
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CELESTICA INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

ONTARIO, CANADA

(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

98-0185558

(I.R.S. EMPLOYER IDENTIFICATION NO.)

5140 Yonge Street, Suite 1900

Toronto, Ontario, Canada

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

M2N 6L7

(ZIP CODE)

AMENDED AND RESTATED DIRECTORS' SHARE COMPENSATION PLAN
(FULL TITLE OF THE PLAN)

Arnold & Porter Kaye Scholer LLP

Attention: Managing Attorney

250 West 55th Street, New York, New York 10019-9710

(NAME AND ADDRESS OF AGENT FOR SERVICE)

(212) 836-8000

(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

copies to:

Joel I. Greenberg, Esq.

Sara Adler, Esq.

Arnold & Porter Kaye Scholer LLP

250 West 55th Street

New York, N.Y. 10019-9710

(212) 836-8000

Matthew Merkley, Esq.

Blake, Cassels & Graydon LLP

199 Bay Street, Suite 4000

Commerce Court West

Toronto, Ontario M5L 1A9 Canada

(416) 863-2400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

This Registration Statement on Form S-8 is filed by Celestica Inc. (Registrant) for the purpose of registering 50,000 of the Registrant's Common Shares, without par value (Common Shares), issuable under its Amended and Restated Directors' Share Compensation Plan (Plan).

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 are omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (Securities Act), and the introductory Note to Part I of Form S-8. Such documents will be sent or given to participants in the Plan as specified by Securities Act Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission (Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Securities Act Rule 424. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents:

- (a) the Registrant's [Annual Report on Form 20-F](#) for the year ended December 31, 2023 filed with the Commission on March 11, 2024;
 - (b) [Exhibit 99.1](#) to the Registrant's Report on Form 6-K furnished to the Commission on January 30, 2024, containing the Registrant's Unaudited Interim Condensed Consolidated Financial Statements for the quarter and year ended December 31, 2023, and the accompanying notes thereto;
 - (c) [Exhibit 99.1](#) and [Exhibit 99.2](#) to the Registrant's Report on Form 6-K furnished to the Commission on April 25, 2024, containing the Registrant's Management's Discussion and Analysis of Financial Condition and Results of Operations for the three months ended March 31, 2024, and its Unaudited Interim Condensed Consolidated Financial Statements for the three months ended March 31, 2024 and the accompanying notes thereto, respectively;
 - (d) the Registrant's [Report on Form 6-K](#) furnished to the Commission on April 25, 2024, containing the Registrant's Certificate and Articles and Amendment, effective April 25, 2024, Certificate and Restated Articles of Incorporation effective April 25, 2024, and form of Common Share Certificate;
 - (e) the Registrant's [Report on Form 6-K](#) furnished to the Commission on June 25, 2024;
 - (f) [Exhibit 99.1](#) and [Exhibit 99.2](#) to the Registrant's Report on Form 6-K furnished to the Commission on July 25, 2024, containing the Registrant's Management's Discussion and Analysis of Financial Condition and Results of Operations for the three and six months ended June 30, 2024, and its Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2024 and the accompanying notes thereto, respectively;
-

- (g) [Exhibit 99.1](#) and [Exhibit 99.2](#) and to the Registrant's Report on Form 6-K furnished to the Commission on October 23, 2024, containing the Registrant's Management's Discussion and Analysis of Financial Condition and Results of Operations for the three and nine months ended September 30, 2024, and its Unaudited Interim Condensed Consolidated Financial Statements for the three and nine months ended September 30, 2024 and the accompanying notes thereto, respectively; and
- (h) The description of the Registrant's Common Shares contained in its Registration Statement on [Form 8-A/A](#), filed with the Commission on April 25, 2024.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (Exchange Act), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. The Registrant will not, however, incorporate by reference in this Registration Statement any documents or portions thereof that are not deemed "filed" with the Commission, including any information furnished by the Registrant on Form 6-K or pursuant to Item 2.02 or Item 7.01 of its Current Reports on Form 8-K (when applicable) unless, and except to the extent, specified in such reports.

Any statement contained herein, or in any document (or portion thereof) incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed or furnished document (or portion thereof) which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Under the Business Corporations Act (Ontario), a registrant may indemnify a present or former director or officer or a person who acts or acted at the registrant's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the registrant or other entity; provided that the individual acted honestly and in good faith with a view to the best interests of the registrant or, as the case may be, to the best interests of such other entity and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful. Such indemnification may be made in connection with a derivative action only with court approval. An individual is entitled to indemnification from a registrant as a matter of right if the individual was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done and the individual fulfilled the conditions set forth above. Under such Act, a registrant may advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to above, but the individual must repay the money if the individual does not fulfil the conditions set forth above.

