

### **Chair of the Audit Committee – Position Description**

The Chair of the Audit Committee of the Board of Directors of Celestica Inc. (the “**Board**”) is responsible for the effective functioning of the Audit Committee.

The Chair of the Audit Committee of the Board shall be appointed by the Board (on the recommendation of the Nominating and Corporate Governance Committee) for a one year term at the first meeting of the Board following the annual meeting of shareholders each year, provided that if the designation of the Chair of the Audit 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 Audit Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board).

The Chair of the Audit Committee shall:

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;
  - Approving, as appropriate, additional non-audit services that arise between Committee meetings, and reporting on any such approvals to the Committee at the next scheduled meeting;
  - Arranging for the Committee to have access to such members of senior management as may be required by the Board;

- Ensuring an open and frank relationship between the Committee and:
  - Celestica's external auditor; and  
Celestica's internal auditor;
  - Supporting the independence of Celestica's external auditor from management; 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. Discuss as necessary with the Chair of the Nominating and Corporate Governance Committee the skills, experience and talents required for the Audit Committee on an ongoing basis.
- 4. Reviewing the mandate for the Committee from time to time and assist in making recommendations as appropriate for amendments to the mandate
- 5. Providing for an appropriate system to be in place to evaluate the performance of the Committee.
- 6. 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.
- 7. Report to the Board on behalf of the Committee.
- 8. Maintaining an effective relationship between the Board and the Committee.
- 9. Attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chair of the Audit Committee.
- 10. Carry out other duties as requested by the Board, depending on need and circumstances.