

April 2010

## **CELESTICA INC.**

### **EXECUTIVE COMMITTEE MANDATE**

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

#### **1. PURPOSE**

- 1.1. The Committee's purpose is to provide a degree of flexibility and ability to respond to time-sensitive business and legal matters where it is impractical to call a meeting of the full Board.

#### **2. COMMITTEE COMPOSITION AND MEETINGS**

- 2.1. Number of Members - The Committee shall consist of not fewer than two members of the Board, one of whom shall be the Chairman of the Board (who shall also serve as Chairman of the Committee).
- 2.2. Annual Appointment of Members - The Committee and its Chairman shall be appointed annually by the Board of Directors 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.
- 2.3. Meetings - The time and place of the meetings of the Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee.

#### **3. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

- 3.1. Responsibilities – The Committee will review and approve, as the Committee considers appropriate, such matters as specifically delegated to the Committee by the Board.
- 3.2. Meetings - The Committee may meet at such intervals as it considers appropriate to review Celestica's financial and operational performance and consider such specific business issues as may arise.
- 3.3. Retaining and Compensating Advisors - The Committee shall have the authority to retain any outside advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.