and other exit costs under our October 2022 and April 2023 restructuring plans, partially offset by gains from the sale of certain properties and assets of $167 million.

Restructuring and other, net for fiscal year 2022 was not material.

Other charges, net

	Fiscal Years Ended			
(US Dollars in millions)	**30 June 2023**	**1 July 2022**	**Change**	**% Change**
Other charges, net	$ (154)	$ (276)	$ 122	(44)%

Other charges, net for fiscal year 2023 decreased by $122 million compared to fiscal year 2022 primarily due to a $190 million net gain recognized from early redemption and extinguishment of certain senior notes, partially offset by a $64 million net increase in interest expense from the exchange and issuance of long-term debt.

Income Taxes

(US Dollars in millions)	Fiscal Years Ended 30 June 2023	1 July 2022	Change	% Change
Income tax expense	$ 33	$ 30	$ 3	10%

We recorded an income tax expense of $33 million for fiscal year 2023 compared to an income tax expense of $30 million for fiscal year 2022. Despite a consolidated loss on a worldwide basis, we still have taxes payable on a global basis due to guaranteed earnings reported in certain jurisdictions as compared to fiscal year 2022.

On 16 August 2022, the Inflation Reduction Act of 2022 (the "IRA") was enacted into U.S. law. The legislation includes a new corporate alternative minimum tax (the "CAMT") of 15% on the adjusted financial statement income ("AFSI") of corporations with average AFSI exceeding $1.0 billion over a three-year period. Although CAMT is effective for us beginning in fiscal year 2024, Seagate does not meet the criteria to be subject to CAMT for fiscal year 2024.

Our Irish tax resident parent holding company owns various U.S. and non-Irish subsidiaries that operate in multiple non-Irish income tax jurisdictions. Our worldwide operating income is either subject to varying rates of income tax or is exempt from income tax due to tax incentive programs we operate under in Singapore and Thailand. These tax incentives are scheduled to expire in whole or in part at various dates through 2033. Certain tax incentives may be extended if specific conditions are met.

Our income tax expense recorded for fiscal year 2023 and 2022 differed from the expense for income taxes that would be derived by applying the Irish statutory rate of 25% to income before income taxes, primarily due to the net effect of (i) Non-Irish earnings generated in jurisdictions that are subject to tax incentive programs and are considered indefinitely reinvested outside of Ireland; and (ii) tax benefits related to research credits.

We anticipate that our effective tax rate in future periods will generally be less than the Irish statutory rate based on our ownership structure, our intention to indefinitely reinvest earnings from our subsidiaries outside of Ireland and the potential future changes in our valuation allowance for deferred tax assets.

PRINCIPAL RISKS AND UNCERTAINTIES

Summary of Principal Risks and Uncertainties

The following is a summary of the principal risks and uncertainties that could materially adversely affect our business, results of operations, financial condition, cash flows, brand and/or the price of our outstanding ordinary shares, and make an investment in our ordinary shares speculative or risky. You should read this summary together with the more detailed description of each of the risks and uncertainties contained below. Additional risks and uncertainties beyond those summarized below or discussed elsewhere in this report may apply to our business and operations as currently conducted or as we may conduct them in the future or to the markets in which we currently, or may in the future, operate.

Risks Related to our Business, Operations and Industry

- Our ability to increase our revenue and maintain our market share depends on our ability to successfully introduce and achieve market acceptance of new products on a timely basis. If our products do not keep pace with customer requirements, our results of operations will be adversely affected.
- We operate in highly competitive markets and our failure to anticipate and respond to technological changes and other market developments, including price, could harm our ability to compete.
- We have been adversely affected by reduced, delayed, loss of or canceled purchases by, one or more of our key customers, including large hyperscale data center companies and CSPs.
- We are dependent on sales to distributors and retailers, which may increase price erosion and the volatility of our sales.

- We must plan our investments in our products and incur costs before we have customer orders or know about the market conditions at the time the products are produced. If we fail to predict demand accurately for our products or if the markets for our products change, we may have insufficient demand or we may be unable to meet demand, which may materially adversely affect our financial condition and results of operations.
- Changes in demand for computer systems, data storage subsystems and consumer electronic devices may in the future cause a decline in demand for our products.
- We have a long and unpredictable sales cycle for nearline storage solutions, which impairs our ability to accurately predict our financial and operating results in any period and may adversely affect our ability to forecast the need for investments and expenditures.
- We experience seasonal declines in the sales of our consumer products during the second half of our fiscal year which may adversely affect our results of operations.
- We may not be successful in our efforts to grow our systems, SSD and Lyve revenues.
- Our worldwide sales and manufacturing operations subject us to risks that may adversely affect our business related to disruptions in international markets, currency exchange fluctuations and increased costs.
- The effects of the COVID-19 pandemic have negatively impacted and may, in the future, adversely impact our business, operating results and financial condition, as well as the operations and financial performance of many of the customers and suppliers in industries that we serve.
- If we do not control our costs, we will not be able to compete effectively and our financial condition may be adversely impacted.

Risks Associated with Supply and Manufacturing

- Shortages or delays in the receipt of, or cost increases in, critical components, equipment or raw materials necessary to manufacture our products, as well as reliance on single-source suppliers, may affect our production and development of products and may harm our operating results.
- We have cancelled purchased commitments with suppliers and incurred cost associated with such cancellations, and if revenues fall or customer demand decreases significantly, we may not meet our purchase commitments to certain suppliers in the future, which could result in penalties, increased manufacturing costs or excess inventory.
- Due to the complexity of our products, some defects may only become detectable after deployment.

Risks Related to Human Capital

- The loss of or inability to attract, retain and motivate key executive officers and employees could negatively impact our business prospects.
- We are subject to risks related to corporate and social responsibility and reputation.

Risks Related to Financial Performance or General Economic Conditions

- Changes in the macroeconomic environment have impacted and may in the future negatively impact our results of operations.
- We may not be able to generate sufficient cash flows from operations and our investments to meet our liquidity requirements, including servicing our indebtedness and continuing to declare our quarterly dividend.
- We are subject to counterparty default risks.
- Our quarterly results of operations fluctuate, sometimes significantly, from period to period, and may cause our share price to decline.

- Any cost reduction initiatives that we undertake may not deliver the results we expect and these actions may adversely affect our business.
- The effect of geopolitical uncertainties, war, terrorism, natural disasters, public health issues and other circumstances, on national and/or international commerce and on the global economy, could materially adversely affect our results of operations and financial condition.

Legal, Regulatory and Compliance Risks

- Our business is subject to various laws, regulations, governmental policies, litigation, governmental investigations or governmental proceedings that may cause us to incur significant expense or adversely impact our results or operations and financial condition.
- Some of our products and services are subject to export control laws and other laws affecting the countries in which our products and services may be sold, distributed, or delivered, and any changes to or violation of these laws could have a material adverse effect on our business, results of operations, financial condition and cash flows.
- Changes in U.S. trade policy, including the imposition of sanctions or tariffs and the resulting consequences, may have a material adverse impact on our business and results of operations.
- We may be unable to protect our intellectual property rights, which could adversely affect our business, financial condition and results of operations.
- We are at times subject to intellectual property proceedings and claims which could cause us to incur significant additional costs or prevent us from selling our products, and which could adversely affect our results of operations and financial condition.
- Our business and certain products and services depend in part on IP and technology licensed from third parties, as well as data centers and infrastructure operated by third parties.

Risks Related to Information Technology, Data and Information Security

- We could suffer a loss of revenue and increased costs, exposure to significant liability including legal and regulatory consequences, reputational harm and other serious negative consequences in the event of cyber-attacks, ransomware or other cyber security breaches or incidents that disrupt our operations or result in unauthorized access to, or the loss, corruption, unavailability or dissemination of proprietary or confidential information of our customers or about us or other third parties.
- We must successfully implement our new global enterprise resource planning system and maintain and upgrade our information technology systems, and our failure to do so could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Owning our Ordinary Shares

- The price of our ordinary shares may be volatile and could decline significantly.
- Any decision to reduce or discontinue the payment of cash dividends to our shareholders or the repurchase of our ordinary shares pursuant to our previously announced share repurchase program could cause the market price of our ordinary shares to decline significantly.

RISKS RELATED TO OUR BUSINESS, OPERATIONS AND INDUSTRY

Our ability to increase our revenue and maintain our market share depends on our ability to successfully introduce and achieve market acceptance of new products on a timely basis. If our products do not keep pace with customer requirements, our results of operations will be adversely affected.

The markets for our products are characterized by rapid technological change, frequent new product introductions and technology enhancements, uncertain product life cycles and changes in customer demand. The success of our products and services also often depends on whether our offerings are compatible with our customers' or third-parties' products or services and their changing technologies. Our customers demand new generations of storage products as advances in computer hardware and software have created the need for improved storage, with features such as increased storage capacity, enhanced security, energy efficiency, improved performance and reliability and lower cost. We, and our competitors, have developed improved products, and we will need to continue to do so in the future.

Historically, our results of operations have substantially depended upon our ability to be among the first-to-market with new data storage product offerings. We may face technological, operational and financial challenges in developing new products. In addition, our investments in new product development may not yield the anticipated benefits. Our market share, revenue and results of operations in the future may be adversely affected if we fail to:

- develop new products, identify business strategies and timely introduce competitive product offerings to meet technological shifts, or we are unable to execute successfully;
- consistently maintain our time-to-market performance with our new products;
- manufacture these products in adequate volume;
- meet specifications or satisfy compatibility requirements;
- qualify these products with key customers on a timely basis by meeting our customers' performance and quality specifications; or
- achieve acceptable manufacturing yields, quality and costs with these products.

Accordingly, we cannot accurately determine the ultimate effect that our new products will have on our results of operations. Our failure to accurately anticipate customers' needs and accurately identify the shift in technological changes could materially adversely affect our long-term financial results.

In addition, the concentration of customers in our largest end markets magnifies the potential adverse effect of missing a product qualification opportunity. If the delivery of our products is delayed, our customers may use our competitors' products to meet their requirements.

When we develop new products with higher capacity and more advanced technology, our results of operations may decline because the increased difficulty and complexity associated with producing these products increases the likelihood of reliability, quality or operability problems. If our products experience increases in failure rates, are of low quality or are not reliable, customers may reduce their purchases of our products, our factory utilization may decrease and our manufacturing rework and scrap costs and our service and warranty costs may increase. In addition, a decline in the reliability of our products may make it more difficult for us to effectively compete with our competitors.

Additionally, we may be unable to produce new products that have higher capacities and more advanced technologies in the volumes and timeframes that are required to meet customer demand. We are transitioning to key areal density recording technologies that use HAMR technology to increase HDD capacities. If our transitions to more advanced technologies, including the transition to HDDs utilizing HAMR technology, require development and production cycles that are longer than anticipated or if we otherwise fail to implement new HDD technologies successfully, we may lose sales and market share, which could significantly harm our financial results.

We cannot assure you that we will be among the leaders in time-to-market with new products or that we will be able to successfully qualify new products with our customers in the future. If our new products are not successful, our future results of operations may be adversely affected.

We operate in highly competitive markets and our failure to anticipate and respond to technological changes and other market developments, including price, could harm our ability to compete.

We face intense competition in the data storage industry. Our principal sources of competition include HDD and SSD manufacturers, and companies that provide storage subsystems, including electronic manufacturing services and contract electronic manufacturing.

The markets for our data storage products are characterized by technological change, which is driven in part by the adoption of new industry standards. These standards provide mechanisms to ensure technology component interoperability but they also hinder our ability to innovate or differentiate our products. When this occurs, our products may be deemed commodities, which could result in downward pressure on prices.

We also experience competition from other companies that produce alternative storage technologies such as flash memory, where increasing capacity, decreasing cost, energy efficiency and improvements in performance have resulted in SSDs that offer increased competition with our lower capacity, smaller form factor HDDs and a declining trend in demand for HDDs in our legacy markets. Some customers for both mass capacity storage and legacy markets have adopted SSDs as an alternative to hard drives in certain applications. Further adoption of SSDs or other alternative storage technologies may limit our total addressable HDD market, impact the competitiveness of our product portfolio and reduce our market share. Any resulting increase in competition could have a material adverse effect on our business, financial condition and results of operations.

We have been adversely affected by reduced, delayed, loss of or canceled purchases by, one or more of our key customers, including large hyperscale data center companies and CSPs.

Some of our key customers such as OEM customers including large hyperscale data center companies and CSPs account for a large portion of our revenue in our mass capacity markets. While we have long-standing relationships with many of our customers, if any key customers have to significantly reduce, defer or cancel their purchases from us or delay product acceptances, or we were prohibited from selling to those key customers such as due to export regulations, our results of operations would be adversely affected. Although sales to key customers may vary from period to period, a key customer that permanently discontinues or significantly reduces its relationship with us, or that we are prohibited from selling to, could be difficult to replace. In line with industry practice, new key customers usually require that we pass a lengthy and rigorous qualification process. Accordingly, it may be difficult or costly for us to attract new key customers. Additionally, our customers' demand for our products may fluctuate due to factors beyond our control. If any of our key customers unexpectedly reduce, delay or cancel orders, our revenues and results of operations may be materially adversely affected.

Furthermore, if there is consolidation among our customer base, or when supply exceeds demand in our industry, our customers may be able to command increased leverage in negotiating prices and other terms of sale, which could adversely affect our profitability. Furthermore, if such customer pressures require us to reduce our pricing such that our gross margins are diminished, it might not be feasible to sell to a particular customer, which could result in a decrease in our revenue. Consolidation among our customer base may also lead to reduced demand for our products, replacement of our products by the combined entity with those of our competitors and cancellations of orders, each of which could adversely affect our results of operations. If a significant transaction or regulatory impact involving any of our key customers results in the loss of or reduction in purchases by these key customers, it could have a materially adverse effect on our business, results of operations and financial condition.

We are dependent on sales to distributors and retailers, which may increase price erosion and the volatility of our sales.

A substantial portion of our sales has been to distributors and retailers of disk drive products. Certain of our distributors and retailers may also market competing products. We face significant competition in this distribution channel as a result of limited product qualification programs and a focus on price, terms and product availability. Sales volumes through this channel are also less predictable and subject to greater volatility. In addition, deterioration in business and economic conditions has exacerbated price erosion and volatility as distributors or retailers lower prices to compensate for lower demand and higher inventory levels. Our distributors' and retailers' ability to access credit to fund their operations may also affect their purchases of our products. If prices decline significantly in this distribution channel or our distributors or retailers reduce purchases of our products or if distributors or retailers experience financial difficulties or terminate their relationships with us, our revenues and results of operations would be adversely affected.

We must plan our investments in our products and incur costs before we have customer orders or know about the market conditions at the time the products are produced. If we fail to predict demand accurately for our products or if the markets for our products change, we may have insufficient demand or we may be unable to meet demand, which may materially adversely affect our financial condition and results of operations.

Our results of operation are highly dependent on strong cloud and enterprise and/or consumer spending and the resulting demand for our products. Reduced demand, particularly from our key cloud and enterprise customers as a result of a significant change in macroeconomic conditions or other factors may result in a significant reduction or cancellation of their purchases from us which can and have materially adversely impacted our business and financial condition.

Our manufacturing process requires us to make significant product-specific investments in inventory for production at least three to six months in advance. As a result, we incur inventory and manufacturing costs in advance of anticipated sales that may never materialize or that may be substantially lower than expected. If actual demand for our products is lower than the forecast, we may also experience excess and obsolescence of inventory, higher inventory carrying costs, factory underutilization charges and manufacturing rework costs, which have resulted in and could result in adverse material effects on our financial condition and results of operations. For example, due to customer inventory adjustments, we have experienced a slowdown in demand for our products, particularly in the mass capacity markets. These reductions in demand have required us to significantly reduce manufacturing production plans and recognize factory underutilization charges. We expect these factors will continue to impact our business and results of operations over the near term.

Other factors that have affected and may continue to affect our ability to anticipate or meet the demand for our products and adversely affect our results of operations include:

- competitive product announcements or technological advances that result in excess supply when customers cancel purchases in anticipation of newer products;
- variable demand resulting from unanticipated upward or downward pricing pressures;
- our ability to successfully qualify, manufacture and sell our data storage products;
- changes in our product mix, which may adversely affect our gross profits;
- key customers deferring or canceling purchases or delaying product acceptances, or unexpected increases in their orders;
- manufacturing delays or interruptions, particularly at our manufacturing facilities in China, Malaysia, Northern Ireland, Singapore, Thailand or the United States;
- limited access to components that we obtain from a single or a limited number of suppliers; and
- the impact of changes in foreign currency exchange rates on the cost of producing our products and the effective price of our products to non-U.S. customers.

Changes in demand for computer systems, data storage subsystems and consumer electronic devices may in the future cause a decline in demand for our products.

Our products are incorporated in computers, data storage systems deployed in data centers and consumer electronic devices. Historically, the demand for these products has been volatile. Unexpected slowdowns in demand for computers, data storage subsystems or consumer electronic devices generally result in sharp declines in demand for our products. Declines in customer spending on the systems and devices that incorporate our products could have a material adverse effect on demand for our products and on our financial condition and results of operations. Uncertain global economic and business conditions can exacerbate these risks.

We are dependent on our long-term investments to manufacture adequate products. Our investment decisions in adding new manufacturing capacity require significant planning and lead-time, and a failure to accurately forecast demand for our products could cause us to over-invest or under-invest, which would lead to excess capacity, underutilization charges, or impairments.

Sales to the legacy markets remain an important part of our business. These markets, however, have been, and we expect them to continue to be, adversely affected by:

- announcements or introductions of major new operating systems or semiconductor improvements or shifts in customer preferences, performance requirements and behavior, such as the shift to tablet computers, smart phones, NAND flash memory or similar devices that meet customers' cost and capacity metrics;
- longer product life cycles; and
- changes in macroeconomic conditions that cause customers to spend less, such as the imposition of new tariffs, increased laws and regulations, and increased unemployment levels.

The deterioration of demand for disk drives in certain of the legacy markets has accelerated, and we believe this deterioration may continue and may further accelerate, which has caused our operating results to suffer.

In addition, we believe announcements regarding competitive product introductions from time to time have caused customers to defer or cancel their purchases, making certain inventory obsolete. Whenever an oversupply of products in the market causes our industry to have higher than anticipated inventory levels, we experience even more intense price competition from other manufacturers than usual, which may materially adversely affect our financial results.

We have a long and unpredictable sales cycle for nearline storage solutions, which impairs our ability to accurately predict our financial and operating results in any period and may adversely affect our ability to forecast the need for investments and expenditures.

Our nearline storage solutions are technically complex and we typically supply them in high quantities to a small number of customers. Many of our products are tailored to meet the specific requirements of individual customers and are often integrated by our customers into the systems and products that they sell.

Our sales cycle for nearline storage solutions could exceed one year and could be unpredictable, depending on the time required for developing, testing and evaluating our products before deployment; the size of deployment; and the complexity of system configuration necessary for development. Additionally, our nearline storage solutions are subject to variability of sales primarily due to the timing of IT spending or a reflection of cyclical demand from CSPs based on the timing of their procurement and deployment requirements and their ability to procure other components needed to build out data center infrastructure. Given the length of development and qualification programs and unpredictability of the sales cycle, we may be unable to accurately forecast product demand, which may result in excess inventory and associated inventory reserves or write-downs, which could harm our business, financial condition and results of operations.

We experience seasonal declines in the sales of our consumer products during the second half of our fiscal year which may adversely affect our results of operations.

In certain end markets, sales of computers, storage subsystems and consumer electronic devices tend to be seasonal, and therefore, we expect to continue to experience seasonality in our business as we respond to variations in our customers' demand for our products. In particular, we anticipate that sales of our consumer products will continue to be lower during the second half of our fiscal year. Retail sales of certain of our legacy markets solutions traditionally experience higher demand in the first half of our fiscal year driven by consumer spending in the back-to-school season from late summer to fall and the traditional holiday shopping season from fall to winter. We experience seasonal reductions in the second half of our fiscal year in the business activities of our customers during international holidays like Lunar New Year, as well as in the summer months (particularly in Europe), which typically result in lower sales during those periods. Since our working capital needs peak during periods in which we are increasing production in anticipation of orders that have not yet been received, our results of operations will fluctuate even if the forecasted demand for our products proves accurate. Failure to anticipate consumer demand for our branded solutions may also adversely impact our future results of operations. Furthermore, it is difficult for us to evaluate the degree to which this seasonality may affect our business in future periods because of the rate and unpredictability of product transitions and new product introductions, as well as macroeconomic conditions. In particular, during periods where there are rapidly changing macroeconomic conditions, historical seasonality trends may not be a good indicator to predict our future performance and results of operations.

We may not be successful in our efforts to grow our systems, SSD and Lyve revenues.

We have made and continue to make investments to grow our systems, SSD and Lyve platform revenues. Our ability to grow systems, SSD and Lyve revenues is subject to the following risks:

- we may be unable to accurately estimate and predict data center capacity and requirements;
- we may be unable to offer compelling solutions or services to enterprises, subscribers or consumers;
- we may be unable to obtain cost effective supply of NAND flash memory in order to offer competitive SSD solutions; and
- our cloud systems revenues generally have a longer sales cycle, and growth is likely to depend on relatively large orders from a concentrated customer base, which may increase the variability of our results of operations and the difficulty of matching revenues with expenses.

Our results of operations and share price may be adversely affected if we are not successful in our efforts to grow our revenues as anticipated. In addition, our growth in these markets may bring us into closer competition with some of our customers or potential customers, which may decrease their willingness to do business with us.

Our worldwide sales and manufacturing operations subject us to risks that may adversely affect our business related to disruptions in international markets, currency exchange fluctuations and increased costs.

We are a global company and have significant sales operations outside of the United States, including sales personnel and customer support operations. We also generate a significant portion of our revenue from sales outside the U.S. Disruptions in the economic, environmental, political, legal or regulatory landscape in the countries where we operate may have a material adverse impact on our manufacturing and sales operations. Disruptions in financial markets and the deterioration of global economic conditions have had and may continue to have an impact on our sales to customers and end-users.

Prices for our products are denominated predominantly in dollars, even when sold to customers that are located outside the U.S. An increase in the value of the dollar could increase the real cost to our customers of our products in those markets outside of the U.S. where we sell in dollars. This could adversely impact our sales and market share in such areas or increase pressure on us to lower our prices, and adversely impact our profit margins. In addition, we have revenue and expenses denominated in currencies other than the dollar, primarily the Thai Baht, Singaporean dollar, Chinese Renminbi and British Pound Sterling, which further exposes us to adverse movements in foreign currency exchange rates. A weakened dollar could increase the effective cost of our expenses such as payroll, utilities, tax and marketing expenses, as well as overseas capital expenditures. Any of these events could have a material adverse effect on our results of operations. We have attempted to manage the impact of foreign currency exchange rate changes by, among other things, entering into foreign currency forward exchange contracts from time to time, which could be designated as cash flow hedges or not designated as hedging instruments. Our hedging strategy may be ineffective, and specific hedges may expire and not be renewed or may not offset any or more than a portion of the adverse financial impact resulting from currency variations. The hedging activities may not cover our full exposure, subject us to certain counterparty credit risks and may impact our results of operations. See “Financial Risk Management” of this report for additional information about our foreign currency exchange risk.

The shipping and transportation costs associated with our international operations are typically higher than those associated with our U.S. operations, resulting in decreased operating margins in some countries. Volatility in fuel costs, political instability or constraints in or increases in the costs of air transportation may lead us to develop alternative shipment methods, which could disrupt our ability to receive raw materials, or ship finished product, and as a result our business and results of operations may be harmed.

The effects of the COVID-19 pandemic have negatively impacted and may, in the future, adversely impact our business, operating results and financial condition, as well as the operations and financial performance of many of the customers and suppliers in industries that we serve.

The COVID-19 pandemic has resulted in a widespread health crisis and numerous disease control measures being taken to limit its spread. The impact of the pandemic on our business has included or could in the future include:

- disruptions to or restrictions on our ability to ensure the continuous manufacture and supply of our products and services as a result of labor shortages and workforce disruptions, including insufficiency of our existing inventory levels and temporary or permanent closures or reductions in operational capacity of our facilities or the facilities of our direct or indirect suppliers or customers, and any supply chain disruptions;
- increases in operational expenses and other costs related to requirements implemented to mitigate the impact of the COVID-19 pandemic;
- delays or limitations on the ability of our customers to perform or make timely payments;
- reductions in short- and long-term demand for our products, or other disruptions in technology buying patterns;
- adverse effects on economies and financial markets globally or in various markets throughout the world, which has led to, and could in the future, lead to, reductions in business and consumer spending, which have resulted or may result in decreased net revenue, gross profits, or earnings and/or in increased expenses and difficulty in managing inventory levels;
- delays to and/or lengthening of our sales or development cycles or qualification activity; and
- challenges for us, our direct and indirect suppliers and our customers in obtaining financing due to turmoil in financial markets.

There are many factors outside of our control, such as new strains of COVID-19 virus, the response and measures taken by government authorities around the world, and the response of the financial and consumer markets to the pandemic and related governmental measures. These impacts, individually or in the aggregate, have had and could have a material and adverse effect on our business, results of operations and financial condition. Under any of these circumstances, the resumption of normal business operations has delayed or been hampered by lingering effects of the COVID-19 pandemic on our operations, direct and indirect suppliers, partners and customers. The COVID-19 pandemic may also heighten other risks described in this Principal Risks and Uncertainties section.

If we do not control our costs, we will not be able to compete effectively and our financial condition may be adversely impacted.

We continually seek to make our cost structure and business processes more efficient. We are focused on increasing workforce flexibility and scalability, and improving overall competitiveness by leveraging our global capabilities, as well as external talent and skills, worldwide. Our strategy involves, to a substantial degree, increasing revenue and exabytes volume while at the same time controlling expenses. Because of our vertical design and manufacturing strategy, our operations have higher costs that are fixed or difficult to reduce in the short-term, including our costs related to utilization of existing facilities and equipment. If we fail to forecast demand accurately or if there is a partial or complete reduction in long-term demand for our products, we could be required to write off inventory, record excess capacity charges, which could negatively impact our gross margin and our financial results. If we do not control our manufacturing and operating expenses, our ability to compete in the marketplace may be impaired. In the past, activities to reduce costs have included closures and transfers of facilities, significant personnel reductions, restructuring efforts, asset write-offs and efforts to increase automation. Our restructuring efforts may not yield the intended benefits and may be unsuccessful or disruptive to our business operations which may materially adversely affect our financial results.

RISKS ASSOCIATED WITH SUPPLY AND MANUFACTURING

Shortages or delays in the receipt of, or cost increases in, critical components, equipment or raw materials necessary to manufacture our products, as well as reliance on single-source suppliers, may affect our production and development of products and may harm our operating results.

The cost, quality and availability of components, subassemblies, certain equipment and raw materials used to manufacture our products are critical to our success. Particularly important for our products are components such as read/write heads, substrates for recording media, ASICs, spindle motors, printed circuit boards, suspension assemblies and NAND flash memory. Certain rare earth elements are also critical in the manufacture of our products. In addition, the equipment we use to manufacture our products and components is frequently custom made and comes from a few suppliers and the lead times required to obtain manufacturing equipment can be significant. Our efforts to control our costs, including capital expenditures, may also affect our ability to obtain or maintain such inputs and equipment, which could affect our ability to meet future demand for our products.

We rely on sole or a limited number of direct and indirect suppliers for some or all of these components and rare earth elements that we do not manufacture, including substrates for recording media, read/write heads, ASICs, spindle motors, printed circuit boards, suspension assemblies and NAND flash memory. Our options in supplier selection in these cases are limited and the supplier-based technology has been and may continue to be single sourced until wider adoption of the technology occurs and any necessary licenses become available. In light of this small, consolidated supplier base, if our suppliers increased their prices as a result of inflationary pressures from the current macroeconomic conditions or other changes in economic conditions, and we could not pass these price increases to our customers, our operating margin would decline. Also, many of such direct and indirect component suppliers are geographically concentrated, making our supply chain more vulnerable to regional disruptions such as severe weather, the occurrence of local or global health issues or pandemics, acts of terrorism, war and an unpredictable geopolitical climate, which may have a material impact on the production, availability and transportation of many components. We also often aim to lead the market in new technology deployments and leverage unique and customized technology from single source suppliers who are early adopters in the emerging market. If there are any technical issues in the supplier’s technology, it may also cause us to delay shipments of our new technology deployments, incur scrap, rework or warranty charges and harm our financial position.

We have experienced and could in the future experience increased costs and production delays when we were unable to obtain the necessary equipment or sufficient quantities of some components, and/or have been forced to pay higher prices or make volume purchase commitments or advance deposits for some components, equipment or raw materials that were in short supply in the industry in general. If our direct and indirect vendors for these components are unable to meet our cost, quality, supply and transportation requirements or fulfill their contractual commitments and obligations, we may have to reengineer some products, which would likely cause production and shipment delays, make the reengineered products more costly and provide us with a lower rate of return on these products. Further, if we have to allocate the components we receive to certain of our products and ship less of others due to shortages or delays in critical components, we may lose sales to customers who could purchase more of their required products from our competitor that either did not experience these shortages or delays or that made different allocations, and thus our revenue and operating margin would decline.

We cannot assure you that we will be able to obtain critical components in a timely and economic manner. In addition, from time to time, some of our suppliers' manufacturing facilities are fully utilized. If they fail to invest in additional capacity or deliver components in the required timeframe, such failure would have an impact on our ability to ramp new products, and may result in a loss of revenue or market share if our competitors did not utilize the same components and were not affected. Further, if our customers experience shortages of components or materials used in their products it could result in a decrease in demand for our products and have an adverse effect on our results of operations.

We have cancelled purchase commitments with suppliers and incurred cost associated with such cancellations, and if revenues fall or customer demand decreases significantly, we may not meet our purchase commitments to certain suppliers in the future, which could result in penalties, increased manufacturing costs or excess inventory.

From time to time, we enter into long-term, non-cancelable purchase commitments or make large up-front investments with certain suppliers in order to secure certain components or technologies for the production of our products or to supplement our internal manufacturing capacity for certain components. In fiscal year 2023, we cancelled purchase commitments with certain suppliers due to a change in forecasted demand and incurred fees associated with such cancellation. If our actual revenues in the future are lower than our projections or if customer demand decreases significantly below our projections, we may not meet our purchase commitments with suppliers. As a result, it is possible that our revenues will not be sufficient to recoup our up-front investments, in which case we will have to shift output from our internal manufacturing facilities to these suppliers, resulting in higher internal manufacturing costs, or make penalty-type payments under the terms of these contracts. Additionally, because our markets are volatile, competitive and subject to rapid technology and price changes, we face inventory and other asset risks in the event we do not fully utilize purchase commitments. If we cancel purchase commitments, are unable to fully utilize our purchase commitments or if we shift output from our internal manufacturing facilities in order to meet the commitments, our gross profit and operating earnings could be materially adversely impacted.

Due to the complexity of our products, some defects may only become detectable after deployment.

Our products are highly complex and are designed to operate in and form part of larger complex networks and storage systems. Our products may contain a defect or be perceived as containing a defect by our customers as a result of improper use or maintenance. Lead times required to manufacture certain components are significant, and a quality excursion may take significant time and resources to remediate. Defects in our products, third-party components or in the networks and systems of which they form a part, directly or indirectly, have resulted in and may in the future result in:

- increased costs and product delays until complex solution level interoperability issues are resolved;
- costs associated with the remediation of any problems attributable to our products;
- loss of or delays in revenues;
- loss of customers;
- failure to achieve market acceptance and loss of market share;
- increased service and warranty costs; and
- increased insurance costs.

Defects in our products could also result in legal actions by our customers for breach of warranty, property damage, injury or death. Such legal actions, including but not limited to product liability claims could exceed the level of insurance coverage that we have obtained. Any significant uninsured claims could significantly harm our financial condition.

RISKS RELATED TO HUMAN CAPITAL

The loss of or inability to attract, retain and motivate key executive officers and employees could negatively impact our business prospects.

