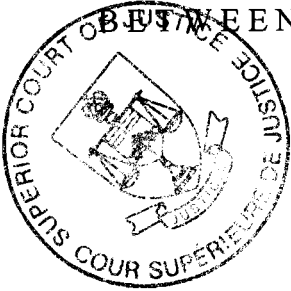


**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE
JUSTICE PERELL

) Thur DAY, THE 17th
)
) DAY OF APRIL, 2014



BETWEEN:

TRUSTEES OF THE MILLWRIGHT REGIONAL COUNCIL
OF ONTARIO PENSION TRUST FUND

Plaintiffs

- and -

CELESTICA INC., STEPHEN W. DELANEY and ANTHONY P. PUPPI

Defendants

Proceeding under the *Class Proceedings Act, 1992*

ORDER

THIS ORDER arises from a case conference held on April 17, 2014 at Osgoode Hall, 130 Queen Street West, Toronto, Ontario.

WHEREAS this action was certified as a class proceeding, pursuant to the *Class Proceedings Act, 1992*, S.O. 1992, c. 6 and leave to proceed with claims under section 138.3 of the *Securities Act*, R.S.O. 1990, c. S.5 (the "OSA") was granted by the order of the Honourable Justice Perell dated February 19, 2014.

1. **THIS COURT ORDERS** that Koskie Minsky LLP ("Class Counsel") be and hereby is appointed to receive opt out forms from the class.
2. **THIS COURT ORDERS** that the form and content of the Long-Form Notice, the Short-Form Notice, and the Opt Out Form attached hereto as **Schedules "A", "B", and "C"** respectively, be and hereby are approved and shall be published subject to the right of the plaintiff and the defendants to make minor non-material amendments to such forms, by mutual

agreement, as may be necessary or desirable, or for the purpose of creating an online opt out form at Class Counsel's website.

3. **THIS COURT ORDERS** that the defendants shall produce a list of the names and addresses of all Celestica Inc. registered shareholders who held Celestica shares at the beginning and end of the class period and at the end of each quarter falling between the beginning and end of the class period.

4. **THIS COURT ORDERS** that the class members shall be notified that this proceeding has been certified as a class proceeding and leave to proceed with claims under section 138.3 of the OSA was granted as follows:

- (a) a copy of the Long-Form Notice shall be provided by Class Counsel to all individuals or entities that have contacted Class Counsel regarding this action, and to any person who requests it;
- (b) within 10 days of this order, a copy of the Long-Form Notice shall be posted prominently on Class Counsel's website;
- (c) within 20 days of this order, the Long-Form Notice shall be sent directly to the addresses of class members listed on the Shareholder list produced by the defendants;
- (d) within 20 days of this order, the Long-Form Notice shall be sent to a list of all brokers known to Class Counsel, with a cover letter containing the following statement:

Nominee purchasers are directed within ten (10) days of the receipt of this Notice (a) to provide Class Counsel with lists of names and addresses of beneficial owners; or (b) to request additional copies of the Notice from Class Counsel to mail the Notice to the beneficial owners. Nominee purchasers who elect to send the Notice to their beneficial owners shall send a statement to Class Counsel that the mailing was completed as directed.

(e) within 30 days of this order, on dates to be agreed upon by Class Counsel and counsel to the defendants, the Short-Form Notice shall be published in the following publications in black and white:

- (i) *The Globe and Mail*, in English, in one weekday publication;
- (ii) *National Post*, in English, in one weekday publication;
- (iii) *La Press*, in French, in one weekday publication; and
- (iv) *Le Soleil*, in French, in one weekday publication.

5. **THIS COURT ORDERS** that the expense of notice in paragraph 4 above shall be borne by the defendants, subject to review and readjustment by agreement or order at the termination of this proceeding.

6. **THIS COURT ORDERS** that a class member may opt out of the class proceeding by delivering a signed Opt Out Form, or some other legible signed request to opt out, by July 1, 2014 (the "Opt Out Deadline"), sent to Class Counsel, at the following address:

Celestica Class Action

Koskie Minsky LLP

20 Queen St. West, Suite 900, Box 52, Toronto, ON, M5H 3R3

Tel: 1-888-502-7455

Email: celesticaclassaction@kmlaw.ca


7. **THIS COURT ORDERS** that no class member may opt out of the class proceeding after the Opt Out Deadline, except with leave of the Court.

