

# FORM 6-K

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934  
For the month of November 2006**

**001-14832**

(Commission File Number)

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### **CELESTICA INC.**

(Translation of registrant's name into English)

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**1150 Eglinton Avenue East  
Toronto, Ontario  
Canada, M3C 1H7  
(416) 448-5800**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  x

Form 40-F  o

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):  o

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):  o

Indicate by check mark whether by furnishing the information contained in this Form, is the registrant also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  o

No  x

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**Celestica Inc.  
Form 6-K  
Month of November 2006**

The following information filed with this Form 6-K is incorporated by reference in Celestica's registration statements, the prospectuses included therein, and any registration statement subsequently filed by Celestica with the Securities and Exchange Commission:

- Management's Discussion and Analysis of Financial Conditions and Results of Operations for the Third Quarter 2006, the text of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.
- Press Release, dated October 26, 2006, the text of which is attached hereto as Exhibit 99.2 and is incorporated herein by reference, including Celestica Inc.'s third quarter 2006 consolidated financial information.

- Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a), the text of which is attached hereto as Exhibit 99.3 but is not incorporated herein by reference.
- Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a), the text of which is attached hereto as Exhibit 99.4 but is not incorporated herein by reference.
- Certification pursuant to Rule 13a-14(b), as required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the text of which is attached hereto as exhibit 99.5 but is not incorporated herein by reference.

#### Exhibits

- 99.1 — Management's Discussion and Analysis for the Third Quarter 2006
- 99.2 — Press Release, dated October 26, 2006
- 99.3 — Certification of Chief Executive Officer
- 99.4 — Certification of Chief Financial Officer
- 99.5 — Certification required by Section 906 of the Sarbanes-Oxley Act of 2002

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#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CELESTICA INC.

Date: November 1, 2006

BY: /s/ Elizabeth L. DelBianco  
Elizabeth L. DelBianco  
Chief Legal Officer

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**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
Third Quarter 2006**

*The following discussion of the financial condition and results of operations should be read in conjunction with the 2005 Consolidated Financial Statements and the September 30, 2006 Interim Consolidated Financial Statements, which we prepared in accordance with Canadian GAAP. A reconciliation to United States GAAP is disclosed in note 20 to the 2005 Consolidated Financial Statements. All dollar amounts are expressed in U.S. dollars. The information in this discussion is provided as of October 26, 2006.*

*Certain statements contained in the following Management's Discussion and Analysis of Financial Condition and Results of Operations constitute forward-looking statements within the meaning of section 27A of the U.S. Securities Act and section 21E of the U.S. Exchange Act, including, without limitation, statements concerning possible or assumed future results of operations preceded by, followed by or that include the words "believes," "expects," "anticipates," "estimates," "intends," "plans," or similar expressions. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the U.S. Private Securities Litigation Reform Act of 1995, and in any applicable Canadian securities legislation. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. You should understand that the following important factors could affect our future results and could cause those results to differ materially from those expressed in such forward-looking statements: variability of operating results among periods; inability to retain or grow our business due to potential execution problems resulting from significant headcount reductions, plant closures and product transfers associated with major restructuring activities; the effects of price competition and other business and competitive factors generally affecting the EMS industry; the challenges of effectively managing our operations during uncertain economic conditions; our dependence on a limited number of customers; our dependence on industries affected by rapid technological change; the challenge of managing capacity utilization and unanticipated changes in customer demand; our ability to successfully manage our international operations; component constraints; and our ability to manage our restructuring and the shift of production to lower-cost geographies. These and other risks and uncertainties are discussed in our various filings with the Canadian Securities Commissions and the U.S. Securities and Exchange Commission, including our Annual Report on Form 20-F and subsequent reports on Form 6-K filed with the Securities and Exchange Commission.*

*Except as required by law, we disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should read this document with the understanding that our actual future results may be materially different from what we expect. We may not update these forward-looking statements, even if our situation changes in the future. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.*

## **Overview**

*What Celestica does:*

We are a trusted partner in the delivery of electronic product solutions for leading OEMs in the computing, telecommunications, aerospace and defense, automotive, consumer and industrial sectors. We operate a highly sophisticated global manufacturing network with operations in Asia, the Americas and Europe. Our expertise in electronics manufacturing and supply chain management, combined with our global deployment of Lean and Six Sigma quality and efficiency programs, enable us to provide competitive advantages to our customers by improving time-to-market, scalability and manufacturing efficiency.

*Overview of business environment:*

The EMS industry is comprised of companies that provide a broad range of electronics manufacturing services to OEMs. EMS companies have evolved from manufacturing parts to providing complex electronic product solutions such as design and engineering, manufacturing and systems integration, fulfillment and after-market solutions. As a result of OEMs more closely integrating their manufacturing operations with their EMS providers, the EMS industry has experienced rapid change and growth over the past decade.

During the period from 2001 to 2003, the EMS industry experienced significant demand weakness, particularly in the computing and telecommunications end markets, as spending on higher-complexity and infrastructure products was reduced. Our concentration of business with customers in these higher-complexity products had a significant adverse effect on our revenue and margins for 2002 and 2003. The downturn also created excess capacity in the EMS industry, resulting in industry restructuring and continued pricing pressures as EMS providers competed for a reduced amount of business. Declining end markets and volumes led to lower utilization rates which also adversely impacted margins for those years. Our revenue for 2003 was \$6.7 billion, down 19% from \$8.3 billion in 2002 and down 33% from \$10.0 billion in 2001.

Technology end-markets began to show signs of recovery in the latter part of 2003. Our revenue for 2004 grew to \$8.8 billion from \$6.7 billion in 2003, aided by a modestly better economic environment, the acquisition of Manufacturers' Services Limited (MSL) and the addition of new customers in diversified markets. Our communications and information technology sectors remained volatile in 2005. Though revenue in the first half of 2005 was stable, we experienced unexpected revenue declines from our computing and communications infrastructure markets in the second half of 2005, resulting in an overall decline in revenue from \$8.8 billion in 2004 to \$8.5 billion in 2005.

For the first nine months of 2006, we have seen a more positive demand environment. We have also added new customers in the consumer market sector. This better environment led to some industry-wide component constraints primarily in the first half of 2006, which resulted in less efficient production and higher working capital requirements for that period. We saw improvements on both of these fronts during this quarter.

*Key strategic initiatives:*

In response to the downturn in the EMS industry referenced above, we initiated restructuring plans to rebalance our global manufacturing network and reduce capacity. During the technology downturn, the EMS industry began a major transformation of its manufacturing network. OEM customers wanted their EMS

providers to shift more production to lower-cost regions which lowers their product costs and allows them to better compete in their own highly competitive markets.