Our future performance depends to a significant degree upon the continued service of key members of management as well as marketing, sales and product development personnel. We believe our future success will also depend in large part upon our ability to attract, retain and further motivate highly skilled management, marketing, sales and product development personnel. We have experienced intense competition for qualified and capable personnel, including in the U.S., Thailand, China, Singapore and Northern Ireland, and we cannot assure you that we will be able to retain our key employees or that we will be successful in attracting, assimilating and retaining personnel in the future. Additionally, because a portion of our key personnel's compensation is contingent upon the performance of our business, including through cash bonuses and equity compensation, when the market price of our ordinary shares fluctuates or our results of operations or financial condition are negatively impacted, we may be at a competitive disadvantage for retaining and hiring employees. The reductions in workforce that result from our historical restructurings have also made and may continue to make it difficult for us to recruit and retain personnel. Increased difficulty in accessing, recruiting or retaining personnel may lead to increased manufacturing and employment compensation costs, which could adversely affect our results of operations. The loss of one or more of our key personnel or the inability to hire and retain key personnel could have a material adverse effect on our business, results of operations and financial condition.

We are subject to risks related to corporate and social responsibility and reputation.

Many factors influence our reputation including the perception held by our customers, suppliers, partners, shareholders, other key stakeholders and the communities in which we operate. Our key customers' satisfaction with the volume, quality and timeliness of our products is a material element of our market reputation, and any damage to our key customer relationships could materially adversely affect our reputation. We face increasing scrutiny related to environmental, social and governance activities. We risk damage to our reputation if we fail to act responsibly in a number of areas, such as diversity and inclusion, environmental stewardship, sustainability, supply chain management, climate change, workplace conduct and human rights. Further, despite our policies to the contrary, we may not be able to control the conduct of every individual actor, and our employees and personnel may violate environmental, social or governance standards or engage in other unethical conduct. These acts, or any accusation of such conduct, even if proven to be false, could adversely impact the reputation of our business. Any harm to our reputation could impact employee engagement and retention, our corporate culture and the willingness of customers, suppliers and partners to do business with us, which could have a material adverse effect on our business, results of operations and cash flows.

RISKS RELATED TO FINANCIAL PERFORMANCE OR GENERAL ECONOMIC CONDITIONS

Changes in the macroeconomic environment have impacted and may in the future negatively impact our results of operations.

Changes in macroeconomic conditions may affect consumer and enterprise spending, and as a result, our customers may postpone or cancel spending in response to volatility in credit and equity markets, negative financial news and/or declines in income or asset values, all of which may have a material adverse effect on the demand for our products and/or result in significant decreases in our product prices. Other factors that could have a material adverse effect on demand for our products and on our financial condition and results of operations include inflation, slower growth or recession, conditions in the labor market, healthcare costs, access to credit, consumer confidence and other macroeconomic factors affecting consumer and business spending behavior. These changes could happen rapidly and we may not be able to react quickly to prevent or limit our losses or exposures.

Macroeconomic developments such as slowing global economies, trade disputes, sanctions, increased tariffs between the U.S. and China, Mexico and other countries, the withdrawal of the United Kingdom from the EU, adverse economic conditions worldwide or efforts of governments to stimulate or stabilize the economy have and may continue to adversely impact our business. Significant inflation and related increases in interest rates, have negatively affected our business in recent quarters and could continue in the near future to negatively affect our business, operating results or financial condition or the markets in which we operate, which, in turn, could adversely affect the price of our ordinary shares. A general weakening of, and related declining corporate confidence in, the global economy or the curtailment in government or corporate spending could cause current or potential customers to reduce their information technology ("IT") budgets or be unable to fund data storage products, which could cause customers to delay, decrease or cancel purchases of our products or cause customers to not pay us or to delay paying us for previously purchased products and services.

We may not be able to generate sufficient cash flows from operations and our investments to meet our liquidity requirements, including servicing our indebtedness and continuing to declare our quarterly dividend.

We are leveraged and require significant amounts of cash to service our debt. Our business may not generate sufficient cash flows to enable us to meet our liquidity requirements, including working capital, capital expenditures, product development efforts, investments, servicing our indebtedness and other general corporate requirements. Our high level of debt presents the following risks:

- we are required to use a substantial portion of our cash flow from operations to service our debt, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, product development efforts, strategic acquisitions, investments and alliances and other general corporate requirements;
- our substantial leverage increases our vulnerability to economic downturns, decreases availability of capital and may subject us to a competitive disadvantage vis-à-vis those of our competitors that are less leveraged;
- our debt service obligations could limit our flexibility in planning for, or reacting to, changes in our business and our industry, and could limit our ability to borrow additional funds on satisfactory terms for operations or capital to implement our business strategies; and
- covenants in our debt instruments limit our ability to pay future dividends or make other restricted payments and investments, which could restrict our ability to execute on our business strategy or react to the economic environment.

In addition, our ability to service our debt obligations and comply with debt covenants depends on our financial performance. If we fail to meet our debt service obligations or fail to comply with debt covenants, or are unable to modify, obtain a waiver, or cure a debt covenant on terms acceptable to us or at all, we could be in default of our debt agreements and instruments. Such a default could result in an acceleration of other debt and may require us to change capital allocation or engage in distressed debt transactions on terms unfavorable to us, which could have a material negative impact on our financial performance, stock market price and operations.

In the event that we need to refinance all or a portion of our outstanding debt as it matures or incur additional debt to fund our operations, we may not be able to obtain terms as favorable as the terms of our existing debt or refinance our existing debt or incur additional debt to fund our operations at all. If prevailing interest rates or other factors result in higher interest rates upon refinancing, then the interest expense relating to the refinanced debt would increase. Furthermore, if any rating agency changes our credit rating or outlook, our debt and equity securities could be negatively affected, which could adversely affect our ability to refinance existing debt or raise additional capital.

We are subject to counterparty default risks.

We have numerous arrangements with financial institutions that subject us to counterparty default risks, including cash and investment deposits, and foreign currency forward exchange contracts and other derivative instruments. As a result, we are subject to the risk that the counterparty to one or more of these arrangements will, voluntarily or involuntarily, default on its performance obligations. In times of market distress in particular, a counterparty may not comply with its contractual commitments that could then lead to it defaulting on its obligations with little or no notice to us, thereby limiting our ability to take action to lessen or cover our exposure. Additionally, our ability to mitigate our counterparty exposures could be limited by the terms of the relevant agreements or because market conditions prevent us from taking effective action. If one of our counterparties becomes insolvent or files for bankruptcy, our ability to recover any losses suffered as a result of that counterparty's default may be limited by the liquidity of the counterparty or the applicable laws governing the bankruptcy proceedings. In the event of any such counterparty default, we could incur significant losses, which could have a material adverse effect on our business, results of operations, or financial condition.

Further, our customers could have reduced access to working capital due to global economic conditions, higher interest rates, reduced bank lending resulting from contractions in the money supply or the deterioration in the customer’s, or their bank’s financial condition or the inability to access other financing, which would increase our credit and non-payment risk, and could result in an increase in our operating costs or a reduction in our revenue. Also, our customers outside of the United States are sometimes allowed longer time periods for payment than our U.S. customers. This increases the risk of nonpayment due to the possibility that the financial condition of particular customers may worsen during the course of the payment period. In addition, some of our OEM customers have adopted a subcontractor model that requires us to contract directly with companies, such as original design manufacturers, that provide manufacturing and fulfillment services to our OEM customers. Because these subcontractors are generally not as well capitalized as our direct OEM customers, this subcontractor model exposes us to increased credit risks. Our agreements with our OEM customers may not permit us to increase our product prices to alleviate this increased credit risk.

Our quarterly results of operations fluctuate, sometimes significantly, from period to period, and may cause our share price to decline.

Our quarterly revenue and results of operations fluctuate, sometimes significantly, from period to period. These fluctuations, which we expect to continue, have been and may continue to be precipitated by a variety of factors, including:

- uncertainty in global economic and political conditions, and instability or war or adverse changes in the level of economic activity in the major regions in which we do business;
- pandemics, such as COVID-19, or other global health issues that impact our operations as well as those of our customers and suppliers;
- competitive pressures resulting in lower prices by our competitors which may shift demand away from our products;
- announcements of new products, services or technological innovations by us or our competitors, and delays or problems in our introduction of new, more cost-effective products, the inability to achieve high production yields or delays in customer qualification or initial product quality issues;
- changes in customer demand or the purchasing patterns or behavior of our customers;
- application of new or revised industry standards;
- disruptions in our supply chain, including increased costs or adverse changes in availability of supplies of raw materials or components;
- increased costs of electricity and/or other energy sources, freight and logistics costs or other materials or services necessary for the operation of our business;
- the impact of corporate restructuring activities that we have and may continue to engage in;
- changes in the demand for the computer systems and data storage products that contain our products;
- unfavorable supply and demand imbalances;
- our high proportion of fixed costs, including manufacturing and research and development expenses;
- any impairments in goodwill or other long-lived assets;
- changes in tax laws, such as global tax developments applicable to multinational businesses; the impact of trade barriers, such as import/export duties and restrictions, sanctions, tariffs and quotas, imposed by the U.S. or other countries in which the Company conducts business;
- the evolving legal and regulatory, economic, environmental and administrative climate in the international markets where the Company operates; and
- adverse changes in the performance of our products.

As a result, we believe that quarter-to-quarter and year-over-year comparisons of our revenue and results of operations may not be meaningful, and that these comparisons may not be an accurate indicator of our future performance. Our results of operations in one or more future quarters may fail to meet the expectations of investment research analysts or investors, which could cause an immediate and significant decline in our market value.

Any cost reduction initiatives that we undertake may not deliver the results we expect, and these actions may adversely affect our business.

From time to time, we engage in restructuring plans that have resulted and may continue to result in workforce reduction and consolidation of our real estate facilities and our manufacturing footprint. In addition, management will continue to evaluate our global footprint and cost structure, and additional restructuring plans are expected to be formalized. As a result of our restructurings, we have experienced and may in the future experience a loss of continuity, loss of accumulated knowledge, disruptions to our operations and inefficiency during transitional periods. Any cost-cutting measures could impact employee retention. In addition, we cannot be sure that any future cost reductions or global footprint consolidations will deliver the results we expect, be successful in reducing our overall expenses as we expect or that additional costs will not offset any such reductions or global footprint consolidation. If our operating costs are higher than we expect or if we do not maintain adequate control of our costs and expenses, our results of operations may be adversely affected.

The effect of geopolitical uncertainties, war, terrorism, natural disasters, public health issues and other circumstances, on national and/or international commerce and on the global economy, could materially adversely affect our results of operations and financial condition.

Geopolitical uncertainty, terrorism, instability or war, such as the military action against Ukraine launched by Russia, natural disasters, public health issues and other business interruptions have caused and could cause damage or disruption to international commerce and the global economy, and thus could have a strong negative effect on our business, our direct and indirect suppliers, logistics providers, manufacturing vendors and customers. Our business operations are subject to interruption by natural disasters such as floods and earthquakes, fires, power or water shortages, terrorist attacks, other hostile acts, labor disputes, public health issues (such as the COVID-19 pandemic) and related mitigation actions, and other events beyond our control. Such events may decrease demand for our products, make it difficult or impossible for us to make and deliver products to our customers or to receive components from our direct and indirect suppliers, and create delays and inefficiencies in our supply chain.

A significant natural disaster, such as an earthquake, fire, flood, or significant power outage could have an adverse impact on our business, results of operations, and financial condition. The impact of climate change may increase these risks due to changes in weather patterns, such as increases in storm intensity, sea-level rise and temperature extremes in areas where we or our suppliers and customers conduct business. We have a number of our employees and executive officers located in the San Francisco Bay Area, a region known for seismic activity, wildfires and drought conditions, and in Asia, near major earthquake faults known for seismic activity. To mitigate wildfire risk, electric utilities are deploying public safety power shutoffs, which affects electricity reliability to our facilities and our communities. Many of our suppliers and customers are also located in areas with risks of natural disasters. In the event of a natural disaster, losses and significant recovery time could be required to resume operations and our financial condition and results of operations could be materially adversely affected.

Should major public health issues, including pandemics, arise, we could be negatively affected by stringent employee travel restrictions, additional limitations or cost increases in freight and other logistical services, governmental actions limiting the movement of products or employees between regions, increases in or changes to data collection and reporting obligations, delays in production ramps of new products, and disruptions in our operations and those of some of our key direct and indirect suppliers and customers.

LEGAL, REGULATORY AND COMPLIANCE RISKS

Our business is subject to various laws, regulations, governmental policies, litigation, governmental investigations or governmental proceedings that may cause us to incur significant expense or adversely impact our results or operations and financial condition.

Our business is subject to regulation under a wide variety of U.S. federal and state and non-U.S. laws, regulations and policies. Laws, regulations and policies may change in ways that will require us to modify our business model and objectives or affect our returns on investments by restricting existing activities and products, subjecting them to escalating costs or prohibiting them outright. In particular, potential uncertainty of changes to global tax laws, including global initiatives put forth by the Organization for Economic Co-operation and Development (“OECD”) and tax laws in any jurisdiction in which we operate have had and may continue to have an effect on our business, corporate structure, operations, sales, liquidity, capital requirements, effective tax rate, results of operations, and financial performance. The member states of the European Union agreed to implement the OECD’s Pillar Two framework, which imposes a global corporate minimum tax rate of 15%. Other countries may also adopt the Pillar Two framework. These changes may materially increase the level of income tax on our U.S. and non-U.S. jurisdictions. Jurisdictions such as China, Malaysia, Northern Ireland, Singapore, Thailand and the U.S., in which we have significant operating assets, and the European Union each have exercised and continue to exercise significant influence over many aspects of their domestic economies including, but not limited to, fair competition, tax practices, anti-corruption, anti-trust, data privacy, protection, security and sovereignty, price controls and international trade, which have had and may continue to have an adverse effect on our business operations and financial condition.

Our business, particularly our Lyve products and related services, is subject to state, federal, and international laws and regulations relating to data privacy, data protection and data security, including security breach notification, data retention, transfer and localization. Laws and regulations relating to these matters evolve frequently and their scope may change through new legislation, amendments to existing legislation and changes in interpretation or enforcement and may impose conflicting and inconsistent obligations. Any such changes, and any changes to our products or services or manner in which our customers utilize them may result in new or enhanced costly compliance requirements and governmental or regulatory scrutiny, may limit our ability to operate in certain jurisdictions or to engage in certain data processing activities, and may require us to modify our practices and policies, potentially in a material manner, which we will be unable to do in a timely or commercially reasonable manner or at all.

Further, the sale and manufacturing of products in certain states and countries has and may continue to subject us and our suppliers to state, federal and international laws and regulations governing protection of the environment, including those governing climate change, discharges of pollutants into the air and water, the management and disposal of hazardous substances and wastes, the cleanup of contaminated sites, restrictions on the presence of certain substances in electronic products and the responsibility for environmentally safe disposal or recycling. If additional or more stringent requirements are imposed on us and our suppliers in the future, we could incur additional operating costs and capital expenditures. If we fail to comply with applicable environmental laws, regulations, initiatives, or standards of conduct, our customers may refuse to purchase our products and we could be subject to fines, penalties and possible prohibition of sales of our products into one or more states or countries, liability to our customers and damage to our reputation, which could result in a material adverse effect on our financial condition or results of operations.

As the laws and regulations to which we are subject to continue to change and vary greatly from jurisdiction to jurisdiction, compliance with such laws and regulations may be onerous, may create uncertainty as to how they will be applied and interpreted, and may continue to increase our cost of doing business globally.

From time to time, we have been and may continue to be involved in various legal, regulatory or administrative investigations, inquiries, negotiations or proceedings arising in the normal course of business. Litigation and government investigations or other proceedings are subject to inherent risks and uncertainties that may cause an outcome to differ materially from our expectations and may result in us being required to pay substantial damages, fines or penalties and cease certain practices or activities, and may harm our reputation and market position, all of which could materially harm our business, results of operations and financial conditions. The costs associated with litigation and government proceedings can also be unpredictable depending on the complexity and length of time devoted to such litigation or proceeding. Litigation and governmental investigations or other proceedings may also divert the efforts and attention of our key personnel, which could also harm our business.

In addition, regulation or government scrutiny may impact the requirements for marketing our products and slow our ability to introduce new products, resulting in an adverse impact on our business. Although we have implemented policies and procedures designed to ensure compliance, there can be no assurance that our employees, contractors or agents will not violate these or other applicable laws, rules and regulations to which we are and may be subject. Actual or perceived violations of these laws and regulations could lead to significant penalties, restraints on our export or import privileges, monetary fines, government investigations, disruption of our operating activities, damage to our reputation and corporate brand, criminal proceedings and regulatory or other actions that could materially adversely affect our results of operations. The political and media scrutiny surrounding a governmental investigation for the violation of such laws, even if an investigation does not result in a finding of violation, could cause us significant expense and collateral consequences, including reputational harm, that could have an adverse impact on our business, results of operations and financial condition.

Some of our products and services are subject to export control laws and other laws affecting the countries in which our products and services may be sold, distributed, or delivered, and any changes to or violation of these laws could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Due to the global nature of our business, we are subject to import and export restrictions and regulations, including the Export Administration Regulations ("EAR") administered by the U.S. Department of Commerce's Bureau of Industry and Security ("BIS") and the trade and economic sanctions regulations administered by the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC"). We incorporate encryption technology into certain of our products and solutions. These encryption products and the underlying technology may be exported outside of the United States only with export authorizations, including by license, a license exception or other appropriate government authorizations, including the filing of an encryption registration. The U.S., through the BIS and OFAC, places restrictions on the sale or export of certain products and services to certain countries, persons and entities, as well as for certain end-uses, such as military, military-intelligence and weapons of mass destruction end-uses. The U.S. government also imposes sanctions through executive orders restricting U.S. companies from conducting business activities with specified individuals and companies. Although we have controls and procedures to ensure compliance with all applicable regulations and orders, we cannot predict whether changes in laws or regulations by the U.S., China or another jurisdiction will affect our ability to sell our products and services to existing or new customers. Additionally, we cannot ensure that our interpretation of relevant restrictions and regulations will be accepted in all cases by relevant regulatory and enforcement authorities. On 18 April 2023, we entered into a Settlement Agreement with BIS (the "Settlement Agreement") that resolves BIS' allegations regarding our sales of hard disk drives to Huawei. We have also agreed to complete three audits of our compliance with the license requirements of Section 734.9 of the EAR. The Settlement Agreement also includes a denial order that is suspended and will be waived five years after the date of the order issued under the Settlement Agreement, provided that we have made full and timely payments under the Settlement Agreement and timely completed the audit requirements. Despite our best efforts to comply with the terms of the Settlement Agreement, failure to do so could result in significant penalties, including the loss of the suspension of the denial order which would prohibit us from exporting our products subject to the EAR outside of the United States, and could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Violators of any U.S. export control and sanctions laws may be subject to significant penalties, which may include monetary fines, criminal proceedings against them and their officers and employees, a denial of export privileges, and suspension or debarment from selling products to the U.S. government. Moreover, the sanctions imposed by the U.S. government could be expanded in the future. Our products could be shipped to restricted end-users or for restricted end-uses by third parties, including potentially our channel partners, despite our precautions. In addition, if our partners fail to obtain appropriate import, export or re-export licenses or permits, we may also be adversely affected, through reputational harm as well as other negative consequences including government investigations and penalties. A significant portion of our sales are to customers in Asia Pacific and in other geographies that have been the recent focus of changes in U.S. export control policies. Any further limitation that impedes our ability to export or sell our products and services could materially adversely affect our business, results of operations, financial condition and cash flows.

Other countries also regulate the import and export of certain encryption and other technology, including import and export licensing requirements, and have enacted laws that could limit our ability to sell or distribute our products and services or could limit our partners' or customers' ability to sell or use our products and services in those countries, which could materially adversely affect our business, results of operations, financial condition and cash flows. Violations of these regulations may result in significant penalties and fines. In our Settlement Agreement with BIS, we agreed to pay a penalty of $300 million to resolve BIS' allegations. Changes in our products and services or future changes in export and import regulations may create delays in the introduction of our products and services in those countries, prevent our customers from deploying our products and services globally or, in some cases, prevent the export or import or sale of our products and services to certain countries, governments or persons altogether. From time to time, various governmental agencies have proposed additional regulation of encryption technology, including the escrow and government recovery of private encryption keys. Any change in export or import regulations, economic sanctions or related legislation, increased export and import controls, or change in the countries, governments, persons or technologies targeted by such regulations, in the countries where we operate could result in decreased use of our products and services by, or in our decreased ability to export or sell our products and services to, new or existing customers, which could materially adversely affect our business, results of operations, financial condition and cash flows.

If we were ever found to have violated applicable export control laws, we may be subject to penalties which could have a material and adverse impact on our business, results of operations, financial condition and cash flows. Even if we were not found to have violated such laws, the political and media scrutiny surrounding any governmental investigation of us could cause us significant expense and reputational harm. Such collateral consequences could have a material adverse impact on our business, results of operations, financial condition and cash flows.

Changes in U.S. trade policy, including the imposition of sanctions or tariffs and the resulting consequences, may have a material adverse impact on our business and results of operations.

We face uncertainty with regard to U.S. government trade policy. Current U.S. government trade policy includes tariffs on certain non-U.S. goods, including information and communication technology products. These measures may materially increase costs for goods imported into the United States. This in turn could require us to materially increase prices to our customers which may reduce demand, or, if we are unable to increase prices to adequately address any tariffs, quotas or duties, could lower our margin on products sold and negatively impact our financial performance. Changes in U.S. trade policy have resulted in, and could result in more, U.S. trading partners adopting responsive trade policies, including imposition of increased tariffs, quotas or duties. Such policies could make it more difficult or costly for us to export our products to those countries, therefore negatively impacting our financial performance.

We may be unable to protect our intellectual property rights, which could adversely affect our business, financial condition and results of operations.

We rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality agreements, security measures and licensing arrangements to protect our intellectual property rights. In the past, we have been involved in significant and expensive disputes regarding our intellectual property rights and those of others, including claims that we may be infringing patents, trademarks and other intellectual property rights of third parties. We expect that we will be involved in similar disputes in the future.

There can be no assurance that:

- any of our existing patents will continue to be held valid, if challenged;
- patents will be issued for any of our pending applications;
- any claims allowed from existing or pending patents will have sufficient scope or strength to protect us;
- our patents will be issued in the primary countries where our products are sold in order to protect our rights and potential commercial advantage;
- we will be able to protect our trade secrets and other proprietary information through confidentiality agreements with our customers, suppliers and employees and through other security measures; and
- others will not gain access to our trade secrets.

In addition, our competitors may be able to design their products around our patents and other proprietary rights. Enforcement of our rights often requires litigation. If we bring a patent infringement action and are not successful, our competitors would be able to use similar technology to compete with us. Moreover, the defendant in such an action may successfully countersue us for infringement of their patents or assert a counterclaim that our patents are invalid or unenforceable.

Furthermore, we have significant operations and sales in countries where intellectual property laws and enforcement policies are often less developed, less stringent or more difficult to enforce than in the United States. Therefore, we cannot be certain that we will be able to protect our intellectual property rights in jurisdictions outside the United States.

We are at times subject to intellectual property proceedings and claims which could cause us to incur significant additional costs or prevent us from selling our products, and which could adversely affect our results of operations and financial condition.

We are subject from time-to-time to legal proceedings and claims, including claims of alleged infringement of the patents, trademarks and other intellectual property rights of third parties by us, or our customers, in connection with the use of our products. Intellectual property litigation can be expensive and time-consuming, regardless of the merits of any claim, and could divert our management's attention from operating our business. In addition, intellectual property lawsuits are subject to inherent uncertainties due to the complexity of the technical issues involved, which may cause actual results to differ materially from our expectations. Some of the actions that we face from time-to-time seek injunctions against the sale of our products and/or substantial monetary damages, which, if granted or awarded, could materially harm our business, financial condition and operating results.

We cannot be certain that our products do not and will not infringe issued patents or other intellectual property rights of others. We may not be aware of currently filed patent applications that relate to our products or technology. If patents are later issued on these applications, we may be liable for infringement. If our products were found to infringe the intellectual property rights of others, we could be required to pay substantial damages, cease the manufacture, use and sale of infringing products in one or more geographic locations, expend significant resources to develop non-infringing technology, discontinue the use of specific processes or obtain licenses to the technology infringed. We might not be able to obtain the necessary licenses on acceptable terms, or at all, or be able to reengineer our products successfully to avoid infringement. Any of the foregoing could cause us to incur significant costs and prevent us from selling our products, which could adversely affect our results of operations and financial condition. See "Note 14. *Legal, Environmental and Other Contingencies*" contained in this report for a description of pending intellectual property proceedings.

Our business and certain products and services depend in part on IP and technology licensed from third parties, as well as data centers and infrastructure operated by third parties.

Some of our business and some of our products rely on or include software licensed from third parties, including open source licenses. We may not be able to obtain or continue to obtain licenses from these third parties at all or on reasonable terms, or such third parties may demand cross-licenses to our intellectual property. Third-party components and technology may become obsolete, defective or incompatible with future versions of our products or services, or our relationship with the third party may deteriorate, or our agreements may expire or be terminated. We may face legal or business disputes with licensors that may threaten or lead to the disruption of inbound licensing relationships. In order to remain in compliance with the terms of our licenses, we monitor and manage our use of third-party software, including both proprietary and open source license terms to avoid subjecting our products and services to conditions we do not intend, such as the licensing or public disclosure of our intellectual property without compensation or on undesirable terms. The terms of many open source licenses have not been interpreted by U.S. courts, and these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our products or services. Additionally, some of these licenses may not be available to us in the future on terms that are acceptable or that allow our product offerings to remain competitive. Our inability to obtain licenses or rights on favorable terms could have a material effect on our business, financial condition, results of operations and cash flow, including if we are required to take remedial action that may divert resources away from our development efforts.

In addition, we also rely upon third-party hosted infrastructure partners globally to serve customers and operate certain aspects of our business or services. Any disruption of or interference at our hosted infrastructure partners would impact our operations and our business could be adversely impacted.

RISKS RELATED TO INFORMATION TECHNOLOGY, DATA AND INFORMATION SECURITY

We could suffer a loss of revenue and increased costs, exposure to significant liability including legal and regulatory consequences, reputational harm and other serious negative consequences in the event of cyber-attacks, ransomware or other cyber security breaches or incidents that disrupt our operations or result in unauthorized access to, or the loss, corruption, unavailability or dissemination of proprietary or confidential information of our customers or about us or other third parties.

Our operations are dependent upon our ability to protect our digital infrastructure and data. We manage and store various proprietary information and sensitive or confidential data relating to our operations, as well as to our customers, suppliers, employees and other third parties, and we store subscribers' data on our edge-to-cloud mass storage platform. As our operations become more automated and increasingly interdependent and our edge-to-cloud mass storage platform service grows, our exposure to the risks posed by storage, transfer, and maintenance of data, such as damage, corruption, loss, unavailability, unauthorized acquisition and other proceeding, and other security risks, including risks of distributions to our platform or security breaches and incidents impacting our digital infrastructure and data, will continue to increase.

Despite the measures we and our vendors put in place designed to protect our computer equipment and data, our customers, suppliers, employees or other third parties, the digital infrastructure and data have been and may continue to be vulnerable to phishing, employee or contractor error, hacking, cyberattacks, ransomware and other malware, malfeasance, system error or other irregularities or incidents, including from attacks or breaches and incidents at third party vendors we utilize. In addition, the measures we take may not be sufficient for all eventualities. There have been and may continue to be significant supply chain attacks, and we cannot guarantee that our or our suppliers' or other vendors' systems, networks, or other components or infrastructure have not been compromised or do not contain exploitable defects, bugs or vulnerabilities. We anticipate that these threats will continue to grow in scope and complexity over time due to the development and deployment of increasingly advanced tools and techniques.

We and our vendors may be unable to anticipate or prevent these attacks and other threats, react in a timely manner, or implement adequate preventive measures, and we and they may face delays in detection or remediation of, or other responses to, security breaches and other security-related incidents. The costs to eliminate or address security problems and security vulnerabilities before or after a security breach or incident may be significant. Certain legacy information technology ("IT") systems may not be easily remediated, and our disaster recovery planning may not be sufficient for all eventualities. Our remediation and other aspects of our efforts to address any attack, compromise, breach or incident may not be successful and could result in interruptions, delays or cessation of service. Security breaches or incidents and unauthorized access to, or loss, corruption, unavailability, or processing of data we and our vendors maintain or otherwise process has exposed us and could expose us, our vendors and customers or other third parties to a risk of loss or misuse of this data. Any actual or perceived breach incident could result in litigation or governmental investigations, fines, penalties, indemnity obligations and other potential liability and costs for us, materially damage our brand, cause us to lose existing or potential customers, impede critical functions or otherwise materially harm our business, results of operations and financial condition.

Additionally, defending against claims, litigation or regulatory inquiries or proceedings relating to any security breach or other security incident, regardless of merit, could be costly and divert attention of key personnel. We cannot ensure that any provisions in our contracts with customers or others relating to limitations of liability would be enforceable or adequate or would otherwise protect us from any liabilities or damages with respect to any claim. The insurance coverage we maintain that is intended to address certain data security risks may be insufficient to cover all types of claims or losses that may arise and has been increasing in price over time. We cannot be certain that insurance coverage will continue to be available to us on economically reasonable terms, or at all.

We must successfully implement our new global enterprise resource planning system and maintain and upgrade our information technology systems, and our failure to do so could have a material adverse effect on our business, financial condition and results of operations.

We are in the process of implementing, and will continue to invest in and implement, modifications and upgrades to our IT systems and procedures, including making changes to legacy systems or acquiring new systems with new functionality, and building new policies, procedures, training programs and monitoring tools.

We are engaged in a multi-year implementation of a new global enterprise resource planning system ("ERP") which requires significant investment of human and financial resources. The ERP is designed to efficiently maintain our financial records and provide information important to the operation of our business to our management team. In implementing the ERP, we may experience significant increases to inherent costs and risks associated with changing and acquiring these systems, policies, procedures and monitoring tools, including capital expenditures, additional operating expenses, demands on management time and other risks and costs of delays or difficulties in transitioning to or integrating new systems policies, procedures or monitoring tools into our current systems. Any significant disruption or deficiency in the design and implementation of the ERP may adversely affect our ability to process orders, ship product, send invoices and track payments, fulfill contractual obligations, maintain effective disclosure controls and internal control over financial reporting or otherwise operate our business. These implementations, modifications and upgrades may not result in productivity improvements at a level that outweighs the costs of implementation, or at all. In addition, difficulties with implementing new technology systems, such as ERP, delays in our timeline for planned improvements, significant system failures or our inability to successfully modify our IT systems, policies, procedures or monitoring tools to respond to changes in our business needs in the past have caused and in the future may cause disruptions in our business operations, increase security risks, and may have a material adverse effect on our business, financial condition and results of operations.

<u>RISKS RELATED TO OWNING OUR ORDINARY SHARES</u>

The price of our ordinary shares may be volatile and could decline significantly.

The market price of our ordinary shares has fluctuated and may continue to fluctuate or decline significantly in response to various factors some of which are beyond our control, including:

- general stock market conditions, or general uncertainty in stock market conditions due to global economic conditions and negative financial news unrelated to our business or industry, including the impact of the COVID-19 pandemic;
- the timing and amount of or the discontinuance of our share repurchases;
- actual or anticipated variations in our results of operations;
- announcements of innovations, new products, significant contracts, acquisitions, or significant price reductions by us or our competitors, including those competitors who offer alternative storage technology solutions;
- our failure to meet our guidance or the performance estimates of investment research analysts, or changes in financial estimates by investment research analysts;
- significant announcements by or changes in financial condition of a large customer;
- the ability of our customers to procure necessary components which may impact their demand or timing of their demand for our products, especially during a period of persistent supply chain shortages;
- reduction in demand from our key customers due to macroeconomic conditions that reduce cloud, enterprise or consumer spending;

- actual or perceived security breaches or incidents or security vulnerabilities;
- actual or anticipated changes in the credit ratings of our indebtedness by rating agencies; and
- the sale of our ordinary shares held by certain equity investors or members of management.

In addition, in the past, following periods of decline in the market price of a company's securities, class action lawsuits have often been pursued against that company. If similar litigation were pursued against us, it could result in substantial costs and a diversion of management's attention and resources, which could materially adversely affect our results of operations, financial condition and liquidity.

Any decision to reduce or discontinue the payment of cash dividends to our shareholders or the repurchase of our ordinary shares pursuant to our previously announced share repurchase program could cause the market price of our ordinary shares to decline significantly.