In accordance with and subject to the Business Corporations Act (Ontario), the by-laws of the Registrant provide for indemnification of a director or officer of the Registrant, a former director or officer of the Registrant, or a person who acts or acted at the Registrant's request as a director or officer, or an individual acting in a similar capacity, of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Registrant or other entity, if such person acted honestly and in good faith with a view to the best interests of the Registrant or, as the case may be, to the best interests of the other entity for which such person acted as a director or officer or in a similar capacity at the Registrant's request. Also, the by-laws provide that the Registrant may advance money to a director, officer or other person for the costs, charges and expenses of a proceeding referred to above, but the person shall repay the money if the person does not fulfill the conditions set forth above.

The directors and officers of the Registrant are covered by directors' and officers' insurance policies.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

Pursuant to Item 8(a)(1) of Form S-8, no opinion of counsel is included herein as none of the securities to be issued under the Plan will be original issuance securities.

EXHIBIT NUMBER	DESCRIPTION
4.1	Form of Common Share Certificate, incorporated by reference to Exhibit 99.3 to the Registrant's Report on Form 6-K furnished on April 25, 2024
4.2	Certificate and Restated Articles of Incorporation effective April 25, 2024, incorporated by reference to Exhibit 99.2 to the Registrant's Report on Form 6-K furnished April 25, 2024
4.3	Amended and Restated By-law 1, incorporated by reference to Exhibit 99.3 to the Registrant's Report on Form 6-K furnished on February 28, 2024
23.1	Consent of KPMG LLP, independent registered public accounting firm*
24.1	Power of Attorney (included in the signature page to this Registration Statement)*
99.1	Amended and Restated Directors' Share Compensation Plan*
107	Filing Fee Table*

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Country of Canada, on the 23rd day of October, 2024.

CELESTICA INC.

By: /s/ Robert A. Mionis

Robert A. Mionis

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert A. Mionis, Mandeep Chawla and Douglas Parker, and each of them, as such individual's true and lawful attorney in fact and agent with full power of substitution, for such individual in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or the individual's substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Robert A. Mionis</u> Robert A. Mionis	Director, President and Chief Executive Officer (Principal Executive Officer)	October 23, 2024
<u>/s/ Mandeep Chawla</u> Mandeep Chawla	Chief Financial Officer (Principal Financial Officer and principal accounting officer)	October 23, 2024
<u>/s/ Michael M. Wilson</u> Michael M. Wilson	Chair of Board and Director	October 23, 2024
<u>/s/ Kulvinder (Kelly) Ahuja</u> Kulvinder (Kelly) Ahuja	Director	October 23, 2024
<u>/s/ Robert A. Cascella</u> Robert A. Cascella	Director	October 23, 2024
<u>/s/ Françoise Colpron</u> Françoise Colpron	Director	October 23, 2024
<u>/s/ Jill Kale</u> Jill Kale	Director	October 23, 2024
<u>/s/ Laurette T. Koellner</u> Laurette T. Koellner	Director	October 23, 2024
<u>/s/ Luis A. Müller</u> Luis A. Müller	Director	October 23, 2024

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act, the undersigned has signed this Registration Statement, solely in the capacity of the duly authorized representative of Celestica Inc. in the United States, on the 23rd day of October, 2024.

CELESTICA INC.
(Authorized U.S. Representative)

By: /s/ Robert A. Mionis

Name: Robert A. Mionis

Title: President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
23.1	Consent of KPMG LLP, independent registered public accounting firm
99.1	Amended and Restated Directors' Share Compensation Plan
107	Filing Fee Table



KPMG LLP
Bay Adelaide Centre
333 Bay Street, Suite 4600
Toronto Ontario M5H 2S5
Telephone (416) 777-8500
Fax (416) 777-8818
www.kpmg.ca

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Celestica Inc.:

We consent to the use of our report dated March 8, 2024, on the consolidated financial statements of Celestica Inc. (the “Entity”), which comprise the consolidated balance sheets as of December 31, 2023 and December 31, 2022, the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes, and our report dated March 8, 2024 on the effectiveness of the Entity’s internal control over financial reporting as of December 31, 2023, which are incorporated by reference in this Registration Statement on Form S-8 of the Entity and are included in the Entity’s Annual Report on Form 20-F for the year ended December 31, 2023, filed with the United States Securities and Exchange Commission on March 11, 2024.