In 2001, we announced our first restructuring plan. As the downturn continued, and excess capacity in higher-cost geographies remained, we announced additional restructuring plans through to 2006. The restructuring plans are focused on consolidating facilities, thereby improving capacity utilization while increasing production in lower-cost geographies and accelerating margin expansion. Our capacity utilization was approximately 65% in the third quarter of 2006. As a result of our restructuring actions, we have more of our capabilities and a significant portion of our global manufacturing network in lower-cost regions. Approximately 88% of our employees as of September 30, 2006 were in lower-cost geographies, up from approximately 60% at the end of 2002.

Although our 2005 revenue decreased from 2004, we increased our operating margins and further diversified our customer base by increasing our penetration into markets beyond traditional telecommunications and computing markets. Our focus for 2006 is to complete our restructuring actions and align our capacity, improve our operating margins, increase our business in the aerospace and defense, automotive, consumer and industrial end markets, and maintain our strong customer focus by further expanding our electronic product solutions offerings to bring about even greater competitive advantage for our customers. In support of these goals, we will:

- continue to implement Lean and Six Sigma principles to enhance efficiencies and improve operating margins;
- restructure the remaining underutilized facilities by the end of 2006;
- divest unprofitable and non-strategic activities;
- consider acquisitions which will allow us to grow in diversified markets or expand our capabilities;
- continue to offer innovative technology solutions; and
- further grow our culture of innovation, agility, responsiveness and leadership.

### **Summary of 3Q 2006**

#### *Financing and capital structure:*

We continued to maintain a strong balance sheet throughout the first nine months of 2006 and finished the quarter with a cash balance of \$778.8 million and an undrawn credit facility. During the quarter, we generated cash from operations of \$88.1 million. In addition, we have spent \$161.9 million to date in 2006 for capital assets to support current operations and capacity expansion.

#### *Acquisitions and divestitures:*

In June 2006, we sold our plastics injection molding business (which we acquired as part of an EMS acquisition). Our plastics business, which operated primarily in Asia, represented less than 1% of our total operations.

In March 2006, we acquired certain assets located in the Philippines from Powerwave Technologies, Inc. and signed a multi-year supply agreement. This acquisition strengthened our relationship with an existing customer in the telecommunications sector. Powerwave announced that Celestica would become its global preferred outsourcing partner.

In July 2005, we completed the acquisition of Ramnish Electronics Private Limited, an EMS provider located in India. This strategic acquisition expanded our low-cost EMS manufacturing capabilities and provided us with access to an established customer base in the Indian market. In August 2005, we completed the acquisition of CoreSim Inc., a leader in advanced design analysis and redesign services based in Canada. This acquisition strengthened our design services offering and provided us with access to an expanded customer base in the telecommunications, aerospace and defense, and enterprise markets. In November 2005, we completed the acquisition of Displaytronix Inc., a repair services company in the United States which expanded our repair capabilities in the growing flat-panel display market.

We may, at any time, be engaged in ongoing discussions with respect to possible acquisitions that we expect would enhance our global manufacturing network, expand our service offerings, increase our penetration in various industries and establish strategic relationships with new customers. There can be no assurance that any of these discussions will result in a definitive purchase agreement and, if they do, what the terms or timing of any such agreement would be.

We will continue to evaluate our operations and we may propose exiting businesses or service offerings in order to better align our operations with our strategic objectives.

#### *Overview of 3Q 2006 results:*

The following table sets forth, for the periods indicated, certain key operating results and other financial information (in millions, except per share amounts):

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
Revenue	\$ 1,994.4	\$ 2,392.4	\$ 6,395.7	\$ 6,549.9
Gross profit	108.3	134.2	362.2	364.7
Selling, general and administrative expenses (SG&A)	72.3	71.0	223.3	221.4
Net loss	(19.6)	(42.1)	(18.6)	(89.8)
Diluted loss per share	\$ (0.09)	\$ (0.19)	\$ (0.08)	\$ (0.40)

	As at December 31 2005	As at September 30 2006
Total assets	\$ 4,857.8	\$ 4,897.3
Total long-term financial liabilities	751.4	750.9

We are continuing with our restructuring plans to increase capacity utilization and improve margins. We have targeted the higher-cost locations in the Americas and Europe and we have been transitioning their production to lower-cost regions, primarily China, Czech Republic, Malaysia, Mexico, Romania and Thailand.

In September 2006, we completed the sale of one of our larger high-cost European facilities to a third party as part of our restructuring plan, incurring a total charge of \$61.2 million. Several smaller restructuring actions remain to be completed in Europe.

Although we completed the planned transfer of most programs into our Americas' lower-cost facilities, we continued to incur higher than expected costs during the first nine months of 2006 associated with the increased complexity, higher volumes and significant ramping of new customers which impacted our margins. Similarly, though smaller in scale, we continue to experience challenges in our lower-cost European sites. As we stabilize these operations and complete our large program ramps, we anticipate improved operational performance in the coming quarters.

Revenue for the third quarter of 2006 of \$2.4 billion grew 8% sequentially from the second quarter of 2006 and increased 20% from \$2.0 billion in the third quarter of 2005, primarily due to higher volumes and new customers in Asia and the Americas. Asia's revenue increased 31% from the same period in 2005 and represents over one-half of our total revenue. Revenue for the Americas increased 21% from the same period in 2005. Revenue for Europe decreased 14% from the same period in 2005 due to weaker demand. The revenue impact of acquisitions or divestitures was insignificant for the quarter.

Gross margin percentage has increased from 5.4% of revenue in the third quarter of 2005 to 5.6% of revenue in the third quarter of 2006. The increase in margins reflect the higher volumes and utilization in Asia, and lower costs due to the various restructuring actions. These were offset in part by an inventory charge taken in one of our Americas facilities and the continued inefficiencies in our American and European low-cost facilities associated with supporting program transfers and ramping new customer programs.

SG&A expenses were approximately the same for the third quarters of 2006 and 2005. However, as a percentage of revenue, SG&A expenses were 3.0% in the third quarter of 2006, down from 3.6% in the third quarter of 2005,

principally reflecting higher revenue.

In the third quarter of 2005, we restructured our long-term incentive arrangements and recorded a charge of \$6.8 million as part of our option exchange program. Future expenses are not impacted by this program.