Although historically we have announced regular cash dividend payments and a share repurchase program, we are under no obligation to pay cash dividends to our shareholders in the future at historical levels or at all or to repurchase our ordinary shares at any particular price or at all. The declaration and payment of any future dividends is at the discretion of our Board of Directors. Our previously announced share repurchase program was paused in the December 2022 quarter, remained paused through the end of fiscal year 2023 and there are no assurances as to if and when the program will resume. Our payment of quarterly cash dividends and the repurchase of our ordinary shares pursuant to our share repurchase program are subject to, among other things, our financial position and results of operations, distributable reserves, available cash and cash flow, capital and regulatory requirements, market and economic conditions, our ordinary share price and other factors. Any reduction or discontinuance by us of the payment of quarterly cash dividends or the repurchase of our ordinary shares pursuant to our share repurchase program could cause the market price of our ordinary shares to decline significantly. Moreover, in the event our payment of quarterly cash dividends or repurchases of our ordinary shares are reduced or discontinued, our failure to resume such activities at historical levels could result in a persistent lower market valuation of our ordinary shares.

Liquidity and Capital Resources

The following sections discuss our principal liquidity requirements, as well as our sources and uses of cash and our liquidity and capital resources. Our cash and cash equivalents are maintained in investments with remaining maturities of 90 days or less at the time of purchase. The principal objectives of our investment policy are the preservation of principal and maintenance of liquidity. We believe our cash equivalents are liquid and accessible. We operate in some countries that have restrictive regulations over the movement of cash and/or foreign exchange across their borders. However, we believe our sources of cash will continue to be sufficient to fund our operations and meet our cash requirements for the next 12 months. Although there can be no assurance, we believe that our financial resources, along with controlling our costs and capital expenditures, will allow us to manage the ongoing impacts of macroeconomic and other headwinds including higher inflationary pressures, inventory adjustments by our customers and the overall market demand disruptions on our business operations for the foreseeable future. However, some challenges to our industry and to our business continue to remain uncertain and cannot be predicted at this time. Consequently, we will continue to evaluate our financial position in light of future developments, particularly those relating to the global economic factors.

We are not aware of any downgrades, losses or other significant deterioration in the fair value of our cash equivalents from the values reported as of 30 June 2023.

Cash and Cash Equivalents

	As of		
(US Dollars in millions)	**30 June 2023**	**1 July 2022**	**Change**
Cash and cash equivalents	$ 786	$ 615	$ 171

Our cash and cash equivalents increased by $171 million from 1 July 2022 primarily as a result of net cash of $942 million provided by operating activities, net proceeds of $1.6 billion from issuance of long-term debt and proceeds from the sale of assets of $534 million, partially offset by repayment of long-term debt of $1.6 billion, payment of dividends to our shareholders of $582 million, repurchases of our ordinary shares of $408 million and payments for capital expenditures of $316 million. The following table summarizes results from the Consolidated Statement of Cash Flows for the periods indicated:

	Fiscal Years Ended	
(US Dollars in millions)	**30 June 2023**	**1 July 2022**
Net cash flow provided by (used in):		
Operating activities	$ 942	$ 1,657
Investing activities	217	(352)
Financing activities	(988)	(1,899)
Net increase (decrease) in cash, cash equivalents and restricted cash	$ 171	$ (594)

Cash Provided by Operating Activities

Cash provided by operating activities for fiscal year 2023 was $942 million and includes the effects of net income adjusted for non-cash items including depreciation, amortization, share-based compensation and:

- a decrease of $911 million in trade debtors, primarily due to lower revenue and timing of collections;
- a decrease of $425 million in inventories, primarily due to a decrease in units built to align with the prevailing demand environment; and
- an increase of $110 million cash proceeds received from the settlement of certain interest rate swap agreements; partially offset by
- a decrease of $421 million in trade creditors, primarily due to a decrease in materials purchased; and
- a decrease of $152 million in accrued employee compensation, primarily due to cash paid to our employees as part of our variable compensation plans and a decrease in our variable compensation expense.

Cash provided by operating activities for fiscal year 2022 was approximately $1.7 billion and includes the effects of net income adjusted for non-cash items including depreciation, amortization, share-based compensation and:

- an increase of $228 million in trade creditors, primarily due to timing of payments and an increase in materials purchased; partially offset by
- an increase of $374 million in trade debtors, primarily due to linearity of sales; and
- an increase of $361 million in inventories, primarily due to timing of shipments, and an increase in materials purchased for production of higher capacity drives and to mitigate supply chain disruptions.

Cash Used in Investing Activities

In fiscal year 2023, we received $217 million for net cash investing activities, which was primarily due to proceeds of $534 million from the sale of assets, offset by payments for the purchase of property, equipment and leasehold improvements of $316 million.

In fiscal year 2022, we used $352 million for net cash investing activities, which was primarily due to payments for the purchase of property, equipment and leasehold improvements of $381 million and payments for the purchase of investments of $18 million, partially offset by proceeds from the sale of investments of $47 million.

Cash Used in Financing Activities

Net cash used in financing activities of $988 million for fiscal year 2023 was primarily attributable to the following activities:

- $1.6 billion repurchases of long-term debt;
- $582 million in dividend payments; and
- $408 million in payments for repurchases of our ordinary shares; partially offset by
- $1.6 billion in proceeds from the issuance of long-term debt; and
- $68 million in proceeds from the issuance of ordinary shares under employee stock plans.

Net cash used in financing activities of $1.9 billion for fiscal year 2022 was primarily attributable to the following activities:

- $1.8 billion in payments for repurchases of our ordinary shares;
- $701 million net purchases of long-term debt; and
- $610 million in dividend payments; partially offset by
- $1.2 billion from the issuance of long-term debt; and
- $68 million in proceeds from the issuance of ordinary shares under employee stock plans.

Liquidity Sources and Going Concern

Our primary sources of liquidity as of 30 June 2023, consist of: (1) approximately $786 million in cash and cash equivalents, (2) cash we expect to generate from operations and (3) $1.5 billion available for borrowing under our senior unsecured revolving credit facility ("Revolving Credit Facility"), which is part of our credit agreement (the "Credit Agreement").

As of 30 June 2023, no borrowings (including swing line loans) were outstanding and no commitments were utilized for letters of credit issued under the Revolving Credit Facility. The Revolving Credit Facility is available for borrowings, subject to compliance with financial covenants and other customary conditions to borrowing.

The Credit Agreement includes three financial covenants: (1) interest coverage ratio, (2) leverage ratio and (3) a minimum liquidity amount. On 19 May 2023 we entered into the Eighth Amendment to our Credit Agreement to increase the maximum permitted total net leverage ratio and reduce the minimum interest coverage ration during the covenant relief period. The maximum total net leverage ratio is 6.75 to 1.00 beginning with the fiscal quarter ending 30 June 2023, with periodic step downs during the covenant relief period, shifting to a maximum total leverage ratio of 4.00 to 1.00 for any fiscal quarter ending at any time other than during the covenant relief period. The minimum interest coverage ratio is 2.50 to 1.00 beginning with the fiscal quarter ending 30 June 2023, with periodic step downs and step ups during the covenant relief period, returning to a minimum interest coverage ratio of 3.25 to 1.00 for any fiscal quarter ending after 28 June 2024, and for any fiscal quarter ending at any time other than during the covenant relief period. The covenant relief period terminates on 27 June 2025. As part of this Amendment, the aggregate revolving loan commitments were reduced from $1.75 billion to $1.5 billion. We continue to evaluate our debt portfolio and structure to comply with our financial debt covenants. As of 30 June 2023, we were in compliance with all of the covenants under our debt agreements. Refer to "*Note 4. Debentures and Bank Loans*" for further details.

As of 30 June 2023, cash and cash equivalents held by non-Irish subsidiaries was $638 million. This amount is potentially subject to taxation in Ireland upon repatriation by means of a dividend into our Irish parent. However, it is our intent to indefinitely reinvest earnings of non-Irish subsidiaries outside of Ireland and our current plans do not demonstrate a need to repatriate such earnings by means of a taxable Irish dividend. Should funds be needed in the Irish parent company and should we be unable to fund parent company activities through means other than a taxable Irish dividend, we would be required to accrue and pay Irish taxes on such dividend.

We believe that our sources of cash will be sufficient to fund our operations and meet our cash requirements for at least the next 12 months. Our ability to fund liquidity requirements beyond 12 months will depend on our future cash flows, which are determined by future operating performance, and therefore, subject to prevailing global macroeconomic conditions and financial, business and other factors, some of which are beyond our control. For additional information on risks and factors that could impact our ability to fund our operations and meet our cash requirements, among others, see the section entitled "Principal Risks and Uncertainties" of the Directors' Report.

As of 30 June 2023, the principal amount of our debt outstanding was $5.5 billion. We were in compliance with all covenants as of 30 June 2023. Refer to "Note 4. *Debentures and Bank Loans*" for more detail.

Given the impact of the pandemic, inflation and other macroeconomic factors on our business, operating results, and financial condition, the Directors have placed a particular focus on the appropriateness of adopting the going concern basis in the preparation of the financial statements for the year ended 30 June 2023.

Our going concern assessment considers our Principal Risks and Uncertainties, including those specific to inflation, other macroeconomic conditions and the pandemic, and is dependent on a number of factors including financial performance and maintenance of supply chain operations. The going concern assessment has been performed for a period of at least 12 months from the approval of the financial statements. The following factors were considered in our going concern assessment:

- Based on the results of our forecasting procedures and assessment of our liquidity requirements, including our contractual and debt repayment commitments, we believe our sources of cash, including the undrawn revolving credit facility of $1.5 billion, and ability to access capital markets have been and will continue to be sufficient to meet our cash needs for at least the next 12 months.
- We believe that our cash equivalents are liquid and accessible.
- We were in compliance with the covenants as of 30 June 2023. We continue to evaluate our debt portfolio and structure to comply with our financial debt covenants.
- While there is a high level of uncertainty concerning the challenges posed by the inflationary and macroeconomic pressures to our industry and supply chain disruptions, we believe that our financial resources, along with controlling our costs and maintaining supply chain discipline including adjusting our manufacturing production plans will allow us to manage the potential impacts of the pandemic, inflation and other macroeconomic factors on our business operations for the foreseeable future.

Taking into account the financial resources available to us, it is management's view, to the best of their current knowledge, that the sources of cash will be sufficient to fund our operations and meet our cash requirements for at least the next 12 months. Accordingly, the Directors have adopted the going concern basis in preparing the financial statements.

For additional information on factors that could impact our ability to fund our operations and meet our cash requirements, including the pandemic, see "Principal Risks and Uncertainties" section of the Directors' Report.

Cash Requirements and Commitments

Our liquidity requirements are primarily to meet our working capital, product development and capital expenditure needs, to fund scheduled payments of principal and interest on our indebtedness, and to fund our quarterly dividend and any future strategic investments.

Purchase obligations

Purchase obligations are defined as contractual obligations for the purchase of goods or services, which are enforceable and legally binding on us, and that specify all significant terms. From time to time, we enter into long-term, non-cancelable purchase commitments or make large up-front investments with certain suppliers in order to secure certain components or technologies for the production of our products or to supplement our internal manufacturing capacity for certain components. As of 30 June 2023, we had unconditional purchase obligations of approximately $3.7 billion, primarily related to purchases of inventory components with our suppliers. We expect $919 million of these commitments to be paid within one year.

Capital expenditures

We incur material capital expenditures to design and manufacture our products that depend on advanced technologies and manufacturing techniques. As of 30 June 2023, we had unconditional commitment of $238 million primarily related to purchases of equipment, of which approximately $137 million is expected to be paid within one year. For fiscal year 2024, we expect capital expenditures to be lower than fiscal year 2023.

Operating leases

We are a lessee in several operating leases related to real estate facilities for warehouse, office and lab space. As of 30 June 2023, the amount of future minimum rent expense for both occupied and vacated facilities net of sublease income under non-cancelable operating lease contracts was $564 million, of which $53 million is expected to be paid within one year. Refer to "Note 6. *Leases*" for details.

Long-term debt and interest payments on debt

As of 30 June 2023, the future principal payment obligation on our long-term debt was $5.5 billion, of which $63 million will mature within one year. As of 30 June 2023, future interest payments on this outstanding debt is estimated to be approximately $2.2 billion, of which $324 million is expected to be paid within one year. From time to time, we may repurchase, redeem or otherwise extinguish any of our outstanding senior notes in open market or privately negotiated purchases or otherwise, or we may repurchase or redeem outstanding senior notes pursuant to the terms of the applicable indenture. Refer to "Note 4. *Debentures and Bank Loans"* for more details.

BIS settlement penalty

We accrued a settlement penalty of $300 million for fiscal year 2023, related to BIS' allegations of violations of the U.S. EAR, which were subsequently resolved by the Settlement Agreement in April 2023. As part of the Settlement Agreement with BIS, quarterly payments of $15 million will be made over the course of five years beginning 31 October 2023, of which $45 million is expected to be paid within one year and $255 million thereafter. Refer to "Note 14. *Legal, Environment and Other Contingencies*" for more details.

Restructuring

On 24 October 2022, we committed to an October 2022 plan (the "October 2022 Plan") to reduce our cost structure to better align our operational needs to current economic conditions while continuing to support the long-term business strategy. On 29 March 2023, in light of further deteriorating economic conditions, we committed to an expansion of the October 2022 Plan to further reduce the global headcount by approximately 480 employees to a total reduction of approximately 3,480 employees. The expanded plan includes aligning our business plan to near-term market conditions, along with other cost saving measures. On 20 April 2023, the Company committed to an April 2023 restructuring plan (the "April 2023 Plan") to further reduce its cost structure in response to changes in macroeconomic and business conditions. The April 2023 Plan was intended to align the Company's operational needs with the near-term demand environment while continuing to support the long-term business strategy. Both the October 2022 Plan and the April 2023 Plan were substantially completed by the end of the fiscal year 2023.

During fiscal year 2023, we recorded restructuring and other, net of $102 million, primarily related to the workforce reduction costs under the October 2022 Plan and the April 2023 Plan, partially offset by gains from the sale of certain properties and assets. We made cash payments of $155 million for all active restructuring plans. As of 30 June 2023, the future cash payments related to our remaining active restructuring plans were $119 million, of which $117 million is expected to be paid within one year.

Income Tax

As of 30 June 2023, we had a liability for unrecognized tax benefits and an accrual for the payment of related interest totaling $4 million, none of which is expected to be settled within one year. Outside of one year, we are unable to make a reasonably reliable estimate of when cash settlement with a taxing authority will occur.

Dividend

On 26 July 2023, our Board of Directors declared a quarterly cash dividend of $0.70 per share, which will be payable on 10 October 2023 to shareholders of record as of the close of business on 26 September 2023. Our ability to pay dividends in the future will be subject to, among other things, general business conditions within the data storage industry, our financial results, the impact of paying dividends on our credit ratings and legal and contractual restrictions on the payment of dividends by our subsidiaries to us or by us to our ordinary shareholders, including restrictions imposed by covenants on our debt instruments.

Share repurchases

From time to time, at our discretion, we may repurchase any of our outstanding ordinary shares through private, open market, or broker assisted purchases, tender offers, or other means, including through the use of derivative transactions. During fiscal year 2023, we repurchased approximately 6 million of our ordinary shares including shares withheld for statutory tax withholdings related to vesting of employee equity awards. As of 30 June 2023, $1.9 billion remained available for repurchase under our existing repurchase authorization limit. We may limit or terminate the repurchase program at any time. All repurchases are effected as redemptions in accordance with our Constitution.

We require substantial amounts of cash to fund any increased working capital requirements, future capital expenditures, scheduled payments of principal and interest on our indebtedness and payments of dividends. We will continue to evaluate and manage the retirement and replacement of existing debt and associated obligations, including evaluating the issuance of new debt securities, exchanging existing debt securities for other debt securities and retiring debt pursuant to privately negotiated transactions, open market purchases, tender offers or other means or otherwise. In addition, we may selectively pursue strategic alliances, acquisitions, joint ventures and investments, which may require additional capital.

Financial Risk Management

We have exposure to market risks due to the volatility of interest rates, foreign currency exchange rates, credit rating changes and equity and bond markets. A portion of these risks may be hedged, but fluctuations could impact our results of operations, financial position and cash flows.

Interest Rate Risk. Our exposure to market risk for changes in interest rates relates primarily to our cash investment portfolio. As of 30 June 2023, we had no available-for-sale debt securities that had been in a continuous unrealized loss position for a period greater than 12 months. We had no impairments related to credit losses for available-for-sale debt securities as of 30 June 2023.

We have fixed rate and variable rate debt obligations. We enter into debt obligations for general corporate purposes including capital expenditures and working capital needs. Our Term Loans bear interest at a variable rate equal to Secured Overnight Financing Rate (“SOFR”) plus a variable margin.

We have entered into certain interest rate swap agreements to convert the variable interest rate on the Term Loans to fixed interest rates. The objective of the interest rate swap agreements is to eliminate the variability of interest payment cash flows associated with the variable interest rate under the Term Loans. We designated the interest rate swaps as cash flow hedges. As of 30 June 2023, the aggregate notional amount of the Company’s interest-rate swap contracts was $1.3 billion, of which $429 million will mature through September 2025 and $859 million will mature through July 2027.

The table below presents principal amounts and related fixed or weighted-average interest rates by year of maturity for our investment portfolio and debt obligations as of 30 June 2023.

(US Dollars in millions, except percentages)	Fiscal Years Ended 2024	2025	2026	2027	2028	Thereafter	Total	Fair Value at 30 June 2023
Assets								
Money market funds, time deposits and certificates of deposit								
Floating rate	$ 74	$ —	$ —	$ —	$ —	$ —	$ 74	$ 74
Average interest rate	5.12 %	— %	— %	— %	— %	— %	5.12 %	
Other debt securities								
Fixed rate	$ —	$ —	$ 15	$ —	$ —	$ 1	$ 16	$ 16
Debt								
Fixed rate	$ —	$ 479	$ —	$ 505	$ —	$ 3,245	$ 4,229	$ 4,112
Average interest rate	— %	4.75 %	— %	4.88 %	— %	6.88 %	6.40 %	
Variable rate	$ 63	$ 103	$ 497	$ 107	$ 519	$ —	$ 1,289	$ 1,259
Average interest rate	5.60 %	5.61 %	5.84 %	5.52 %	5.60 %	— %	5.69 %	

Foreign Currency Exchange Risk. From time to time, we may enter into foreign currency forward exchange contracts to manage exposure related to certain foreign currency commitments and anticipated foreign currency denominated expenditures. Our policy prohibits us from entering into derivative financial instruments for speculative or trading purposes.

We hedge portions of our foreign currency denominated balance sheet positions with foreign currency forward exchange contracts to reduce the risk that our earnings will be adversely affected by changes in currency exchange rates. The change in fair value of these contracts is recognized in earnings in the same period as the gains and losses from the remeasurement of the assets and liabilities. All foreign currency forward exchange contracts mature within 12 months.

We recognized a net gain of $16 million and a net loss of $29 million in Cost of revenue and Interest expense, respectively, related to the loss of hedge designations on discontinued cash flow hedges during fiscal year 2023. We recognized a net loss of $11 million and $10 million in Cost of revenue and Interest expense, respectively, related to the loss of hedge designations on discontinued cash flow hedges during the fiscal year 2022.

The table below provides information as of 30 June 2023 about our foreign currency forward exchange contracts. The table is provided in dollar equivalent amounts and presents the notional amounts (at the contract exchange rates) and the weighted-average contractual foreign currency exchange rates.

(US Dollars in millions, except average contract rate)	Notional Amount	Average Contract Rate	Estimated Fair Value[1]
Foreign currency forward exchange contracts:			
Singapore Dollar	$ 356	$ 1.34	$ (2)
Thai Baht	145	$ 33.96	(5)
Chinese Renminbi	76	$ 6.83	(3)
British Pound Sterling	65	$ 0.81	2
Total	$ 642		$ (8)

[1] Equivalent to the unrealized net gain (loss) on existing contracts.

Other Market Risks. We have exposure to counterparty credit downgrades in the form of credit risk related to our foreign currency forward exchange contracts and our fixed income portfolio. We monitor and limit our credit exposure for our foreign currency forward exchange contracts by performing ongoing credit evaluations. We also manage the notional amount of contracts entered into with any one counterparty, and we maintain limits on maximum tenor of contracts based on the credit rating of the financial institution. Additionally, the investment portfolio is diversified and structured to minimize credit risk.

Changes in our corporate issuer credit ratings have minimal impact on our near-term financial results, but downgrades may negatively impact our future ability to raise capital, our ability to execute transactions with various counterparties and may increase the cost of such capital.

We are subject to equity market risks due to changes in the fair value of the notional investments selected by our employees as part of our non-qualified deferred compensation plan—the Seagate Deferred Compensation Plan (the "SDCP"). In fiscal year 2014, we entered into a Total Return Swap ("TRS") in order to manage the equity market risks associated with the SDCP liabilities. We pay a floating rate, based on SOFR plus an interest rate spread, on the notional amount of the TRS. The TRS is designed to substantially offset changes in the SDCP liabilities due to changes in the value of the investment options made by employees. See "Note 8. *Derivative Financial Instruments*" for details.

LIKELY FUTURE DEVELOPMENT

We are committed to developing new component technologies, products, alternative storage technologies inclusive of systems, software and other innovative technology solutions to support emerging applications in data use and storage. Our research and development activities are designed to bring new products to market in high volume, with quality attributes that our customers expect, before our competitors. Part of our product development strategy is to leverage a design platform and/or subsystem within product families to serve different market needs. This platform strategy allows for more efficient resource utilization, leverages best design practices, reduces exposure to changes in demand, and allows for achievement of lower costs through purchasing economies of scale. Our advanced technology integration effort, such as our high-capacity enabling HAMR technology, focuses disk drive and component research on recording subsystems, including read/write heads and recording media; market-specific product technology; and technology we believe may lead to new business opportunities. The primary purpose of our advanced technology integration effort is to ensure timely availability of mature component technologies for our product development teams as well as to allow us to leverage and coordinate those technologies in the design centers across our products in order to take advantage of opportunities in the marketplace.

NON-FINANCIAL STATEMENT

Introduction

The European Union Directive 2014/95/EU ("the 2017 Regulations") requires the disclosure of non-financial and diversity information by certain large undertakings and groups. This has been transposed into Irish legislation. This legislation requires us to identify and report on our business model and key non-financial matters related to the Company's activities. Our fiscal year 2022 ESG Performance Report provides additional information that may be relevant to investors in assessing the Company's sustainability commitments and achievements but, except as expressly provided below, the information integrated in the 2022 ESG Performance Report is not incorporated by reference into the Irish Directors' Report. Copies of the 2022 ESG Performance Report can be accessed at www.seagate.com, under "ESG".

Business Overview

Refer to pages A-4 to A-10 for the 'Industry Overview', 'Our Business', and 'Products' section of the Directors' Report.

Corporate Governance and Organization

We have concluded that the manufacture and distribution of storage solutions constitutes one reporting segment. We are governed by a Board of Directors ("the Board"). Our Corporate Governance Guidelines provide a framework for our Board of Directors in exercising their responsibilities toward our stakeholders, and these guidelines entrust the Board with the authority to review our business operations and make decisions independent of the Company's management. The guidelines also provide a process for shareholders to communicate concerns with the Board. Our Corporate Governance Guidelines, as well as the charters of each of our Board committees, are available on our website at www.seagate.com, under “Investors - Governance.”

Principal Risks and Management

Refer to pages A-18 to A-34 for the ‘Principal Risks and Uncertainties’ section of the Directors’ Report.

Environmental Matters

We understand and acknowledge that climate change is contributed to by human activity, and will lead to a number of social, economic and environmental consequences if not properly dealt with. We continue to set sustainability goals, track our progress, and audit our systems to reduce energy consumption, carbon emissions, waste and water usage throughout our global footprint. These efforts are both important to and fully supported by senior management. We also work closely with our suppliers and provide training to key stakeholders to educate them on sustainability best practices, with indicators to gauge performance. These actions comprise the majority of our environmental sustainability efforts. We report our metrics based on the fiscal year 2023 or the calendar year 2022, if fiscal year information is unavailable.

At Seagate, we understand the importance of reducing the impact our products and packaging have on the environment as identified by our Life Cycle Assessments ("LCA"). We take a holistic view of product impacts, considering the environment, our customers, suppliers and communities where our products and operations reside. Each LCA addresses impacts at every stage in the product life cycle, from raw material extraction to end-of-life disposal and recycling. The LCAs include four endpoints judged for particular relevance to the electronics industry: Climate Change, Human Toxicity, Metal Depletion and Water Depletion. In addition to LCAs, we maintain a Material Circularity Indicator for these products to identify opportunities for improvement and to move toward greater material efficiency. Most Seagate products are highly recyclable, containing aluminum, steel, copper and other recoverable materials, and many regions where our products are sold have electronic waste recycling programs. We also help to manage product waste by taking back warranty-returned drives, which then get refurbished or recycled.

We maintain a catalog of restricted substances, and product compliance data as it relates to restricted substances, which are made available to our customers upon request. We adhere to global restricted substance regulations, including the European regulation regarding the Registration, Evaluation, Authorization and Restriction of Chemicals ("REACH"), and the Restriction of Hazardous Substances ("RoHS") “Recast” Directive, as amended by Directive (EU) 2015/863. We regularly participate in industry-wide reviews and discussions to assist in leading the development of industry standards that meet regulatory requirements.

Our environmental management system is shaped by the International Organization of Standardization ("ISO") standards, the Responsible Business Alliance ("RBA") Code of Conduct and the United Nations Global Compact ("UNGC") principles. All of our manufacturing facilities are certified to ISO 14001 Environmental Management System and ISO50001 Energy Management System. We reduce the amount of energy and carbon required to produce HDDs by identifying energy conservation opportunities, auditing management systems, setting targets, creating awareness among employees and reporting on progress throughout our operations. Our Environment, Health, and Safety policy, which is available in our annual ESG Performance Report published on our website, details our commitment to environmental responsibility and a safe workplace. In calendar year 2022, our total grid electricity consumption was 1,551,905 Megawatt hour ("MWh"), which is approximately a 7% decrease compared to calendar year 2021. We committed to covering 100% of our electricity usage with renewables by 2030. In calendar year 2022, we have utilized 886,858 MWh of renewable energy, which is approximately 57% of our total electricity consumption.

Carbon emissions are measured using three scopes: Scope 1 emissions are all direct emissions, Scope 2 emissions are indirect emissions from electricity purchased and used by the Company and Scope 3 emissions are all other indirect emissions. For technology products, we find that Scope 3 carbon emissions, particularly those from product use, are much greater than Scope 1 and Scope 2 carbon emissions, highlighting the importance of our continued efforts to reduce the amount of energy used by our products. One way that we achieve improvements in all aspects of our products, including sustainability impacts like energy usage, is to learn from current products and continuously improve upon each new generation. Our LCA results help to inform these improvements in products and packaging. As a result, each generation of products is more energy efficient (EB/watt) compared to previous generations.

In calendar year 2022, our carbon emissions under Greenhouse Gas Protocol for Scope 1 and Scope 2 totaled 326,718 metric tons and 288,613 metric tons (market based), respectively, which is approximately a 44% decrease compared to calendar year 2021. Our Scope 3 emissions totaled approximately 7 million metric tons in calendar year 2022, which is approximately a 37% decrease compared to calendar year 2021.

Our hazardous waste disposition continues to shift away from treatment to recycling due to the electrowinning process at our Johor, Malaysia manufacturing facility. In fiscal year 2023, we kept 100% of our hazardous waste out of landfills. In fiscal year 2023, our hazardous waste disposition was approximately 4,546 metric tons, with 80% of the waste recycled. Additionally, our solid waste diversion rate was 90% in fiscal year 2023, leveraging site initiatives as well as the insights of our dedicated teams, to achieve this metric.

Our progress in reducing water consumption has been driven by reducing water use through more efficient processes, and recycling the water we use. We have applied measures to reduce water consumption, improve water recycling, increase awareness among employees, and reduce water intensity over the past several years. In calendar year 2022, our water withdrawal was 7,014 Megaliters (“ML”) and our water recycling was 3,708 ML. In calendar year 2021, our water withdrawal was 7,968 ML and our water recycling was 3,557 ML.

Social and Employee Matters

Diversity, Equity & Inclusion. One of our core values is inclusion. We rely on our diverse workforce to develop, deliver and sustain our business strategy and achieve our goals. One way we embrace our diverse employees and promote a culture of inclusion is through the support of employee resource groups (“ERG”). These voluntary, employee-led communities are built on a shared diversity of identity, experience or thought and provide a number of benefits to employees, including professional and leadership development. Seagate’s ERG community encompasses a wide array of diversity, such as LGBTQ+, women, people of color and interfaith, and includes over 27 chapters across seven countries. We also support inclusion through active employee communications, unconscious bias education and ongoing efforts to ensure our employees feel safe, respected and welcomed. In January 2023, we published our fourth annual Diversity, Equity, and Inclusion (“DEI”) Report, which provides an overview of our DEI efforts and outcomes including demographics on our workforce. The fiscal year 2022 DEI Report is available on our website.

Health & Safety. All our manufacturing sites have health and safety management systems certified to the International Organization for Standardization (“ISO”) 45001. In addition, we are audited to health and safety standards set forth by the Responsible Business Alliance. Our global health and safety standards, as well as our accompanying Environment, Health and Safety (“EHS”) management systems, frequently go beyond country or industry-level guidelines to ensure that we keep our employees healthy and safe. Our recordable incident rate and lost workday rate in fiscal year 2023 was 0.19 and 0.13, respectively. We regularly host health and safety regulatory visits that focus on issues such as safety, radiation, fire codes, food and transportation. Through our EHS Management Systems, we ensure that the focus remains on the continuous improvement of employee health and safety programs. We continue to provide comprehensive health and safety training to our employees. We emphasize e-learning courses as our main vehicle for delivering such training because employees can learn at their own pace.

Development, Retention, Compensation, Benefits & Engagement. Our performance management system is a continuous process that helps team members focus on the right priorities. Meaningful conversations between managers and employees are the foundation of performance management at Seagate. We focus on dialogue centered around manager and employee conversations, and ongoing feedback, to align goals. This approach focuses on achieving high-quality productive dialogue between managers and employees. We also encourage our employees to participate in the many learning opportunities that are available at Seagate. The portfolio of learning and training formats include but are not limited to mentoring and coaching, e-learning opportunities, LinkedIn Learning classroom training, on-the-job training and other strategic internal programs that cover topics ranging from leadership and technical skills to health, safety and the environment. In addition, we are investing in upskilling and re-deploying employees as needed to support our future growth and respond to the changing demands of the business. For example, our internal mobility and career development tool provides Seagate employees the opportunity to establish networking and mentor connections, identify and participate in internal part-time projects, and explore internal full-time positions.

Our Total Rewards program is designed to attract, motivate and retain talented people in order to successfully meet our business goals. The program generally includes base pay, annual bonuses, commissions, equity awards, an employee stock purchase plan, retirement savings opportunities and other employee health and wellness benefits. Our compensation programs and guidelines are structured to align pay with performance and aim to provide internally and externally competitive total compensation.

Employee engagement is the psychological commitment and passion that drives discretionary effort. It predicts individual performance and is the measure of the relationship between employees and the Company. Our engagement survey includes facets of the employee experience throughout the employee life cycle. Employee experience is what employees encounter and observe over the course of their career at Seagate. A positive employee experience can have an impact on everything from recruiting to Seagate's bottom line.

In fiscal year 2023, we conducted two pulse surveys to obtain feedback from our global employees on their experience at Seagate. Following the conclusion of the surveys, leaders were provided access to a dashboard with results that shared the key drivers of engagement specific to their own department.

Giving Back. Our community engagement program is designed to provide support to our local communities, with an emphasis on science, technology, engineering and mathematics (“STEM”) and also address health and human services, and environmental opportunities. The program is reflective of Seagate’s vertically integrated model, with multiple large facilities across EMEA, Asia and the United States. Accordingly, the program is highly localized, involving a cross-functional process to identify and execute on opportunities that are meaningful locally.

We maintain an emphasis on STEM, targeting K-12 students, supporting STEM efforts in a way that is age-appropriate and allows for fun as well as learning. In fiscal year 2023 we continued pivoting to virtual engagements and funding of STEM partners as they worked to deliver their programs online or in a socially distanced manner. Seagate also increased support of health & human services partnerships, such as support of food banks, clinics, and non-profit organizations, while sustaining many of our ongoing community partnerships.

