

### **Our process for recruiting new directors**

There are currently no plans to recruit new directors. However, recognizing that new directors are periodically required, the Nominating and Corporate Governance Committee maintains a matrix of the competencies and skills each existing director possesses for the purpose of identifying any gaps and determining the skill set of a potential director that it believes would best suit Celestica. This has helped the Committee develop several profiles of individuals whose background and skills would complement those of the existing directors. The Committee is developing an evergreen list of candidates from which it could draw when it is appropriate to consider new candidates for election to the Board.

The Nominating and Corporate Governance Committee is a fully independent committee of the Board.

The Committee is responsible for:

- developing and recommending governance guidelines for Celestica (and to recommend changes to those guidelines)
- identifying individuals qualified to become members of the Board and
- recommending director nominees to be put before the shareholders at each annual meeting.

The Committee and its Chairman are appointed annually by the Board. As part of each meeting, Committee members meet without any member of management present. The Committee has the authority to retain and compensate any consultants and advisors it considers necessary to fulfill its mandate.