#### Other performance indicators:

In addition to the key financial, revenue and earnings-related metrics described above, management regularly reviews the following working capital metrics:

	1Q05	2Q05	3Q05	4Q05	1Q06	2Q06	3Q06
Days in accounts receivable	42	38	40	41	47	42	40
Days in inventory	49	47	53	50	55	52	52
Days in accounts payable	(76)	(72)	(79)	(78)	(87)	(77)	(76)
Cash cycle days	15	13	14	13	15	17	16

Days in accounts receivable (A/R) is calculated as the average A/R for the quarter divided by the average daily revenue. Days in inventory is calculated as the average inventory for the quarter divided by the average daily cost of sales. Days in accounts payable (A/P) is calculated as the average A/P (including accruals) for the quarter divided by average daily cost of sales. Cash cycle days is calculated as the sum of days in A/R and inventory, less the days in A/P.

Cash cycle days improved by 1 day in the third quarter of 2006 from the second quarter of 2006 primarily due to the decrease in A/R days resulting from an improvement in the weighted average customer contract terms.

#### Critical Accounting Policies and Estimates

We prepare our financial statements in accordance with Canadian GAAP with a reconciliation to United States GAAP, as disclosed in note 20 to the 2005 Consolidated Financial Statements.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Significant accounting policies and methods used in the preparation of the financial statements are described in note 2 to the 2005 Consolidated Financial Statements. We evaluate our estimates and assumptions on a regular basis, based on historical experience and other relevant factors. Actual results could differ materially from these estimates and assumptions. The following critical accounting policies are impacted by judgments, assumptions and estimates used in the preparation of the Consolidated Financial Statements.

*Revenue recognition:*

We derive most of our revenue from the sale of electronics equipment that we have built to customer specifications. We recognize revenue from product sales when all of the following criteria have been met: shipment has occurred; title has passed; persuasive evidence of an arrangement exists; performance has occurred; receivables are reasonably assured of collection; customer specified test criteria have been met; and the earnings process is complete. We have contractual arrangements with the majority of our customers that require the customer to purchase unused inventory that we have purchased to fulfill that customer's forecasted manufacturing demand. We account for raw material returns as reductions in inventory and do not recognize revenue on these transactions.

We provide warehousing services in connection with manufacturing services to certain customers. We assess these contracts to determine whether the manufacturing and warehousing services can be accounted for as separate units of accounting. If the services do not constitute separate units of accounting, or the manufacturing services do not

meet all of the revenue recognition requirements, we defer recognizing revenue until the products have been shipped to the customer.

*Allowance for doubtful accounts:*

We record an allowance for doubtful accounts related to accounts receivable that are considered to be impaired. The allowance is based on our knowledge of the financial condition of our customers, the aging of the receivables, the current business environment, customer and industry concentrations, and historical experience. If any of our customers have insufficient liquidity, we may encounter significant delays or defaults in payments owed to us by our customers. This may result in our restructuring the debt or extending payment terms which may have a significant adverse effect on our financial condition and results of operations. A change to these factors could impact the estimated allowance and the provision for bad debts recorded in selling, general and administrative expenses.

*Inventory valuation:*

We value our inventory on a first-in, first-out basis at the lower of cost and replacement cost for production parts, and at the lower of cost and net realizable value for work in progress and finished goods. We regularly adjust our inventory valuation based on shrinkage and management's estimates of net realizable value, taking into consideration factors such as inventory aging, future demand for the inventory, and the nature of the contractual agreements with customers and suppliers, including the ability to return inventory to them. A change to these assumptions could impact the valuation of inventory and have a resulting impact on margins.

*Warranty costs:*

We have recorded a liability for warranty costs. As part of the normal sale of a product or service, we provide our customers with product or service warranties that extend for periods generally ranging from one to three years from the date of sale. The liability for the expected cost of warranty-related claims is established when products are sold and services are rendered. In estimating the warranty liability, historical material replacement costs and the associated labor to correct the defect are considered. Revisions to these estimates are made when actual experience differs materially from historical experience. Known product or service defects are specifically accrued as we become aware of such defects. Changes to the estimates could impact the liability and have a resulting impact on margins.

*Income taxes:*

We have recorded an income tax expense or recovery based on the net income earned or net loss incurred in each tax jurisdiction and the tax rate applicable to that income or loss. In the ordinary course of business, there are many transactions and calculations where the ultimate tax outcome is uncertain. The final tax outcome of these matters may be different than the estimates originally made by management in determining our income tax provisions. A change to these estimates could impact the income tax provision.

We record a valuation allowance against deferred income tax assets when management believes it is more likely than not that some portion or all of the deferred income tax assets will not be realized. Management considers factors such as the reversal of deferred income tax liabilities, projected future taxable income, the character of the income tax asset, tax planning strategies, changes in tax laws and other factors. A change to these factors could impact the estimated valuation allowance and income tax expense.

*Goodwill:*

We perform our annual goodwill impairment test in the fourth quarter of each year (to correspond with our planning cycle), and more frequently if events or changes in circumstances indicate that an impairment loss may have been incurred. Impairment is tested at the reporting unit level by comparing the reporting unit's carrying amount to its fair value. The fair values of the reporting units are estimated using a combination of a market approach and discounted cash flows. The process of determining fair values is subjective and requires management to exercise judgment in making assumptions about future results, including revenue and cash flow projections at the reporting unit level, and discount rates. We recorded an impairment loss in 2002 and 2004. Future goodwill impairment tests may result in further impairment charges.

*Long-lived assets:*

We perform our annual impairment tests on long-lived assets in the fourth quarter of each year (to correspond with our planning cycle), and more frequently if events or changes in circumstances indicate that an impairment loss may have been incurred. We estimate the useful lives of capital and intangible assets based on the nature of the asset, historical experience and the terms of any related supply contracts. The valuation of long-lived assets is based on the amount of future net cash flows that these assets are estimated to generate. Revenue and expense projections are based on management's estimates, including estimates of current and future industry conditions. A significant change to these assumptions could impact the estimated useful lives or valuation of long-lived assets resulting in a change to depreciation or amortization expense and impairment charges. We have recorded long-lived asset impairment losses in every year since 2001. Future impairment tests may result in further impairment charges.