/s/ KPMG LLP
Chartered Professional Accountants, Licensed Public Accountants

October 24, 2024
Toronto, Canada

CELESTICA INC.

DIRECTORS' SHARE COMPENSATION PLAN

1. Each director of Celestica Inc. (the “**Corporation**”) who is not an employee of the Corporation or any of its subsidiaries (an “**Eligible Director**”) shall make an annual election (a “**Share Compensation Election**”), on or before the last business day of each calendar year, to be paid 50%, 75% or 100% of the aggregate of:
 - (i) the annual fee (“**Annual Board Fee**”) payable to such Eligible Director for services rendered as a member or the Chair (as applicable) of the Board of Directors of the Corporation (the “**Board**”);
 - (ii) the travel fees payable to such Eligible Director (“**Travel Fees**”); and
 - (iii) where applicable, the fee payable to such Eligible Director for services rendered as Chair of the Audit Committee of the Board, Chair of the Compensation Committee of the Board, and/or Chair of any other standing or *ad hoc* committee of the Board from time to time (“**Committee Chair Fees**” and, together with Travel Fees “**Other Compensation**”);in each case in respect of the immediately following calendar year (each calendar year, a “**Compensation Period**”) in deferred share units (each a “**DSU**”) as described in more detail herein or in RSUs, as defined in the Corporation’s Long-Term Incentive Plan, as amended from time to time (the “**LTIP**”), which RSUs will be granted pursuant to the LTIP but on terms that comply with paragraph 3 (provided that an Eligible Director may not elect both DSUs and RSUs for the same Compensation Period). The percentage referred to above is hereinafter each referred to as a “**Share Compensation Election Percentage**”. Annual Board Fees and Other Compensation shall all be as determined by the Board from time to time and are collectively referred to as “**Annual Compensation**”.
 2. An Eligible Director may elect to receive RSUs in respect of a Compensation Period only if the Eligible Director is, at the time the election is made, in compliance with the minimum share ownership requirements applicable to the Eligible Director under any share ownership policy or guideline adopted by the Board of Directors of the Corporation from time to time.
 3. RSUs granted pursuant to an election under paragraph 1 or paragraph 5 shall be governed by the terms of the LTIP, provided that the Share Unit Grant Agreement (as defined in the LTIP) evidencing the allocation of such RSUs shall specify that they will vest in three equal installments on the first, second and third anniversaries of the Date of Grant (as defined in the LTIP and determined as provided in paragraph 7(b)), with each such anniversary being a Release Date (as defined in the LTIP) for the RSUs that vest on such date, provided that any RSUs that remain outstanding and unvested on the date, subject to paragraph 14, on which the Eligible Director is no longer any of the following: (i) a director of the Corporation; or (ii) an employee of the Corporation; (the “**Retirement Date**”) shall immediately vest in full as of such date and such Retirement Date shall be a Release Date for the RSUs that vest on such Retirement Date.
 4. Subject to the terms of this Plan, each DSU shall entitle an Eligible Director to receive, in accordance with either paragraph 9 or paragraph 10, a subordinate voting share of the Corporation (a “**Share**”) or a cash payment equal to the value of a Share following the Eligible Director’s Retirement Date.
 5. An individual who becomes an Eligible Director during a Compensation Period shall make a Share Compensation Election and select a Share Compensation Election Percentage to apply in respect of the portion of the Annual Compensation for such Compensation Period payable in respect of the Corporation’s quarterly financial periods (“**Fiscal Quarters**”) that commence after the date such Share Compensation Election is made. A Share Compensation Election made under this paragraph 5 shall not be effective in respect of the Eligible Director’s Annual Compensation for the Compensation Period in which the individual becomes an Eligible Director if: (i) such election is not made within 30 days after the individual becomes an Eligible Director; or (ii) to the extent required by Section 409A of the United States Internal Revenue Code of 1986, as amended from time to time (the “**Code**”), the individual previously participated in this Plan or any other plan that is required to be aggregated with this Plan for purposes of Section 409A of the Code. Any amount of Annual Compensation for the Fiscal Quarter in which an individual becomes an Eligible Director shall be provided in the form of DSUs.
-

