



CELESTICA INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE MANDATE

By appropriate resolution of the Board of Directors (the “Board”) of Celestica Inc. (“Celestica”, or the “corporation”), the Nominating and Corporate Governance 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:

- (a) develop and recommend to the Board a set of governance guidelines for Celestica as well as any amendments to those guidelines that it may consider appropriate from time to time;
- (b) identify individuals qualified to become members of the Board; and
- (c) recommend to the Board the director nominees to be put before the shareholders at each annual meeting.

2. COMMITTEE COMPOSITION AND MEETINGS

2.1 Number of Members – The Committee shall consist of not fewer than three members of the Board (“Directors”), one of whom shall be the Chair of the Committee (the “Chair”).

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

2.3 Annual Appointment of Members – The Committee and the Chair shall be appointed annually by the Board, provided that if the composition of the Committee or the designation of the Chair is not so made, each Director who is then serving as a member of the Committee shall continue as a member of the Committee until his or her successor is appointed and the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed. Each member of the Committee shall serve at the pleasure of the Board until he or she resigns, is removed by a resolution of the Board or ceases to be a Director of Celestica.

2.4 Time and Place of 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.

2.5 Quorum – No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A minimum of fifty percent (50%) of the members of the Committee shall constitute a quorum.

3. OUTSIDE ADVISORS

3.1 Retaining and Compensating Advisors – The Committee shall have the sole authority to retain and terminate any search firm engaged to assist in identifying director candidates and to retain and terminate outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and 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.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Governance Guidelines – The Committee shall:

- (a) develop and recommend to the Board a set of governance guidelines applicable to Celestica (the "Governance Guidelines");
- (b) from time to time, as it considers appropriate, review the Governance Guidelines and recommend to the Board any changes to the Governance Guidelines which it considers appropriate;
- (c) review any disclosure with respect to Celestica's governance practices in any document to be delivered to Celestica's shareholders or filed with securities regulators or stock exchanges before such disclosure is submitted to the Board for its approval; and
- (d) make recommendations to the Board regarding disclosure policies with respect to matters not covered by mandated financial disclosure.

4.2 Process for Nominating Directors – The Committee shall create a formal, rigorous and transparent procedure for the appointment of new directors to the Board and as part of that process shall:

- (a) recommend to the Board the selection criteria to be used by the Committee in selecting candidates for nomination to the Board based on such considerations as the Committee may consider appropriate;
- (b) maintain a matrix that shall be used for the purpose of making recommendations to the Board with respect to selection criteria for nominations to the Board that contains:
 - (i) the competencies and skills the Board, as a whole, should possess; and
 - (ii) the competencies and skills each existing Director possesses and which the Board as a whole actually possesses;
- (c) identify director candidates who:
 - (i) have a high level of professional integrity and demonstrated business ability; and
 - (ii) who otherwise meet the selection criteria approved by the Board from time to time as potential nominees for election or appointment to the Board;
- (d) recommend to the Board the individuals to be nominated for:
 - (i) election by shareholders; or
 - (ii) appointment by the Board to fill any vacancy on the Board;having regard to the criteria and evaluation tools referred to in this mandate, as well as to the personality and other qualities of each Director to the extent the Committee considers such qualities to be relevant to boardroom dynamic; and
- (e) from time to time, as the Committee considers appropriate, examine the size and composition of the Board; and, if it considers appropriate, recommend to the Board a program to replace or add members to the Board.

4.3 Identifying and Recommending New Nominees – The Committee shall identify the individuals qualified to become new Directors and shall maintain an “ever-green” list of candidates to ensure appropriate candidates with needed talents can be identified to fill planned or unplanned vacancies.

4.4 Orientation – The Committee shall develop and recommend to the Board a comprehensive orientation program for new Directors, which shall include assisting new Directors to understand:

- (a) the role of the Board and its committees;
- (b) the contribution individual Directors are expected to make (including the commitment of time and energy that the corporation expects from its Directors); and
- (c) the nature and operation of the corporation's business.

4.5 Continuing Education – The Committee shall develop and recommend to the Board a continuing education program for all Directors which shall, among other things:

- (a) assist Directors to maintain or enhance their skills and abilities as directors; and
- (b) assist Directors in ensuring that their knowledge and understanding of the corporation's business remains current.

4.6 Board Mandate – The Committee shall from time to time, as it considers appropriate, review the mandate of the Board and recommend to the Board any changes as the Committee considers appropriate.

4.7 Committees of the Board – The Committee shall from time to time, as it considers appropriate:

- (a) review the composition of the Board's standing committees and recommend to the Board any changes the Committee considers appropriate; and
- (b) review the mandates of each of the Board's standing committees and recommend to the Board any changes to those mandates as the Committee considers appropriate.

4.8 Position Descriptions – The Committee shall, together with the Chief Executive Officer, develop and recommend to the Board position descriptions for the Chair of the Board, the Chief Executive Officer and the chair of each standing committee of the Board, and recommend the limits of management's authority.

4.9 Performance Evaluation – The Committee shall:

- (a) develop and recommend to the Board, a process for annually assessing the performance of the Board as a whole, the committees of the Board, the contribution of individual Directors (including the Chair of the Board) and the effectiveness of management; and
- (b) be responsible for overseeing the execution of the performance evaluation process approved by the Board.

4.10 Director Compensation Guidelines – The Committee shall establish, and from time to time, as it considers appropriate, review, director compensation guidelines and principles, which include the following:

- (a) a statement of principle that Celestica's Director compensation arrangements shall be competitive with director compensation at comparable companies; and
- (b) a requirement that a portion of the Director's compensation (as determined by the Committee from time to time) be paid in subordinate voting shares of Celestica (including on a deferred basis).

4.11 Security Holder Feedback

- (a) The Committee shall from time to time, as it considers appropriate, require management to provide a report on the nature of any significant or recurring comments, concerns and questions conveyed to members of Celestica's management.
- (b) The Committee shall establish a method for security holders to contact the Chair directly and the Chair shall report to the Committee on any significant or recurring comments, concerns or questions conveyed to the Chair by security holders of Celestica.

4.12 Director Independence Review – The Committee shall annually review the relationships that each Director has with Celestica in order to satisfy itself that all applicable independence criteria have been met.

4.13 Code of Conduct Waivers – Either the Board or the Committee shall consider and, if it considers appropriate, approve the granting of waivers of the corporation's business code of conduct and ethics for the benefit of the corporation's Directors or executive officers.

5. REPORTING TO THE BOARD

5.1 Regular Reporting – The Committee shall report to the Board on significant matters at the next scheduled meeting of the Board and, otherwise, shall report to the Board at such other times as the Chair may determine is appropriate.

6. EVALUATION OF COMMITTEE PERFORMANCE

6.1 Committee Performance – The Committee shall follow the evaluation process approved by the Board for annually assessing the performance of the Committee.

7. NO RIGHTS CREATED

7.1 This mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Committee functions. While it should be interpreted in the context of all applicable laws, regulations and stock exchange listing requirements, as well as in the context of the corporation's articles and by-laws, this mandate is not intended to, and shall not, establish any legally binding obligations.