Respect for Human Rights

As part of our commitment to respect and protect human rights, we seek to uphold the highest standards in our labor practices. Our company policies adhere to applicable local labor laws, are consistent with both the UNGC and the International Labor Organization ("ILO") core labor principles, and conform to the RBA Code of Conduct. We conduct annual assessments in our manufacturing sites to identify and mitigate labor and human rights risks that could arise. We also participate in internal labor audits to ensure policies and practices are aligned with local legislation and the RBA code. Our internal Human Rights Policy is reviewed annually and includes clear statements about our commitment to labor and human rights. According to the policy, we do not tolerate harassment in the workplace, involuntary labor, child labor and excessive working hours. We also look to foster open communication and employees have access to the Seagate Global Ethics Helpline to report complaints. The policy is communicated to new hires during orientation and onboarding, and annually to all employees to build awareness and drive transparency within our organization.

Supply Chain

To ensure integrity throughout our supply chain, we require all of our direct materials suppliers with whom we spend at least $1 million annually, as well as selected indirect suppliers, to undergo the RBA Validated Assessment Program ("VAP") audit process. RBA VAP audit reports are valid for two years, and our suppliers are on a two-year audit cycle. Our top findings include Working Hours, Emergency Preparedness and Occupational Safety. We remain vigilant to the risk of child labor, forced labor and threats to the freedom of association within our supply chain. The highest risk of forced labor in our supply chain is where foreign labor is utilized; suppliers in Malaysia, Thailand and Singapore pose the highest risk. This is why our training on forced labor has been focused on suppliers in these countries over the past three years. Based on our supplier VAP audits, child labor has not been identified as a concern in our supply chain.

Anti-bribery and Corruption

We pursue our business objectives with integrity and in compliance with the law in every country in which we operate. We comply with applicable laws in the United States and other countries in which we do business, including the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and other laws designed to prevent bribery and corruption. Violation of these laws may also result in fines and imprisonment for employees. Seagate prohibits offering or accepting all forms of bribes, kickbacks, facilitation payments and other forms of corruption.

We have a Code of Conduct Policy which serves as our guide for legal and ethical conduct at all times and outlines the values we exemplify and the applicable laws and regulations. On an annual basis all non-manufacturing specialist employees must carry out Anti-Bribery and Anti-Corruption, and Code of Conduct training.

We also have a Code of Ethics for senior financial officers, which promotes honest and ethical conduct and compliance with the law as it relates to the maintenance of Seagate's accounting records and the preparation of the financial statements. Both policies are made available publicly on our website.

Conflict Minerals

Our hardware products in the aggregate contain each of the 3TG (tin, tantalum, tungsten, and gold), which are necessary to the functionality or production of the products. We have implemented due diligence measures to conform to the Organization for Economic Co-operation and Development Due Diligence ("OECD") Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. We have established strong management systems for 3TG supply chain due diligence, identified and assessed 3TG risks in its supply chain, designed and implemented strategies to respond to identified risks, supported independent third-party audits of the due diligence practices and reported on 3TG supply chain due diligence activities.

We have established a Responsible Sourcing of Minerals policy which is available on our external corporate website and has been communicated to Seagate's suppliers. We have also established Corporate Standard Operating Procedures for Responsible Sourcing of Mineral Management to satisfy the OECD guidance. We also have an internal team to implement the procedure, including establishing requirements in supplier contracts to define our expectations of suppliers' sourcing of 3TG, conducting a review to identify direct suppliers of products containing 3TG, requesting all 3TG suppliers provide information to us regarding their 3TG using the template developed by the RBA/Responsible Mineral Initiative (RMI) and validating the information provided by our 3TG direct suppliers.

DIRECTORS AND SECRETARY

The directors and secretary are as listed on page A-3. Mr. Richard L. Clemmer was appointed as a director on 23 August 2022, and Mr. Robert A. Bruggeworth was appointed as a director on 9 November 2022. Mr. Mark W. Adams is no longer a director as a result of his retirement in October 2022.

DIRECTORS' AND SECRETARY'S INTERESTS IN SHARES

Details of directors' and secretary's interests in the ordinary shares of Seagate Technology Holdings plc as at 30 June 2023 were as follows:

	Interests held as at 30 June 2023[1]				
Director	**Shares [4]**	**Vested options**	**Unvested options**	**Restricted share units**	**Restricted shares**
Shankar Arumugavelu	3,876	—	—	3,803	—
Prat S. Bhatt	5,119	—	—	3,803	—
Robert A. Bruggeworth [2]	—	—	—	3,626	—
Judy Bruner	16,010	—	—	3,803	—
Michael R. Cannon	33,377	—	—	4,840	—
Richard L. Clemmer [3]	11,852	—	—	3,803	—
Yolanda L. Conyers	1,351	—	—	3,803	—
Jay L. Geldmacher	4,748	—	—	3,803	—
Dylan Haggart [5]	7,870	—	—	3,803	—
Dr. William D. Mosley [6]	616,309	895,449	235,991	82,589	—
Stephanie Tilenius	8,233	—	—	3,803	—
Edward J. Zander	43,380	—	—	3,803	—
Secretary					
Katherine E. Schuelke [7]	28,658	21,505	—	25,944	—

(1) All interests declared are in the ordinary shares of $0.00001 par value of Seagate Technology Holdings plc.

(2) Mr. Bruggeworth's interests held at date of appointment consisted of 3,626 restricted share units.

(3) Mr. Clemmer's interests held at date of appointment consisted of 11,483 shares.

(4) Pursuant to Seagate's Officer and Director Share Ownership Guidelines, shares owned by an entity or its affiliates to which a Director is affiliated and contractually obligated to assign any equity awards received for compensation for service as a non-employee director are included in calculating the Seagate ownership requirement for that Director.

(5) Mr. Haggart is a Partner at ValueAct Capital and he relinquishes all equity compensation received for service on our Board to ValueAct Capital with the exception of 7,870 ordinary shares held directly by Mr. Haggart.

(6) Dr. Mosley's interests held as at 30 June 2023 excludes 283,861 unvested awards that contain certain performance and market conditions.

(7) Ms. Schuelke's interests held as at 30 June 2023 excludes 22,125 unvested awards that contain certain performance and market conditions.

Details of directors' and secretary's interests in the ordinary shares of Seagate Technology Holdings plc as at 1 July 2022 or subsequent date of appointment, were as follows:

	Interests held as at 1 July 2022(1)				
Director	**Shares**	**Vested options**	**Unvested options**	**Restricted share units**	**Restricted shares**
Mark W. Adams	12,285	—	—	3,162	—
Shankar Arumugavelu	1,853	—	—	3,162	—
Prat S. Bhatt	3,096	—	—	3,162	—
Judy Bruner	13,987	—	—	3,162	—
Michael R. Cannon	30,802	—	—	4,024	—
Yolanda L. Conyers (2)	—	—	—	2,112	—
Jay L. Geldmacher	2,725	—	—	3,162	—
Dylan Haggart (3)	3,742	—	—	3,162	—
Dr. William D. Mosley (4)	522,033	764,190	247,170	36,025	—
Stephanie Tilenius	6,210	—	—	3,162	
Edward J. Zander	41,357	—	—	3,162	—
Secretary					
Katherine E. Schuelke (5)	21,201	21,505	—	26,606	—

(1) All interests declared are in the ordinary shares of $0.00001 par value of Seagate Technology Holdings plc.

(2) Ms. Conyers's interests held at the date of appointment consisted of 2,112 restricted share units.

(3) Mr. Haggart is a Partner at ValueAct Capital and he relinquishes all cash and certain equity compensation received for service on the board to ValueAct Capital. As of 1 July 2022, Mr. Haggart directly holds 3,742 ordinary shares.

(4) Dr. Mosley's interests held as at 1 July 2022 excludes 340,828 unvested awards that contain certain performance and market conditions.

(5) Ms. Schuelke's interests held as at 1 July 2022 excludes 19,179 unvested awards that contain certain performance and market conditions.

The directors and the company secretary had no interests in shares and debentures in any other group company as required to be disclosed in accordance with Section 329 of the Companies Act 2014.

REPURCHASES OF SHARES

The following table sets forth information with respect to repurchases of the Company's ordinary shares during fiscal years 2023 and 2022 pursuant to the share repurchase program. Shares repurchased are redeemed and cancelled immediately by the Company and no shares were held by the Company at 30 June 2023 and 1 July 2022.

(US Dollars and shares in millions)	**Number of Shares Repurchased**	**Nominal Value**	**Consideration Paid**
Repurchased, redeemed and cancelled in fiscal year 2022	21	$—	$1,857
Repurchased, redeemed and cancelled in fiscal year 2023	6	$—	$444

IMPORTANT EVENTS SINCE THE PERIOD END

Dividends

On 26 July 2023, our Board of Directors declared a quarterly cash dividend of $0.70 per share, which will be payable on 10 October 2023 to shareholders of record as of the close of business on 26 September 2023.

POLITICAL DONATIONS

During the years ended 30 June 2023 and 1 July 2022 the Company made no political donations.

BRANCHES OUTSIDE THE STATE

As required to be disclosed in accordance with Section 326 of the Companies Act 2014, the group has established branches, within the meaning of European Communities Council Directive 89/666/EEC in Brazil, China, France, Germany, Ireland, India, Russia, Sweden and Northern Ireland.

ACCOUNTING RECORDS

The directors are responsible for ensuring that adequate accounting records, as outlined in Sections 281 to 285 of the Companies Act 2014, are kept by the Company. To achieve this, the directors have appointed experienced bookkeepers who are professionally qualified, who report to the Chief Financial Officer and ensure that the requirements of Sections 281 to 285 of the Companies Act 2014 are complied with.

The books and accounting records are maintained at the Company’s principal accounting offices at 47488 Kato Rd., Fremont, California, United States of America, and are open at all reasonable times to inspection by the directors. Accounts and returns relating to the business dealt with in the accounting records are kept in order to disclose with reasonable accuracy the assets, liabilities, financial position and profit or loss of the Company. These records are returned to the Company’s registered office at intervals not exceeding six months.

DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors believe that they have taken all steps necessary to make themselves aware of any "relevant audit information" (as defined in Section 330(2) of the Companies Act 2014) and have established that the group’s statutory auditor are aware of that information. In so far as they are aware, there is no relevant audit information of which the group’s statutory auditor are unaware.

AUDIT COMMITTEE

In accordance with Section 167(3) of the Companies Act 2014, the group has established an Audit Committee with responsibility for oversight of the financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law in the Republic of Ireland requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of the assets, liabilities and financial position of the Parent Company and of the group and of the profit or loss of the group for that period.

In preparing the financial statements of the group, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- comply with applicable U.S. generally accepted accounting principles to the extent that the use of U.S. generally accepted accounting principles does not contravene any provision of the Companies Act 2014, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business

The considerations set out above for the group are also required to be addressed by the Directors in preparing the financial statements of the Parent Company (which are set out on pages A-103 to A-105), in respect of which the applicable Irish law and accounting standards are those which are generally accepted in the Republic of Ireland.

The Directors have elected to prepare the Parent Company's financial statements in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

The Directors are responsible for keeping accounting records which disclose with reasonable accuracy the assets, liabilities, financial position and profit and loss of the Parent Company and which enable them to ensure that the financial statements of the group are prepared in accordance with applicable U.S. generally accepted accounting principles and comply with the provisions of the Companies Acts 2014. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position, of the group and Parent Company as at the end of the financial year, and the profit or loss for the group for the financial year, and otherwise comply with the Companies Act 2014.

DIRECTORS' COMPLIANCE STATEMENT

As required by Section 225 (2) of the Companies Act 2014, the directors acknowledge that they are responsible for securing the Company's compliance with its "relevant obligations" (as defined in Section 225 of Companies Act 2014). The directors further confirm that a compliance policy statement has been drawn up in accordance with Section 225(3)(a) of the Companies Act 2014, and that appropriate arrangements and structures have been put in place that are, in the directors' opinion, designed to secure material compliance with the relevant obligations. A review of those arrangements and structures has been conducted in the financial year to which this report relates.

AUDITOR

Ernst & Young, Chartered Accountants, have expressed their willingness to continue in office in accordance with Section 383(2) of the Companies Act 2014.

Approved by the Board of Directors and signed on its behalf on 23 August 2023.

/s/ William D. Mosley	/s/ Judy Bruner
Dr. William D. Mosley	Judy Bruner

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SEAGATE TECHNOLOGY HOLDINGS PLC

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Seagate Technology Holdings plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2023, which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Consolidated Statement of Cash Flows, the Parent Company Statement of Comprehensive Income, the Parent Company Statement of Financial Position, the Parent Company Statement of Changes in Equity, the related notes 1 to 21 in respect of the consolidated financial statements and the related notes 1 to 10 in respect of the parent company financial statements, including a summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in the preparation of the consolidated financial statements is Irish law and US Generally Accepted Accounting Principles (US GAAP) issued in the United States of America by the Financial Accounting Standards Board, as defined in section 279 of Part 6 of the Companies Act 2014, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of that Part of the Companies Act 2014. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable Irish law and accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* issued in the United Kingdom by the Financial Reporting Council.

In our opinion:

- the consolidated financial statements give a true and fair view of the assets, liabilities and financial position of the group as at 30 June 2023 and of the loss for the group for the year then ended, and have been properly prepared in accordance with US Generally Accepted Accounting Principles (US GAAP), as defined in section 279 of Part 6 of the Companies Act 2014, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of that Part of the Companies Act 2014;
- the parent company statement of financial position gives a true and fair view of the assets, liabilities and financial position of the parent company as at 30 June 2023, and has been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- the consolidated financial statements and parent company financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the group and the parent company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA) as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- In conjunction with our walkthrough of the Group's financial close process, we confirmed our understanding of management's going concern assessment process and also engaged with management early to ensure all key factors were considered in their assessment;
- We obtained management's going concern assessment, including the cash forecast for the going concern period which covers at least a year from the date of signing this audit opinion.

- We considered the appropriateness of the methods used to calculate the cash forecasts and covenant calculations and determined through inspection and testing of the methodology and calculations that the methods utilised were appropriately sophisticated to be able to make an assessment for the entity.
- We considered mitigating factors that are within control of the Group. This includes review of the Company's non-operating cash outflows and evaluating the Company's ability to control these outflows as mitigating actions if required. We also verified credit facilities available to the Group.
- We have performed reverse stress testing in order to identify what factors would lead to the Group utilising all liquidity or breaching financial covenants during the going concern period.
- We reviewed the Group's going concern disclosures included in the annual report in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

Conclusion

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of the matter	How we addressed the matter in our opinion	Key observations communicated to the Audit Committee
Revenue recognition – Sales incentive program rebates and discounts Refer to the Accounting policies (page A-64); and Note 17 of the consolidated financial statements (page A-99). Reported revenue is a key financial statement metric of higher importance to users of the consolidated financial statements. The group sells its products to original equipment manufacturers, distributors and retailers (collectively, "customers"). Revenue is recognised when the criteria in Accounting Standards Codification Topic 606 (ASC 606) have been met, including upon the transfer of control to customers in an amount that reflects the consideration the group expects to receive in exchange for those products, net of sales tax. As disclosed in Note 1 Basis of Presentation and Summary of Significant Accounting Policies, the group reduces revenue for estimated future reductions to the final selling prices for shipped products including sales incentive programs, such as price protection and volume incentives. Auditing management's estimates of future reductions to the final selling prices is complex as it requires management to make subjective assumptions including the amount of price adjustments on products as well as the timing of its channel sales of products through to end customers.	We obtained an understanding by performance of walkthrough procedures, evaluated the design and tested the operating effectiveness of controls over the completeness of sales incentive programs, the accuracy and completeness of the underlying data used in the calculations and management's assumptions of the amount of future reductions to the final selling prices as well as the timing of its channel sales of products through to end customers. To test the estimated sales incentive programs, our audit procedures included, among others, testing the completeness of sales incentive programs as well as the accuracy and completeness of the underlying data used in the calculations and evaluating the significant assumptions used by management to estimate its reserves related to remaining channel inventory. To test the completeness of the sales incentive programs, we inspected significant new sales contracts and agreements that include the contractual rights to discounts and rebates to validate they are being properly considered in the incentives reserve calculations and examined credit memos issued after year end. We also directly confirmed terms and conditions of agreements with a sample of the group's customers as well as inquired of sales representatives and other members of management to assess whether all contractual terms were provided to the Finance Department. To test the underlying data used in the sales incentive program reserve calculations, we confirmed ending on hand inventory at a sample of distributors and retailers. To test management's assumptions of the amount of future reductions to the final selling prices as well as the timing of its distributors' sales of products through to end customers we inquired with operations management and compared estimates with industry and analysts' forecasts. In addition, we performed a retrospective review comparing prior period assumptions to the actual results in subsequent periods and performed sensitivity analyses to evaluate the potential effect of changes in the group's significant assumptions.	Our observations included an outline of the range of audit procedures performed and a summary of the results. We provided our assessment of the critical accounting estimates used in the sales program accrual, including estimated future price erosion.

Description of the matter	How we addressed the matter in our opinion	Key observations communicated to the Audit Committee
Deferred income taxes Refer to the Accounting policies (pages A-64) and Note 5 of the Consolidated Financial Statements (pages A-76 and A-79). As disclosed by the group in Note 5 Income Taxes, at 30 June 2023 and 1 July 2022, the group has gross deferred tax assets of $1,543 million and $1,561 million, partially offset by a valuation allowance of $370 million and $434 million, respectively. As discussed in Note 5 to the consolidated financial statements, the group recognizes a valuation allowance to reduce the carrying value of its deferred tax assets to the amount that management believes is more likely than not to be realized. Auditing the realizability of the deferred tax assets was complex as the assessment process includes forecasting future sources of taxable income and scheduling the use of the applicable deferred tax assets which includes subjective management assumptions, and the amounts involved are material to the financial statements as a whole.	We obtained an understanding by performance of walkthrough procedures, evaluated the design and tested the operating effectiveness of controls that address the risks of material misstatement relating to the realizability of deferred tax assets. This included controls over management's determination of sources and amount of future taxable income including income from operations and scheduling of the future reversal of existing taxable temporary differences. Among other audit procedures performed, we evaluated the assumptions used by the group to develop projections of future taxable income by jurisdiction and tested the completeness and accuracy of the underlying data used in its projections. For example, we compared the projections of future taxable income with the actual results of prior periods, as well as management's consideration of current industry and economic trends. We also assessed the historical accuracy of management's projections and compared the projections of future taxable income with other forecasted financial information prepared by the group. In addition, we tested the group's scheduling of the reversal of existing temporary taxable differences.	Our observations included our assessment of the valuation allowance in light of current budget and forecasts, open tax authority examinations periods, transfer-pricing and other country matters.
Valuation of investments in subsidiaries Refer to the Accounting policies (pages A-106 and A-107); and Note 3 of the Parent Company's financial statements (pages A-107 and A-108). The Parent Company records investments in subsidiaries at cost less impairment. The carrying value of the financial assets are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. Where there are indicators of impairment of investments in subsidiary undertakings, management performs an impairment test, comparing the carrying value of the investments in subsidiaries with the higher of fair value less costs to sell and value in use. We identified a significant risk of error that the carrying value of the investments in subsidiaries may be higher than the recoverable amount considering the continued competitive environment in which the Group operates. As a result of the Parent Company's impairment review completed during the year an impairment charge of $3,200 million was recognised.	We tested the design and implementation of key controls addressing the identified audit risks for valuation of investments in subsidiaries. We performed audit procedures to evaluate the appropriateness of management's impairment model. Our audit procedures included, among others, assessing the methodologies used and testing the significant assumptions and underlying data used by the Parent Company. We also reviewed the disclosures made by the Parent Company.	Our observations included a summary of our audit procedures over the impairment assessment performed by management. We also communicated our consideration of the Company's related accounting policies and disclosures in the financial statement

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the group and the parent company to be $60 million (2022: $85 million), which is approximately 5% (2022: 5%) of normalised earnings (2022: group profit before tax). In the previous year, we calculated materiality on the basis of 5% of group profit before tax. Profit before tax is the measure typically used to calculate materiality for listed groups. However, as the group has recorded a loss before tax in the current year, we have calculated normalised earnings based on average group profit before tax recorded by the group in recent years. The normalised earnings value, which is our basis for materiality, is therefore based on group profit before tax, which is a key performance indicator for the group. We therefore considered normalised earnings to be the most appropriate performance metric on which to base our materiality calculation as we consider it to be the most relevant performance measure to the stakeholders of the group. During the course of our audit, we reassessed initial materiality and the only change in final materiality was to reflect the actual reported performance of the group in the year.

Performance materiality

Performance materiality is the application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the group's overall control environment, our judgement was that performance materiality should be set at 75% (2022: 75%) of our planning materiality, namely $45 million (2022: $63 million). We have set performance materiality at this percentage due to our past history of a low number of misstatements, our ability to assess the likelihood of misstatements, both corrected and uncorrected, the effectiveness of the control environment and other factors affecting the entity and its financial reporting.

Audit work at component locations for the purpose of obtaining audit coverage over significant financial statement accounts is undertaken based on a percentage of total performance materiality. The performance materiality set for each component is based on the relative scale and risk of the component to the group as a whole and our assessment of the risk of misstatement at that component.

In the current year, the range of performance materiality allocated to components was $9 million to $45 million (2022: $12 million to $48).

Reporting threshold

Reporting threshold is the amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of $3.0 million (2022: $4.2 million), which is set at approximately 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

An overview of the scope of our audit report

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each entity within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account size, risk profile, the organisation of the group and effectiveness of group wide controls, changes in the business environment and other factors such as recent Internal audit results when assessing the level of work to be performed at each entity.

In assessing the risk of material misstatement to the consolidated financial statements, and to ensure we had adequate quantitative coverage of significant accounts in the financial statements, we selected 9 components covering entities across the Americas, Asia and Europe, which represent the principal business units within the group.

Of the 9 components selected, one was characterised as all US locations for which we performed an audit of the complete financial information ('full scope component') which was selected based on its size or risk characteristics. For the remaining 8 components ('specific scope components'), we performed audit procedures on specific accounts within that component that we considered had the potential for the greatest impact on the significant accounts in the financial statements either because of the size of these accounts or their risk profile.

The reporting components where we performed audit procedures accounted for 100% (2022: 98%) of the group's profit before tax, 100% (2022: 100%) of the group's revenue and 98% (2022: 97%) of the group's total assets.

Revenue recognition, including our procedures to address Sales incentive program rebates and discounts, a key audit matter, was subject to full audit procedures in each of the full and specific scope locations with significant revenue streams. For the current year, the full scope component contributed 100% (2022: 30%) of the group's profit before tax, 42% (2022: 40%) of the group's revenue and 45% (2022: 40%) of the group's total assets. The specific scope components contributed 0% (2022: 68%) of the group's profit before tax, 58% (2022: 60%) of the group's revenue and 53% (2022: 57%) of the group's total assets. The audit scope of these components may not have included testing of all significant accounts of the component but will have contributed to the coverage of significant risks tested for the group.

The remaining components together represent less than 0% (2022: 2%) of the group's profit before tax and therefore none are individually greater than 5% of profit before tax used to establish materiality. For these components, we performed other procedures, including analytical review, testing of consolidation journals and intercompany eliminations and foreign currency translation recalculations to respond to any potential risks of material misstatement to the consolidated financial statements.

Involvement with component teams

In establishing our overall approach to the group audit, we determined the type of work that needed to be undertaken at each of the components by us, EY Ireland, as the primary audit engagement team, or by component auditors from other EY global network firms operating under our instruction. For all components we determined the appropriate level of involvement to enable us to determine that sufficient audit evidence had been obtained as a basis for our opinion on the group as a whole. The primary team interacted with the principal component team where appropriate during various stages of the audit, reviewed key working papers and were responsible for the scope and direction of the audit process. This, together with the additional procedures performed at a group level, gave us appropriate evidence for our opinion on the consolidated financial statements.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' Report and Financial Statements other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based solely on work undertaken in the course of the audit, we report that:

- the information given in the Directors' Report, other than those parts dealing with the non-financial statement pursuant to the requirements of the European Union (Disclosure of non-financial and diversity information by certain large undertakings and groups) Regulations 2017 (as amended) on which we are not required to report, for the financial year for which the statutory financial statements are prepared, is consistent with the statutory financial statements in respect of the financial year concerned; and
- the Directors' Report, other than those parts dealing with the non-financial statement pursuant to the requirements of the European Union (Disclosure of non-financial and diversity information by certain large undertakings and groups) Regulations 2017 (as amended) on which we are not required to report, has been prepared in accordance with the applicable legal requirements.

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the parent company were sufficient to permit the financial statements to be readily and properly audited and the parent company statement of financial position is in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the group and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of Director's remuneration and transaction required by sections 305 to 312, which relate to disclosures of directors' remuneration and transactions, are not complied with by the Company. We have nothing to report in this regard.

We have nothing to report in respect of section 13 of the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) Regulations 2017 (as amended), which require us to report to you if, in our opinion, the Company has not provided in the non-financial statement the information required by Section 5(2) to (7) of those Regulations, in respect of year ended 1 July 2022.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page A-48, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the group or the parent company or to cease operations, or has no realistic alternative but to do so.

Auditor’s responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud, that could reasonably be expected to have a material effect on the financial statements. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. In addition, the further removed any non-compliance is from the events and transactions reflected in the financial statements, the less likely it is that our procedure will identify such non-compliance. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group across the various jurisdictions globally in which the Group operates. We determined that the most significant are those that relate to the form and content of external financial and corporate governance reporting including company law, tax legislation, employment law and regulatory compliance with agencies such as the Bureau of Industry and Security (BIS) at the Department of Commerce
- We understood how Seagate Technology Holdings plc is complying with those frameworks by making enquiries of management, internal audit, those responsible for legal and compliance procedures and the General Counsel. We corroborated our enquiries through our review of the Group’s Compliance Policies, board minutes, papers provided to the Audit Committee and correspondence received from regulatory bodies
- We assessed the susceptibility of the Group’s financial statements to material misstatement, including how fraud might occur, by meeting with management, including within various parts of the business, to understand where they considered there was susceptibility to fraud. We also considered performance targets and the potential for management to influence earnings or the perceptions of analysts. Where this risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free from fraud or error
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures included a review of board minutes to identify any non-compliance with laws and regulations, a review of the reporting to the Audit Committee on compliance with regulations, enquiries of internal and external legal counsel and management

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf.

This description forms part of our auditor’s report.

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the parent company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the parent company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

/s/ Breffni Maguire

Breffni Maguire

For and on behalf of Ernst & Young

Chartered Accountants and Statutory Audit Firm

Dublin

23 August 2023

SEAGATE TECHNOLOGY HOLDINGS PLC
CONSOLIDATED PROFIT AND LOSS ACCOUNT

		Fiscal Years Ended	
(US Dollars in millions except per share data)	Note	30 June 2023	1 July 2022
Revenue	17	$ 7,384	$ 11,661
Cost of revenue		6,033	8,192
Gross profit		1,351	3,469
Product development		797	941
Marketing and administrative		491	559
Amortization of intangibles	3	3	11
BIS settlement penalty	14	300	—
Restructuring and other, net	7	102	3
		1,693	1,514
Operating (loss) earnings		(342)	1,955
Interest income		10	2
Interest expense		(313)	(249)
Net gain recognized from early redemption of debt	4	190	—
Other charges, net		(41)	(29)
(Loss) income before taxes		(496)	1,679
Income tax expense	5	33	30
Net (loss) income		$ (529)	$ 1,649
Net (loss) income per share:			
Basic	13	$ (2.56)	$ 7.50
Diluted	13	$ (2.56)	$ 7.36
Number of shares used in per share calculations (in millions):			
Basic	13	207	220
Diluted	13	207	224

SEAGATE TECHNOLOGY HOLDINGS PLC
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(US Dollars in millions)	**Fiscal Years Ended**	
	30 June 2023	**1 July 2022**
Net (loss) income	$ (529)	$ 1,649
Other comprehensive income (loss), net of tax:		
Change in net unrealized gains on cash flow hedges:		
Net unrealized gains arising during the period	65	48
(Gains) losses reclassified into earnings	(13)	21
Net change	52	69
Change in unrealized components of post-retirement plans:		
Net unrealized gains arising during the period	11	6
(Gains) losses reclassified into earnings	(1)	2
Net change	10	8
Total other comprehensive income, net of tax	62	77
Comprehensive (loss) income	$ (467)	$ 1,726

SEAGATE TECHNOLOGY HOLDINGS PLC
CONSOLIDATED BALANCE SHEET

(US Dollars in millions)	Note	30 June 2023	1 July 2022
ASSETS			
Fixed assets:			
Goodwill	3	$ 1,237	$ 1,237
Intangible assets	3	—	9
Right of use assets	6	396	94
Tangible assets	2	1,710	2,243
Financial assets	9	159	173
		3,502	3,756
Current assets:			
Inventories	2	1,140	1,565
Trade debtors	2	621	1,532
Other debtors - amounts falling due within one year	2	354	317
Cash and cash equivalents	2	786	615
		2,901	4,029
Other debtors - amounts falling due after one year	2	1,153	1,159
Total Assets		$ 7,556	$ 8,944
LIABILITIES AND EQUITY			
Capital and reserves:			
Share capital	10	$ —	$ —
Share premium	10	136	68
Other reserves	10	(17,554)	(17,731)
Profit and loss account	10	16,219	17,772
		(1,199)	109
Provisions for liabilities:			
Taxation	5	22	31
Other provisions	2	287	153
		309	184
Creditors - amounts falling due within one year:			
Debt	4	63	584
Trade creditors		1,603	2,058
Other creditors	2	726	832
		2,392	3,474
Creditors - amounts falling due after one year:			
Debt	4	5,388	5,062
Other creditors		666	115
Total Liabilities and Equity		$ 7,556	$ 8,944

Approved by the Board of Directors and signed on its behalf on 23 August 2023.

/s/ William D. Mosley	/s/ Judy Bruner
Dr. William D. Mosley	Judy Bruner

SEAGATE TECHNOLOGY HOLDINGS PLC
CONSOLIDATED STATEMENT OF CASH FLOWS

(US Dollars in millions)	Fiscal Years Ended 30 June 2023	Fiscal Years Ended 1 July 2022
OPERATING ACTIVITIES		
Net income	$ (529)	$ 1,649
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	513	451
Share-based compensation	115	145
Net (gain) loss on redemption and repurchase of debt	(204)	—
Deferred income taxes	10	(9)
Other non-cash operating activities, net	(125)	64
Changes in operating assets and liabilities:		
Trade debtors	911	(374)
Inventories	425	(361)
Trade creditors	(421)	228
Accrued employee compensation	(152)	(30)
Accrued expenses, income taxes and warranty	101	(26)
Other assets and liabilities	298	(80)
Net cash provided by operating activities	942	1,657
INVESTING ACTIVITIES		
Acquisition of tangible assets	(316)	(381)
Proceeds from the sale of tangible assets	534	—
Purchases of investments	(1)	(18)
Proceeds from sale of investments	—	47
Net cash provided by (used in) investing activities	217	(352)
FINANCING ACTIVITIES		
Redemption and repurchase of debt	(1,578)	(701)
Proceeds from issuance of long-term debt	1,600	1,200
Dividends to shareholders	(582)	(610)
Repurchases of ordinary shares	(408)	(1,799)
Taxes paid related to net share settlement of equity awards	(44)	(51)
Proceeds from issuance of ordinary shares under employee stock plans	68	68
Other financing activities, net	(44)	(6)
Net cash used in financing activities	(988)	(1,899)
Increase (decrease) in cash, cash equivalents and restricted cash	171	(594)
Cash, cash equivalents and restricted cash at the beginning of the year	617	1,211
Cash, cash equivalents and restricted cash at the end of the year	$ 788	$ 617
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	$ 327	$ 244
Cash paid for income taxes, net of refunds	$ 32	$ 33

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation and Summary of Significant Accounting Policies

Organization

Seagate Technology Holdings plc (“STX”) is the parent company in the Seagate group following a reorganization that took place in May 2021. On 18 May 2021, Seagate Technology plc, now known as Seagate Technology Unlimited Company (“STUC”), and STX completed a scheme of arrangement pursuant to which STUC’s ordinary shares were acquired by STX and the ordinary shareholders of STUC received, on a one-for-one basis, new ordinary shares of STX (the “Scheme”). As a result of the Scheme, STUC is now a direct, wholly-owned subsidiary of STX, which is the successor issuer to STUC. In connection with the Scheme, STX assumed STUC’s existing obligations in connection with awards granted under STUC’s incentive plans and other similar employee awards and amended such plans and awards as necessary to provide for the issuance of STX’s registered shares rather than the ordinary shares of STUC upon the exercise or vesting of awards.