8. **THE COURT ORDERS** that Class Counsel shall serve on the parties and file with the court, within sixty (60) days after the expiry of the Opt Out Deadline, an affidavit listing all persons who have opted out of the class proceeding, if any.

ENTERED AT / INSCRIBI A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

APR 17 2014

AS DOCUMENT NO.:
À TITRE DE DOCUMENT NO.:
PER / PAR:



PERELL, J.

SCHEDULE "A"

CELESTICA INC. CLASS ACTION

TO CURRENT AND FORMER CELESTICA INC. SHAREHOLDERS

NOTICE OF CERTIFICATION AND THE GRANTING OF LEAVE TO PROCEED WITH STATUTORY SECONDARY MARKET MISREPRESENTATION CLAIMS

Read this notice carefully as it may affect your legal rights.

You may need to take prompt action.

IMPORTANT DEADLINE:

Opt-Out Deadline (for individuals and entities that wish to exclude themselves from the Class Action. See below for more details.)

July 1, 2014

Opt-Out Forms will not be accepted after this deadline. As a result, it is necessary that you act without delay.

This notice is directed to all persons who acquired securities of Celestica Inc. during the period from January 27, 2005 to and including January 30, 2007 (the "Class Period"), other than certain excluded persons associated with the defendants described below.

WHO IS INCLUDED IN THIS CLASS ACTION?

This action has been certified on behalf of the following class: all persons who acquired Celestica Inc. shares during the Class Period by either a primary distribution in Canada or an acquisition on the Toronto Stock Exchange or other secondary market in Canada and who held some or all of those shares at the close of trading on the Toronto Stock Exchange on January 30, 2007 (the "Class").

Excluded from the Class are Celestica Inc.'s past and present subsidiaries, affiliates, officers, directors, employees, legal representatives, heirs, predecessors, successors and assigns, and any member of the individual defendants' families, and any entity in which they have or had during the Class period any legal or de facto controlling interest, as well as Onex Corporation and past and present subsidiaries, affiliates, officers, directors, employees, legal representatives, heirs, predecessors, successors and assigns ("Excluded Persons").

It is possible that you have received this notice even if you are an Excluded Person. If you are an Excluded Person you do not need to take any action in response to this notice and may disregard it.

THE CERTIFICATION AND LEAVE ORDER

On February 19, 2014, Justice Perell of the Ontario Superior Court of Justice certified the action *Trustees of the Millwright Regional Council of Ontario Pension Trust Fund v. Celestica Inc. et al*, Court File No. 11-CV-424069CP as a class proceeding, and appointed the Trustees of the Millwright Regional Council of Ontario Pension Trust Fund (the “Trustees”) as representative plaintiff. The certification order means that the this action may proceed to trial as a class action involving claims for alleged misrepresentations and failures to disclose in Celestica Inc.’s disclosure documents and public statements. Certification is a preliminary procedural matter. The merits of the claims in the action, or the allegations of fact on which the claims are based, have not been finally determined by the courts. The defendants deny that the claims in the action have merit.

Justice Perell of the Ontario Superior Court of Justice also granted leave to the plaintiffs in this action to commence an action under the secondary market liability provisions of the Ontario *Securities Act*.

The only claims being pursued in the class action are claims for misrepresentation and failures to disclose under the secondary market liability provisions of the Ontario *Securities Act*. These claims are subject to damages caps, which limit the amount of damages that can be recovered from the defendants. If you wish to pursue other claims against the defendants relating to the matters at issue in the class action, you should immediately seek independent legal advice. See “Additional Information” for how to access the claims and the certification orders setting out the matters at issue in the class action.

DO NOTHING IF YOU WANT TO PARTICIPATE IN THE CLASS ACTION

Class Members who want to participate in this action are automatically included and need not do anything at this time to participate. However, it is highly recommended that you ensure that any document relating to your transactions in Celestica Inc. shares, including electronic records, such as email, have been set aside and protected from destruction. You may need these transaction records if there is a settlement or monetary judgment in the action.