*Restructuring charges:*

We have recorded restructuring charges relating to workforce reductions, facility consolidations and costs associated with exiting businesses. The restructuring charges include employee severance and benefit costs, costs related to leased facilities that have been abandoned or subleased, owned facilities which are no longer used and are available-for-sale, costs of leased equipment that have been abandoned, impairment of owned equipment available-for-sale, and impairment of related intangible assets. The recognition of these charges requires management to make certain judgments and estimates regarding the nature, timing and amounts associated with these plans. For owned facilities and equipment, the impairment loss recognized is based on the fair value less costs to sell, with fair value estimated based on existing market prices for similar assets. For leased facilities that have been abandoned or subleased, the liability for lease obligations is calculated on a discounted basis based on future lease payments subsequent to abandonment less estimated sublease income. To estimate future sublease income, we worked with independent brokers to determine the estimated tenant rents we could expect to realize. The estimated liability may change subsequent to its initial recognition, requiring adjustments to the liability recorded. At the end of each reporting period, we evaluate the appropriateness of the remaining accrued balances.

*Pension and non-pension post-employment benefits:*

We have pension and non-pension post-employment benefit costs and liabilities, which are determined from actuarial valuations. Actuarial valuations require management to make certain judgments and estimates relating to expected plan investment performance, salary escalation, compensation levels at the time of retirement, retirement ages, and expected healthcare costs. We evaluate these assumptions on a regular basis, taking into consideration current market conditions and historical data. A change in these factors could impact future pension expense.

**A. Operating Results**

Our annual and quarterly operating results vary from period to period as a result of the level and timing of customer orders, fluctuations in materials and other costs, and the relative mix of value-add products and services. The level and timing of customers' orders will vary due to their attempts to balance their inventory, changes in their manufacturing strategies, variation in demand for their products and general economic conditions. Our annual and quarterly operating results are also affected by capacity utilization, mix of manufacturing value-added, price competition, manufacturing effectiveness and efficiency, the degree of automation used in the assembly process, the performance of third-party providers to whom we have outsourced certain IT systems and production support, the ability to manage labor, inventory and capital assets effectively, the timing of expenditures in anticipation of forecasted sales levels, the timing of acquisitions and related integration costs, customer product delivery requirements, shortages of components or labor, the costs of transferring and ramping up programs, the impact of foreign exchange fluctuations, and other factors.

The table below sets forth certain operating data expressed as a percentage of revenue for the periods indicated:

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of sales	94.6	94.4	94.3	94.4
Gross profit	5.4	5.6	5.7	5.6
SG&A	3.6	3.0	3.5	3.4
Amortization of intangible assets	0.4	0.3	0.3	0.3
Other charges	1.4	3.4	1.2	2.3
Accretion of convertible debt	—	—	0.1	—
Interest expense, net	0.6	0.7	0.5	0.7
Earnings (loss) before income taxes	(0.6)	(1.8)	0.1	(1.1)
Income taxes expense	0.4	—	0.4	0.2
Net loss	(1.0)%	(1.8)%	(0.3)%	(1.3)%

*Change in accounting policies and estimates:*

Effective October 1, 2005, we changed the estimated useful lives of certain machinery and equipment from five years to seven years based on our experience and the extended use of these assets. As a result of this change in estimated useful life, depreciation expense included in cost of sales decreased by approximately \$4 million in the third quarter of 2006. We estimate depreciation expense in 2006 will be lower by approximately \$16 million as a result of this change.

*Revenue:*

We manage our operations on a geographic basis. The three reporting segments are Asia, the Americas and Europe. The following table shows revenue by reporting segment (in millions):

	Three months ended September 30			Nine months ended September 30		
	2005	2006	% Change	2005	2006	% Change
Asia	\$ 992.3	\$ 1,296.9	31%	\$ 3,050.6	\$ 3,437.8	13%
Americas	692.5	839.6	21%	2,332.8	2,319.3	-1%
Europe	350.7	300.7	-14%	1,143.6	941.7	-18%
Inter-segment	(41.1)	(44.8)		(131.3)	(148.9)	
Total	<u>\$ 1,994.4</u>	<u>\$ 2,392.4</u>	20%	<u>\$ 6,395.7</u>	<u>\$ 6,549.9</u>	2%

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Revenue for the third quarter of 2006 increased 20% compared to the third quarter of 2005 primarily due to higher volumes and new customers in Asia and the Americas, offset in part by lower volumes in Europe. Revenue increased 2% in the first nine months of 2006 compared to the same period in 2005 primarily due to higher revenue in Asia, offset in part by lower revenue in Europe. Asia's revenue represents over one-half of our total business. Lower volumes driven by weaker demand have continued to negatively impact revenue for Europe. Revenue from new customer wins has benefited all regions. The revenue impact of acquisitions or divestitures were insignificant for the quarter and the first nine months of 2006.

The following table shows industry market segmentation as a percentage of revenue for the indicated periods:

	Three months ended September 30		Three months ended June 30 2006
	2005	2006	
Enterprise communications	28%	26%	27%
Telecommunications	20%	19%	20%
Servers	16%	15%	17%
Storage	12%	10%	9%
Industrial, aerospace and defense	11%	9%	10%
Consumer, automotive and medical	13%	21%	17%

We continue to focus on diversifying our customer base by adding new customers in areas beyond traditional telecommunications and computing markets, such as those in the aerospace and defense, automotive, consumer and industrial sectors.

Revenue in the non-traditional markets represented 30% of revenue in the third quarter of 2006, up from 24% of revenue in the same period a year ago, primarily from new customers in the consumer market sector. The sequential growth was a result of new program wins in the consumer sector which seasonally peaks in the third quarter.

For the third quarter of 2006, there were no customers which accounted for revenue greater than 10% of total revenue. Last quarter, we had one customer (Cisco Systems) which accounted for revenue greater than 10% of total revenue. For the third quarter of 2005, we had two customers (Cisco Systems and IBM) which accounted for revenue greater than 10% of total revenue.

Whether any of our top customers has revenue greater than 10% in any quarter depends on various factors affecting our business with that customer and other customers, including seasonality of business, new programs wins, program consolidations or losses, phasing out of programs, program ramp-up or ramp-down activities and changes in end market demand. We expect that whether we have customers with revenue greater than 10% of total revenue in any quarter, as well as the identity of such customers in any quarter, will continue to fluctuate.

The following table shows our improvements in customer concentration as a percentage of total revenue for the indicated periods:

	Three months ended September 30	
	2005	2006
Top 10 customers	63%	59%
Non-top 10 customers	37%	41%

We are dependent upon continued revenue from our top customers. There can be no assurance that revenue from

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these or any other customers will not decrease in absolute terms or as a percentage of total revenue, either individually or as a group. Any material decrease in revenue from these or other customers could have a material adverse effect on our results of operations.