This transaction was accounted for in these consolidated financial statements as a merger between entities under common control; accordingly, the historical consolidated financial statements of STUC for periods prior to this transaction are considered to be the historical consolidated financial statements of STX. No changes in consolidated assets or liabilities resulted from this transaction, other than STX has provided a guarantee of amounts due under certain borrowing arrangements as described in “Note 4. *Debentures and Bank Loans.*” See “Note 10. *Capital and Reserves*” for a discussion of the capital structure of STX.

The Company is incorporated in Ireland. The Company's registration number is 606203 and its registered address is 38/39 Fitzwilliam Square, Dublin 2, Ireland D02 NX53.

Accounting convention and basis of preparation of financial statements

In the Notes to the Consolidated Financial Statements, unless the context indicates otherwise, as used herein, the terms "Seagate" and the "Company" refer to the Seagate group.

The directors have elected to prepare the consolidated financial statements of Seagate Technology Holdings plc (the "Company") in accordance with Section 279 of the Companies Act 2014, which provides that a true and fair view of the state of the assets, liabilities, financial position and profit or loss may be given by preparing the financial statements in accordance with U.S. accounting standards, as such term is defined in Section 279(1) of the Companies Act 2014 ("U.S. GAAP"), to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of Part 6 of the Companies Act 2014.

These financial statements therefore are prepared in accordance with Irish Company Law, to present to the shareholders of the Company and file with the Companies Registration Office in Ireland. Accordingly, these consolidated financial statements include presentation and additional disclosures required by the Companies Act 2014 in addition to those disclosures required under U.S. GAAP.

In addition, in these financial statements, terminology typically utilized in a set of U.S. GAAP financial statements has been retained for the benefit of those users of these financial statements who also access the Company's U.S. GAAP financial statements as filed with the U.S. Securities and Exchange Commission on Form 10-K, rather than utilizing the terminology set out under Irish Company Law. Accordingly, references to revenue, cost of revenue, interest income, interest expense, income tax expense and net income have the same meaning as references to turnover, cost of sales, other interest receivable and similar income, interest payable and similar charges, tax on profit on ordinary activities and profit on ordinary activities after taxation under Irish Company Law. Additionally, references to Other comprehensive income (loss) (OCI) refer to a component of Other reserves.

Going Concern

Given the impact of inflation, other macroeconomic factors and the pandemic on the Company’s business, operating results, and financial condition, the Directors have placed a particular focus on the appropriateness of adopting the going concern basis in the preparation of the financial statements for the year ended 30 June 2023.

The Company’s going concern assessment considers our Principal Risks and Uncertainties, including those specific to inflation, other macroeconomic conditions and the pandemic, and is dependent on a number of factors including financial performance and maintenance of supply chain operations. The going concern assessment has been performed for a period of at least 12 months from the approval of the financial statements. The following factors were considered in the Company’s going concern assessment:

- Based on the results of the Company’s forecasting procedures and assessment of its liquidity requirements, including its contractual and debt repayment commitments, the Company believes its sources of cash, including the undrawn revolving credit facility of $1.5 billion and ability to access capital markets, have been and will continue to be sufficient to meet its cash needs for at least the next 12 months.
- The Company believes that its cash equivalents are liquid and accessible.
- The Company was in compliance with the covenants as of 30 June 2023. The Company continues to evaluate its debt portfolio and structure to comply with its financial debt covenants.
- While there is a high level of uncertainty concerning the challenges posed by the inflationary and macroeconomic pressures to our industry and supply chain disruptions, the Company believe that financial resources, along with controlling costs and maintaining supply chain discipline including adjusting manufacturing production plans will allow us to manage the potential impacts of the pandemic, inflation and other macroeconomic factors on our business operations for the foreseeable future.

Taking into account the financial resources available to the Company, it is management’s view, to the best of their current knowledge, that the sources of cash will be sufficient to fund our operations and meet our cash requirements for at least the next 12 months. Accordingly, the Directors have adopted the going concern basis in preparing the financial statements.

Basis of Presentation and Consolidation

The Company’s consolidated financial statements include the accounts of the Company and all its wholly-owned and majority-owned subsidiaries, after elimination of intercompany transactions and balances.

The preparation of financial statements in accordance with the United States (“U.S.”) generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the Company’s consolidated financial statements and accompanying notes. These estimates and assumptions include the impact of the COVID-19 pandemic. Actual results could differ materially from those estimates. The methods, estimates and judgments the Company uses in applying its most critical accounting policies have a significant impact on the results the Company reports in its consolidated financial statements.

Fiscal Year

The Company operates and reports financial results on a fiscal year of 52 or 53 weeks ending on the Friday closest to 30 June. Accordingly, fiscal years 2023 and 2022 both comprised of 52 weeks and ended on 30 June 2023 and 1 July 2022, respectively. All references to years in these Notes to Consolidated Financial Statements represent fiscal years unless otherwise noted. Fiscal year 2026 will also be comprised of 53 weeks and will end on 3 July 2026.

Summary of Significant Accounting Policies

Cash and Cash Equivalents. The Company considers all highly liquid investments with a remaining maturity of 90 days or less at the time of purchase to be cash equivalents. The Company’s highly liquid investments are primarily comprised of money market funds, time deposits and certificates of deposits. The Company has classified its marketable debt securities as available-for-sale and they are stated at fair value with unrealized gains and losses included in Accumulated other comprehensive income, which is a component of Shareholders’ (Deficit) Equity. The Company evaluates the available-for-sale debt securities in an unrealized loss position for other-than-temporary impairment. Realized gains and losses are included in Other charges, net on the Company’s Consolidated Profit and Loss Account. The cost of securities sold is based on the specific identification method. Other cash equivalents are carried at cost, which approximates fair value.

Restricted Cash and Cash Equivalents. Restricted cash and cash equivalents represent cash and cash equivalents that are restricted as to withdrawal or use for other than current operations.

Allowance for expected credit loss. The Company maintains an allowance for expected credit loss relating to its accounts receivable based upon expected collectability. This reserve is established based upon historical trends, global macroeconomic conditions, reasonable and supportable forecasts of future conditions and an analysis of specific exposures. The provision for expected credit loss is recorded as a charge to Marketing and administrative expense on the Company's Consolidated Profit and Loss Account.

Inventories. Inventories are valued at the lower of cost (using the first-in, first-out method) and net realizable value. Net realizable value is based upon the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Adjustments to reduce cost of inventories to its net realizable value are made, if required, for estimated excess or obsolescence determined primarily by future demand forecasts.

Tangible Assets. Tangible assets are stated at cost less accumulated depreciation and amortization. Equipment and buildings are depreciated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated life of the asset or the remaining term of the lease. The costs of additions and substantial improvements to tangible assets, which extend the economic life of the underlying assets, are capitalized. The cost of maintenance and repairs to tangible assets are expensed as incurred.

Goodwill. Irish Company law requires that goodwill is written off over a period of time which does not exceed its useful economic life. However, the Company does not believe this gives a true and fair view because not all goodwill declines in value. In addition, since goodwill that does decline in value rarely does so on a straight-line basis, straight-line amortization of goodwill over an arbitrary period does not reflect the economic reality. Consistent with U.S. GAAP, the Company considers goodwill an indefinite-lived intangible asset that is not amortized over an arbitrary period. Rather, the Company accounts for goodwill in accordance with Accounting Standards Codification ("ASC") Topic 350 ("ASC 350"), *Intangibles - Goodwill and Other*. Therefore, in order to present a true and fair view of the economic reality under U.S. GAAP, goodwill is considered indefinite-lived and is not amortized. The Company is not able to reliably estimate the impact on the financial statements of the true and fair override on the basis that the useful economic life of goodwill cannot be predicted with a satisfactory level of reliability nor can the pattern in which goodwill diminishes be known. The Company performs a qualitative assessment in the fourth quarter of each year, or more frequently if indicators of potential impairment exist, to determine if any events or circumstances exist, such as an adverse change in business climate or a decline in the overall industry that would indicate that it would more likely than not reduce the fair value of a reporting unit below its carrying amount, including goodwill. If it is determined in the qualitative assessment that the fair value of a reporting unit is more likely than not below its carrying amount, including goodwill, then the Company will perform a quantitative impairment test. The quantitative goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. Any excess in the carrying value of a reporting unit over its fair value is recognized as an impairment loss, limited to the total amount of goodwill allocated to that reporting unit.

Other Long-lived Assets. The Company tests other long-lived assets, including tangible assets and other intangible assets subject to amortization, for recoverability whenever events or changes in circumstances indicate that the carrying value of those assets may not be recoverable. The Company performs a recoverability test to assess the recoverability of an asset group. If the recoverability test indicates that the carrying value of the asset group is not recoverable, the Company will estimate the fair value of the asset group and the excess of the carrying value over the fair value is allocated pro rata to derive the adjusted carrying value of assets in the asset group. The adjusted carrying value of each asset in the asset group is not reduced below its fair value.

The Company tests other intangible assets not subject to amortization whenever events occur or circumstances change, such as declining financial performance, deterioration in the environment in which the entity operates or deteriorating macroeconomic conditions that have a negative effect on future expected earnings and cash flows that could affect significant inputs used to determine the fair value of the indefinite-lived intangible asset.

Leases. The Company determines if an arrangement is a lease or contains a lease at inception. Right-of-use (“ROU”) assets are presented on the Company’s Consolidated Balance Sheet as Right of use assets. ROU assets represent the Company’s right to use an underlying asset for the lease term and the corresponding lease liabilities represent its obligation to make lease payments arising from the lease.

Lease liabilities are measured at the present value of the remaining lease payments and ROU assets are based on the lease liability, adjusted for lease prepayments, lease incentives received and the lessee’s initial direct costs. For the Company’s leases that do not provide an implicit rate, the net present value of future minimum lease payments is determined using the Company’s estimated incremental borrowing rate based on the information available at the lease commencement date. Additionally, the Company’s lease term may include options to extend or terminate the lease. These options are reflected in the ROU asset and lease liability when it is reasonably certain that the Company will exercise the option. The Company’s lease agreements do not contain any material residual value guarantees.

The Company recognizes lease expense on a straight-line basis over the lease term. Variable lease payments not dependent on an index or a rate primarily consist of common area maintenance charges, are expensed as incurred, and are not included in the ROU asset and lease liability calculation. The total operating and variable lease costs were included in operating expenses in the Company's Consolidated Profit and Loss Account.

Derivative Financial Instruments. The Company records all derivatives on the balance sheet at fair value and establishes criteria for designation and effectiveness of hedging relationships. The Company excludes the change in forward points from the assessment of hedge effectiveness and recognizes the excluded component in Other charges, net in the Consolidated Profit and Loss Account. Foreign currency forward exchange contracts not designated as hedge instruments are used to economically hedge the foreign currency exposure on forecasted expenditures in currencies other than U.S. dollar. The Company recognizes the unrealized gains and losses due to the changes in the fair value of these contracts, as well as the related costs in Other charges, net in the Consolidated Profit and Loss Account.

Warranty. The Company estimates probable product warranty costs at the time revenue is recognized. The Company generally provides warranty on its products for a period of 1 to 5 years. The Company's warranty provision considers estimated product failure rates, trends (including the timing of product returns during the warranty periods), and estimated repair or replacement costs related to product quality issues, if any. The Company also exercises judgement in estimating its ability to sell refurbished products. The Company's judgment is subject to a greater degree of subjectivity with respect to newly introduced products because of limited experience with those products upon which to base our warranty estimates.

Revenue Recognition and Sales Incentive Programs. The Company determines revenue recognition through the following steps: (1) identification of the contract with a customer; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the performance obligations in the contract; and (5) recognition of revenue when, or as, the Company satisfies a performance obligation.

Revenue from sales of products is generally recognized upon transfer of control to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products, net of sales taxes. This typically occurs upon shipment from the Company. When applicable, the Company includes shipping charges billed to customers in Revenue and includes the related shipping costs in Cost of revenue on the Company's Consolidated Profit and Loss Account.

The Company records estimated variable consideration at the time of revenue recognition as a reduction to revenue. Variable consideration generally consists of sales incentive programs, such as price protection and volume incentives aimed at increasing customer demand. For original equipment manufacturers ("OEMs") sales, rebates are typically established by estimating the most likely amount of consideration expected to be received based on an OEM customer's volume of purchases from the Company or other agreed upon rebate programs. For the distribution and retail channel, these programs typically involve estimating the most likely amount of rebates related to a customer's level of sales, order size, advertising or point of sale activity as well as the expected value of price protection adjustments based on historical analysis and forecasted pricing environment. Marketing development program costs are accrued and recorded as a reduction to revenue at the same time that the related revenue is recognized.

The Company expenses sales commissions as incurred because the amortization period would have been one year or less. These costs are recorded as Marketing and administrative on the Company's Consolidated Profit and Loss Account.

Product Development Costs. Product development costs, which include both research and development costs, are recognized as expense.

Distribution Costs. The Company includes distribution costs, which include shipping and handling, in Cost of revenue in the Consolidated Profit and Loss Account for all periods presented. These costs amount to $126 million and $296 million in fiscal years 2023 and 2022, respectively.

Restructuring Costs. The timing of recognition for severance costs depends on whether employees are required to render service until they are terminated in order to receive the termination benefits. If employees are required to render service until they are terminated in order to receive the termination benefits, a liability is recognized ratably over the future service period. Otherwise, a liability is recognized when management has committed to a restructuring plan and has communicated those actions to employees. Employee termination benefit costs covered by existing benefit arrangements are recognized when management has committed to a restructuring plan and the severance costs are probable and estimable.

Share-based Compensation. The Company accounts for share-based compensation net of estimated forfeitures. Refer to "Note 11. *Share-based Compensation*" for details.

Accounting for Income Taxes. The Company records an income tax expense or benefit for the anticipated tax consequences of the reported results of operations using the asset and liability method. Deferred income tax expense or benefit is recognized by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance for any tax benefits for which future realization is uncertain

Equity Investments. From time to time, the Company enters into certain strategic investments for the promotion of business and strategic objectives, which are accounted for either under equity method or the measurement alternative. These investments are included in Financial assets in the Company's Consolidated Balance Sheet and are adjusted through Other charges, net in the Consolidated Profit and Loss Account.

Investments are accounted for under the equity method if the Company has the ability to exercise significant influence, but does not have a controlling financial interest. These investments are measured at cost, less any impairment plus the Company's portion of investee's income or loss. The Company uses the financial statements of investees to determine any adjustments, which are received on a one-quarter lag.

For equity investments where the Company does not have the ability to exercise significant influence and there are no readily determinable fair values, the Company has elected to apply the measurement alternative, under which investments are measured at cost, less impairment, and adjusted for qualifying observable price changes on a prospective basis.

The Company's strategic investments are periodically analyzed to determine whether or not there are indicators of impairment by assessing factors such as deterioration of earnings, adverse change in market/industry conditions, the ability to operate as a going concern, and other factors which indicate that the carrying amount of the investment might not be recoverable. In such a case, the decrease in value is recognized in the period the impairment occurs in the Consolidated Profit and Loss Account.

Comprehensive Income. The Company presents comprehensive income in a separate statement. Comprehensive income is comprised of net income and other gains and losses affecting equity that are excluded from net income.

Foreign Currency Remeasurement and Translation. The U.S. dollar is the functional currency for the majority of the Company's foreign operations. Monetary assets and liabilities denominated in foreign currencies are remeasured into the functional currency of the subsidiary at the balance sheet date. The gains and losses from the remeasurement of foreign currency denominated balances into the functional currency of the subsidiary are included in Other charges, net on the Company's Consolidated Profit and Loss Account. The Company's subsidiaries that use the U.S. dollar as their functional currency remeasure monetary assets and liabilities at exchange rates in effect at the end of each period, and nonmonetary assets and liabilities at historical rates.

The Company translates the assets and liabilities of its non-U.S. dollar functional currency subsidiaries into U.S. dollars using exchange rates in effect at the end of each period. Revenue and expenses for these subsidiaries are translated using rates that approximate those in effect during the period. Gains and losses from these translations are recognized in foreign currency translation included in Accumulated other comprehensive income, which is a component of Other reserves.

Government Incentives. The Company enters into government incentive arrangements with domestic and foreign, local, regional and national governments, which vary in size, duration and conditions. The Company receives primarily operating grants, which are recognized as a reduction of expenditures when there is reasonable assurance that the grant will be received and the Company will comply with the conditions specified in the grant agreement. In fiscal years 2023 and 2022, approximately $13 million and $12 million of operating grants were recognized as reductions to Cost of revenue and Product development in the Consolidated Profit and Loss Account. The Company also received advanced cash grants of $13 million and nil, which were reflected within Other creditors due within one year in the Company's Consolidated Balance Sheet as of 30 June 2023 and 1 July 2022, respectively.

Concentrations

Concentration of Credit Risk. The Company's customer base is concentrated with a small number of customers. The Company does not generally require collateral or other security to support accounts receivable. To reduce credit risk, the Company performs ongoing credit evaluations on its customers' financial condition. The Company establishes allowances for expected credit losses based upon factors surrounding the credit risk of customers, global macroeconomic conditions and an analysis of specific exposures. Two customers and one customer accounted for more than 10% of the Company's trade debtors as of 30 June 2023 and 1 July 2022, respectively.

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash equivalents, investments and foreign currency forward exchange contracts. The Company mitigates concentrations of credit risk in its financial instruments through diversification, by investing in highly-rated securities and/or major multinational companies.

In entering into foreign currency forward exchange contracts, the Company assumes the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. The counterparties to these contracts are major multinational commercial and investment banks, and the Company has not incurred and does not expect any losses as a result of counterparty defaults.

Supplier Concentration. Certain of the raw materials, components and equipment used by the Company in the manufacture of its products are available from single-sourced direct and indirect vendors. Shortages could occur in these essential materials and components due to an interruption of supply or increased demand in the industry. If the Company were unable to procure certain materials, components or equipment at all or acceptable prices, it would be required to reduce its manufacturing operations, which could have a material adverse effect on its results of operations. In addition, the Company may make prepayments to certain suppliers or enter into minimum volume commitment agreements. Should these suppliers be unable to deliver on their obligations or experience financial difficulty, the Company may not be able to recover these prepayments.

Recently Adopted Accounting Pronouncements

In March 2020, the Financial Accounting Standards Board ("FASB") issued ASU 2020-04 (ASC Topic 848), *Reference Rate Reform*. This ASU provides optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met. In December 2022, FASB issued ASU 2022-06 (ASC Topic 848) and deferred the sunset date from 31 December 2022 to 31 December 2024. The Company adopted the guidance in the quarter ended 30 September 2022 on a prospective basis and is transitioning from an interest rate based on London Interbank Offered Rate ("LIBOR") to Secured Overnight Financing Rate ("SOFR"). The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

In November 2021, the FASB issued ASU 2021-10 (ASC Topic 832), *Disclosures by Business Entities about Government Assistance*. This ASU requires annual disclosures that increase the transparency of transactions involving government grants, including (1) the type of transactions, (2) the accounting for those transactions and (3) the effect of those transactions on an entity's financial statements. The Company adopted this guidance for the fiscal year ended 30 June 2023 on a prospective basis. See "Government Incentives" for further details.

Recently Issued Accounting Pronouncements

In September 2022, the FASB issued ASU 2022-04 (ASC Subtopic 405-50), *Disclosure of Supplier Finance Program Obligations*. This ASU requires disclosure of key terms of the outstanding supplier finance programs and a roll forward of the related obligations. The Company will adopt this in the first quarter of fiscal year 2024 and provide additional disclosure. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

In June 2022, the FASB issued ASU 2022-03 (ASC Topic 820), *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*. This ASU clarifies that a contractual restriction on the sale of equity security is not considered when measuring its fair value and requires new disclosures for equity securities subject to contractual sale restriction. The Company is required to adopt this guidance in the first quarter of fiscal year 2025. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

2. Balance Sheet Information

Available-for-sale Debt Securities

The following table summarizes, by major type, the fair value and amortized cost of the Company's available-for-sale debt investments as of 30 June 2023 and 1 July 2022:

	30 June 2023			1 July 2022		
(US Dollars in millions)	Amortized Cost	Unrealized Gain/(Loss)	Fair Value[1]	Amortized Cost	Unrealized Gain/(Loss)	Fair Value[1]
Available-for-sale debt securities:						
Money market funds	$ 73	$ —	$ 73	$ 60	$ —	$ 60
Time deposits and certificates of deposit	1	—	1		—	1
Other debt securities	16	—	16	23	—	23
Total	$ 90	$ —	$ 90	$ 83	$ —	$ 84
Included in Cash and cash equivalents[2]			$ 72			$ 59
Included in Other debtors - amounts falling due within one year			2			2
Included in Other debtors - amounts falling due after one year			16			23
Total			$ 90			$ 84

[1] Represents the Company's investments that are listed with the exception of Time deposits, certificates of deposit and other debt securities.

[2] Amount does not include $714 million and $556 million of cash held in banks as of 30 June 2023 and 1 July 2022, respectively.

As of 30 June 2023 and 1 July 2022, the Company's Other debtors - amounts falling due within one year included $2 million in restricted cash equivalents held as collateral at banks for various performance obligations.

As of 30 June 2023 and 1 July 2022, the Company had no material available-for-sale debt securities that had been in a continuous unrealized loss position for a period greater than 12 months. The Company determined no impairment related to credit losses for available-for-sale debt securities as of 30 June 2023. During fiscal year 2022, the Company recorded a $13 million impairment loss relating to available-for-sale debt securities.

The fair value and amortized cost of the Company's investments classified as available-for-sale debt securities as of 30 June 2023 by remaining contractual maturity were as follows:

(US Dollars in millions)	Amortized Cost	Fair Value
Due in less than 1 year	$ 74	$ 74
Due in 1 to 5 years	15	15
Due in 6 to 10 years	—	—
Thereafter	1	1
Total	$ 90	$ 90

Cash, Cash Equivalents and Restricted Cash

The following table provides a summary of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheets that reconciles to the corresponding amount in the Consolidated Statements of Cash Flows:

(US Dollars in millions)	30 June 2023	1 July 2022	2 July 2021
Cash and cash equivalents	$ 786	$ 615	$ 1,209
Restricted cash included in Other debtors - amounts falling due within one year	2	2	2
Total cash, cash equivalents and restricted cash shown in the Statements of Cash Flows	$ 788	$ 617	$ 1,211

Trade Debtors

The following table provides details of the trade debtors balance sheet item:

(US Dollars in millions)	30 June 2023	1 July 2022
Trade Debtors	$ 625	$ 1,536
Allowance for expected credit losses	(4)	(4)
Trade Debtors, net	$ 621	$ 1,532

Activity in the allowance for expected credit losses is as follows:

(US Dollars in millions)	Balance at Beginning of Period	Charges to Profit and Loss	Deductions[1]	Balance at End of Period
Fiscal year ended 1 July 2022	$ 4	—	—	$ 4
Fiscal year ended 30 June 2023	$ 4	—	—	$ 4

[1] Uncollectible accounts written off, net of recoveries.

In connection with the Company's factoring agreements, from time to time the Company sells trade receivables to third parties for cash proceeds less a discount. During fiscal year 2023, the Company sold trade receivables without recourse for cash proceeds of $876 million of which $275 million remained subject to servicing by the Company as of 30 June 2023. During fiscal year 2022, the Company sold trade receivables without recourse for cash proceeds of $275 million, of which $200 million remained subject to servicing by the Company as of 1 July 2022. The discounts on trade receivables sold were $11 million and not material for fiscal years 2023 and 2022, respectively.

Inventories

The following table provides details of the inventory balance sheet item:

(US Dollars in millions)	30 June 2023	1 July 2022
Raw materials and components	$ 241	$ 283
Work-in-process	682	716
Finished goods	217	566
Total inventories	$ 1,140	$ 1,565

The Company reclassified certain Raw materials and components to Work-in-process as of 1 July 2022 in the table above to conform to the current year's presentation. The reclassification did not result in any change to the total inventories balance as reported in the Consolidated Balance Sheets and Statements of Cash Flows for all periods presented.

Other Debtors - amounts falling due within one year

The following table provides details of the other debtors - amounts falling due within one year balance sheet item:

(US Dollars in millions)	30 June 2023	1 July 2022
Vendor non-trade debtors	$ 167	$ 83
Prepaid expenses	63	73
Other	124	161
	$ 354	$ 317

Other Debtors - amounts falling due after one year

The following table provides details of the other debtors - amounts falling due after one year balance sheet item:

(US Dollars in millions)	30 June 2023	1 July 2022
Deferred income taxes	$ 1,117	$ 1,132
Other	36	27
	$ 1,153	$ 1,159

Tangible Assets

The following table provides details of the tangible assets balance sheet item:

US Dollars in millions)	Land	Equipment	Buildings and Leasehold Improvements[1]	Construction in Progress (CIP)	Total
Jseful lives (years)		3 – 7	Up to 30		
Cost:					
At 2 July 2021	$ 48	$ 8,250	$ 1,888	$ 200	$ 10,386
Additions	—	154	12	322	488
Disposals	—	(202)	(6)	—	(208)
CIP Reclassifications	—	271	5	(276)	—
At 1 July 2022	$ 48	$ 8,473	$ 1,899	$ 246	$ 10,666
Additions	—	55	4	229	288
Disposals	(27)	(189)	(464)	—	(680)
CIP Reclassifications	—	167	1	(168)	—
At 30 June 2023	$ 21	$ 8,506	$ 1,440	$ 307	$ 10,274
Accumulated Depreciation:					
At 2 July 2021	$ (8)	$ (7,006)	$ (1,187)	$ —	$ (8,201)
Additions	(1)	(345)	(85)	—	(431)
Disposals	—	203	6	—	209
At 1 July 2022	$ (9)	$ (7,148)	$ (1,266)	$ —	$ (8,423)
Additions	—	(424)	(80)	—	(504)
Disposals	4	188	171	—	363
At 30 June 2023	$ (5)	$ (7,384)	$ (1,175)	$ —	$ (8,564)
Net Book Value:					
At 1 July 2022	$ 39	$ 1,325	$ 633	$ 246	$ 2,243
At 30 June 2023	$ 16	$ 1,122	$ 265	$ 307	$ 1,710

(1) The net book value of land and building classified as assets held for sale was $4 million as of both 30 June 2023 and 1 July 2022.

Interest on borrowings related to eligible capital expenditures is capitalized as part of the cost of the qualified assets and amortized over the estimated useful lives of the assets. During fiscal years 2023 and 2022, the Company capitalized interest of $8 million and $3 million, respectively.

Other Provisions

The following table provides details of the other provisions balance sheet item:

(US Dollars in millions)	Note	30 June 2023	1 July 2022
Accrued warranty	12	$ 168	$ 148
Accrued restructuring	7	119	5
Other provisions		$ 287	$ 153

Other Creditors - amounts due within one year

The following table provides details of the other creditors - amounts falling due within one year balance sheet item:

(US Dollars in millions)	Note	30 June 2023	1 July 2022
Accrued expenses		$ 422	$ 398
Dividend payable		145	147
Lease liabilities	6	51	14
Deferred income		8	21
Accrued employee compensation		100	252
Other creditors - amounts due within one year		$ 726	$ 832

Accumulated Other Comprehensive Income (Loss) ("AOCI"), a component of Other Reserves

The components of AOCI, net of tax, were as follows:

(US Dollars in millions)	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Post-Retirement Plans	Foreign Currency Translation Adjustments	Total
Balance at 2 July 2021	$ (18)	$ (22)	$ (1)	$ (41)
Other comprehensive gain before reclassifications	48	6	—	54
Amounts reclassified from AOCI	21	2	—	23
Other comprehensive income	69	8	—	77
Balance at 1 July 2022	51	(14)	(1)	36
Other comprehensive gain before reclassifications	65	11	—	76
Amounts reclassified from AOCI	(13)	(1)	—	(14)
Other comprehensive income	52	10	—	62
Balance at 30 June 2023	$ 103	$ (4)	$ (1)	$ 98

3. Goodwill and Other Long-lived Assets

Goodwill

The carrying amount of goodwill was $1,237 million as of 30 June 2023 and 1 July 2022. There were no additions to, disposals of, impairments of or translation adjustments to goodwill in fiscal years 2023 and 2022.

Other Intangible Assets

Other intangible assets consist primarily of existing technology, customer relationships and trade names acquired in business combinations. Intangibles are amortized on a straight-line basis over the respective estimated useful lives of the assets. Amortization is charged to Operating expenses in the Consolidated Profit and Loss Account.

The carrying value of other intangible assets subject to amortization, excluding fully amortized intangible assets, as of 30 June 2023, is set forth in the following table:

(US Dollars in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Useful Life
Existing technology	$ 10	$ (10)	$ —	0.1 Year
Total amortizable other intangible assets	$ 10	$ (10)	$ —	0.1 Year

The carrying value of other intangible assets subject to amortization, excluding fully amortized intangible assets, as of 1 July 2022 is set forth in the following table:

(US Dollars in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Useful Life
Existing technology	$ 29	$ (24)	$ 5	1.0 Year
Customer relationships	71	(68)	3	0.2 Year
Other intangible assets	8	(7)	1	0.8 Year
Total amortizable other intangible assets	$ 108	$ (99)	$ 9	0.8 Year

As of 30 June 2023, expected amortization expense for other intangible assets for fiscal year 2024 is immaterial.

The carrying values of intangible assets were $0 million and $9 million as of 30 June 2023 and 1 July 2022, respectively. In fiscal year 2023, amortization expense for other intangible assets was $9 million, of which $6 million was included in Cost of revenue and $3 million was included in Amortization of intangibles in the Consolidated Profit and Loss account. In fiscal year 2022, amortization expense for other intangible assets was $20 million, of which $9 million was included in Cost of revenue and $11 million was included in Amortization of intangibles in the Consolidated Profit and Loss account.

(US dollars in millions)	Existing Technology	Customer Relationships	Trade Names	Other Intangible Assets	Total [1]
Cost:					
At 2 July 2021	$ 46	$ 71	$ —	$ 9	$ 126
Disposals/Retirements	(3)	—	—	(1)	(4)
At 1 July 2022	$ 43	$ 71	$ —	$ 8	$ 122
Disposals/Retirements	(30)	(71)	—	(3)	(104)
At 30 June 2023	$ 13	$ —	$ —	$ 5	$ 18
Accumulated Amortization:					
At 2 July 2021	$ (33)	$ (58)	$ —	$ (6)	$ (97)
Additions	(8)	(10)	—	(2)	(20)
Disposals/Retirements	3	—	—	1	4
At 1 July 2022	$ (38)	$ (68)	$ —	$ (7)	$ (113)
Additions	(5)	(3)	—	(1)	(9)
Disposals/Retirements	30	71	—	3	104
At 30 June 2023	$ (13)	$ —	$ —	$ (5)	$ (18)
Net Book Value:					
At 1 July 2022	$ 5	$ 3	$ —	$ 1	$ 9
At 30 June 2023	$ —	$ —	$ —	$ —	$ —

(1) The carrying value of intangible assets subject to amortization in the above table includes fully amortized intangible assets as of 30 June 2023 and 1 July 2022.