YOU MUST OPT OUT IF YOU DO NOT WANT TO PARTICIPATE IN THE CLASS ACTION

Class Members who do not want to participate in the class action must opt out. If you want to opt out of the class action, you must complete and send the attached Opt Out Form or send a signed letter stating that you elect to opt out of the class in the Celestica Inc. class action. To be a valid opt out, the letter must contain all of the following information:

- (a) your full name, current address and telephone number;
- (b) the number of Celestica Inc. shares purchased between from January 27, 2005 to and including January 30, 2007 (the “Class Period”), and the date and price of each such transaction;

- (c) a statement to the effect that you wish to be excluded from the class action; and
- (d) your reasons for opting out.

to be valid, your opt out must be received by Koskie Minsky LLP by no later than July 1, 2014 at the following address:

Celestica Class Action

Koskie Minsky LLP

20 Queen St. West, Suite 900, Box 52, Toronto, ON, M5H 3R3

Tel: 1-888-502-7455

Email: celesticaaction@kmlaw.ca

Each Class Member who does not opt out of the class action will be bound by the terms of any judgment or settlement, whether favourable or not, and will not be allowed to prosecute an independent action against any of the defendants for any of the factual matters raised in the class action. If the class action is successful, you may be entitled to share in the amount of any award or settlement recovered. In order to determine if you are entitled to share in the award or settlement and the amount, if any, of your share, it may be necessary to conduct an individual determination. There may be costs payable by you if it is determined that you are not entitled to share in the award or settlement. You will have the opportunity to decide if you wish to proceed with your individual determination before it begins.

No person may opt out a minor or a mentally incapable member of the class without permission of the courts after notice to The Children's Lawyer and/or the Public Guardian and Trustee, as appropriate.

A Class Member who opts out will not be entitled to participate in the class action and will not be entitled to share in the amount of any award, if the class action is successful, or in any settlement achieved, if any.

CLASS COUNSEL AND LEGAL FEES

The plaintiffs and the class in this action are represented by Koskie Minsky LLP and Himelfarb Proszanski. They are acting on a contingency basis. Legal fees, disbursements and applicable taxes will only be payable in the event of success.

In the event of success in the class action, class counsel will make a motion to the courts to have their fees and disbursements approved.

As a Class Member, you will not be required to pay any costs in the event that the class action is unsuccessful.

ADDITIONAL INFORMATION

This notice was approved by the Ontario Superior Court of Justice. The court offices cannot answer any questions about the matters in this notice. The claims, orders of the courts and other information are available on class counsel's websites at www.kmlaw.ca/celesticaaction.

Questions relating to the class action should be directed by email or telephone to Class Counsel:

Celestica Class Action

Koskie Minsky LLP

20 Queen St. West, Suite 900, Box 52, Toronto, ON, M5H 3R3

Tel: 1-888-502-7455

Email: celesticaaction@kmlaw.ca

SCHEDULE "B"
Legal Notice

**TO CURRENT AND FORMER CELESTICA INC.
SHAREHOLDERS**

A Lawsuit May Affect Your Rights. Please Read this Notice Carefully.

ARE YOU INCLUDED?

This notice is directed to all persons who acquired securities of Celestica Inc. during the period from January 27, 2005 to and including January 30, 2007 (the "Class Period"), who held some or all of those shares at the close of trading on the Toronto Stock Exchange on January 30, 2007, other than certain excluded persons associated with the defendants.

WHAT IS THIS CASE ABOUT?

This case is a securities class action alleging that Celestica Inc. made misrepresentations or failures to disclose in its public disclosure.

THE CERTIFICATION AND LEAVE ORDERS

On February 19, 2014, Justice Perell of the Ontario Superior Court of Justice certified the action *Trustees of the Millwright Regional Council of Ontario Pension Trust Fund v. Celestica Inc. et al.* as a class proceeding, and appointed the Trustees of the Millwright Regional Council of Ontario Pension Trust Fund as representative plaintiff. Justice Perell also granted leave to the plaintiffs to commence an action under the secondary market liability provisions of the Ontario *Securities Act*.

