

## **CELESTICA INC.**

### **WhistleBlower Policy**

#### **1. Purpose**

1. The Audit Committee has adopted this policy in order to provide for:
  - a. the receipt, retention and treatment of complaints received by Celestica regarding accounting, internal accounting controls or auditing matters; and
  - b. the confidential, anonymous submission by employees of Celestica of concerns regarding questionable accounting or auditing matters.

#### **2. Complaints – Generally**

1. All complaints (whether from a Celestica employee or otherwise) received by Celestica regarding its accounting, internal accounting controls or auditing matters (a "**Complaint**") shall be referred to the Chief Legal Officer ("CLO").
2. The CLO shall:
  - a. conduct such investigation of any Complaint as the CLO considers appropriate in the circumstances;
  - b. retain for a period of five years any documentation received or created in connection with any Complaint (provided that information with respect to any complaint that remains active shall be retained until such time as the Complaint is no longer active);
  - c. report to the Audit Committee on all Complaints received; and
  - d. recommend to the Audit Committee the action which the CLO considers appropriate with respect to any Complaint.
3. The Audit Committee shall:
  - a. require the CLO to report at each meeting of the Audit Committee at which annual or interim financial statements are reviewed on all Complaints received by the CLO since the date of the last such report;
  - b. have access to all of the communications received by the CLO in connection with any Complaint;
  - c. oversee the process contemplated by the Secure Reporting Process (defined below);
  - d. consider recommendations by the CLO with respect to any action to be taken with respect to a Complaint;
  - e. determine what action should be taken with respect to any Complaint.
4. The CLO may take action with respect to Complaints which the CLO considers to be immaterial without the approval of the Audit Committee, and the CLO shall report to the Audit Committee at the next meeting of the Audit Committee on all such action taken.

#### **3. Confidentiality and Anonymity**

1. The Audit Committee shall direct the CLO and other members of

management to take such action as may be necessary to provide employees with a confidential, anonymous means of submitting concerns regarding questionable accounting or auditing matters at Celestica and to handle and investigate such complaints in a confidential manner (the "**Secure Reporting Process**").

2. The CLO shall make recommendations to the Audit Committee from time to time on any changes to the Secure Reporting Process.

3. The Audit Committee shall require the CLO to report to it at least annually on the effective operation of the Secure Reporting Process.

#### **4. Accountability of the CLO**

1. With respect to matters dealt with in this policy, the CLO shall report directly to the Chair of the Audit Committee.

2. The CLO may discuss any Complaint or any action recommended or taken with respect to any Complaint with the Chief Executive Officer or any other officer or employee of Celestica to the extent reasonably necessary to give effect to this policy, but consistent with the objective of this policy that submission by employees of Celestica of concerns regarding questionable accounting or auditing matters be confidential and anonymous.

3. The CLO shall report to the Audit Committee on any failure of any officer or employee of Celestica to cooperate in the effective implementation of this policy.

#### **5. No Retaliation**

1. Celestica will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employees in the terms and conditions of employment based upon any lawful actions of such employee for good faith reporting of concerns or complaints regarding matters covered by these procedures or otherwise as specified in Section 802 of the *Sarbanes-Oxley Act of 2002*.