4. Debentures and Bank Loans

The following table provides details of the Company's debt as of 30 June 2023 and 1 July 2022:

(Dollars in millions)	30 June 2023	1 July 2022
Unsecured Senior Notes[1]		
$1,000 issued on 22 May 2013 at 4.75% due 1 June 2023 *(the "2023 Notes")*, interest payable semi-annually on 1 June and 1 December of each year.	$ —	$ 540
$500 issued on 3 February 2017 at 4.875% due 1 March 2024 *(the "2024 Notes")*, interest payable semi-annually on 1 March and 1 September of each year.	—	499
$1,000 issued on 28 May 2014 at 4.75% due 1 January 2025 *(the "2025 Notes")*, interest payable semi-annually on 1 January and 1 July of each year.	479	479
$700 issued on 14 May 2015 at 4.875% due 1 June 2027 *(the "2027 Notes")*, interest payable semi-annually on 1 June and 1 December of each year.	504	504
$500 issued on 18 June 2020 at 4.091% due 1 June 2029 *(the "June 2029 Notes")*, interest payable semi-annually on 1 June and 1 December of each year.	465	466
$500 issued on 8 December 2020 at 3.125% due 15 July 2029 *(the "July 2029 Notes")*, interest payable semi-annually on 15 January and 15 July of each year.	163	500
$500 issued on 30 May 2023 at 8.25% due 15 December 2029 (*the "December 2029 Notes"*), interest payable semi-annually on 15 June and 15 December of each year.	500	—
$500 issued on 10 June 2020 at 4.125% due 15 January 2031 *(the "January 2031 Notes")*, interest payable semi-annually on 15 January and 15 July of each year.	275	500
$500 issued on 8 December 2020 at 3.375% due 15 July 2031 *(the "July 2031 Notes")*, interest payable semi-annually on 15 January and 15 July of each year.	72	500
$500 issued on 30 May 2023 at 8.50% due 15 July 2031 (*the "8.50% July 2031 Notes"*), interest payable semi-annually on 15 January and 15 July of each year.	500	—
$750 issued on 30 November 2022 at 9.625% due 1 December 2032 (*the "2032 Notes"*), interest payable semi-annually on 1 June and 1 December of each year.	750	—
$500 issued on 2 December 2014 at 5.75% due 1 December 2034 *(the "2034 Notes")*, interest payable semi-annually on 1 June and 1 December of each year.	489	489
Term Loan		
$600 borrowed on 14 October 2021 at SOFR plus a variable margin ranging from 1.125% to 2.375%, (*the "Term Loan A1")*, repayable in quarterly installments beginning on 31 December 2022, with a final maturity date of 16 September 2025.	430	600
$600 borrowed on 14 October 2021 at SOFR plus a variable margin ranging from 1.25% to 2.5%, (*the "Term Loan A2")*, repayable in quarterly installments beginning on 31 December 2022, with a final maturity date of 30 July 2027.	430	600
$600 borrowed on 18 August 2022 at SOFR plus a variable margin ranging from 1.25% to 2.5%, (*the "Term Loan A3"*), repayable in quarterly installments beginning on 31 December 2022, with a final maturity date of 30 July 2027.	430	—
	5,487	5,677
Less: unamortized debt issuance costs	(36)	(31)
Debt, net of debt issuance costs	5,451	5,646
Less: current portion of long-term debt	(63)	(584)
Long-term debt, less current portion	$ 5,388	$ 5,062

[1] All unsecured senior notes are issued by Seagate HDD Cayman ("Seagate HDD"), and the obligations under these notes are fully and unconditionally guaranteed, on a senior unsecured basis, by Seagate Technology Unlimited Company ("STUC") and STX.

Debt Exchange

2032 Notes. On 30 November 2022, Seagate HDD issued, in a private placement, $750 million in aggregate principal amount of 9.625% Senior Notes due on 1 December 2032, in connection with Seagate HDD's exchange offers to certain eligible holders of Seagate HDD's outstanding existing senior notes as set forth below:

(Dollars in millions)

Existing Notes	**Principal Amount Outstanding as of 1 July 2022**		**Principal Amount Exchanged**	
July 2031 Notes	$	500	$	423
July 2029 Notes	$	500	$	336
January 2031 Notes	$	500	$	205
Total	$	1,500	$	964

The exchange was accounted for as a debt extinguishment and the Company recorded a net gain of $204 million, which was included in Net gain recognized from early redemption of debt in the Company's Consolidated Profit and Loss Account for fiscal year 2023.

At any time prior to 1 December 2027, Seagate HDD may redeem the 2032 Notes at its option, in whole or in part, at any time and from time to time, at a "make-whole" redemption price. The "make-whole" redemption price will be equal to the greater of: (1) (a) the sum of the present values at such redemption date of the redemption price of the 2032 Notes that would apply if the new 2032 Notes were redeemed on 1 December 2027 plus the remaining scheduled payments of interest thereon to and including 1 December 2027 discounted to the redemption date on a semi-annual basis at the Treasury Rate plus 50 basis points less (b) interest accrued to the date of redemption, and (2) 100% of the principal amount of the 2032 Notes to be redeemed plus, in either case, accrued and unpaid interest thereon, if any, to, but excluding, the redemption date. At any time on or after 1 December 2027, Seagate HDD may redeem some or all of the 2032 Notes at the prices specified in the Indenture, plus accrued and unpaid interest to, but excluding, the redemption date. In addition, Seagate HDD may redeem with the net cash proceeds from one or more equity offerings up to 40% of the 2032 Notes before 1 December 2025, at a redemption price of 109.625% plus accrued and unpaid interest to, but excluding, the redemption date.

December 2029 Notes. On 30 May 2023, Seagate HDD Cayman issued, in a private placement, $500 million in aggregate principal amount of 8.25% Senior Notes which will mature on 15 December 2029. The interest on the December 2029 Notes is payable semi-annually on 15 June and 15 December of each year, commencing on 15 December 2023.

8.50% July 2031 Notes. On 30 May 2023, Seagate HDD Cayman issued, in a private placement, $500 million in aggregate principal amount of 8.50% Senior Notes which will mature on 15 July 2031. The interest on the July 2031 Notes is payable semi-annually on 15 January and 15 July of each year, commencing on 15 January 2024.

In connection with the issuance of the December 2029 and 8.50% July 2031 Notes, the entire outstanding principal amount of the 2024 Notes and $450 million principal amount of the Term Loans were repaid. The exchange was accounted for as a debt extinguishment and the Company recorded a net loss of $17 million, which was included in Net gain recognized from early redemption of debt in the Company's Consolidated Profit and Loss Account for the fiscal year 2023.

At any time before 15 July 2026, Seagate HDD may redeem the December 2029 or 8.50% July 2031 Notes of either series at its option, in whole or in part, at any time and from time to time, at a "make-whole" redemption price. The "make-whole" redemption price will be equal to the greater of: (1)(a) the sum of the present values at such redemption date of the redemption price of the applicable series of Notes that would apply if such series of Notes were redeemed on 15 July 2026 (at the price specified in the applicable Indenture) plus the remaining scheduled payments of interest thereon to, and including, 15 July 2026 discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) using a discount rate equal to the Treasury Rate (as defined in the applicable Indenture) as of such redemption date; plus 50 basis points less (b) interest accrued to the date of redemption, and (2) 100% of the principal amount of such series of Notes to be redeemed plus, in either case, accrued and unpaid interest thereon, if any, to, but excluding, the redemption date. At any time on or after 15 July 2026, Seagate HDD may, at its option, redeem some or all of the Notes of either series at the prices specified in the applicable Indenture, plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date. In addition, Seagate HDD may redeem with the net cash proceeds from one or more equity offerings up to 40% of the outstanding principal amount of each series of Notes at any time prior to 15 July 2026, at a redemption price of 108.25%, in the case of the 2029 Notes, and a redemption price of 108.50%, in the case of the 2031 Notes, plus, in each case, accrued and unpaid interest to, but excluding, the redemption date.

Debt Repurchases

In February 2023, \$20 million principal amount of the January 2031 Notes, \$5 million principal amount of the June 2029 Notes, and \$5 million principal amount of the July 2031 Notes were repurchased for cash at a discount to their principal amounts, plus accrued and unpaid interest. The Company recorded a gain of \$3 million on these repurchases during fiscal year 2023, which was included in Net gain recognized from early redemption of debt in the Company's Consolidated Profit and Loss Account.

Credit Agreement

The Company's subsidiary, Seagate HDD Cayman, entered into a credit agreement on 20 February 2019, which was amended on 28 May 2019, 16 September 2019, 13 January 2021, 18 May 2021, 14 October 2021, 18 August 2022, 8 November 2022, 19 May 2023 and 26 June 2023 (the "Credit Agreement").

On 18 August 2022, Seagate Technology Holdings plc and Seagate HDD (the "Borrower") entered into an amendment to its Credit Agreement (the "Sixth Amendment"), which provided for a new Term Loan facility in the aggregate principal amount of \$600 million ("Term Loan A3"). Term Loan A3 was borrowed in full at the closing of the Sixth Amendment. The Sixth Amendment to the Credit Agreement also replaced the LIBOR interest rates plus variable margin for the Term Loans A1 and A2 with the SOFR interest rates plus a variable margin that will be determined based on the corporate credit rating of the Borrower or one of its parent entities. The Sixth Amendment also permits the Borrower to increase the revolving loan commitments or obtain new Term Loans of up to \$100 million in aggregate (the "Incremental facility"), subject to the satisfaction of certain terms and conditions.

On 8 November 2022, the Borrower entered into the seventh amendment to its Credit Agreement to increase the maximum permitted total leverage ratio the Company must comply with during the covenant relief period that ends on 28 June 2024 and prohibit the Company from pursuing the use of the Incremental Facility during the covenant relief period. The maximum permitted total leverage ratio is 5.0 to 1.0 from the fiscal quarters ending 30 December 2022 to 30 June 2023. For the fiscal quarter ending 29 September 2023, the maximum permitted total leverage ratio is 4.75 to 1.0 and then steps down to 4.5 to 1.0 from the fiscal quarters ending 29 December 2023 to 28 June 2024. The maximum permitted leverage ratio will return to 4.0 to 1.0 for any fiscal quarter ending after 28 June 2024.

On 19 May 2023, the Borrower entered into the eight amendment to its Credit Agreement (the "Eighth Amendment") to replace the total leverage ratio with a new total net leverage ratio during the covenant relief period which terminates on 27 June 2025. The maximum total net leverage ratio is 6.75 to 1.00 beginning with the fiscal quarter ending 30 June 2023, with periodic step downs during the covenant relief period, shifting to a maximum total leverage ratio of 4.0 to 1.0 for any fiscal quarter ending at any time other than during the covenant relief period. The minimum interest coverage ratio is 2.50 to 1.0 beginning with the fiscal quarter ending 30 June 2023, with periodic step downs and step ups during the covenant relief period, returning to a minimum interest coverage ratio of 3.25 to 1.0 for any fiscal quarter ending after 28 June 2024. The Eight Amendment also reduced the Revolving Credit Facility to \$1.5 billion.

On 26 June 2023, the Borrower entered into the ninth amendment to its Credit Agreement to, among other things, modify the repayment schedules of the Term Loans to reflect the \$450 million pay down of the Term Loans.

As of 30 June 2023, no borrowings (including Swingline loans) were outstanding and no commitments were utilized for letters of credit issued under the Revolving Credit Facility. STX and certain of its material subsidiaries, including STUC, fully and unconditionally guarantee both the Revolving Credit Facility and the Term Loans. The Credit Agreement includes three financial covenants: (1) interest coverage ratio, (2) leverage ratio and (3) a minimum liquidity amount. The Company was in compliance with the covenants as of 30 June 2023 and expects to be in compliance for the next 12 months.

Interest expense shown in the Consolidated Profit and Loss Account is related to the Company's debentures.

At 30 June 2023, future principal payments on long-term debt were as follows (US Dollars in millions):

Fiscal Year	Amount
2024	$ 63
2025	582
2026	497
2027	612
2028	519
Thereafter	3,245
Total	$ 5,518

5. Income Taxes

(Loss) income before taxes consisted of the following:

	Fiscal Years Ended	
(US Dollars in millions)	30 June 2023	1 July 2022
U.S.	$ 300	$ 145
Non-U.S.	(796)	1,534
	$ (496)	$ 1,679

The provision for liabilities and charges related to taxation as reported in the Consolidated Balance Sheet consisted of the following:

	Fiscal Years Ended	
(US Dollars in millions)	30 June 2023	1 July 2022
Accrued income taxes falling due within one year	$ 4	$ 11
Accrued income taxes falling due after one year	4	3
Deferred income tax liabilities due after one year	14	17
Total	$ 22	$ 31

Income tax expense/(benefit) consisted of the following:

	Fiscal Years Ended	
(US Dollars in millions)	30 June 2023	1 July 2022
Current income tax expense:		
U.S.	$ 6	$ 4
Non-U.S.	17	35
Total Current	23	39
Deferred income tax expense/(benefit):		
U.S.	9	3
Non-U.S.	1	(12)
Total Deferred	10	(9)
Income tax expense	$ 33	$ 30

The significant components of the Company's deferred tax assets and liabilities were as follows:

(US Dollars in millions)	Fiscal Years Ended 30 June 2023	Fiscal Years Ended 1 July 2022
Deferred tax assets		
Accrued warranty	$ 38	$ 34
Inventory valuation accounts	40	43
Debtor reserve	11	20
Accrued compensation and benefits	43	73
Capitalized research expenses	119	—
Depreciation	40	45
Restructuring accruals	14	—
Lease liabilities	62	5
Other accruals and deferred items	14	19
Net operating losses	542	671
Tax credit carryforwards	619	650
Other assets	1	1
Gross: Deferred tax assets	1,543	1,561
Less: Valuation allowance	(370)	(434)
Net: Deferred tax assets	1,173	1,127
Deferred tax liabilities		
Unremitted earnings of certain non-U.S. entities	(4)	(5)
Acquisition-related items	(1)	(2)
Right-of-use assets	(62)	(5)
Other liabilities	(2)	—
Net: Deferred tax liabilities	(69)	(12)
Total net deferred tax assets	$ 1,104	$ 1,115

At 30 June 2023, the Company recorded $1.1 billion of net deferred tax assets. The realization of most of these deferred tax assets is primarily dependent on the Company's ability to generate sufficient U.S. and certain non-Irish taxable income in future periods. Although realization is not assured, the Company's management believes it is more likely than not that these deferred tax assets will be realized. The amount of deferred tax assets considered realizable, however, may increase or decrease in subsequent periods when the Company re-evaluates the underlying basis for its estimates of future U.S. and certain non-Irish taxable income.

The deferred tax asset valuation allowance decreased by $64 million in fiscal year 2023, which primarily relates to the expiration of unutilized tax credit carryforwards.

At 30 June 2023, the Company had U.S. and non-U.S. tax net operating loss carryforwards of approximately $3.6 billion and $391 million, respectively, which will expire at various dates beginning in fiscal year 2024, if not utilized. Net operating loss carryforwards of approximately $245 million are scheduled to expire in fiscal year 2024. At 30 June 2023, the Company had U.S. tax credit carryforwards of $739 million, of which $35 million are scheduled to expire at various dates in fiscal year 2024, if not utilized.

As of 30 June 2023, approximately $150 million and $60 million of the Company's total U.S. net operating loss and tax credit carryforwards, respectively, are subject to annual limitations ranging from $1 million to $45 million pursuant to U.S. tax law.

For purposes of the reconciliation between the provision for income taxes at the statutory rate and the effective tax rate, the Irish statutory rate of 25% was applied as follows:

	Fiscal Years Ended	
(US Dollars in millions)	**30 June 2023**	**1 July 2022**
Income tax (benefit) expense at the statutory rate applicable to the Company in Ireland	$ (124)	$ 420
Permanent differences	8	5
Change in valuation allowance	(18)	7
Effect of rates different than statutory rate applicable to the Company in Ireland	178	(371)
Research Credit	(18)	(26)
Other individually immaterial items	7	(5)
Income tax expense	$ 33	$ 30

A substantial portion of the Company's operations in Singapore and Thailand operate under various tax incentive programs, which expire in whole or in part at various dates through 2033. Certain tax incentives may be extended if specific conditions are met. The net impact of these tax incentive programs was a decrease to the Company's net loss by approximately $14 million in fiscal year 2023 ($0.07 per share, basic) and an increase the Company's net income by approximately $290 million in fiscal year 2022 ($1.29 per share, diluted).

The Company analyzes the potential for deferred tax liabilities with respect to the accumulated earnings of foreign subsidiaries on an annual basis. The analysis focuses on the outside basis differences in the stock of the foreign subsidiaries as well as the withholding tax obligations those subsidiaries may have with respect to any distribution. The undistributed earnings for which taxes are not provided are permanently reinvested or can be repatriated without incremental tax liability.

As of 30 June 2023 and 1 July 2022, the Company had approximately $116 million and $114 million, respectively, of unrecognized tax benefits excluding interest and penalties. These amounts, if recognized, would impact the effective tax rate subject to certain future valuation allowance offsets.

The following table summarizes the activities related to the Company's gross unrecognized tax benefits:

	Fiscal Years Ended	
(US Dollars in millions)	**30 June 2023**	**1 July 2022**
Balance of unrecognized tax benefits at the beginning of the year	$ 114	$ 108
Gross increase for tax positions of prior years	—	1
Gross decrease for tax positions of prior years	(4)	(1)
Gross increase for tax positions of current year	7	6
Gross decrease for tax positions of current year	(1)	—
Balance of unrecognized tax benefits at the end of the year	$ 116	$ 114

It is the Company's policy to include interest and penalties related to unrecognized tax benefits in the income tax expense on the Consolidated Profit and Loss Account. Interest and penalties recorded on these tax positions were not material to any periods presented in the Consolidated Profit and Loss Account. As of 30 June 2023, the accrued interest and penalties related to unrecognized tax benefits did not materially change compared to fiscal year 2022.

During the 12 months beginning 1 July 2023, the Company does not expect a material change to its unrecognized tax benefits as a result of the expiration of certain statutes of limitation.

The Company is required to file U.S. and non-U.S. income tax returns. The Company is no longer subject to tax examination of its U.S. income tax returns for years prior to fiscal year 2019 and prior to fiscal year 2012 for non-U.S. income tax returns.

The following table shows the activity in the deferred tax liability balance for fiscal year 2023:

(US Dollars in millions)	Amount
Balance at 1 July 2022	$ 17
Unremitted earnings of certain non-U.S. entities	(1)
Other activities	(2)
Balance at 30 June 2023	$ 14

6. Leases

The Company is a lessee in several operating leases related to real estate facilities for warehouse, office and lab space.

The Company's lease arrangements comprise operating leases with various expiration dates through 2067. The lease term includes the non-cancelable period of the lease, adjusted for options to extend or terminate the lease when it is reasonably certain that an option will be exercised.

During fiscal year 2023, the Company sold and leased back certain properties and recorded $156 million within Restructuring and other, net on the Consolidated Profit and Loss Account.

Operating lease costs include short-term lease costs and are shown net of immaterial sublease income. The components of lease costs and other information related to leases were as follows:

	Fiscal Years Ended	
(US Dollars in millions)	30 June 2023	1 July 2022
Operating lease cost	$ 21	$ 16
Variable lease cost	3	4
Total lease cost	$ 24	$ 20
Operating cash outflows from operating leases	$ 23	$ 20

During fiscal year 2023, the Company obtained $353 million ROU assets in exchange for new operating lease liabilities. In fiscal year 2022 the ROU assets obtained in exchange for new operating lease liabilities were immaterial.

	30 June 2023	1 July 2022
Weighted-average remaining lease term	9.6 years	9.3 years
Weighted-average discount rate	8.49 %	6.40 %

ROU assets and lease liabilities are included on the Company's Consolidated Balance Sheet as follows:

(US Dollars in millions)	Balance Sheet Location	30 June 2023	1 July 2022
ROU assets	Right of use assets	$ 396	$ 94
Current lease liabilities	Other creditors – amounts due within one year	51	14
Non-current lease liabilities	Other creditors – amounts due after one year	333	36

The following table provides details of the ROU assets:

(US Dollars in millions)	30 June 2023	1 July 2022
Balance, beginning of period	$ 94	$ 97
Assets recognized for new leases	353	13
Amortization	(21)	(19)
Other (interest accretion and other adjustments)	(30)	3
Balance, end of period	$ 396	$ 94

At 30 June 2023, future lease payments included in the measurement of lease liabilities were as follows (US Dollars in millions):

Fiscal Year	Amount
2024	$ 53
2025	55
2026	55
2027	55
2028	56
Thereafter	290
Total lease payments	564
Less: imputed interest	(180)
Present value of lease liabilities	$ 384

7. Restructuring and Exit Costs

During fiscal years 2023 and 2022, the Company recorded restructuring and other, net of $102 million and $3 million, respectively, on the Consolidated Profit and Loss Account. The Company's restructuring plans are comprised primarily of charges related to workforce reduction costs, including severance and other one-time termination benefits and facilities and other exit costs. The Company's significant restructuring plans are described below.

October 2022 Plan - On 24 October 2022, the Company committed to an October 2022 restructuring plan (the "October 2022 Plan") to reduce its cost structure to better align the Company's operational needs to current economic conditions while continuing to support the long-term business strategy. On 29 March 2023, in light of further deteriorating economic conditions, the Company committed to an expansion of the October 2022 Plan to further reduce its global headcount by approximately 480 employees to a total reduction of approximately 3,480 employees. This expanded plan includes aligning its business plan to near-term market conditions, along with other cost saving measures. The October 2022 Plan was substantially completed by the end of fiscal year 2023.

April 2023 Plan - On 20 April 2023, the Company committed to an April 2023 restructuring plan (the "April 2023 Plan") to further reduce its cost structure in response to changes in macroeconomic and business conditions. The April 2023 Plan is intended to align the Company's operational needs with the near-term demand environment while continuing to support the long-term business strategy. The April 2023 Plan was substantially completed by the end of fiscal year 2023.

The following table summarizes the Company's restructuring activities under all of the Company's active restructuring plans for fiscal years 2023 and 2022:

(US Dollars in millions)	April 2023 Plan Workforce Reduction Costs	April 2023 Plan Facilities and Other Exit Costs	October 2022 Plan Workforce Reduction Costs	October 2022 Plan Facilities and Other Exit Costs	Other Plans Workforce Reduction Costs	Other Plans Facilities and Other Exit Costs	Total
Accrual balances at 2 July 2021	$ —	$ —	$ —	$ —	$ 2	$ 6	$ 8
Restructuring charges	—	—	—	—	2	1	3
Cash payments	—	—	—	—	(4)	(2)	(6)
Adjustments	—	—	—	—	—	—	—
Accrual balances at 1 July 2022	—	—	—	—	—	5	5
Restructuring charges	145	3	104	7	10	—	269
Cash payments	(37)	(3)	(103)	(1)	(10)	(1)	(155)
Adjustments	—	—	—	(1)	1	—	—
Accrual balances at 30 June 2023	$ 108	$ —	$ 1	$ 5	$ 1	$ 4	$ 119
Total costs incurred to date as of 30 June 2023	$ 145	$ 3	$ 104	$ 7	$ 73	$ 24	$ 356
Total expected cost to be incurred as of 30 June 2023	$ —	$ —	$ —	$ —	$ —	$ 1	$ 1

The accrued restructuring balance is included in Other provisions in the Company's Consolidated Balance Sheet for fiscal years 2023 and 2022.

During fiscal year 2023, the Company sold certain properties and assets and recognized a net gain of $167 million. The net gain was included in Restructuring and other, net in the Company’s Consolidated Profit and Loss Account.

8. Derivative Financial Instruments

The Company is exposed to foreign currency exchange rate, interest rate and to a lesser extent, equity market risks relating to its ongoing business operations. From time to time, the Company enters into cash flow hedges in the form of foreign currency forward exchange contracts in order to manage the foreign currency exchange rate risk on forecasted expenses and investments denominated in foreign currencies.

The Company has entered into certain interest rate swap agreements to convert the variable interest rate on its Term Loans to fixed interest rates. The objective of the interest rate swap agreements is to eliminate the variability of interest payment cash flows associated with the variable interest rate under the Term Loans. The Company designated the interest rate swaps as cash flow hedges.

In September 2022, the Company terminated its then existing interest swap agreements relating to Term Loans A1 and A2 and entered into new interest swap agreements with a notional amount of $1.6 billion, to convert the variable interest rate on certain principal amounts of the Term Loans drawn under its Credit Agreement. The Company received cash proceeds of $110 million from the counterparty. The cash proceeds were reported within Net cash provided by operating activities in the Company’s Consolidated Statement of Cash Flows. The Company discontinued the related hedge accounting prospectively and as a result the realized gain of $110 million was accounted and reported in AOCI and is amortized to Interest expense in the Consolidated Profit and Loss Account over the remaining period of the Term Loans A1 and A2. During fiscal year 2023, $22 million of the gains were amortized to Interest expense in the Company’s Consolidated Profit and Loss Account.

In June 2023, in connection with the $450 million of early repayment of a portion of the outstanding Term Loans principal, the Company terminated $300 million of its then existing interest swap agreements relating to Term Loans A1 and A2 with an immaterial loss. The Company entered into a new interest swap agreement relating to Term Loan A3 with a notional amount of $45 million, to convert the variable interest rate on certain principal amounts of the Term Loans drawn under its Credit Agreement. The Company discontinued the related hedge accounting prospectively and as a result the immaterial realized loss was recorded in Interest expense in the Company’s Consolidated Profit and Loss Account in the quarter ended 30 June 2023.

As of 30 June 2023, the aggregate notional amount of the Company’s interest-rate swap contracts was $1.3 billion, of which $429 million will mature through September 2025 and $859 million will mature through July 2027.

The Company's accounting policies for these instruments are based on whether the instruments are classified as designated or non-designated hedging instruments. The Company records all derivatives on its Consolidated Balance Sheets at fair value. The changes in the fair value of highly effective designated cash flow hedges are recorded in AOCI until the hedged item is recognized in earnings. Derivatives that are not designated as hedging instruments or are not assessed to be highly effective are adjusted to fair value through earnings. The amount of net unrealized gains on cash flow hedges was $12 million and $51 million as of 30 June 2023 and as of 1 July 2022, respectively. As of 30 June 2023, the amount of existing net gains related to cash flow hedges recorded in AOCI included a net gain of $39 million that is expected to be reclassified to earnings within twelve months.

The Company de-designates its cash flow hedges when the forecasted hedged transactions affect earnings or it is probable the forecasted hedged transactions will not occur in the initially identified time period. At such time, the associated gains and losses deferred in AOCI on the Company's Consolidated Balance Sheets are reclassified into earnings and any subsequent changes in the fair value of such derivative instruments are immediately reflected in earnings. The Company recognized a net gain of $16 million and a net loss of $29 million in Cost of revenue and Interest expense, respectively related to the de-designation on discontinued cash flow hedges during fiscal year 2023. The Company recognized a net loss of $11 million and $10 million in Cost of revenue and Interest expense respectively related to the de-designation on discontinued cash flow hedges during fiscal year 2022.

Other derivatives not designated as hedging instruments consist of foreign currency forward exchange contracts that the Company uses to hedge the foreign currency exposure on forecasted expenditures denominated in currencies other than the U.S. dollar. The Company also enters into foreign currency forward contracts with contractual maturities of less than one month, which are designed to mitigate the effect of changes in foreign exchange rates on monetary assets and liabilities. The Company recognizes gains and losses on these contracts, as well as the related costs in Other charges, net on its Consolidated Profit and Loss Account.

The following tables show the total notional value of the Company's outstanding foreign currency forward exchange contracts as of 30 June 2023 and 1 July 2022. All of the foreign currency forward exchange contracts mature within 12 months.

	As of 30 June 2023	
(US Dollars in millions)	**Contracts Designated as Hedges**	**Contracts Not Designated as Hedges**
Singapore Dollar	$ 195	$ 161
Thai Baht	129	16
Chinese Renminbi	64	12
British Pound Sterling	57	8
	$ 445	$ 197

	As of 1 July 2022	
(US Dollars in millions)	**Contracts Designated as Hedges**	**Contracts Not Designated as Hedges**
Singapore Dollar	$ 178	$ 52
Thai Baht	133	35
Chinese Renminbi	92	24
British Pound Sterling	64	15
	$ 467	$ 126

The Company is subject to equity market risks due to changes in the fair value of the notional investments selected by its employees as part of its non-qualified deferred compensation plan: the Seagate Deferred Compensation Plan (the "SDCP"). In fiscal year 2014, the Company entered into a Total Return Swap ("TRS") in order to manage the equity market risks associated with the SDCP's liabilities. The Company pays a floating rate, based on SOFR plus an interest rate spread, on the notional amount of the TRS. The TRS is designed to substantially offset changes in the SDCP's liabilities due to changes in the value of the investment options made by employees. As of 30 June 2023, the notional investments underlying the TRS amounted to $108 million. The contract term of the TRS is through January 2024 and is settled on a monthly basis, therefore limiting counterparty performance risk. The Company did not designate the TRS as a hedge. Rather, the Company records all changes in the fair value of the TRS to earnings to offset the market value changes of the SDCP's liabilities.

The following tables show the Company's derivative instruments measured at gross fair value as reflected in the Consolidated Balance Sheets as of 30 June 2023 and 1 July 2022:

	As of 30 June 2023			
	Derivative Assets		Derivative Liabilities	
(US Dollars in millions)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Foreign currency forward exchange contracts	Other debtors	$ 2	Other creditors	$ (10)
Interest rate swap	Other debtors	20	Other creditors	—
Derivatives not designated as hedging instruments:				
Foreign currency forward exchange contracts	Other debtors	—	Other creditors	(1)
Total return swap	Other debtors	1	Other creditors	—
Total derivatives		$ 23		$ (11)

	As of 1 July 2022			
	Derivative Assets		Derivative Liabilities	
(US Dollars in millions)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Foreign currency forward exchange contracts	Other debtors	$ —	Other creditors	$ (14)
Interest rate swap	Other debtors	65	Other creditors	—
Derivatives not designated as hedging instruments:				
Foreign currency forward exchange contracts	Other debtors	—	Other creditors	(5)
Total return swap	Other debtors	—	Other creditors	(4)
Total derivatives		$ 65		$ (23)

The following tables show the effect of the Company's derivative instruments on the Consolidated Statement of Comprehensive Income and Consolidated Profit and Loss Account for the fiscal year ended 30 June 2023:

(US Dollars in millions) Derivatives Not Designated as Hedging Instruments	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives
Foreign currency forward exchange contracts	Other charges, net	$ (7)
Total return swap	Operating expenses	6

(US Dollars in millions) Derivatives Designated as Hedging Instruments	Amount of Gain/(Loss) Recognized in OCI on Derivatives (Effective Portion)	Location of Gain/(Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain/(Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain/(Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain/(Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing)
Foreign currency forward exchange contracts	$ (6)	Cost of revenue	$ 16	Other charges, net	$ (4)
Interest rate swap	71	Interest expense	(29)	Interest expense	—

The following tables show the effect of the Company’s derivative instruments on the Consolidated Statement of Comprehensive Income and Consolidated Profit and Loss Account for the fiscal year ended 1 July 2022:

(US Dollars in millions) Derivatives Not Designated as Hedging Instruments	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives
Foreign currency forward exchange contracts	Other charges, net	$ (9)
Total return swap	Operating expenses	(18)

(US Dollars in millions) Derivatives Designated as Hedging Instruments	Amount of Gain/(Loss) Recognized in OCI on Derivatives (Effective Portion)	Location of Gain/(Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain/(Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain/(Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain/(Loss) Recognized in Income (Ineffective Portion and Amount Excluded from Effectiveness Testing)
Foreign currency forward exchange contracts	$ (22)	Cost of revenue	$ (11)	Other charges, net	$ 1
Interest rate swap	70	Interest expense	(10)	Interest expense	—

9. Fair Value

Measurement of Fair Value

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

Fair Value Hierarchy

A fair value hierarchy is based on whether the market participant assumptions used in determining fair value are obtained from independent sources (observable inputs) or reflect the Company's own assumptions of market participant valuation (unobservable inputs). A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of inputs that may be used to measure fair value are:

Level 1 - Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices for identical assets and liabilities in markets that are inactive; quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly; or

Level 3 - Prices or valuations that require inputs that are both unobservable and significant to the fair value measurement.

The Company considers an active market to be one in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis and views an inactive market as one in which there are few transactions for the asset or liability, the prices are not current, or price quotations vary substantially either over time or among market makers. Where appropriate, the Company’s or the counterparty’s non-performance risk is considered in determining the fair values of liabilities and assets, respectively.

Items Measured at Fair Value on a Recurring Basis

The following tables present the Company's assets and liabilities, by financial instrument type and balance sheet line item that are measured at fair value on a recurring basis, excluding accrued interest components, as of:

	30 June 2023				1 July 2022			
	Fair Value Measurements at Reporting Date Using				Fair Value Measurements at Reporting Date Using			
(US Dollars in millions)	**Quoted Prices in Active Markets for Identical Instruments (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Balance**	**Quoted Prices in Active Markets for Identical Instruments (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Balance**
Assets:								
Money market funds	$ 72	$ —	$ —	$ 72	$ 59	$ —	$ —	$ 59
Total cash equivalents	72	—	—	72	59	—	—	59
Restricted cash and investments:								
Money market funds	1	—	—	1	1	—	—	1
Time deposits and certificates of deposit	—	1	—	1	—	1	—	1
Other debt securities	—	—	16	16	—	—	23	23
Derivative assets	—	23	—	23	—	65	—	65
Total assets	$ 73	$ 24	$ 16	$ 113	$ 60	$ 66	$ 23	$ 149
Liabilities:								
Derivative liabilities	$ —	$ 11	$ —	$ 11	$ —	$ 23	$ —	$ 23
Total liabilities	$ —	$ 11	$ —	$ 11	$ —	$ 23	$ —	$ 23

	30 June 2023				1 July 2022			
	Fair Value Measurements at Reporting Date Using				Fair Value Measurements at Reporting Date Using			
(US Dollars in millions)	**Quoted Prices in Active Markets for Identical Instruments (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Balance**	**Quoted Prices in Active Markets for Identical Instruments (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Balance**
Assets:								
Cash and cash equivalents	$ 72	$ —	$ —	$ 72	$ 59	$ —	$ —	$ 59
Other debtors - amounts falling due within one year	1	24	—	25	1	66	—	67
Financial assets	—	—	16	16	—	—	23	23
Total assets	$ 73	$ 24	$ 16	$ 113	$ 60	$ 66	$ 23	$ 149
Liabilities:								
Other creditors - amounts falling due within one year	$ —	$ 11	$ —	$ 11	$ —	$ 23	$ —	$ 23
Total liabilities	$ —	$ 11	$ —	$ 11	$ —	$ 23	$ —	$ 23

The Company classifies items in Level 1 if the financial assets consist of securities for which quoted prices are available in an active market.