WHAT DO I NEED TO DO?

Do nothing if you want to participate in the class action.

You must opt out if you do not want to participate in the class action. In order for your opt out request to be valid, it must include all of the following information:

- (a) your full name, current address and telephone number;
- (b) the number of Celestica Inc. shares purchased between from January 27, 2005 to and including January 30, 2007 (the "Class Period"), and the date and price of each such transaction;

(c) a statement to the effect that you wish to be excluded from the class action; and your reasons for opting out;

(d) your reasons for opting out.

You can also opt out by completing an Opt Out Form, available at www.kmlaw.ca/celesticaaction.

In order for your opt out request to be valid, it must be received by Koskie Minsky LLP by no later than July 1, 2014 at the address below.

WHO REPRESENTS THE CLASS?

The plaintiffs and the class in this action are represented by Koskie Minsky LLP and Himelfarb Proszanski. They are acting on a contingency basis. Legal fees, disbursements and applicable taxes will only be payable in the event of success.

In the event of success in the class action, class counsel will make a motion to the court to have their fees and disbursements approved. As a class member, you will not be required to pay any costs in the event that the class action are unsuccessful.

HOW CAN I GET MORE INFORMATION?

Questions relating to the class action should be directed by email or telephone to class counsel:

Celestica Class Action

Koskie Minsky LLP
20 Queen St. West, Suite 900, Box 52,
Toronto, ON, M5H 3R3
Tel: 1-888-502-7455
Email: celesticaaction@kmlaw.ca

You may also review the detailed notice and other information at:
www.kmlaw.ca/celesticaaction

SCHEDULE "C"

CELESTICA INC. OPT OUT FORM

Must be Postmarked No
Later Than July 1, 2014

THIS FORM IS NOT A REGISTRATION FORM OR A CLAIM FORM. THIS FORM EXCLUDES YOU FROM PARTICIPATION IN THE CELESTICA INC. CLASS ACTION. DO NOT USE THIS FORM IF YOU WANT TO REMAIN IN THE CLASS.

Last Name

First Name

Current Address

City

Prov./State

Postal Code/Zip Code

Telephone Number (Work)

Telephone Number (Home)

Social Insurance Number/Social Security Number/Unique Tax Identifier

Total number of Celestica Inc. shares purchased during the Class Period (January 27, 2005 to January 30, 2007):

You must also accompany your Opt Out Form with brokerage statements or other transaction records, listing all of your purchases of Celestica Inc. common shares between January 27, 2005 to January 30, 2007, inclusive.

Identification of person signing this Opt Out Form (please check):

- I represent that I purchased Celestica Inc. securities and am the above identified class member. I am signing this Form to EXCLUDE myself from the participation in the Celestica Inc. class action.

Purpose for Opting Out (check only one):

- My current intention is to begin individual litigation against Celestica Inc., Stephen W. Delaney and/or Anthony P. Puppi in relation to the matters alleged in this proceeding.
- I am opting out of the class action for a reason other than to begin individual litigation against Celestica Inc., Stephen W. Delaney and/or Anthony P. Puppi in relation to the matters alleged in this proceeding.

I UNDERSTAND THAT BY OPTING OUT I WILL NEVER BE ELIGIBLE TO RECEIVE BENEFITS OBTAINED BY WAY OF THIS CLASS ACTION, AND WILL BE UNABLE TO PARTICIPATE IN ANY FUTURE SETTLEMENT OR JUDGMENT WITH OR AGAINST ANY OF THE DEFENDANTS.

Signature: _____ Date Signed: _____

Please mail your Opt Out Form to:

Celestica Class Action
Koskie Minsky LLP
20 Queen St. West, Suite 900, Box 52
Toronto, ON, M5H 3R3
Tel: 1-888-502-7455
Email: celesticaaction@kmlaw.ca

**Trustees of the Millwright Regional Council Of
Ontario Pension Trust Fund**

and

Celestica Inc., et al.

Court File No. CV-11-424069-00CP

Plaintiffs

Defendants

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

Proceedings Under the *Class Proceedings Act, 1992*

ORDER

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