

SCHEDULE A

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's corporate governance disclosure required by National Instrument 58-101 — *Disclosure of Corporate Governance Practices* ("NI 58-101") is set out below.

Board of Directors

Director Independence

A majority of the Corporation's directors are independent. Independence has been determined in the case of each director on the basis of whether that director has a direct or indirect material relationship (defined in accordance with NI 58-101 as a relationship which could, in the view of the Board of Directors (the "Board"), be reasonably expected to interfere with the exercise of the director's independent judgment (other than as a director of the Corporation)) with the Corporation, any of the Corporation's subsidiaries or with Onex Corporation ("Onex") (which holds approximately 74% of the voting rights attaching to shares of the Corporation).

Mr. Schwartz is deemed under Canadian Securities Administrators requirements to be not independent of Celestica management as he is an executive of Onex, the Corporation's controlling shareholder. However, Mr. Schwartz does not have any material relationship with the Corporation which could, in the view of the Board, be reasonably expected to interfere with the exercise of his independent judgment as a director of the Corporation.

The following chart details the Board's determination with respect to the independence status of each director:

Table of Directors' Relationships to the Corporation

<i>Name</i>	<i>Independent</i>	<i>Not Independent</i>	<i>Reason not Independent</i>
Dan DiMaggio	X		
William A. Etherington	X		
Laurette Koellner	X		
Craig H. Muhlhauser		X	President and Chief Executive Officer of Celestica
Joseph M. Natale	X		
Eamon J. Ryan	X		
Gerald W. Schwartz		X	Chairman and Chief Executive Officer of Onex
Michael Wilson	X		

Directors' Memberships on the Boards of Other Public Companies

The following chart lists the other public companies on which the Corporation's directors serve:

Director	Public Corporation Boards on which the Director Serves
Dan DiMaggio	None
William A. Etherington	Onex and SS&C Technologies Inc.
Laurette Koellner	Hillshire Brands Company (formerly Sara Lee Corporation)
Craig H. Muhlhauser	None
Joseph M. Natale	None
Eamon J. Ryan	None
Gerald W. Schwartz	Onex, Indigo Books & Music Inc. and honorary director of the Bank of Nova Scotia
Michael Wilson	Agrium Inc. and Finning International Inc.

Meetings of Independent Directors

The independent directors meet separately as part of every Board meeting, unless the meeting is a telephone meeting outside the regular Board schedule. Mr. Etherington, the Chairman of the Board, presides at all such meetings. From the beginning of 2012 to February 15, 2013, the independent directors held these *in camera* sessions at all Board meetings.

Independent Chairman

Mr. Etherington is the Chairman of the Board and is an independent director. In this capacity, Mr. Etherington is responsible for the effective functioning of the Board. As part of his duties, he establishes procedures to govern the Board's work and ensure the Board's full discharge of its duties. A complete position description for the Chairman is posted in the "Who We Are"/"Corporate Governance" section of the Corporation's website at www.celestica.com. Celestica shareholders and other interested parties may communicate directly to the Chairman 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 Chairman?* on page 4 of this Circular.

Attendance Record

For a complete record of the Corporation's directors' attendance at Board meetings and at meetings of those Committees of which they are members, see the *Information Relating to Our Directors — Attendance of Directors at Board and Committee Meetings* on page 16 of this Circular.

Board Mandate

The mandate of the Board is attached to this Circular as Schedule B and is posted on the Corporation's website at www.celestica.com. See "Who We Are"/"Corporate Governance".

Under the mandate, the Board has explicitly assumed stewardship responsibility for the Corporation.

Position Descriptions

Position Descriptions of the Chairman of the Board and Committee Chairs

The Board has approved position descriptions for the Chairman of the Board and the Chair of each Committee of the Board.

These position descriptions are posted on the Corporation's website at www.celestica.com. See "Who We Are"/"Corporate Governance". The Chairman of the Board and of each Committee is available to respond to questions from shareholders at the Corporation's annual meeting.

Position Description of the Chief Executive Officer

The Board has developed a written position description for the Chief Executive Officer ("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. The CEO must develop and implement processes that will ensure the achievement of the Corporation's financial and operating goals. The complete position description of the CEO is posted on the Corporation's website at www.celestica.com. See "Who We Are"/"Corporate Governance".

Orientation and Continuing Education

Orientation for New Directors

The Corporation's orientation program helps new directors contribute effectively to the work of the Board as soon as possible. As part of this program, new directors receive written materials on the Corporation's structure, organization, current priorities and issues that have been considered by the Board and each of its Committees. New directors also attend meetings with the Chairman and key executives and receive presentations from senior management on all aspects of the Corporation's business. Through this orientation program, new directors have the opportunity to become familiar with the operations and culture of the organization and the role played by the Board in that context.

Ongoing Director Development and Education

Through the Board's continuing education program, directors are provided with information about the Corporation's business and industry. Specifically, directors are provided with:

- detailed information packages in advance of each Board and Committee meeting;
- regular updates between meetings of the Board with respect to issues that affect the business of the Corporation; and
- full access to the senior management and employees of the Corporation.

