



February 2024

Chair of the Nominating and Corporate Governance Committee – Position Description

The Chair of the Nominating and Corporate Governance Committee (the “**NCGC**” or the “**Committee**”) of the Board of Directors of Celestica Inc. (the “**Board**”) is responsible for the effective functioning of the Committee.

The Chair of the NCGC shall be appointed by the Board (on the recommendation of the Committee) 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 Chair of the Committee is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed (provided further that, if there is a vacancy in such office, the members of the NCGC shall appoint one of its members to fill the vacancy until such time as it is filled by the Board).

The Chair of the NCGC shall, operating within the Committee’s mandate:

1. Provide leadership to foster the effectiveness of the Committee.
2. Establish procedures to govern the Committee’s work and ensure the Committee’s full discharge of its duties in accordance with its mandate, including:
 - Collaborating with the Chief Executive Officer (“**CEO**”) and other members of management, where appropriate, to develop the agenda for Committee meetings;
 - Providing appropriate information from management to enable the Committee to exercise its accountabilities;
 - Arranging that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
 - Arranging for a proper flow of information to the Committee and reviewing adequacy and timing of documentary materials in support of management’s proposals;
 - Taking appropriate steps with a view to ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent as appropriate or required and approving, where appropriate, the retention, fees and expenses of external advisors by individual Directors on behalf of the Committee;
 - Arranging for the Committee to have access to such members of senior management as may be required by the Board; and



- Working with the CEO to ensure that the Committee is otherwise provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the CEO any issues that are preventing the Committee from being able to carry out its responsibilities.
3. Reviewing as necessary the skills, experience and talents required for each standing committee of the Board on an ongoing basis.
 4. Approving, as appropriate, the expensing of Director's attendance at outside conferences and seminars that are relevant to their role.
 5. Reviewing the mandate for the Committee from time to time and assist in making recommendations as appropriate for amendments to the mandate.
 6. Providing for an appropriate system to be in place to evaluate the performance of the Committee.
 7. Chair every meeting of the Committee and encourage free and open discussion, stimulate debate and provide adequate time for discussion of issues at each meeting of the Committee.
 8. Report to the Board on behalf of the Committee.
 9. Together with the Chair of the Board, recommend to the Nominating and Corporate Governance Committee actions to taken, if any, as a result of a Director accepting membership on another public company board or changing their primary employment.
 10. Maintaining an effective relationship between the Board and the Committee.
 11. Attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chair of the NCGC.
 12. Carry out other duties as requested by the Board, depending on need and circumstances, subject to and in accordance with the Committee's mandate and applicable law.