The Company classifies items in Level 2 if the financial asset or liability is valued using observable inputs. The Company uses observable inputs including quoted prices in active markets for similar assets or liabilities. Level 2 assets include: agency bonds, corporate bonds, commercial paper, municipal bonds, U.S. Treasuries, time deposits and certificates of deposit. These debt investments are priced using observable inputs and valuation models which vary by asset class. The Company uses a pricing service to assist in determining the fair value of all of its cash equivalents. For the cash equivalents in the Company's portfolio, multiple pricing sources are generally available. The pricing service uses inputs from multiple industry standard data providers or other third-party sources and various methodologies, such as weighting and models, to determine the appropriate price at the measurement date. The Company corroborates the prices obtained from the pricing service against other independent sources and, as of 30 June 2023, has not found it necessary to make any adjustments to the prices obtained. The Company's derivative financial instruments are also classified within Level 2. The Company's derivative financial instruments consist of foreign currency forward exchange contracts, interest rate swaps and the TRS. The Company recognizes derivative financial instruments in its consolidated financial statements at fair value. The Company determines the fair value of these instruments by considering the estimated amount it would pay or receive to terminate these agreements at the reporting date.

Items Measured at Fair Value on a Non-Recurring Basis

From time to time, the Company enters into certain strategic investments for the promotion of business and strategic objectives, which are accounted for either under the equity method or the measurement alternative. Investments under the measurement alternative are recorded at cost, less impairment and adjusted for qualifying observable price changes on a prospective basis. If measured at fair value in the Consolidated Balance Sheet, these investments would generally be classified in Level 3 of the fair value hierarchy.

For the investments that are accounted for under the equity method, the Company recorded a net loss of $4 million in fiscal year 2023, and a net gain of $8 million in fiscal year 2022. The adjusted carrying value of the investments accounted under the equity method amounted to $55 million and $61 million as of 30 June 2023 and 1 July 2022, respectively.

For the investments that are accounted under the measurement alternative, the Company recorded a net loss of $5 million in fiscal year 2023, which included $9 million related to downward adjustments to write down the carrying amount of certain investments to their fair value. For fiscal year 2022, the Company recorded a net gain of $4 million. As of 30 June 2023 and 1 July 2022, the carrying value of the Company's strategic investments under the measurement alternative was $88 million and $88 million, respectively.

The Company's debt is carried at amortized cost. The estimated fair value of the Company's debt is derived using the closing price of the same debt instruments as of the date of valuation, which takes into account the yield curve, interest rates and other observable inputs. Accordingly, these fair value measurements are categorized as Level 2. The following table presents the fair value and amortized cost of the Company's debt in order of maturity:

(US Dollars in millions)	30 June 2023 Carrying Amount	30 June 2023 Estimated Fair Value	1 July 2022 Carrying Amount	1 July 2022 Estimated Fair Value
4.750% Senior Notes due June 2023	$ —	$ —	$ 540	$ 538
4.875% Senior Notes due March 2024	—	—	499	494
4.750% Senior Notes due January 2025	479	472	479	471
4.875% Senior Notes due June 2027	504	484	504	483
4.091% Senior Notes due June 2029	465	436	466	427
3.125% Senior Notes due July 2029	163	126	500	396
8.250% Senior Notes due December 2029	500	522	—	—
4.125% Senior Notes due January 2031	275	227	500	410
3.375% Senior Notes due July 2031	72	53	500	393
8.500% Senior Notes due July 2031	500	524	—	—
9.625% Senior Notes due December 2032	750	830	—	—
5.750% Senior Notes due December 2034	489	438	489	433
SOFR Based Term Loan A1 due September 2025	430	426	600	588
SOFR Based Term Loan A2 due July 2027	430	420	600	586
SOFR Based Term Loan A3 due July 2027	430	413	—	—
	$ 5,487	$ 5,371	$ 5,677	$ 5,219
Less: unamortized debt issuance costs	(36)	—	(31)	—
Debt, net of debt issuance costs	$ 5,451	$ 5,371	$ 5,646	$ 5,219
Less: current portion of debt, net of debt issuance costs	(63)	(62)	(584)	(582)
Long-term debt, less current portion, net of debt issuance costs	$ 5,388	$ 5,309	$ 5,062	$ 4,637

Financial Assets

The following table shows the activity in Financial assets for fiscal years 2023 and 2022, respectively:

(US Dollars in millions)	Total
Balance at 2 July 2021	$ 213
Additional investments	18
Sales and settlements	(57)
Downward adjustments	—
Upward adjustments	4
Impairment loss relating to available-for-sale debt securities	(13)
Gain from investments under equity method	8
Balance at 1 July 2022	$ 173
Additional investments	9
Sales and settlements	(11)
Downward adjustments	—
Upward adjustments	2
Impairment loss relating to investment	(9)
Loss from investments under equity method	(5)
Balance at 30 June 2023	$ 159

10. Capital and Reserves

Share Capital

The Company's authorized share capital is $13,500 and consists of 1,250,000,000 ordinary shares, par value $0.00001, of which 207,389,381 shares were outstanding as of 30 June 2023, and 100,000,000 preferred shares, par value $0.00001, of which none were issued or outstanding as of 30 June 2023.

Ordinary shares - Holders of ordinary shares are entitled to receive dividends when and as declared by the Company's board of directors (the "Board of Directors"). Upon any liquidation, dissolution, or winding up of the Company, after required payments are made to holders of preferred shares, any remaining assets of the Company will be distributed ratably to holders of the preferred and ordinary shares. Holders of shares are entitled to one vote per share on all matters upon which the ordinary shares are entitled to vote, including the election of directors.

Preferred shares - The Company may issue preferred shares in one or more series, up to the authorized amount, without shareholder approval. The Board of Directors is authorized to establish from time to time the number of shares to be included in each series, and to fix the rights, preferences and privileges of the shares of each wholly unissued series and any of its qualifications, limitations or restrictions. The Board of Directors can also increase or decrease the number of shares of a series, but not below the number of shares of that series then outstanding, without any further vote or action by the shareholders.

The Board of Directors may authorize the issuance of preferred shares with voting or conversion rights that could harm the voting power or other rights of the holders of the ordinary shares. The issuance of preferred shares, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring or preventing a change in control of the Company and might harm the market price of its ordinary shares and the voting and other rights of the holders of ordinary shares.

Repurchases of Equity Securities

All repurchases are effected as redemptions in accordance with the Company's Constitution.

As of 30 June 2023, $1.9 billion remained available for repurchase under the existing repurchase authorization limit approved by the Board of Directors.

The following table sets forth information with respect to repurchases of the Company's ordinary shares during fiscal years 2023 and 2022:

(US Dollars in millions)	Number of Shares Repurchased	Dollar Value of Shares Repurchased
Cumulative repurchased through 2 July 2021	426	$ 14,467
Repurchased in fiscal year 2022[1]	21	1,857
Cumulative repurchased through 1 July 2022	447	$ 16,324
Repurchased in fiscal year 2023[1]	6	444
Cumulative repurchased through 30 June 2023	453	$ 16,768

[1] For fiscal years 2023 and 2022, includes net share settlements of $44 million and $51 million, for 1 million and 1 million shares in connection with tax withholding related to vesting of restricted share units, respectively.

Reserves

	Number of Ordinary Shares	Share Premium	Profit and Loss Account	Other Reserves	Total Equity
	(In millions)	(US Dollars in millions)			
Balance at 2 July 2021	227	$ 23,000	$ (4,416)	$ (17,953)	$ 631
Share premium reduction		(23,000)	23,000	—	—
Income for the period		—	1,649	—	1,649
Repurchase and cancellation of ordinary shares	(20)	—	(1,806)	—	(1,806)
Tax withholding related to vesting of restricted stock units	(1)	—	(51)	—	(51)
Issuance of shares in respect of share-based payment plans	4	68	—	—	68
Dividends to shareholders		—	(604)	—	(604)
Share-based compensation		—	—	145	145
Other comprehensive income		—	—	77	77
Balance at 1 July 2022	210	$ 68	$ 17,772	$ (17,731)	$ 109
Income for the period		—	(529)	—	(529)
Repurchase and cancellation of ordinary shares	(5)	—	(400)	—	(400)
Tax withholding related to vesting of restricted stock units	(1)	—	(44)	—	(44)
Issuance of shares in respect of share-based payment plans	3	68	—	—	68
Dividends to shareholders		—	(580)	—	(580)
Share-based compensation		—	—	115	115
Other comprehensive income		—	—	62	62
Balance at 30 June 2023	207	$ 136	$ 16,219	$ (17,554)	$ (1,199)

On 19 May 2021 the Company issued 1 preference share at a premium of $23.0 billion, by way of a bonus issue. This share was subsequently cancelled. On 14 May 2021, the Company's shareholders approved a reduction of the Company's share premium account to create distributable reserves. On 2 June 2021, the Company filed a petition with the High Court of Ireland to approve the creation of distributable reserves through the reduction of the share premium account by approximately $23.0 billion. The High Court of Ireland approved the petition on 15 July 2021.

11. Share-based Compensation

Share-Based Compensation Plans

The Company's share-based compensation plans have been established to promote the Company's long-term growth and financial success by providing incentives to its employees, directors and consultants through grants of share-based awards. The provisions of the Company's share-based benefit plans, which allow for the grant of various types of equity-based awards, are also intended to provide greater flexibility to maintain the Company's competitive ability to attract, retain and motivate participants for the benefit of the Company and its shareholders.

Seagate Technology Holdings plc 2022 Equity Incentive Plan (the "2022 EIP"): On 20 October 2021, (the "Approval Date"), shareholders of the Company approved the adoption of the 2022 EIP in replacement of Seagate Technology Holdings plc 2012 Equity Inventive Plan (the "2012 EIP"), which was retired as of the Approval Date. The 2022 EIP provides for the grant of various types of awards including restricted share units ("RSUs"), options, performance-based share units ("PSUs") and share appreciation rights. The maximum number of shares that may be delivered to the participants under the 2022 EIP shall not exceed (i) 14.1 million ordinary shares, plus (ii) any shares subject to any outstanding share awards granted under the 2012 EIP that, on or after the Approval Date expire, are cancelled or otherwise terminate, in whole or in part, without having been exercised or redeemed in full, or are settled in cash ((i) and (ii) together being the "Share Reserve"). The maximum aggregate number of shares that may be issued pursuant to RSUs or PSUs (collectively, "Full-Value Share Awards") shall not exceed 12.3 million ordinary shares. Any shares that are subject to the 2022 EIP will be counted against the Share Reserve as one share for every one share granted. As of 30 June 2023, there were 9.9 million ordinary shares available for issuance of Full-Value Share Awards under the 2022 EIP.

Dot Hill Systems 2009 Equity Incentive Plan (the "DHEIP"). Effective 18 May 2021, Seagate Technology Holdings plc assumed the Dot Hill Systems 2009 Equity Incentive Plan, which was acquired by STUC effective 6 October 2015. The Company assumed the remaining authorized but unused share reserve of approximately 2.0 million shares, based on the conversion ratio, from the DHEIP on the acquisition date. Effective 24 April 2019, the Company terminated the DHEIP and thus, no further grants will be made under the DHEIP. Outstanding awards granted under the DHEIP will remain subject to the terms of the DHEIP.

Seagate Technology Holdings plc Employee Stock Purchase Plan (the "ESPP"). There are 60.0 million ordinary shares authorized to be issued under the ESPP. The ESPP consists of a six-month offering period with a maximum issuance of 1.5 million ordinary shares per offering period. The ESPP permits eligible employees to purchase ordinary shares through payroll deductions generally at 85% of the fair market value of the ordinary shares. As of 30 June 2023, there were approximately 6.6 million ordinary shares available for issuance under the ESPP.

Equity Awards

RSUs generally vest over a period of four years, with 25% vest on the first anniversary of the vesting commencement date and the remaining 75% vest ratably each quarter over the next 36 months, subject to continuous employment with the Company through the vesting date. Options generally vest as follows 25% of the awards will vest on the first anniversary of the vesting commencement date and the remaining 75% will vest ratably each month thereafter over the next 36 months, subject to continuous employment with the Company through the vesting date. Options granted under the 2022 EIP and 2012 EIP have an exercise price equal to the fair market value of the Company's ordinary shares on the grant date. Fair market value is defined as the closing price of the Company's ordinary shares on NASDAQ on the grant date.

The Company granted PSUs to its senior executive officers under the 2022 EIP and 2012 EIP where vesting is subject to both the continued employment of the participant by the Company and the achievement of certain financial and operational performance goals established by the Compensation Committee of the Company's Board of Directors (the "Compensation Committee"). A single PSU represents the right to receive a single ordinary share of the Company. During fiscal years 2023 and 2022, the Company granted 0.3 million and 0.3 million PSUs, respectively, where performance is measured based on a three-year average return on invested capital ("ROIC") goal and a relative total shareholder return ("TSR") goal, which is based on the Company's ordinary shares measured against a benchmark TSR of a peer group over the same three-year period (the "TSR/ROIC" awards). For fiscal years 2023 and 2022, the PSUs granted to certain executive officers contain two ESG modifiers that will increase or decrease the PSU achievement level based on the Company's performance against both a social goal of increasing gender diversity in leadership positions and an environmental goal of greenhouse gas reduction. These awards vest after the end of the performance period of three years from the grant date. A percentage of these units may vest only if at least the minimum ROIC goal is met regardless of whether the TSR goal is met. The number of share units to vest will range from 0% to 200% of the targeted units. In evaluating the fair value of these units, the Company used a Monte Carlo simulation on the grant date, taking the market-based TSR goal into consideration. Compensation expense related to these units is only recorded in a period if it is probable that the ROIC goal will be met, and it is to be recorded at the expected level of achievement.

From time to time, the Company also grants PSUs to certain of its executive officers which are subject to a performance goal related to the Company's adjusted earnings per share ("AEPS"). These awards have a maximum seven-year vesting period, with 25% annual vesting starting on the first anniversary of the grant date. If the AEPS goal is not achieved, vesting is delayed to a following year in which the AEPS goal is achieved. Any unvested awards from prior years may vest cumulatively in a future year within the seven-year vesting period if the annual AEPS goal is achieved during a subsequent year. If the AEPS goal has not been met by the end of the seven-year period, any unvested shares will be forfeited.

Determining Fair Value of Seagate Technology Share Plans

Valuation and amortization method - The Company estimates the fair value of granted share options, RSUs and PSUs subject to an AEPS condition granted using the Black-Scholes-Merton valuation model and a single share award approach. This fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period or the remaining service (vesting) period.

Expected Term - Expected term represents the period that the Company’s share-based awards are expected to be outstanding and was determined based on historical experience of similar awards, giving consideration to the contractual terms of the share-based awards, vesting schedules and expectations of future employee behavior as influenced by changes to the terms of its share-based awards.

Expected Volatility - The Company uses a combination of the implied volatility of its traded options and historical volatility of its share price.

Expected Dividend - The Black-Scholes-Merton valuation model calls for a single expected dividend yield as an input. The dividend yield is determined by dividing the expected per share dividend during the coming year by the grant date share price. The expected dividend assumption is based on the Company’s current expectations about its anticipated dividend policy. Also, because the expected dividend yield should reflect marketplace participants’ expectations, the Company does not incorporate changes in dividends anticipated by management unless those changes have been communicated to or otherwise are anticipated by marketplace participants.

Risk-Free Interest Rate - The Company bases the risk-free interest rate used in the Black-Scholes-Merton valuation model on the implied yield currently available on U.S. Treasury zero-coupon issues with an equivalent remaining term. Where the expected term of the Company's share-based awards do not correspond with the terms for which interest rates are quoted, the Company performed a straight-line interpolation to determine the rate from the available term maturities.

The fair value of the Company's shares related to options and RSUs granted to employees, shares issued from the ESPP and PSUs subject to TSR/ROIC or AEPS conditions for fiscal years 2023 and 2022, were estimated using the following assumptions:

	Fiscal Years	
	2023	2022
Options		
Expected term (in years)	4.2	4.2
Volatility	37 %	38 %
Weighted-average volatility	37 %	38 %
Expected dividend rate	3.7 %	2.8 %
Weighted-average expected dividend rate	3.7 %	2.8 %
Risk-free interest rate	3.5 %	0.6 %
Weighted-average fair value	$ 17.28	$ 21.02
RSUs		
Expected term (in years)	1 - 2.2	1 - 2.5
Expected dividend rate	3.2 - 5.5 %	2.4 - 3.4 %
Weighted-average expected dividend rate	3.8 %	2.8 %
Weighted-average fair value	$ 62.82	$ 82.40
ESPP		
Expected term (in years)	0.5	0.5
Volatility	39 - 40 %	36 - 39 %
Weighted-average volatility	39 %	37 %
Expected dividend rate	3.5 - 4.0 %	2.6 - 3.0 %
Weighted-average expected dividend rate	3.8 %	2.8 %
Risk-free interest rate	2.9 - 4.7 %	0.1 - 0.5 %
Weighted-average fair value	$ 19.36	$ 24.38
PSUs subject to TSR/ROIC conditions		
Expected term (in years)	3.0	3.0
Volatility	40 %	39 %
Weighted-average volatility	40 %	39 %
Expected dividend rate	4.1 %	3.1 %
Weighted-average expected dividend rate	4.1 %	3.1 %
Risk-free interest rate	3.6 %	0.4 %
Weighted-average fair value	$ 64.38	$ 86.01
PSUs subject to an AEPS condition		
Expected term (in years)	0	0
Expected dividend rate	—	—
Weighted-average expected dividend rate	—	—
Weighted-average fair value	—	—

Share-based Compensation Expense

The Company recorded $115 million and $145 million of share-based compensation during fiscal years 2023 and 2022, respectively. Management has made an estimate of expected forfeitures and is recognizing compensation costs only for those equity awards expected to vest. When estimating forfeitures, the Company considers voluntary termination behavior as well as the historical analysis of actual forfeited awards.

Share Option Activity

The Company issues new ordinary shares upon exercise of share options. The following is a summary of option activities:

Options	**Number of Shares (In millions)**		**Weighted-Average Exercise Price**	**Weighted-Average Remaining Contractual Term (In years)**		**Aggregate Intrinsic Value (US Dollars in millions)**
Outstanding at Outstanding at 1 July 2022	1.6	$	49.26	3.6	$	36
Granted	0.2	$	68.83			
Exercised	(0.2)	$	41.47			
Forfeitures	(0.1)	$	72.13			
Outstanding at 30 June 2023	1.5	$	51.96	2.9	$	21
Vested and expected to vest at 30 June 2023	1.5	$	51.78	2.8	$	21
Exercisable at 30 June 2023	1.1	$	46.6	2.0	$	20

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's ordinary shares for the options that were in-the-money at 30 June 2023. During fiscal years 2023 and 2022, the aggregate intrinsic value of options exercised under the Company's share option plans was $5 million and $11 million, respectively, determined as of the date of option exercise. The aggregate fair value of options vested during fiscal years 2023 and 2022 was approximately $4 million and $4 million, respectively.

At 30 June 2023, the total compensation cost related to options granted to employees but not yet recognized was approximately $5 million, net of approximately $2 million of estimated forfeitures. This cost is being amortized on a straight-line basis over a weighted-average remaining term of approximately 2.5 years and will be adjusted for subsequent changes in estimated forfeitures.

Unvested Awards Activity

The following is a summary of unvested award activities which do not contain a performance condition:

Unvested Awards	**Number of Shares (In millions)**		**Weighted-Average Grant-Date Fair Value**
Unvested at 1 July 2022	4.8	$	58.86
Granted	1.8	$	62.82
Forfeitures	(1.0)	$	61.86
Vested	(1.9)	$	54.79
Unvested at 30 June 2023	3.7	$	62.07

At 30 June 2023, the total compensation cost related to unvested awards granted to employees but not yet recognized was approximately $156 million, net of estimated forfeitures of approximately $29 million. This cost is being amortized on a straight-line basis over a weighted-average remaining term of 2.1 years and will be adjusted for subsequent changes in estimated forfeitures. The aggregate fair value of unvested awards vested during fiscal years 2023 and 2022, was approximately $105 million and $96 million, respectively.

Performance Awards

The following is a summary of unvested award activities which contain a performance condition:

Performance Awards	Number of Shares (In millions)		Weighted-Average Grant-Date Fair Value
Performance units at 1 July 2022	0.9	$	59.72
Granted	0.4	$	60.72
Forfeited	(0.2)	$	64.46
Vested	(0.4)	$	51.3
Performance units at 30 June 2023	0.7	$	64.29

At 30 June 2023, the total compensation cost related to performance awards granted to employees but not yet recognized was approximately $8 million, net of estimated forfeitures of approximately $2 million. This cost is being amortized on a straight-line basis over a weighted-average remaining term of 1.2 years. The aggregate fair value of performance awards vested during fiscal years 2023 and 2022, was approximately $16 million and $4 million, respectively.

ESPP

During fiscal years 2023 and 2022, the aggregate intrinsic value of shares purchased under the Company's ESPP was approximately $10 million and $29 million, respectively. At 30 June 2023, the total compensation cost related to options to purchase the Company's ordinary shares under the ESPP but not yet recognized was approximately $1.5 million. This cost will be amortized on a straight-line basis over a weighted-average period of approximately one month. During fiscal year 2023, the Company issued 0.9 million ordinary shares with a weighted-average exercise price of $62.36 per share.

Tax-Deferred Savings Plan

The Company has a tax-deferred savings plan, the Seagate 401(k) Plan (the "401(k) plan"), for the benefit of qualified employees. The 401(k) plan is designed to provide employees with an accumulation of funds at retirement. Qualified employees may elect to make contributions to the 401(k) plan on a bi-weekly basis. Pursuant to the 401(k) plan, the Company matches 50% of employee contributions, up to 6% of compensation, subject to maximum annual contributions of $6,000 per participating employee. During fiscal years 2023 and 2022, the Company made matching contributions of $15 million and $15 million, respectively.

Deferred Compensation Plan

The Company has adopted the SDCP for the benefit of eligible employees. The plan is designed to permit certain discretionary employer contributions, in excess of the tax limits applicable to the 401(k) plan, and to permit employee deferrals in excess of certain tax limits. During fiscal year 2014, the Company entered into a TRS in order to manage the equity market risks associated with the SDCP liabilities. See "Note 8. Derivative Financial Instruments" contained in this report for additional information about the TRS.

Directors' Emoluments

During fiscal year 2023, the Company paid $13.2 million to its directors in respect of duties relating to Seagate Technology Holdings plc, including $2.0 million paid in AEPS and ROIC awards to Dr. Mosley and $0.8 million paid in restricted share units to other directors. Gains on exercise of vested options were nil in fiscal year 2023.

During fiscal year 2022, the Company paid $11.0 million to its directors in respect of duties relating to Seagate Technology Holdings plc, including $6.2 million paid in AEPS and ROIC awards to Dr. Mosley and $2.5 million paid in restricted share units to other directors. Gains on exercise of vested options were approximately $0.8 million in fiscal year 2022.

12. Guarantees

Indemnifications of Officers and Directors

Seagate Technology, an exempted company incorporated with limited liability under the laws of the Cayman Islands ("Seagate-Cayman") and wholly-owned subsidiary of STX, from time to time enters into indemnification agreements with the directors, officers, employees and agents of STX or any of its subsidiaries (each, an "Indemnitee"). The indemnification agreements provide indemnification in addition to any of Indemnitee's indemnification rights under any relevant Articles of Association (or similar constitutional document), applicable law or otherwise, and indemnifies an Indemnitee for certain expenses (including attorneys' fees), judgments, fines and settlement amounts actually and reasonably incurred by him or her in any action or proceeding, including any action by or in the right of STX or any of its subsidiaries, arising out of his or her service as a director, officer, employee or agent of STX or any of its subsidiaries or of any other entity to which he or she provides services at the Company's request. However, Indemnitees are not indemnified under the indemnification agreements for (i) any fraud or dishonesty in the performance of Indemnitee's duty to STX or the applicable subsidiary or (ii) Indemnitee's conscious, intentional or willful failure to act honestly, lawfully and in good faith with a view to the best interests of the Company. In addition, the indemnification agreements provide that Seagate-Cayman will advance expenses incurred by an Indemnitee in connection with enforcement of the indemnification agreement or with the investigation, settlement or appeal of any action or proceeding against him or her as to which he or she could be indemnified.

The nature of these indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay on behalf of its officers and directors. Historically, the Company has not made any significant indemnification payments under such indemnification agreements and no amount has been accrued in the Company's consolidated financial statements with respect to these indemnification obligations.

Indemnification Obligations

The Company from time to time enters into agreements with customers, suppliers, partners and others in the ordinary course of business that provide indemnification for certain matters including, but not limited to, intellectual property infringement claims, environmental claims and breach of agreement claims. The nature of the Company's indemnification obligations prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay. Historically, the Company has not made any significant indemnification payments under such agreements and no amount has been accrued in the Company's consolidated financial statements with respect to these indemnification obligations.

Product Warranty

The Company estimates probable product warranty costs at the time revenue is recognized. The Company generally warrants its products for a period of 1 to 5 years. The Company uses estimated repair or replacement costs and uses statistical modeling to estimate product warranty return rates in order to determine its warranty obligation. As of 30 June 2023, the Company's reserve for product warranty was $168 million compared to $148 million as of 1 July 2022. The increase of $20 million was primarily driven by an increase in the Company's warranty return rate as compared to prior year and higher cost of repair, partially offset by continued decline in total number of units under warranty.

Changes in the Company's product warranty liability during the fiscal years ended 30 June 2023 and 1 July 2022 were as follows:

	Fiscal Years Ended	
(US Dollars in millions)	**30 June 2023**	**1 July 2022**
Balance, beginning of period	$ 148	$ 136
Warranties issued	55	79
Repairs and replacements	(92)	(88)
Changes in liability for pre-existing warranties, including expirations	57	21
Balance, end of period	$ 168	$ 148

13. (Loss) Earnings Per Share

Basic earnings per share is computed by dividing income available to shareholders by the weighted-average number of shares outstanding during the period. Diluted earnings per share is computed by dividing income available to shareholders by the weighted-average number of shares outstanding during the period and the number of additional shares that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding options, unvested RSUs and PSUs and shares to be purchased under the ESPP. The dilutive effect of potentially dilutive securities is reflected in diluted earnings per share by application of the treasury stock method. Under the treasury stock method, an increase in fair market value of the Company's share price can result in a greater dilutive effect from potentially dilutive securities. The following table sets forth the computation of basic and diluted net (loss) income per share attributable to the shareholders of the Company:

	Fiscal Years Ended	
(US dollars in millions, except per share data)	**30 June 2023**	**1 July 2022**
Numerator:		
Net (loss) income	$ (529)	$ 1,649
Number of shares used in per share calculations:		
Total shares for purposes of calculating basic net (loss) income per share	207	220
Weighted-average effect of dilutive securities:		
Employee equity award plans	—	4
Total shares for purposes of calculating diluted net (loss) income per share	207	224
Net (loss) income per share		
Basic	$ (2.56)	$ 7.50
Diluted	(2.56)	7.36

During fiscal year 2023, the Company recorded a net loss, and as such, all potentially dilutive securities related to the employee equity award plans have been excluded for those periods as including them would be anti-dilutive. The weighted average anti-dilutive shares that were excluded from the computation of diluted net (loss) income per share were 7 million for the fiscal year ended 30 June 2023, and were not material for the fiscal year ended 1 July 2022.

14. Legal, Environmental and Other Contingencies

The Company assesses the probability of an unfavorable outcome of all its material litigation, claims or assessments to determine whether a liability had been incurred and whether it is probable that one or more future events will occur confirming the fact of the loss. In the event that an unfavorable outcome is determined to be probable and the amount of the loss can be reasonably estimated, the Company establishes an accrual for the litigation, claim or assessment. In addition, in the event an unfavorable outcome is determined to be less than probable, but reasonably possible, the Company will disclose an estimate of the possible loss or range of such loss; however, when a reasonable estimate cannot be made, the Company will provide disclosure to that effect. Litigation is inherently uncertain and may result in adverse rulings or decisions. Additionally, the Company may enter into settlements or be subject to judgments that may, individually or in the aggregate, have a material adverse effect on its results of operations. Accordingly, actual results could differ materially.

Litigation

Lambeth Magnetic Structures LLC v. Seagate Technology (US) Holdings, Inc., et al. On 29 April 2016, Lambeth Magnetic Structures LLC filed a complaint against Seagate Technology (US) Holdings, Inc. and Seagate Technology LLC in the U.S. District Court for the Western District of Pennsylvania, alleging infringement of U.S. Patent No. 7,128,988, "Magnetic Material Structures, Devices and Methods," seeking damages as well as additional relief. The district court entered judgement in favor of Seagate on 19 April 2022. The parties filed post-trial motions with the district court in May 2022. On 22 November 2022, the court denied all pending post-trial motions. Lambeth Magnetic Structures LLC filed a notice of appeal to the Federal Circuit on 20 December 2022. A hearing date has not been set. The Company believes the asserted claims are without merit and intends to vigorously defend this case.

Seagate Technology LLC, et al. v. NHK Spring Co. Ltd. and TDK Corporation, et al. On 18 February 2020, Seagate Technology LLC, Seagate Technology (Thailand) Ltd., Seagate Singapore International Headquarters Pte. Ltd. and Seagate Technology International (collectively, the “Seagate Entities”) filed a complaint in the U.S. District Court for the Northern District of California against defendant suppliers of HDD suspension assemblies. Defendants include NHK Spring Co. Ltd., TDK Corporation, Hutchinson Technology Inc. and several of their subsidiaries and affiliates. The complaint includes federal and state antitrust law claims, as well as a breach of contract claim. The complaint alleges that defendants and their co-conspirators knowingly conspired for more than twelve years not to compete in the supply of suspension assemblies; that defendants misused confidential information that the Seagate Entities had provided pursuant to nondisclosure agreements, in breach of their contractual obligations; and that the Seagate Entities paid artificially high prices on purchases of suspension assemblies. The Seagate Entities seek to recover the overcharges they paid for suspension assemblies, as well as additional relief permitted by law. On 22 March 2022, the Seagate Entities dismissed with prejudice all claims being asserted against Defendants TDK Corporation, Hutchinson Technology Inc. and their subsidiaries and affiliates (collectively “TDK”) relating to the antitrust law claims, the breach of contract claim and other matters described in the complaint. On 8 April 2022, the court entered an Amended Stipulation and Order of Dismissal with Prejudice to dismiss all claims against TDK. On 2 August 2022, NHK Spring Co. Ltd. filed a motion for Partial Summary Judgment Regarding Foreign Commerce and on 14 October 2022, Seagate Entities’ filed their corresponding opposition. On 15 May 2023, the court issued a ruling that Seagate’s antitrust claims can proceed as to suspension assemblies that enter the United States but not as to suspension assembles that do not enter the United States. On 28 July 2023, the judge initiated a reconsideration of this ruling and requested further briefing. A trial date has not been set.

UA Local 38 Defined Contribution Pension Plan, et al. v. Seagate Technology Holdings PLC, et al. A putative class action lawsuit alleging violations of the federal securities laws was filed on 10 July 2023, in the U.S. District Court for the Northern District of California against Seagate Technology Holdings plc, Dr. William D. Mosley, and Gianluca Romano. The complaint alleges that it is a securities class action on behalf of all purchasers of Seagate common stock between 15 September 2020 to 25 October 2022 (the “Class Period”) and asserts claims under Section 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b5-1. The complaint seeks unspecified monetary damages and other relief. As a second action, *Public Employees’ Retirement System of Mississippi v. Seagate Technology Holdings plc, William David Mosley, and Gianluca Romano*, was filed on 26 July 2023, asserting similar claims. The Company believes that the asserted claims are without merit and intends to vigorously defend these cases.