6. If an Eligible Director does not make a Share Compensation Election in accordance with paragraph 1 or 5, as applicable, his or her Share Compensation Election Percentage for the Compensation Period or portion thereof, as applicable, for Annual Compensation awarded in respect of such Compensation Period shall be deemed to be 100% in DSUs.
 7. Annual Compensation is paid to Eligible Directors quarterly, in arrears. The number of DSUs and/or RSUs that an Eligible Director may receive in respect of each Fiscal Quarter shall be determined as follows:
 - (a) The number of DSUs to be allocated to an Eligible Director in respect of his or her Annual Compensation shall be equal to one quarter of the Eligible Director's Annual Compensation for the applicable Compensation Period, or, in the event that the date on which an Eligible Director ceases to be an Eligible Director (the "**Termination Date**") occurs during a Fiscal Quarter, a prorated amount of such instalment that reflects the Eligible Director's actual period of service as an Eligible Director from the commencement of the applicable Fiscal Quarter to the Eligible Director's Termination Date, multiplied by (ii) the Share Compensation Election Percentage, divided by (iii) the closing price of the Shares on the New York Stock Exchange (the "**NYSE**") on the last trading day of the Fiscal Quarter in respect of which the instalment is to be paid or, in the event that the Eligible Director's Termination Date occurs prior to the end of a Fiscal Quarter, such price on the last trading day of the immediately preceding Fiscal Quarter. Such DSUs shall be credited to the Eligible Director's Account (as defined below) as of the last day of the applicable Fiscal Quarter or, in the event that the Eligible Director's Termination Date occurs prior to the end of such Fiscal Quarter, as of the Eligible Director's Termination Date.
 - (b) The number of RSUs to be allocated to an Eligible Director in respect of his or her Annual Compensation shall be calculated in accordance with section 19.4 of the LTIP, provided that: (i) the amount of each Grant shall be equal to one quarter of the Eligible Director's Annual Compensation for the applicable Compensation Period, or, in the event that the an Eligible Director's Termination Date occurs during a Fiscal Quarter, a prorated amount of such quarterly instalment that reflects the Eligible Director's actual period of service as an Eligible Director from the commencement of the applicable Fiscal Quarter to the Eligible Director's Termination Date, multiplied by the Share Compensation Election Percentage; and (ii) the Date of Grant shall be the last day of each Fiscal Quarter in the applicable Compensation Period.
 8. The Corporation shall keep or cause to be kept records for each Eligible Director, including an account (the "**Account**") showing the number of DSUs, determined in accordance with paragraph 7(a), rounded to two decimal places, that the Eligible Director has been granted. A written confirmation of the balance in each Eligible Director's Account shall be provided by the Corporation to the Eligible Director at least annually, but the Corporation shall have no obligation to issue any certificate or other instrument evidencing the DSUs. Records of RSUs granted to an Eligible Director pursuant to an election under this Plan shall be maintained in accordance with the LTIP.
-

