

## **Chairman of the Audit Committee – Position Description**

The Chairman of the Audit Committee of the Board of Directors is responsible for the effective functioning of the Audit Committee.

The Chairman of the Audit Committee of the Board of Directors shall be appointed by the Board of Directors (on the recommendation of the Nominating and Corporate Governance Committee) for a one year term at the first meeting of the Board of Directors following the annual meeting of shareholders each year (provided if there is a vacancy in such office, the members of the Audit Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board of Directors).

The Chairman of the Audit Committee of the Board of Directors shall:

1. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
  - Collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
  - Providing appropriate information from management to enable the Committee to exercise their accountabilities;
  - Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
  - Ensuring proper flow of information to the Committee and reviewing adequacy and timing of documentary materials in support of management's proposals;
  - Ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
  - Ensuring that the Committee has access to such members of senior management as may be required by the Board;
  - Ensuring an open and frank relationship between the Committee and:
    - Celestica's external auditor
    - Celestica's internal auditor

- Supporting the independence of Celestica's external auditor from management.
2. Discuss as necessary with the Chairman of the Nominating and Corporate Governance Committee the skills, experience and talents required for the Audit Committee on an ongoing basis.
  3. Chair every meeting of the Committee and encourage free and open discussion at meetings of the Committee.
  4. Report to the Board of Directors on behalf of the Committee.
  5. Attend every meeting of shareholders and respond to such questions from shareholders as may be put the Chairman of the Audit Committee.
  6. Carry out other duties as requested by the Board, depending on need and circumstances.