We believe our growth depends on increasing sales to existing customers for their current and future product generations, expanding and adding on related manufacturing and support services, and successfully attracting new customers. Customers may cancel contracts and volume levels can be changed or delayed. The timely replacement of delayed, cancelled or reduced orders with new business cannot be assured. In addition, we have no assurance that any of our current customers will continue to utilize our services, which could have a material adverse effect on our results of operations.

*Gross profit:*

The following table is a breakdown of gross profit and gross margin as a percentage of revenue for the indicated periods:

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
Gross profit (in millions)	\$ 108.3	\$ 134.2	\$ 362.2	\$ 364.7
Gross margin	5.4%	5.6%	5.7%	5.6%

The gross margin increase in the third quarter of 2006 reflects higher volumes and utilization in Asia and lower costs due to the various restructuring plans. These were offset partially by an inventory charge taken in one of our Americas facilities and the continued inefficiencies in our low-cost facilities in the Americas and Europe associated with supporting program transfers and ramping new customer programs. In the third quarter of 2005, cost of sales included \$3.9 million for the option exchange program. Gross margin for the first nine months of 2006 decreased from the same period in 2005. Gross margin was impacted by an inventory charge taken in the Americas and continued inefficiencies in our Mexican and Europe regions, which more than offset the margin improvements from Asia and the lower costs due to various restructuring actions.

The nature of our business causes gross margin to fluctuate based on product volume and mix, production efficiencies, utilization of manufacturing capacity, manufacturing costs, start-up and ramp-up activities, new product introductions, cost structures at individual sites, and other factors, including pricing due to the overall highly competitive nature of the EMS industry. In addition, the availability of components, which is subject to lead time and other constraints, could affect our revenue and margins.

*Selling, general and administrative expenses:*

SG&A expenses were \$71.0 million (3.0% of revenue) in the third quarter of 2006 compared to \$72.3 million (3.6% of revenue) in the same period of 2005. SG&A expenses for the first nine months of 2006 were \$221.4 million (3.4% of revenue) compared to \$223.3 million (3.5% of revenue) for the same period in 2005. In the third quarter of 2005, SG&A expenses included \$2.9 million for the option exchange program. SG&A as a percentage of revenue decreased as a result of the higher revenue, as well as benefits from exiting businesses and restructuring-related cost reductions. SG&A expenses decreased 6% sequentially due to benefits from exited businesses, restructuring-related cost reductions and lower variable pay accruals.

*Amortization of intangible assets:*

Amortization of intangible assets was essentially flat for the third quarter and first nine months of 2006 compared to the same periods in 2005.

*Integration costs related to acquisitions:*

Integration costs vary from period to period due to the timing of acquisitions and related integration activities.

*Other charges:*

We have recorded the following restructuring charges for the indicated periods (in millions):

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
2001 to 2004 restructuring	\$ 11.3	\$ 0.9	\$ 19.0	\$ 2.0
2005 and 2006 restructuring	29.6	81.5	85.8	117.6
Total restructuring	\$ 40.9	\$ 82.4	\$ 104.8	\$ 119.6

To date, we have recorded charges in connection with five separate restructuring plans in response to the challenging economic climate and our continuing strategy to move production from higher-cost to lower-cost geographies. These actions, which included reducing our workforce, and consolidating and repositioning the number and location of production facilities, were largely intended to align our capacity and infrastructure to anticipated customer requirements for more capacity in lower-cost regions, as well as to rationalize our manufacturing network to lower demand levels.

These restructuring plans were focused primarily in the Americas and Europe, as those regions were impacted the most by the downturn in business volumes and have high cost structures. Approximately 27,700 employees have been released from the business in connection with the restructuring activities. Approximately 65% of the employee terminations were in the Americas, 30% in Europe and 5% in Asia. To date, approximately 50 facilities have been closed or downsized, primarily in the Americas and Europe. All cash outlays are expected to be funded from cash on hand.

We have completed the major components of the 2001 to 2004 restructuring plans, except for certain long-term lease and other contractual obligations we expect to pay out over the remaining lease terms through 2015. We have now announced the majority of our restructuring plans that were contemplated by our 2005 announcement and have recorded restructuring charges of \$160.1 million in 2005 and \$119.6 million in the first nine months of 2006. We expect to incur further charges of approximately \$15 million to complete these actions.

Our restructuring charge for the quarter (which we report as other charges) included the cost to exit one of our larger high-cost European facilities. We recorded charges of \$61.2 million relating to the sale of this facility, comprised of employee termination and transaction closing costs totaling \$20.9 million and a non-cash loss of \$40.3 million, primarily for the disposal of land and building.

In June 2006, we sold our plastics business and recorded a loss of \$33.2 million in other charges, primarily for goodwill.

We will continue to evaluate our operations and we may propose future restructuring actions as a result of changes in the marketplace and/or our exit from less profitable operations or services no longer demanded by our customers.

#### *Accretion of convertible debt:*

As of September 30, 2005, all outstanding LYONs were repurchased. We have recorded no accretion charges beyond the third quarter of 2005 with respect to the LYONs.

#### *Interest expense/income:*

Net interest expense in the third quarter of 2006 was \$17.3 million compared to \$12.4 million in the same period of

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2005. Net interest expense for the first nine months of 2006 was \$46.4 million compared to \$28.7 million in the same period of 2005. The change in our net interest expense reflects the change in the interest rate swap and income earned on our cash balances. Our expense for 2006 includes interest charges on the 2013 Notes that were issued in late June 2005 and interest on the 2011 Notes issued in June 2004. The interest rate on the 2011 Notes, after reflecting the variable interest swap, was 7.5%, 8.0% and 8.5% for the first, second and third quarters of 2006, respectively, compared to 5.6%, 6.1% and 6.5% for the first, second and third quarters of 2005, respectively. The interest rate on the 2013 Notes was 7.625% for all periods reported.

#### *Income taxes:*

Income tax recovery in the third quarter of 2006 was \$0.5 million on net loss before tax of \$42.6 million, compared to an income tax expense of \$8.3 million for the same period in 2005 on net loss before tax of \$11.3 million. Income tax expense in the first nine months of 2006 was \$13.4 million on a net loss before tax of \$76.4 million, compared to a tax expense of \$25.9 million for the same period in 2005 on net earnings before tax of \$7.3 million. The income tax expense for the third quarter and first nine months of 2005 and 2006 reflects the tax expense in certain jurisdictions with current taxes payable.

