

As part of his duties, he establishes procedures to govern the Board’s work and ensure the Board’s full discharge of its duties. Celestica shareholders and other interested parties may communicate directly to the Chair any concerns that they may have regarding the Corporation. See the contact information under *Questions and Answers on Voting and Proxies — How Can I Contact the Independent Directors and Chair?* in this Circular.

### **Public Company Board Membership**

None of the current directors of the Corporation serve together as directors of other corporations. See *Election of Directors — Nominees for Election as Director* for the other public companies on which the directors currently serve.

Under the Corporate Governance Guidelines, directors must advise the Chair and the Chair of the NCGC before accepting membership on other public company boards and must also notify the Chair and Celestica’s Chief Legal Officer of any change of primary employment.

### **Position Descriptions**

The Board has developed and approved written position descriptions for the Chair of the Board, the Chair of each standing committee of the Board and the CEO. The CEO has full responsibility for the day-to-day operations of the Corporation’s business in accordance with the Corporation’s strategic plan, current year operating plan and capital expenditure budget, each as approved by the Board. The CEO must develop and implement processes that are intended to ensure the achievement of the Corporation’s financial and operating goals and objectives.

### **Director Attendance**

Directors are expected to be prepared for and attend all Board and respective committee meetings. The following table sets forth the attendance of directors at Board meetings and at meetings of those standing committees of which they are members, from January 1, 2020 to February 22, 2021. All then-members of the Board attended the Corporation’s last annual meeting of shareholders.

**Table 7: Directors’ Attendance at Board and Committee Meetings**

Director	Board	Audit Committee	HRCC	NCGC	Meetings Attended %	
					Board	Committee
Robert A. Cascella	8 of 8	6 of 6	6 of 6	3 of 3	100%	100%
Deepak Chopra	8 of 8	6 of 6	6 of 6	3 of 3	100%	100%
Daniel P. DiMaggio	8 of 8	6 of 6	6 of 6	3 of 3	100%	100%
Laurette T. Koellner	8 of 8	6 of 6	6 of 6	3 of 3	100%	100%
Robert A. Mionis	8 of 8	—	—	—	100%	—
Carol S. Perry	8 of 8	6 of 6	6 of 6	3 of 3	100%	100%
Tawfiq Popatia	7 of 8	—	—	—	88%	—
Eamon J. Ryan	8 of 8	6 of 6	6 of 6	3 of 3	100%	100%
Michael M. Wilson	8 of 8	6 of 6	6 of 6	3 of 3	100%	100%

In response to the COVID-19 pandemic, all Board and Committee meetings held in 2020 were held virtually by electronic means (with the exception of those held in person in January 2020).

### **In Camera Sessions**

The independent directors meet separately as part of every Board and Committee meeting. The Chair presides at every *in camera* session of the Board, or in the absence of the Chair, another independent director selected by those in attendance.