9. Subject to paragraph 10, on the date that is forty-five (45) days following the Eligible Director's Retirement Date or the following business day if such forty-fifth (45th) day is not a business day (the "**Valuation Date**"), or as soon as practicable thereafter (but in all cases within ninety (90) days following the Eligible Director's Retirement Date), the Corporation, through its Share Plan Administrator, shall deliver to the Eligible Director the number of Shares that equals the number of DSUs in the Eligible Director's Account on the Valuation Date, less such number of Shares the value of which is required to satisfy applicable withholding taxes and source deductions. The Administrator shall, in accordance with the instructions of the Eligible Director or the Eligible Director's legal representative, as applicable, deliver to the Eligible Director or the Eligible Director's legal representative, as applicable, a certificate representing such Shares, or credit such Shares to an account with a broker in the name of the Eligible Director or the Eligible Director's legal representative, as applicable, as soon as practicable thereafter. Settlement of RSUs granted to an Eligible Director pursuant to an election under this Plan shall be made in accordance with the LTIP.
 10. The Corporation shall have the right, in its sole discretion, to pay all or a portion of the value of an Eligible Director's DSUs to the Eligible Director or the Eligible Director's legal representative, as applicable, in a lump sum cash payment in an amount equal to the product obtained by multiplying the number of DSUs in the Eligible Director's Account on the Valuation Date by the closing price of the Shares on the NYSE (or, if the Shares are not listed on the NYSE, then on the over the counter market, or, if the Shares are not listed on the over the counter market, the fair market value of the Shares as determined by the Board in good faith) on the Valuation Date, less applicable withholding taxes and source deductions, and shall do so if there is no public market for the Shares. Such lump sum payments shall be made on the Valuation Date, or as soon as practicable thereafter (but in all cases within ninety (90) days following the Eligible Director's Retirement Date).
 11. Each Eligible Director who receives Shares under this Plan shall comply with all applicable securities regulations and policies of the Corporation relating to the purchase and sale of Shares.
 12. In the event of a (i) capital reorganization, (ii) merger, (iii) amalgamation, (iv) offer for shares of the Corporation which if successful would entitle the offeror to acquire all of the shares of the Corporation or all of one or more particular class(es) of shares of the Corporation to which the offer relates, (v) sale of a material portion of the assets of the Corporation, (vi) arrangement or other scheme of reorganization (a "**Reorganization**") or proposed Reorganization, or (vii) an increase or decrease in the outstanding Shares as a result of a stock split, consolidation, subdivision, reclassification or recapitalization but, for greater certainty, not as a result of the issuance of Shares for additional consideration, by way of a stock dividend or other distribution in the ordinary course or as a result of a rights offering, the Corporation may adjust the Account of each Eligible Director in such manner as the Corporation determines, in its discretion, is equitable to reflect such event. The adjustment so made by the Corporation, if any, shall be conclusive and binding for all purposes of this Plan, and Eligible Directors (and any person claiming through an Eligible Director) shall have no other rights as a result of any change in the Shares or of any other event. In the event of a Reorganization, RSUs granted to an Eligible Director pursuant to an election under this Plan shall be subject to adjustment in accordance with the LTIP.
-

13. The Corporation may amend or terminate the Plan in whole or in part at any time as it deems necessary or appropriate, but no such amendment or termination shall, without the consent of the Eligible Director or unless required by law, adversely affect the rights of an Eligible Director with respect to DSUs to which the Eligible Director is then entitled under the Plan. Notwithstanding the foregoing, any amendment of the Plan shall be such that the Plan continuously meets the requirements of paragraph 6801(d) of the regulations under the *Income Tax Act* (Canada) or any successor to such provision.
14. The Corporation intends that the Plan comply with the requirements of section 409A of the Code, insofar as this Plan pays benefits that are subject to taxation under the Code that are subject to section 409A of the Code, and intends to administer the Plan accordingly. If any one or more provisions of the Plan may be interpreted to comply with, or be exempt from, Section 409A of the Code, then such provision(s) shall be so interpreted. For greater certainty, notwithstanding anything in the Plan to the contrary, with respect to all Plan benefits payable to or with respect to an Eligible Director (if any Plan benefits payable to or with respect to that Eligible Director are subject to taxation under the Code and are subject to section 409A of the Code), "Retirement Date" shall mean the date on which the Eligible Director has experienced a "separation from service" as defined in Section 409A of the Code and applicable regulations and guidance thereunder such that it is reasonably anticipated that no further services will be performed and provided that, in any event, all payments under the Plan to Eligible Directors who are subject to taxation under the Code shall be made in compliance with Section 409A of the Code.
15. The Board shall have full power and authority, subject to the provisions hereof, to construe and interpret the Plan. The Board's decisions, determinations and interpretations shall be final, conclusive and binding on all past, present and future Eligible Directors and all other persons, if any, having an interest herein. Neither the Board nor its members shall be liable for any action, omission or determination made in good faith with respect to the Plan.

As amended and restated as at December 11, 2023

Calculation of Filing Fee Tables

S-8

CELESTICA INC

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Shares, without par value	Other	50,000	\$ 56.96	\$ 2,848,000.00	0.0001531	\$ 436.03
Total Offering Amounts:					\$ 2,848,000.00		\$ 436.03
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 436.03

Offering Note

1

(1) This registration statement covers 50,000 Common Shares issuable under Celestica Inc.'s Amended and Restated Directors' Share Compensation Plan (Plan). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (Securities Act), this Registration Statement shall also cover any additional Common Shares which become issuable under the Plan with respect to the securities identified in the above table pursuant to anti-dilution and adjustment provisions thereof resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) promulgated under the Securities Act. The "Proposed Maximum Offering Price Per Unit" and "Maximum Aggregate Offering Price" are based on the average high and low prices of the Common Shares reported on the New York Stock Exchange on October 21, 2024.