We conduct business operations in a number of countries, including countries where tax incentives have been extended to encourage foreign investment or where income tax rates are low. Our effective tax rate is also impacted by the mix and volume of business in lower tax jurisdictions within Europe and Asia, tax holidays and tax incentives that have been negotiated with the respective tax authorities (which expire between 2007 and 2012), restructuring charges, operating losses, certain tax exposures, the time period in which losses may be used under tax laws and the valuation allowances recorded on deferred income tax assets. The tax holidays are subject to conditions with which we expect to continue to comply.

In certain jurisdictions, we currently have significant net operating losses and other deductible temporary differences, which will reduce taxable income in these jurisdictions in future periods. We have determined that a valuation allowance of \$454.8 million is required in respect of our deferred income tax assets as at September 30, 2006 (December 31, 2005 — \$533.0 million).

As at September 30, 2006, the net deferred income tax asset balance was \$11.3 million (December 31, 2005 - \$11.3 million). We believe we will generate sufficient future taxable income to realize the benefit of these deferred income tax assets.

We develop our tax position based upon the anticipated nature and structure of our business and the tax laws, administrative practices and judicial decisions currently in effect in the jurisdictions in which we have assets or conduct business, all of which are subject to change or differing interpretations, possibly with retroactive effect. We are subject to tax audits by local tax authorities of historical information which could result in additional tax expense in future periods relating to prior results. Any such increase in our income tax expense and related interest and penalties could have a significant impact on our future earnings and future cash flows.

Certain of our subsidiaries provide financing, products and services to, and may from time-to-time undertake certain significant transactions with other subsidiaries in different jurisdictions. In general, inter-company transactions, in particular inter-company financing transactions, are subjected to close review by tax authorities. Moreover, several jurisdictions in which we operate have tax laws with detailed transfer pricing rules which require that all transactions with non-resident related parties be priced using arm's length pricing principles, and that contemporaneous documentation must exist to support such pricing.

International taxation authorities could challenge the validity of our inter-company financing and transfer pricing policies. Such a challenge generally involves a subjective area of taxation and generally involves a significant degree of judgment. If any of these taxation authorities is successful in challenging our financing or transfer pricing policies, our income tax expense may be adversely affected and we could also be subjected to interest and penalty charges. In connection with ongoing tax audits in the United States, taxing authorities have asserted that our

United States subsidiaries owe significant amounts of tax, interest and penalties arising from inter-company transactions. We believe we have substantial defenses to the asserted deficiencies and that we have adequately accrued for any likely potential losses. However, there can be no assurance as to the final resolution of these asserted deficiencies and any resulting proceedings, and if these asserted deficiencies and proceedings are determined adversely to us, the amounts we may be required to pay may be material.

## B. Liquidity and Capital Resources

### Liquidity

The following table shows key liquidity metrics for the indicated periods (in millions):

	<u>As at December 31</u> <u>2005</u>		<u>As at September 30</u> <u>2006</u>	
Cash and short-term investments	\$ 969.0		\$ 778.8	
	<u>Three months ended</u> <u>September 30</u>		<u>Nine months ended</u> <u>September 30</u>	
	<u>2005</u>	<u>2006</u>	<u>2005</u>	<u>2006</u>
Cash provided by (used in) operations	\$ (16.5)	\$ 88.1	\$ 118.4	\$ (8.5)
Cash used in investing activities	(34.7)	(57.5)	(82.0)	(182.0)
Cash provided by (used in) financing activities	(351.8)	0.1	(109.7)	0.3

#### *Cash provided by (used in) operations:*

Operating activities provided cash of \$88.1 million in the third quarter of 2006, primarily from earnings after adding back non-cash charges, and lower working capital requirements. Lower working capital was a result of the timing of payments for inventory purchases and the collection of income tax receivables. Operating activities for the same period in 2005 utilized cash to fund the payment of inventory purchases and restructuring charges.

For the first nine months of 2006, we used cash primarily to fund working capital requirements, offset by cash generated from earnings after adding back non-cash charges. Operating activities for the same period in 2005 generated cash, primarily from earnings after adding back non-cash charges.

#### *Cash used in investing activities:*

Our capital expenditures in the third quarter and first nine months of 2006 were \$37.4 million and \$161.9 million, respectively, primarily to expand manufacturing capabilities and capacities in lower-cost geographies such as China, Czech Republic, Mexico, Romania and Thailand. Capital expenditures in the third quarter and first nine months of 2005 were \$42.5 million and \$111.8 million, respectively. Significant capital spending has been required to support growth in lower-cost geographies and new programs.

In the first quarter of 2006, we spent \$19.1 million in cash for acquisitions. In the second quarter of 2006, we sold our plastics business and received net proceeds of \$18.5 million. In the third quarter of 2006, we had a net cash outflow of \$20.2 million relating to the sale of one of our European facilities.

#### *Cash provided by (used in) financing activities:*

In the third quarter of 2005, we repurchased the remaining outstanding LYONs for a total of \$352.0 million in cash. In June 2005, we received gross proceeds of \$250.0 million from the 2013 Notes offering.

#### *Cash requirements:*

At September 30, 2006, we had commitments for approximately \$40 million in capital expenditures, principally for machinery and equipment and facilities in our lower-cost geographies. We expect capital spending for 2006 to be between 2.25% and 2.5% of revenue, and to fund this from cash on hand. In addition, we regularly review acquisition opportunities and, as a result, may require additional debt or equity financing to fund these transactions.

We have provided routine indemnifications whose terms range in duration and often are not explicitly defined. These may include indemnifications against adverse effects due to changes in tax laws and patent infringements by third parties. We have also provided indemnifications in connection with the sale of certain businesses and real property. The maximum potential liability from these indemnifications cannot reasonably be estimated. In some cases, we have recourse against other parties to mitigate our risk of loss from these indemnifications. Historically, we have not made significant payments relating to these indemnifications.

## Capital Resources

We have a credit facility for \$600.0 million which matures in June 2007. The facility includes a \$25.0 million swing-line facility that provides for short-term borrowings up to a maximum of seven days. Borrowings under the facility bear interest at LIBOR plus a margin except that borrowings under the swing-line facility bear interest at a base rate plus a margin. There were no borrowings outstanding under this facility at September 30, 2006. Commitment fees for the first nine months of 2006 were \$2.0 million.

The facility has restrictive covenants relating to debt incurrence and sale of assets and also contains financial covenants that require us to maintain certain financial ratios. A change of control is an event of default. Based on the required minimum financial ratios at September 30, 2006, we are limited to approximately \$135 million of available debt incurrence. The available debt incurrence under the facility has been reduced by covenants relating to our two subordinated note issuances and outstanding letters of credit and guarantees. We were in compliance with all covenants at September 30, 2006.

