



March 2026

Lead Independent Director – Position Description

The Lead Independent Director (the "**Lead Director**") of the Board of Directors (the "**Board**") of Celestica Inc. (the "**Company**") is responsible for coordinating the activities of the independent and non-management Directors.

The Lead Director shall be appointed by a majority of the independent Directors of the Board for a one year term to commence following the termination of the annual meeting of shareholders each year, provided that if the designation of the Lead Director is not so made, the Director who is then serving as Lead Director shall continue as Lead Director until his or her successor is appointed (provided further that, if there is a vacancy in such office, the Chair of the Nominating and Corporate Governance Committee (the "**NCG Committee**"), or if such office is also vacant, then the Chair of the Audit Committee, shall fill the vacancy until such time as it is filled by the Board).

In the event the Chair of the Board (the "**Chair**") is independent (as defined under the rules of the New York Stock Exchange), the position of Lead Director may no longer be necessary.

The Lead Director shall, operating within the Board's mandate:

1. In collaboration with the Chair, help ensure the Board's full discharge of its duties in accordance with its mandate.
2. Advise the Chair as to an appropriate schedule of Board meetings, and approve such schedule, seeking to help ensure that the independent and non-management Directors have sufficient time to discuss all agenda items and can perform their duties responsibly.
3. Collaborate with the Chair and other members of management, where appropriate, to develop the agenda for Board meetings.
4. Working with the Chair to help ensure that the Board and its committees are otherwise provided with the resources to permit them to carry out their responsibilities and bringing to the attention of the Chair, any issues that are preventing the Board from being able to carry out its responsibilities.
5. Advise the Chair as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the independent and non-management Directors to effectively and responsibly perform their duties.
6. Call meetings or *in camera* sessions of the independent and non-management Directors, as necessary.
7. Coordinate, develop the agenda for and preside at *in camera* sessions of the Board's independent and non-management Directors and all other meetings of the Board at which the Chair is not present.
8. Discuss with the Chair and the NCG Committee the membership of the various Board Committees, as well as selection of the committee chairs.
9. Together with the NCG Committee, develop and recommend to the Board a process for annually assessing the performance of the Board as a whole and its committees and the contribution of individual Directors, including through peer review and managerial feedback, and identify guidelines for the performance evaluation of the Directors (including the Chair and the Lead Director).

10. Together with the NCG Committee, develop and recommend to the Board position descriptions for the Chair, the Chief Executive Officer (the "**CEO**"), the Lead Director and the chair of each standing committee of the Board, and recommending the limits of management's authority.
11. Provide input directly to the HRCC Committee on matters such as CEO compensation, performance assessment, succession planning and related matters; provided, however, if the Chair is also the CEO, the Lead Director will oversee these matters in conjunction with the HRCC Committee chair.
12. Consult with the Directors regarding any concerns they may have.
13. Provide leadership to help ensure that the Board functions independently of management and other non-independent Directors.
14. If requested by the Company's significant shareholders, be available for consultation and direct communication in appropriate circumstances and with the knowledge of the Board.
15. Act as a resource for, and counsel to, the Chair and, as needed, the CEO.
16. Provide guidance on how the Chair can maintain an effective relationship between the Board and management.
17. Carry out other duties as requested by the Board as a whole, depending on need and circumstances, subject to and in accordance with the Board's mandate and applicable law.