Directors also participate in setting the agendas for Board and Committee meetings and in annual strategic planning sessions.

The Board's continuing education program also includes management presentations, analyst reports and regular business updates from the CEO. In addition, the Corporation provides each director with a membership in the National Association of Corporate Directors and the Institute of Corporate Directors to keep them up to date on the role of an effective Board member and help them stay in touch with issues of common interest to all directors.

During 2012, directors attended educational presentations and were provided with educational materials related to the following topics:

- executive compensation trends;
- proposed changes to compensation practices and disclosure requirements in Canada and the U.S.;
- succession management best-practices;
- developments in corporate governance;
- International Financial Reporting Standards implementation;
- financial disclosure practices and recommendations; and
- accounting rules and practices.

Director Skills Matrix								
The directors of the Corporation possess the functional competencies as indicated in the table below.								
	Dan DiMaggio	William A. Etherington	Laurette Koellner	Craig Muhlhauser	Joseph M. Natale	Eamon J. Ryan	Gerald W. Schwartz	Michael Wilson
Finance and Treasury		X	X	X			X	
Financial Literacy	X	X	X	X	X	X	X	X
Operations (supply chain management and manufacturing)	X			X	X			X
IT and Business Transformation		X	X	X	X	X		
Marketing and Sales	X	X		X	X	X		X
HR and People Development		X	X	X	X			X
Services	X	X		X	X			
Strategy Deployment	X	X	X	X	X	X	X	X
Aerospace and Defense			X	X	X			
Communications and Enterprise		X		X	X			
Consumer			X	X	X	X		
Europe and/or Asia Business Development	X		X	X	X	X		X
Ethical Business Conduct								
<u>Code of Business Conduct and Ethics and Promotion of Ethical Conduct</u>								
<p>The Corporation's Business Conduct Governance Policy (the "Policy") applies to all the Corporation's directors, officers and employees. In addition, the Corporation's CEO, senior finance officers and all personnel in the finance area are subject to the Corporation's Finance Code of Professional Business Conduct.</p> <p>Both of these codes may be obtained on the Corporation's website at www.celestica.com. See "Who We Are"/"Corporate Governance".</p> <p>The Board reviews the Policy and the process for administering the Policy on an annual basis. Management provides regular reports to the Board with respect to compliance with the Policy.</p> <p>All employees above a designated level are required to certify compliance with the Policy annually. In 2007 the Corporation also began an on-line training program for the Policy. The Policy requires ethical behavior from employees and encourages employees to report breaches of the Policy to their manager. From the time that the Corporation was established as a separate public company, it has provided a mechanism whereby employees could report unethical behavior on an anonymous basis. In 2004, the Corporation launched the Celestica Ethics Hotline which provides another method for employees in every jurisdiction in the world to report unethical conduct, on an anonymous basis if they so choose.</p> <p>As part of the written mandate of the Board, the Board has adopted as a minimum standard that directors must demonstrate integrity and high ethical standards. The mandate also requires the Board, to the extent feasible, to satisfy itself as to the integrity of the Corporation's CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization.</p> <p>The Corporation's Corporate Values, which were created at the Corporation's inception, underpin the Corporation's commitment to strong business ethics. A copy of the Corporate Values may be obtained on the Corporation's website at www.celestica.com. See "Who We Are"/"Corporate Governance".</p>								

Material Interests in Transactions

Except as otherwise disclosed herein, the Corporation has no contracts or other arrangements in place in which any of its directors or officers has a material interest and does not anticipate entering into any such arrangement. If any such arrangement were to arise, it would first be considered by the Audit Committee and then would be subject to the approval of the Board (in each case, without the participation of the director who would have the material interest in question).

Audit Committee

The Board has a fully independent Audit Committee (currently comprised of Laurette Koellner (Chair), Dan DiMaggio, William Etherington, Eamon Ryan, Michael Wilson and Joseph Natale). Shareholders may obtain further information regarding the Corporation's Audit Committee in Part I, Item 6C and Part II, Item 16A of the Corporation's 2012 Annual Report on Form 20-F, and may review the Audit Committee's mandate on the Corporation's website at www.celestica.com. See "Who We Are"/"Corporate Governance".

Members of the Audit Committee may not serve on more than three audit committees of public companies, including that of the Corporation.

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

Nomination of Directors

Director Nomination Process

Recognizing that new directors may be required from time to time, 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 the Corporation. This has helped the Nominating and Corporate Governance Committee develop profiles of individuals whose background and skills would complement those of the existing directors. In 2012, an executive search firm was retained to help identify potential directors with the desired skills and background.

Independence and Powers of the Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is a fully independent committee of the Board and is currently comprised of William Etherington (Chair), Dan DiMaggio, Laurette Koellner, Eamon Ryan, Michael Wilson and Joseph Natale.

The mandate of the Nominating and Corporate Governance Committee is posted on the Corporation's website at www.celestica.com. See "Who We Are"/"Corporate Governance".

The Nominating and Corporate Governance Committee is responsible for developing and recommending governance guidelines for the Corporation (and recommending 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.