Celestica and certain subsidiaries have additional uncommitted bank overdraft facilities available for operating requirements which total \$47.5 million at September 30, 2006. There are no borrowings outstanding under these facilities.

We believe that cash flow from operating activities, together with cash on hand and borrowings available under our credit facility (which are undrawn), will be sufficient to fund currently anticipated working capital, planned restructuring and capital spending, and debt service requirements for the next 12 months. Historically, we have funded our operations from the proceeds of public offerings of equity and debt securities, cash generated from operations, bank debt, sales of accounts receivable and equipment lease financings. We expect to continue to enter into debt and equity financings, sales of accounts receivable and lease transactions to fund acquisitions and anticipated growth. The issuance of additional equity or convertible debt securities could dilute current shareholders' positions. Further, we may issue debt securities that have rights and privileges senior to equity holders, and the terms of this debt could impose restrictions on our operations. Such financings and other transactions may not be available on terms acceptable to us or at all.

Our short term investment objectives are to preserve principal and to maximize yields without significantly increasing risk, while at the same time not materially restricting our short term access to cash. To achieve these objectives, we maintain a portfolio consisting of a variety of securities, including government and corporate obligations, certificates of deposit and money market funds.

Both Standard and Poor's and Moody's Investor Services provide ratings on our senior subordinated notes and a corporate rating on Celestica. These credit ratings are the agencies' current opinion of the creditworthiness of an obligor with respect to a specific financial obligation, a specific class of financial obligations, or a specific financial program. The agencies take many factors into consideration when providing a rating including, but not limited to,

the creditworthiness of guarantors, insurers, or other forms of credit enhancement on the obligation and the currency in which the obligation is denominated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization. A rating does not comment as to market price or suitability for a particular investor.

Our corporate rating with Standard and Poor's is currently BB- with a stable outlook, and our subordinated note rating is B. The notes rating, which is thirteenth out of 20 on the rating scale, means that the obligor currently has the capacity to meet its financial commitment on the obligation but adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitment on the obligation. Our senior implied rating with Moody's Investor Services is currently Ba3 with a stable outlook, and our senior subordinated notes rating is B2. The subordinated notes rating is thirteenth out of 20 on the rating scale. Obligations rated B2 are considered to be in the mid-range of obligations that are judged to be speculative and subject to high credit risk. A reduction in our credit ratings could impact our future cost of borrowing.

In November 2005, we entered into an agreement to sell certain accounts receivable to a third-party bank (which has a Standard and Poor's rating of AA-), and other qualified purchasers. The program provides for the sale of up to \$250.0 million in accounts receivable on a committed basis. The program also provides for the sale of certain accounts receivable in excess of the committed amount at the discretion of the purchasers. This program expires in November 2007. As of September 30, 2006, we have sold approximately \$320 million in accounts receivable to the third-party bank under this program.

#### *Other financial instruments:*

We price the majority of our products in U.S. dollars, and the majority of our material costs are also denominated in U.S. dollars. However, a significant portion of our non-material costs (including payroll, facilities costs, and costs of locally sourced supplies and inventory) are denominated in various other currencies. The majority of our cash balances are held in U.S. dollars. As a result, we may experience transaction and translation gains or losses because of currency fluctuations. We have a foreign exchange risk management policy in place to control our hedging activities and we do not enter into speculative trades. Gains or losses on foreign currency contracts that are designated effective and qualify as cash flow hedges of forecasted transactions, are recognized in earnings in the same period and on the same financial statement caption as the underlying hedged transaction. At September 30, 2006, we had forward foreign exchange contracts covering various currencies in an aggregate notional amount of \$436.0 million. Our contracts generally extend for periods of up to 16 months. The majority of contracts expire by December 2007. The fair value of these contracts at September 30, 2006 was an unrealized gain of \$6.5 million. Our current hedging activity is designed to reduce the variability of our foreign currency costs in the regions where we have manufacturing operations and generally involves entering into contracts to trade U.S. dollars for various currencies at future dates. We may, from time to time, enter into additional hedging transactions to minimize our exposure to foreign currency. We cannot be assured that our hedging transactions will be successful.

In connection with the 2011 Notes offering, we entered into agreements to swap the fixed rate of interest for a variable rate based on LIBOR plus a margin. The notional amount of the agreements, which mature July 2011, is \$500.0 million. The fair value of the interest rate swap agreements at September 30, 2006 was an unrealized loss of \$9.1 million. The average interest rate on the 2011 Notes for the third quarter and first nine months of 2006 was 8.5% and 8.1%, respectively (6.5% for the third quarter of 2005 and 6.1% for the first nine months of 2005), after reflecting the interest rate swaps. We are exposed to interest rate risks due to fluctuations in the LIBOR rate. A one-percentage point increase in the LIBOR rate would increase interest expense on the 2011 Notes by \$5.0 million annually.

#### **Outstanding Share Data**

As at October 26, 2006, we had 197.4 million outstanding subordinate voting shares and 29.6 million outstanding multiple voting shares.

## Controls and Procedures

### Evaluation of disclosure controls and procedures:

The Chief Executive Officer and Chief Financial Officer have evaluated our disclosure controls and procedures as of the end of the quarter, and have concluded that such controls and procedures are effective.

### Changes in internal controls over financial reporting:

During the third quarter of 2006, there were no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, such controls.

## Unaudited Quarterly Financial Highlights (in millions, except per share amounts)

	2005				2006			
	2004 Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter
Revenue	\$ 2,332.7	\$ 2,150.6	\$ 2,250.7	\$ 1,994.4	\$ 2,075.3	\$ 1,934.0	\$ 2,223.5	\$ 2,392.4
Cost of sales	\$ 2,238.3	\$ 2,027.6	\$ 2,119.8	\$ 1,886.1	\$ 1,956.4	\$ 1,828.2	\$ 2,098.8	2,258.2
Gross profit%	4.0%	5.7%	5.8%	5.4%	5.7%	5.5%	5.6%	5.6%
Net earnings (loss)	\$ (809.7)	\$ (11.6)	\$ 12.6	\$ (19.6)	\$ (28.2)	\$ (17.4)	\$ (30.3)	\$ (42.1)
# of shares								
— basic	225.7	226.9	226.0	225.8	226.3	226.7	227.1	227.2
— diluted	225.7	226.9	227.5	225.8	226.3	226.7	227.1	227.2
Earnings (loss) per share								
— basic	\$ (3.59)	\$ (0.05)	\$ 0.06	\$ (0.09)	\$ (0.12)	\$ (0.08)	\$ (0.13)	\$ (0.19)
— diluted	\$ (3.59)	\$ (0.05)	\$ 0.06	\$ (0.09)	\$ (0.12)	\$ (0.08)	\$ (0.13)	\$ (0.19)