Environmental Matters

The Company’s operations are subject to U.S. and foreign laws and regulations relating to the protection of the environment, including those governing discharges of pollutants into the air and water, the management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. Some of the Company’s operations require environmental permits and controls to prevent and reduce air and water pollution, and these permits are subject to modification, renewal and revocation by issuing authorities.

The Company has established environmental management systems and continually updates its environmental policies and standard operating procedures for its operations worldwide. The Company believes that its operations are in material compliance with applicable environmental laws, regulations and permits. The Company budgets for operating and capital costs on an ongoing basis to comply with environmental laws. If additional or more stringent requirements are imposed on the Company in the future, it could incur additional operating costs and capital expenditures.

Some environmental laws, such as the Comprehensive Environmental Response Compensation and Liability Act of 1980 (as amended, the “Superfund” law) and its state equivalents, can impose liability for the cost of cleanup of contaminated sites upon any of the current or former site owners or operators or upon parties who sent waste to these sites, regardless of whether the owner or operator owned the site at the time of the release of hazardous substances or the lawfulness of the original disposal activity. The Company has been identified as a responsible or potentially responsible party at several sites. At each of these sites, the Company has an assigned portion of the financial liability based on the type and amount of hazardous substances disposed of by each party at the site and the number of financially viable parties. The Company has fulfilled its responsibilities at some of these sites and remains involved in only a few at this time.

While the Company's ultimate costs in connection with these sites is difficult to predict with complete accuracy, based on its current estimates of cleanup costs and its expected allocation of these costs, the Company does not expect costs in connection with these sites to be material.

The Company may be subject to various state, federal and international laws and regulations governing the environment, including those restricting the presence of certain substances in electronic products. For example, the European Union ("EU") enacted the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment (2011/65/EU), which prohibits the use of certain substances, including lead, in certain products, including disk drives and server storage products, put on the market after 1 July 2006. Similar legislation has been or may be enacted in other jurisdictions, including in the U.S., Canada, Mexico, Taiwan, China, Japan and others. The EU REACH Directive (Registration, Evaluation, Authorization, and Restriction of Chemicals, EC 1907/2006) also restricts substances of very high concern in products. If the Company or its suppliers fails to comply with the substance restrictions, recycle requirements or other environmental requirements as they are enacted worldwide, it could have a materially adverse effect on the Company's business.

BIS Settlement

On 18 April 2023, the Company's subsidiaries Seagate Technology LLC and Seagate Singapore International Headquarters Pte. Ltd (collectively, "Seagate"), entered into the Settlement Agreement with BIS that resolves BIS' allegations regarding Seagate's sales of hard disk drives to Huawei between 17 August 2022 and 29 September 2021. Under the terms of the Settlement Agreement, Seagate has agreed to pay $300 million to BIS in quarterly installments of $15 million over the course of five years beginning 31 October 2023. Seagate has also agreed to complete three audits of its compliance with the license requirements of Section 734.9 of the U.S. Export Administration Regulations ("EAR"), including one audit by an unaffiliated third-party consultant chosen by Seagate with expertise in U.S. export control laws and two internal audits. The Settlement Agreement also includes a denial order that is suspended and will be waived five years after the date of the order issued under the Settlement Agreement, provided that Seagate has made full and timely payments under the Settlement Agreement and timely completed the audit requirements. While Seagate is in compliance with and upon successful compliance in full with the terms of the Settlement Agreement, BIS has agreed it will not initiate any further administrative proceedings against Seagate in connection with any violation of the EAR arising out of the transactions detailed in the Settlement Agreement.

While Seagate believed that it complied with all relevant export control laws at the time it made the hard disk drive sales at issue, Seagate determined that engaging with BIS and settling this matter was in the best interest of the Company, its customers, and its shareholders. In determining to engage with BIS and resolve this matter through a settlement agreement, the Company considered a number of factors, including the risks and cost of protracted litigation involving the U.S. government, as well as the size of the potential penalty and the Company's desire to focus on current business challenges and long-term business strategy. The Settlement Agreement includes a finding that the Company incorrectly interpreted the regulation at issue to require evaluation of only the last stage of Seagate's hard disk drive manufacturing process rather than the entire process. As part of this settlement, Seagate has agreed not to contest BIS' determination that the sales in question did not comply with the U.S. EAR.

The Company accrued a charge of $300 million during fiscal year 2023, which is reflected under BIS settlement penalty on its Consolidated Profit and Loss Account. As of 30 June 2023, $45 million and $255 million were included in Other creditors falling due within one year and Other creditors falling due after one year, respectively, on its Consolidated Balance Sheet.

Other Matters

From time to time, arising in the normal course of business, the Company is involved in a number of other judicial, regulatory or administrative proceedings and investigations incidental to its business, and the Company expects to be involved in such proceedings and investigations arising in the normal course of its business in the future. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters will not have a material adverse effect on its financial position or results of operations.

15. Commitments

Unconditional Long-Term Purchase Obligations. As of 30 June 2023, the Company had unconditional long-term purchase obligations of approximately $2.8 billion, primarily related to purchases of inventory components. The Company expects the commitment to total $297 million, $991 million, $981 million and $489 million, respectively, for fiscal years 2025, 2026, 2027, and 2028.

During fiscal year 2023, the Company recorded order cancellation fees of $108 million to terminate certain purchase commitments related to purchase of inventory components and equipment, which was reflected under Cost of revenue on its Consolidated Profit and Loss Account. As of 30 June 2023, $68 million remained unpaid and is expected to be paid within one year.

Unconditional Long-Term Capital Expenditures. As of 30 June 2023, the Company had unconditional long-term commitment of approximately $101 million, primarily related to purchases of equipment. The Company expects the capital expenditures to total $35 million, $39 million and $27 million, respectively, for fiscal years 2025, 2026, and 2027.

16. Business Segment and Geographic Information

The Company's manufacturing operations are based on technology platforms that are used to produce various data storage and systems solutions that serve multiple applications and markets. The Company has determined that its Chief Operating Decision Maker, the Chief Executive Officer, evaluates performance of the Company and makes decisions regarding investments in the Company's technology platforms and manufacturing infrastructure based on the Company's consolidated results. As a result, the Company has concluded that its manufacture and distribution of storage solutions constitutes one reporting segment.

In fiscal years 2023 and 2022, one customer accounted for approximately 10% and 10% of consolidated revenue, respectively.

The following table summarizes the Company's operations by country:

	Fiscal Years Ended	
(US Dollars in millions)	**30 June 2023**	**1 July 2022**
Revenue from external customers [(1)]:		
Singapore	$ 3,271	$ 5,322
United States	3,053	4,694
The Netherlands	1,046	1,627
Other	14	18
Consolidated	$ 7,384	$ 11,661
Long-lived assets:		
United States	$ 667	$ 670
Thailand	606	679
Singapore	460	557
Other	369	426
Consolidated	$ 2,102	$ 2,332

[(1)] Revenue is attributed to countries based on the bill from location.

17. Revenue

The following table provides information about disaggregated revenue by sales channel and geographical region for the Company's single reportable segment:

(US Dollars in millions)	Fiscal Years Ended 30 June 2023	Fiscal Years Ended 1 July 2022
Revenue by Channel		
OEMs	$ 5,448	$ 8,742
Distributors	1,119	1,676
Retailers	817	1,243
Total	$ 7,384	$ 11,661
Revenue by Geography [1]		
Asia Pacific	$ 3,285	$ 5,340
Americas	3,053	4,694
EMEA	1,046	1,627
Total	$ 7,384	$ 11,661

[1] Revenue is attributed to countries based on bill from locations.

18. Post Balance Sheet Events

Dividend Declared

On 26 July 2023, the Company's Board of Directors declared a quarterly cash dividend of $0.70 per share, which will be payable on 10 October 2023 to shareholders of record as of the close of business on 26 September 2023.

19. Employees and Remuneration

The average number of persons employed by the Company during each year was as follows:

	Fiscal Years Ended 30 June 2023	Fiscal Years Ended 1 July 2022
	(in thousands)	
Manufacturing	28	33
Product development	4	4
Sales, marketing, general & administrative	2	3
	34	40

Employee costs during each year consist of the following:

(US Dollars in millions)	Fiscal Years Ended 30 June 2023	Fiscal Years Ended 1 July 2022
Salaries and wages	$ 1,122	$ 1,428
Social insurance costs	100	114
Other employee benefits	179	194
Share-based compensation	115	145
	$ 1,516	$ 1,881

20. Auditor's Remuneration

The fees paid to Ernst & Young Ireland in respect of the audit of the group accounts were $0.18 million for fiscal year ended 30 June 2023 and $0.17 million for fiscal year ended 1 July 2022. In addition, Ernst & Young Ireland received fees of $0.05 million and $0.05 million for other assurance services for fiscal years ended in 30 June 2023 and 1 July 2022, respectively. Ernst & Young Ireland did not receive any fees for tax or other non-audit services for both fiscal years ended in 30 June 2023 and 1 July 2022.

For fiscal year ended 30 June 2023, total auditor's remuneration for Ernst & Young affiliates was $7.4 million, of which $6.1 million and $1.3 million were related to audit fees and audit-related fees, respectively. For fiscal year ended 1 July 2022, total auditor's remuneration was $6.6 million, of which $6.0 million and $0.6 million were related to audit fees and audit-related fees, respectively. Ernst & Young affiliates did not receive any fees for tax or other non-audit services in fiscal years ended in 30 June 2023 and 1 July 2022.

21. Subsidiary Undertakings

The subsidiary undertakings of Seagate Technology Holdings plc which have a substantial effect on the financial position of the Company are listed below. Unless noted herein, all subsidiary undertakings are ultimately wholly owned by Seagate Technology Holdings plc and their financial results are included in the Company's consolidated financial statements.

Company	Jurisdiction	Registered Address	Nature of Business	Percent Owned
Seagate Technology Unlimited Company	Ireland	38/39 Fitzwilliam Square, Dublin 2, D02 NX53, Ireland	Holding Company	100%
Seagate HDD Cayman	Cayman Islands	c/o Maples Corporate Services Limited P. O. Box 309, Ugland House, South Church Street, George Town Grand Cayman KY1-1104, Cayman Islands	Holding Company	100%
Seagate Technology (US) Holdings, Inc.	Delaware	The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA	Holding Company	100%
Seagate Technology International	Cayman Islands	c/o Maples Corporate Services Limited P. O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands	Holding Company	100%
Seagate Technology (Ireland)	Cayman Islands	c/o Maples Corporate Services Limited P. O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands	Manufacture equipment for export	100%
Penang Seagate Industries (M) Sdn. Bhd.	Malaysia	170-09-01, Livingston Tower, Janal Argyll, 10050 George Town, Pulau Pinang, Penang 10050, Malaysia	Manufacture, market and deal in all kinds of electronics data products.	100%

Seagate Technology (Ireland) – Springtown Branch	United Kingdom	c/o Maples Corporate Services Limited P. O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands	Manufacture equipment for export	100%
Seagate Singapore International Headquarters Pte. Ltd	Singapore	90 Woodlands Avenue 7, 737911, Singapore	Exports products manufactured in Asia	100%
Seagate Technology International (Wuxi) Co. Ltd	China	No. 2, Second Xingchuang Road, Wuxi Export Processing Zone B, Wuxi, Jiangsu Province, Peoples Republic of China	Design, manufacture, service, market data storage products	100%
Seagate Technology LLC	Delaware	The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA	Dual member limited liability company – HDD operating business	100%
Seagate Technology (Thailand) Limited	Thailand	1627 Moo 7, Teparuk Road, Tambol Teparuk, Amphur Muang, Samutprakarn 10270, Thailand	Manufacturer of disk drives and related peripherals	100%
Seagate International (Johor) Sdn. Bhd	Malaysia	B-11-10, Level 11 Megan Avenue II Jalan Yap Kwan Seng Kuala Lumpur 50450, Malaysia	Manufacturer of substrates	100%
Seagate Cloud Systems, Inc.	Delaware	The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA	Manufacturing, selling, servicing computer peripherals	100%
Seagate Technology Netherlands B.V.	Netherlands	Tupolevlaan 105 1119 PA Schiphol-Rijk Netherlands	Recovery Services; Holding Company	100%

SEAGATE TECHNOLOGY HOLDINGS PLC
PARENT COMPANY STATEMENT OF COMPREHENSIVE INCOME
for the period ended 30 June 2023

(US Dollars in millions)	2 July 2022 to 30 June 2023	3 July 2021 to 1 July 2022
Profit (loss) for the period	$ 15	$ (7)
Total comprehensive income (loss) for the period	$ 15	$ (7)

SEAGATE TECHNOLOGY HOLDINGS PLC
PARENT COMPANY STATEMENT OF FINANCIAL POSITION
at 30 June 2023

(US Dollars in millions)	Note	30 June 2023	1 July 2022
ASSETS			
Fixed assets:			
Financial assets – investment in subsidiary	3	$ 20,023	$ 23,192
Current assets:			
Debtors, principally amounts owed by group subsidiaries		61	111
Cash		148	—
Total Assets		$ 20,232	$ 23,303
LIABILITIES AND EQUITY			
Capital and reserves:			
Share capital	5	$ —	$ —
Share premium	5	136	68
Other reserves	5	422	307
Profit and loss account		19,522	20,531
		20,080	20,906
Creditors – Amounts falling due within one year:			
Amounts due to subsidiaries	4	3	2,238
Creditors		149	159
		152	2,397
Total Liabilities and Equity		$ 20,232	$ 23,303

The Company's profit for the year amounted to $15 million (2022: loss $7 million).

Approved by the Board of Directors and signed on its behalf on 23 August 2023.

/s/ William D. Mosley	/s/ Judy Bruner
Dr. William D. Mosley	Judy Bruner

SEAGATE TECHNOLOGY HOLDINGS PLC
PARENT COMPANY STATEMENT OF CHANGES IN EQUITY
at 30 June 2023

(US Dollars in millions)	Share Capital	Share Premium	Merger Reserve	Other Reserves	Profit and Loss Account	Total
Balance at 2 July 2021	$ —	$ 23,000	$ —	$ 158	$ (1)	$ 23,157
Loss for the period	—	—	—	—	(7)	(7)
Total comprehensive loss for the period	—	—		—	(7)	(7)
Transactions with owners recorded directly in equity:						
Share premium reduction	—	(23,000)	—	—	23,000	—
Repurchase and cancellation of ordinary shares	—	—	—	—	(1,806)	(1,806)
Tax withholding related to vesting of restricted share units	—	—	—	—	(51)	(51)
Issuance of shares in respect of share-based payment plans	—	68	—	—	—	68
Dividends to shareholders	—	—	—	—	(604)	(604)
Share-based compensation	—	—	—	149	—	149
Total transactions with owners	—	(22,932)	—	149	20,539	(2,244)
Balance at 1 July 2022	$ —	$ 68	$ —	$ 307	$ 20,531	$ 20,906
Profit for the period	—	—	—	—	15	15
Total comprehensive income for the period	—	—	—	—	15	15
Transactions with owners recorded directly in equity:						
Repurchase and cancellation of ordinary shares	—	—	—	—	(400)	(400)
Tax withholding related to vesting of restricted share units	—	—	—	—	(44)	(44)
Issuance of shares in respect of share-based payment plans	—	68	—	—	—	68
Dividends to shareholders	—	—	—	—	(580)	(580)
Share-based compensation	—	—	—	115	—	115
Total transactions with owners	—	68	—	115	(1,024)	(841)
Balance at 30 June 2023	$ —	$ 136	$ —	$ 422	$ 19,522	$ 20,080

SEAGATE TECHNOLOGY HOLDINGS PLC
NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

1. Accounting Policies

Accounting Convention and Basis of Preparation of Financial Statements. The financial statements of Seagate Technology Holdings plc present the statement of comprehensive income, statement of financial position and statement of changes in equity on a stand-alone basis, including significant accounting policies. The financial statements have been prepared under the historical cost convention except for share-based payments which are stated at their fair value and in accordance with Irish law and Financial Reporting Standard 102 ("FRS 102", The Financial Reporting Standard applicable in the UK and Republic of Ireland) issued by the Financial Reporting Council (Generally Accepted Accounting Practice in Ireland). The financial statements are presented in United States dollars, which is the Company's functional and presentational currency, and are rounded to the nearest million.

Reduced Disclosure Framework Exemptions Adopted. In accordance with FRS 102, the Company has taken advantage of the following disclosure exemptions as equivalent disclosures are available in the publicly filed financial statements of the group, Seagate Technology Holdings plc, which consolidates the results of the Company: 1) requirements of Section 7 Statement of Cash Flows and paragraph 3.17(d); 2) requirements of Section 33 Related Party Disclosures paragraph 33.7; and 3) Section 26 Share based payment paragraph 26.18 (b), 26.19 to 26.21 and 26.23.

In accordance with Sections 304 (1) and 304 (2) of the Companies Act 2014, the Company is availing of the exemption from presenting the individual profit and loss account. For fiscal year 2023, the Company's net profit was $15 million.

Related Party Transactions. The Company has availed itself of the exemption provided in FRS 102, Related Party Disclosures, which exempts disclosure of transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group.

Investment in Subsidiary. The Company's investment in Seagate Technology Unlimited Company (formerly known as Seagate Technology plc), a wholly owned subsidiary, was recorded at cost which equaled fair value on 18 May 2021, the date that the Company became the parent of Seagate Technology Unlimited Company, based on the Company's market capitalization at that time. This initial valuation is the Company's cost basis for its investment in Seagate Technology Unlimited Company. The investment is tested for impairment if circumstances or indicators suggest that impairment may exist.

Amounts due to subsidiaries. Intercompany notes payable are repayable on demand and hence are recorded at the transaction price.

Guarantees and Contingencies. The Company has guaranteed certain liabilities and credit arrangements of group entities. The Company reviews the status of these guarantees at each reporting date and considers whether it is required to make a provision for payment on those guarantees based on the probability of the commitment being called.

The Company concluded that as the likelihood of the guarantees being called upon is remote, no provisions for any guarantees have been booked to these financial statements.

Dividend Income. Dividend income is recognized when the right to receive payment is established, the amount of which can be reliably measured and it is probable that collectability is reasonably assured.

Share-based Payments. The Seagate Technology group operates several share-based payment plans. The share-based payment expense associated with the share plans is recognized as an expense by the entity which receives services in exchange for the share-based compensation. On an individual undertaking basis, the statement of comprehensive income is charged with the expense related to the services received by Seagate Technology Holdings plc. The remaining portion of the share-based payments represents a contribution to group entities and is added to the carrying amount of those investments.

Taxation. Corporation tax is provided on taxable profits at the current rates.

Deferred taxation is accounted for in respect of all timing differences at expected tax rates. Timing differences arise from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements. A deferred tax asset is recognized only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign Currency. Transactions denominated in foreign currencies are recorded in the Company's functional currency by applying the spot rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rate of exchange ruling at the statement of financial position date. All differences are taken to the Statement of Comprehensive Income.

Judgments and key sources of estimation uncertainty. Preparation of the financial statements requires management to make significant judgments and estimates. The following judgments and estimates have the most significant effect on the amounts included in the financial statement. Financial Assets: Investments in subsidiaries (see Note 4), are stated at cost less any accumulated impairment and are reviewed for impairment if there are indicators that the carrying value may not be recoverable. Impairment assessment is considered as part of the group's overall impairment assessment.

Impact of the COVID-19 Pandemic. The pandemic has resulted in a widespread health crisis and numerous disease control measures being taken to limit its spread; the effects of such measures were not material to the results of the periods ended 30 June 2023 and 1 July 2022. The Company did not incur significant disruptions during the period ended 30 June 2023 and is continuing to actively monitor the impacts and potential impacts of the pandemic on all aspects of its business, liquidity and capital resources.

2. History and Description of the Company

The Company was originally formed as a private company (initially named Sesamerow Limited and then renamed Seagate Technology Holdings Limited) and was later converted to a public company under Section 1291 of the Companies Act 2014, for the purposes of facilitating the acquisition of all the shares of Seagate Technology plc, an Irish company whose shares were listed on the NASDAQ Global Select Market ("NASDAQ").

On 18 May 2021, Seagate Technology plc received approval from the Irish High Court ("Irish Court") of a scheme of arrangement under Irish law (the "Scheme of Arrangement") that, effective as of the Scheme Effective Time (as defined below) effected a transaction (the "Transaction") that resulted in the ordinary shareholders of Seagate Technology plc becoming ordinary shareholders of Seagate Technology Holdings plc. The court order sanctioning the Scheme of Arrangement was filed by Seagate with the Registrar of Companies in Dublin, Ireland after market close on 18 May 2021 ("Scheme Effective Time") and the Scheme of Arrangement became effective at that time.

At the Scheme Effective Time, the following steps occurred effectively simultaneously:

- All issued and outstanding ordinary shares of Seagate Technology plc were acquired by Seagate Technology Holdings plc and Seagate Technology plc became a wholly-owned direct subsidiary of Seagate Technology Holdings plc; and
- Seagate Technology Holdings plc allotted and issued new ordinary shares of Seagate Technology Holdings plc (the "Holdings Ordinary Shares") on a one-for-one basis to the shareholders of Seagate Technology plc for each Seagate Technology plc ordinary share that had been transferred to Seagate Technology Holdings plc.

Subsequent to the Scheme of Arrangement, shares of Seagate Technology Holdings plc began trading on NASDAQ under the symbol "STX" on 19 May 2021.

On 5 July 2021, Seagate Technology plc was re-registered as Seagate Technology Unlimited Company.

The principal activity of Seagate Technology Holdings plc is an investment holding company. Seagate Technology Holdings plc is the parent company of subsidiaries that design, manufacture, market and sell data storage products. The Company had six employees as of 30 June 2023, and four employees in the prior period.

The Company's registration number is 606203 and it is registered at 38/39 Fitzwilliam Square, Dublin 2, Ireland D02 NX53.

3. Financial Assets – Investment in Subsidiary

(US Dollars in millions)	Amount
At 2 July 2021	$ 23,146
Capital contribution in respect of share-based payment plans	146
Share-based compensation charge recharged to subsidiaries	(100)
At 1 July 2022	$ 23,192
Capital contribution in respect of share-based payment plans	113
Share-based compensation charge recharged to subsidiaries	(82)
Impairment	(3,200)
At 30 June 2023	$ 20,023

At 30 June 2023, the Company had the following subsidiary:

Company name	***Registered office***	***Nature of business***
Seagate Technology Unlimited Company	Ireland	Investment holding

The above subsidiary holding represents 100% of the common shares of the subsidiary, which is unlisted.

The Company performed an impairment assessment for the year ended 30 June 2023 and determined that an impairment in the Company's Financial Assets – Investment in Subsidiary of $3,200 million was required (2022: nil). The current year impairment was driven by a combination of factors, including a sustained downturn in Seagate's share price reflecting the challenging macroeconomic environment and changes in issued share capital since the prior year, among others. These factors contributed to a reduction in the estimated recoverable value of the Company's investment in subsidiary undertakings. The Company will continue to reassess the recoverable amount of the Financial Assets – Investment in Subsidiary in future periods.

In the opinion of the directors, the total value of the financial assets held on 30 June 2023 and 1 July 2022 of $20,023 million and $23,192 million, respectively, is at least equal to the carrying value on the Statement of Financial Position.

4. Amounts Due to Subsidiaries

The balance is primarily comprised of notes due to Seagate-Cayman with no stated interest rate and that are payable on demand. During fiscal year 2023, the Company borrowed $991 million and repaid $3,226 million. The remaining balance outstanding as of 30 June 2023 of $3 million is unsecured, interest free and due on demand. During fiscal year 2022, the Company borrowed $2,238 million and repaid $1 million. The remaining balance outstanding as of 1 July 2022 of $2,238 million was unsecured, interest free and due on demand.

5. Equity

Share Capital

	30 June 2023	1 July 2022
	(US Dollars in millions)	
Authorized:		
40,000 deferred shares of €1 par value per share	$ —	$ —
1,250,000,000 ordinary shares of $0.00001 par value per share	—	—
100,000,000 undesignated preferred shares of $0.00001 par value per share	—	—
	$ —	$ —

	30 June 2023	1 July 2022
	(US Dollars in millions)	
Allotted, Called Up, and Fully Paid:		
39,994 (2022: 39,994) deferred shares of €1 par value per share	—	—
207,389,381 (2022: 209,850,169) ordinary shares of $0.00001 par value per share	—	—
	$ —	$ —

	Number of Ordinary Shares	Share Capital
	(In millions)	(US Dollars in millions)
Balance at 2 July 2021	227	$ —
Repurchase and cancellation of ordinary shares	(20)	$ —
Tax withholding related to vesting of restricted share units	(1)	$ —
Issuance of ordinary shares in respect of share-based payment plans	4	$ —
Balance at 1 July 2022	210	$ —
Repurchase and cancellation of ordinary shares	(5)	$ —
Tax withholding related to vesting of restricted share units	(1)	$ —
Issuance of ordinary shares in respect of share-based payment plans	3	$ —
Balance at 30 June 2023	207	$ —

"Note 10. *Capital and Reserves*" to the consolidated financial statements provides additional information regarding repurchase and cancellation of ordinary shares.

Share Premium

This reserve records the amount above the nominal value received for shares sold, less transaction costs. On 14 May 2021, the Company's shareholders approved a reduction of the Company's share premium account to create distributable reserves. On 2 June 2021, the Company filed a petition with the High Court of Ireland to approve the creation of distributable reserves through the reduction of the share premium account by approximately $23.0 billion. The High Court of Ireland approved the petition on 15 July 2021.

Merger Reserves

This reserve records the excess of the fair value of Seagate Technology plc and its subsidiaries above the nominal value of shares issued by the Company in connection with the Scheme of Arrangement in exchange for the Seagate Technology plc shares.

6. Share-based Payments

Total share-based payment expense in respect of share-based payment plans was $115 million and $149 million for fiscal years ended 30 June 2023 and 1 July 2022, respectively, with $113 million and $146 million included as a capital contribution in Investment in subsidiary "Note 3. *Financial Assets – Investment in Subsidiary"* for fiscal years ended 30 June 2023 and 1 July 2022, respectively. The share-based payment charge in the parent company financial statements is calculated and recognized on a graded basis as opposed to a straight line basis in the consolidated financial statements. The Company has applied the requirements of Section 26 of FRS 102. "Note 11. *Share-based Compensation*" of the consolidated financial statements contains relevant disclosures on the Company's share-based payment plans.

7. Auditor's Remuneration

The fees paid to Ernst & Young Ireland in respect of the audit of the Company individual accounts were $0.05 million for fiscal year ended 30 June 2023 and $0.05 million for fiscal year ended 1 July 2022. In addition, Ernst & Young Ireland received fees of $0.18 million and $0.17 million for other assurance services in those periods, respectively. Ernst & Young Ireland did not receive any fees for tax or other non-audit services in 2023 or 2022. "Note 20. Auditor's Remuneration" to the consolidated financial statements provides additional information regarding auditor's remuneration.

8. Directors' Emoluments

Director's emoluments and interests are presented on page A-45 and page A-94 of this Annual Report.

9. Post Balance Sheet Events

Dividend Declared

On 26 July 2023, the Company's Board of Directors declared a quarterly cash dividend of $0.70 per share, which will be payable on 10 October 2023 to shareholders of record as of the close of business on 26 September 2023.

10. Approval of Financial Statements

The directors approved the financial statements and authorized them for issue on 23 August 2023.

SCAN TO
VIEW MATERIALS & VOTE

SEAGATE TECHNOLOGY HOLDINGS PLC
38/39 FITZWILLIAM SQUARE
DUBLIN 2, D02 NX53, IRELAND

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 6:59 p.m. Eastern Daylight Time (11:59 p.m. Irish Standard Time) on October 22, 2023. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company 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 6:59 p.m. Eastern Daylight Time (11:59 p.m. Irish Standard Time) on October 22, 2023. 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 Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. The proxy card must be received by 6:59 p.m. Eastern Daylight Time (11:59 p.m. Irish Standard Time) on October 22, 2023.

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

V22150-P97930 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

Seagate Technology Holdings plc (the "Company")

Any shareholder entitled to attend and vote at the Annual General Meeting of Shareholders may appoint one or more proxies, who need not be a shareholder(s) of the Company. A proxy is required to vote in accordance with any instructions given to him/her. Completion of a form of proxy will not preclude a member from attending and voting at the meeting in person at the InterContinental Hotel, Simmonscourt Road, Dublin 4, D04 A9K8, Ireland.

THE BOARD OF DIRECTORS RECOMMEND YOU VOTE FOR EACH OF THE NOMINEES LISTED IN PROPOSAL 1, FOR PROPOSALS 2, 4 AND 5, AND 1 YEAR FOR PROPOSAL 3.

1. Election of Directors

Nominees:

		For	Against	Abstain
1a.	Shankar Arumugavelu	☐	☐	☐
1b.	Prat S. Bhatt	☐	☐	☐
1c.	Robert A. Bruggeworth	☐	☐	☐
1d.	Judy Bruner	☐	☐	☐
1e.	Michael R. Cannon	☐	☐	☐
1f.	Richard L. Clemmer	☐	☐	☐
1g.	Yolanda L. Conyers	☐	☐	☐
1h.	Jay L. Geldmacher	☐	☐	☐
1i.	Dylan G. Haggart	☐	☐	☐
1j.	William D. Mosley	☐	☐	☐
1k.	Stephanie Tilenius	☐	☐	☐

		For	Against	Abstain
2.	Approve, in an Advisory, Non-binding Vote, the Compensation of the Company's Named Executive Officers ("Say-on-Pay").	☐	☐	☐

		1 Year	2 Years	3 Years	Abstain
3.	Approve, in an Advisory, Non-binding Vote, the Frequency of Future Advisory Votes on the Compensation of the Company's Named Executive Officers ("Frequency of Say-on-Pay").	☐	☐	☐	☐

		For	Against	Abstain
4.	A Non-binding Ratification of the Appointment of Ernst & Young LLP as the Independent Auditors for the Fiscal Year Ending June 28, 2024 and Binding Authorization of the Audit and Finance Committee to Set Auditors' Remuneration.	☐	☐	☐
5.	Determine the Price Range for the Re-allotment of Treasury Shares under Irish law.	☐	☐	☐

In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

This proxy card when properly executed will be voted as directed herein for the undersigned shareholder. **Where this proxy card is properly executed and returned and no such direction is made, this proxy will be voted FOR the proposals.** You can instruct your proxy not to vote on a resolution by inserting an "x" in the box under "Abstain". Please note that an abstention is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against a resolution. It will however be counted towards the determination of a quorum at the Annual General Meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of Shareholders:
The Notice, Proxy Statement, Form 10-K and Irish Statutory Financial Statements are available at www.proxyvote.com.

V22151-P97930

SEAGATE TECHNOLOGY HOLDINGS PLC
Annual General Meeting of Shareholders
October 23, 2023 at 5:00 PM Irish Standard Time

This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) Michael R. Cannon and Katherine E. Schuelke, or each of them, as proxies, each with full power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the ordinary shares of Seagate Technology Holdings plc that the shareholder(s) is/are entitled to vote at the Annual General Meeting of Shareholders duly convened in accordance with the Company's constitution, to be held at the InterContinental Hotel, Simmonscourt Road, Dublin 4, D04 A9K8, Ireland, and at any adjournment or postponement thereof, upon the matters described in the Notice of Annual General Meeting of Seagate Technology Holdings plc and the accompanying Proxy Statement. The undersigned hereby further authorize(s) such proxies to vote the undersigned's shares in their discretion upon such other matters as may properly come before such Annual General Meeting and at any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED AND DELIVERED, WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED SHAREHOLDER. IF THIS PROXY IS DULY EXECUTED AND RETURNED, BUT NO VOTING DIRECTIONS ARE GIVEN HEREIN, THEN THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED IN PROPOSAL 1, "FOR" PROPOSALS 2, 4 AND 5, "1 YEAR" FOR PROPOSAL 3, AND IN THE DISCRETION OF THE PROXIES UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.

The signer hereby acknowledge(s) receipt of the Notice of the 2023 Annual General Meeting of Shareholders and accompanying Proxy Statement.

Continued and to be signed on reverse side