Election of Directors

On October 26, 2006, the Board adopted a policy that requires, in an uncontested election of directors, that shareholders will be able to vote in favour of, or to withhold from voting, separately for each director nominee. If, with respect to any particular nominee, other than the controlling shareholder or a representative of the controlling shareholder, the number of shares voted against or withheld from voting by shareholders, other than the controlling shareholder and its associates, exceeds the number of shares that are voted in favour of the nominee, then the Board will determine, and in so doing will give due weight to the rights of the controlling shareholder, whether to require the nominee to resign from the Board. If the Board determines that such a nominee should resign, the nominee will resign and the Board will accept the resignation. It is expected that such a determination by the Board will be made and announced within 90 days after the applicable shareholders' meeting. Subject to any corporate law restrictions, the Board may leave any resultant vacancy unfilled until the next annual shareholders' meeting or it may fill the vacancy through the appointment of a new director whom the Board considers would merit the confidence of the shareholders or it may call a special meeting of shareholders at which there will be presented a nominee or nominees to fill the vacant position or positions.

Compensation

Determination of Directors' and Officers' Compensation

In setting the compensation of the Corporation's officers, the Compensation Committee targets a median level of compensation for each component of the officer's compensation package (base salary, annual incentives, mid-term and long-term incentives and benefits) compared to a group of companies in closely-related industries. For more detail on the philosophy and approach adopted by the Compensation Committee, see *Compensation Discussion and Analysis* beginning on page 18 of this Circular.

Director compensation is set by the Board on the recommendation of the Compensation Committee and in accordance with director compensation guidelines established by the Nominating and Corporate Governance Committee. The Compensation Committee retains an independent compensation consultant to provide it with market advice. The Board is of the opinion that the remuneration paid to directors is appropriate in light of the time commitment, risks and responsibilities involved.

Independence and Powers of the Compensation Committee

The Board has a fully independent Compensation Committee (currently comprised of Eamon Ryan (Chair), William Etherington, Dan DiMaggio, Laurette Koellner, Michael Wilson and Joseph Natale). The Compensation Committee and its Chair are appointed annually by the Board. As part of each meeting, the Compensation Committee members meet without any member of management present and also meet with Towers Watson Inc. (the "Compensation Consultant") without any member of management present. The Compensation Committee has the authority to retain and compensate any consultants and advisors it considers necessary.

The Compensation Committee's responsibilities include approving the compensation of the CEO, and approving non-CEO compensation, incentive-based plans and equity-based plans. See *Compensation Committee* on page 18 of this Circular.

The full mandate of the Compensation Committee is posted on the Corporation's website at www.celestica.com. See "Investor Relations"/"Corporate Governance".

External Advisors Regarding Director and Executive Compensation

The Compensation Committee has retained the Compensation Consultant as its independent compensation consultant to assist in the discharge of its mandate. For a description of the Compensation Consultant's role and mandate, see *Compensation Discussion and Analysis — Compensation Objectives — Independent Advice* on page 19 of this Circular.

Other Board Committees

Executive Committee

The Board previously had as a standing committee a fully independent Executive Committee that was comprised of Robert Crandall (Chairman) and William Etherington. The purpose of the Executive Committee was to provide a degree of flexibility and ability to respond to time-sensitive matters where it was impractical to call a meeting of the full Board. All decisions of the Executive Committee were submitted to the Board for approval or ratification.

The Board determined that it would no longer require the services of an Executive Committee as a standing committee of the Board effective April 23, 2012.

Assessments

Assessments of the Board and its Directors

The Mandate of the Board requires the Board to evaluate and review its performance, its Committees and its directors on an annual basis. The scope, focus and requirements of the evaluation and review will vary from year to year. The Board has retained an external advisor to assist in these evaluations. The evaluation process for a given year may involve all or any of a careful examination of individual directors, Committees and the Board, and of the Board's role, objectives, and relationship with management, and peer review by the directors. The results of the evaluation, and feedback on the evaluation process itself, are integrated into the next year's Board evaluation cycle.

Retirement Policy

Celestica's Corporate Governance Guideline provides that a director shall not stand for re-election after his or her 75th birthday. The Corporation does not provide a director with any additional financial compensation upon retirement.

Succession Planning

In accordance with its mandate, the Compensation Committee oversees succession planning for the CEO, the other named executive officers, all other positions that report to the CEO and any other positions deemed by the CEO to be "mission critical". Mr. Muhlhauser and Ms. DelBianco solicit input from the Compensation Committee members with respect to such succession planning at regularly defined intervals and interface with the Compensation Committee at specified points throughout the year on this topic. Each July, the Compensation Committee conducts a formal, in-depth review of each of the succession plans with Mr. Muhlhauser and Ms. DelBianco in order to satisfy itself that the succession plans meet the needs of the Corporation. In 2012, the Corporation engaged an external consultant to provide the Corporation with best practices in succession planning management for senior executives. The consultant also conducted assessments of certain senior executives to ensure that appropriate succession and development plans are in place to meet the needs of the Corporation. Progress reports are provided by Mr. Muhlhauser and Ms. DelBianco at each Compensation Committee meeting throughout the year according to the scheduled process.