

April 2010

CELESTICA INC.

COMPENSATION COMMITTEE MANDATE

By appropriate resolution of the Board of Directors (the "Board") of Celestica Inc. ("Celestica"), the Compensation Committee (the "Committee") has been established as a standing committee of the Board with the following Terms of Reference:

TERMS OF REFERENCE

1. PURPOSE

1.1 The Committee's purpose is to discharge the Board's responsibilities for executive and Director compensation, including:

- (a) reviewing and approving the corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of these goals and objectives and set the compensation of Celestica's CEO based on this evaluation;
- (b) approving non-CEO compensation, incentive-based plans and equity-based plans;
- (c) approving and monitoring insider trading and share ownership policies;
- (d) producing compensation disclosure in public documents, including disclosure related to the corporation's information (proxy) circular, in accordance with applicable rules and regulations; and
- (e) performing any other activities consistent with this mandate.

2. COMMITTEE COMPOSITION AND MEETINGS

2.1 Number of Members - The Committee shall consist of not fewer than three Directors, one of whom shall be the Chairman.

2.2 Independence of Members - The Committee shall be comprised of Directors such that the Board complies with all independence requirements under applicable corporate and securities laws and all stock exchange requirements applicable to it.

2.3 Annual Appointment of Members - The Committee and its Chairperson shall be appointed annually by the Board and each member shall serve at the pleasure of the Directors of Celestica until he resigns, is removed or ceases to be a Director of Celestica

2.4 Qualifications - The members of the Committee shall be the Directors whose qualifications are most applicable to the responsibilities of the Committee.

2.5 Meetings - The Committee shall establish a schedule of meetings, and a planned agenda of matters to be considered at each meeting for the forthcoming year and will hold such other meetings as may be required to carry out its responsibilities.

3. OUTSIDE ADVISORS

3.1 Retaining and Compensating Advisors – Notwithstanding section 6.1 of the Board mandate, in order to ensure that it is provided with independent advice and expertise, the Committee shall engage the services of an executive compensation consultant. The Committee may also engage the services of one or more consultants to advise on any other matter within the mandate of the Committee.

3.2 The Committee shall have sole authority to retain and terminate consultants, including sole authority to approve consulting fees and other retention terms. Celestica shall provide funding for any such consultants and any ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. All consultants shall report directly to the Committee.

3.3 No executive compensation consulting services shall be provided by the executive compensation consultant before the Committee has approved such services and corresponding fees, which shall be done on an annual basis.

3.4 No services may be provided by the consultant relating to matters other than executive compensation before the Committee has approved such services. Management will report to the Committee on a regular basis as to fees paid to the consultant for any such services.

3.5 The Chairman of the Committee shall consult with the executive compensation consultant in establishing an annual meeting schedule, standing agenda items and agenda items for individual meetings.

3.6 The Committee shall meet in-camera with the executive compensation consultant at each meeting and the consultant may meet in-camera with each member of the Committee on an as-needed basis.

3.7 The Committee shall conduct a performance evaluation of the executive compensation consultant on an annual basis.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Compensation Policy - The Committee shall review and approve an overall reward/compensation policy for Celestica on an annual basis, including an executive compensation policy for Celestica that is consistent with competitive practice and supports organizational objectives and ownership interests.

4.2 Long Term Plans - The Committee shall review, modify, as appropriate, and approve annually, or more frequently as it, in its sole discretion, may determine, the elements of Celestica's annual and long-term incentive compensation plans and equity-based plans, including plan design, performance targets, administration and total funds/shares reserved for payment.

4.3 CEO Compensation - The Committee shall review and approve the CEO's total compensation on an annual basis, in light of the performance assessment conducted by the Nominating and Corporate Governance Committee.

4.4 Other Management Compensation - The Committee shall review and approve annually, any offers of employment, changes to compensation or terms of employment or separation agreements, for all positions that report to the CEO and any Senior Vice President ("SVP") positions deemed by the CEO to be "mission critical". The Committee shall report to the Board the factors and criteria on which their approval is based, including the relationship of Celestica's performance to total compensation. In addition, the Committee shall review annually the total compensation arrangements for all other SVPs.

4.5 Policy Review - The Committee shall review Celestica's Policy Guidelines on Executive Terms and Conditions of Employment on an annual basis.

4.6 Compensation Guidelines - The Committee shall annually review and submit to the Board for approval, the total compensation of the members of the Board, in light of director compensation guidelines and principles established by the Nominating and Corporate Governance Committee.

4.7 Succession Planning - The Committee shall review succession planning for all positions that report to the CEO and any other positions deemed by the CEO to be "mission critical", including development plans and career planning for potential successors to such positions.

4.8 Organization Changes - The Committee shall review and approve any organization changes that affect positions reporting to the CEO or any other positions deemed by the CEO to be "mission critical" as well as any material changes to Celestica's human resource policies.

4.9 Report on Executive Compensation - The Committee shall prepare, in conjunction with management, and recommend to the Board for its approval,

disclosure relating to executive compensation that is required to be included in Celestica's Management Proxy Circular.

4.10 Amendments to Pension Plans - The Committee shall review any proposed material amendments to Celestica's pension plans, including plan design and benefit improvements.

4.11 Pension Plan Matters - The Committee shall review the governance procedures established for Celestica's pension plans and shall on an annual basis approve a reporting schedule to the Committee and to the Board covering administration, investment performance, funding, financial impact, actuarial reports and other plan-related matters.

4.12 Policies

- (a) The Committee shall review, approve and receive regular reports from management with respect to Celestica's insider trading policy.
- (b) The Committee shall review, approve and receive regular reports from management with respect to Celestica's share ownership policy.

5. REPORTING TO THE BOARD

5.1 Regular Reporting - The Committee shall report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.

5.2 Committee Authority – The Committee may not exercise the power or authority of the Board, but rather shall make recommendations to the Board on matters other than as set out in this mandate (provided that Directors who are not independent for the purposes of this mandate shall not participate in any decision relating to the compensation of the CEO).

5.3 In Camera – As part of each meeting of the Committee, the independent Directors shall meet without any member of management being present.

6. ANNUAL PERFORMANCE EVALUATION

6.1 The Committee shall follow the process established by the Nominating and Corporate Governance Committee for assessing the performance of the Committee.