### Comparability quarter-to-quarter:

The quarterly data reflects the following:

- the second quarter of 2006 reflects the sale of the plastics business in June 2006;
- all quarters of 2006 include the results of operations of Powerwave Technologies in the Philippines which was acquired in March 2006;
- the fourth quarter of 2005 and all quarters of 2006 include the results of operations of Displaytronix which was acquired in the fourth quarter of 2005;
- the third and fourth quarters of 2005 and all quarters of 2006 include the results of operations of CoreSim and Ramnish which were acquired in the third quarter of 2005;
- the third quarter of 2005 includes gains on the repurchase of the remaining outstanding LYONs. After the third quarter of 2005, no further accretion charges have been recorded for the LYONs;
- the fourth quarter of 2004 includes the write-off of deferred income taxes and certain accounts receivables;
- the fourth quarters of 2004 and 2005 include the results of the annual testing of impairments of goodwill and long-lived assets; and
- all quarters of 2004, 2005 and 2006 are impacted by our announced restructuring plans. The amounts vary from quarter-to-quarter.

### Third quarter 2006 compared to second quarter 2006:

Sequentially, revenue for the third quarter of 2006 increased 8% from the second quarter of 2006. Revenue in Asia and the Americas improved quarter-to-quarter due to a strong demand environment and ramping new consumer programs. Our gross margin came in flat sequentially because of an inventory charge taken at one of our Americas facilities which impacted gross margins by 0.3% of revenue. Gross margins in the Americas and Europe for 2006 continue to be impacted by the high costs of supporting program transfers, ramping new customers and meeting customer demand volatility in our growing low-cost facilities.

## Recent Accounting Developments

### Financial instruments:

In January 2005, the CICA issued Section 1530, "Comprehensive income," Section 3855, "Financial instruments — recognition and measurement," and Section 3865, "Hedges." The new standards will be effective for interim and annual financial statements commencing in 2007. Earlier adoption is permitted. Most significantly for us, the new standards will require presentation of a separate statement of comprehensive income. Foreign exchange gains and losses on the translation of the financial statements of self-sustaining subsidiaries, currently recorded in a separate section of shareholders' equity, will be presented instead in comprehensive income. Derivative financial instruments will be recorded in the balance sheet at fair value and changes in the fair value of derivatives designated as cash flow hedges will be recognized in comprehensive income. The existing hedging principles of AcG-13 will be maintained. We currently are evaluating the impact adopting these standards will have on our consolidated financial statements.

*Consideration provided to customers:*

In September 2005, the CICA issued EIC-156, "Accounting for consideration given to a customer or reseller by a vendor," which provides guidance to companies that give incentives to customers or resellers in the form of cash, free goods, coupons and other considerations. The standard is effective for 2006. This standard is equivalent to the guidance under U.S. GAAP which we adopted in 2002. The adoption of this standard did not impact our consolidated financial statements.

FOR IMMEDIATE RELEASE

Thursday, October 26, 2006

(All amounts in U.S. dollars.  
Per share information based on diluted  
shares outstanding unless noted otherwise.)

## CELESTICA ANNOUNCES THIRD QUARTER FINANCIAL RESULTS

### Third Quarter Summary

- Revenue of \$2,392 million, up 20% year-over-year
- GAAP loss of (\$0.19) per share compared to a loss of (\$0.09) per share last year
- Adjusted net earnings of \$0.18 per share compared to \$0.12 a year ago
- Q4 revenue guidance of \$2.25 - \$2.45 billion, adjusted EPS of \$0.15 - \$0.23

TORONTO, Canada - Celestica Inc. (NYSE and TSX: CLS), a world leader in electronics manufacturing services (EMS), today announced financial results for the third quarter ended September 30, 2006.

Revenue was \$2,392 million, up 20% from \$1,994 million in the third quarter of 2005. Net loss on a GAAP basis for the third quarter was (\$42.1) million or (\$0.19) per share, compared to GAAP net loss of (\$19.6) million or (\$0.09) per share for the same period last year. Included in GAAP net loss for the quarter are charges of \$82 million associated with previously announced restructuring plans. For the same period in 2005, restructuring charges of \$41 million were incurred.

Adjusted net earnings for the quarter were \$40.5 million or \$0.18 per share compared to \$27.1 million or \$0.12 per share for the same period last year. Adjusted net earnings is defined as net earnings before amortization of intangible assets, gains or losses on the repurchase of shares and debt, integration costs related to acquisitions, option expense, option exchange costs and other charges, net of tax and significant deferred tax write-offs (detailed GAAP financial statements and supplementary information related to adjusted net earnings appear at the end of this press release). These results compare with the company's guidance for the third quarter, announced on July 27, 2006, of revenue of \$2.15 to \$2.35 billion and adjusted net earnings per share of \$0.12 to \$0.20.

For the nine months ended September 30, 2006, revenue was \$6,550 million compared to \$6,396 million for the same period in 2005. Net loss on a GAAP basis was (\$89.8) million or (\$0.40) per share compared to net loss of (\$18.6) million or (\$0.08) per share for the same period last year. Adjusted net earnings for the first nine months of 2006 were \$87.0 million or \$0.38 per share compared to adjusted net earnings of \$100.2 million or \$0.44 per share for the same period in 2005.

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"Revenues were very strong sequentially and year over year driven primarily by the growth realized in our consumer segment. Other segments were solid as well in this seasonally lower quarter," said Steve Delaney, CEO, Celestica. "I'm pleased with the added diversification and the improvement in operating margins, despite the setbacks we've had in the performance of some of our facilities in the Americas and Eastern Europe. We remain focused on overcoming these challenges and accelerating the improvement in our returns on capital."

### Outlook

For the fourth quarter ending December 31, 2006, the company anticipates revenue to be in the range of \$2.25 billion to \$2.45 billion, and adjusted earnings per share to range from \$0.15 to \$0.23.

### Supplementary Information

In addition to disclosing detailed results in accordance with Canadian generally accepted accounting principles (GAAP), Celestica also provides supplementary non-GAAP measures as a method to evaluate the company's operating performance.

Management uses adjusted net earnings as a measure of enterprise-wide performance. As a result of acquisitions made by the company, restructuring activities, securities repurchases and the adoption of fair value accounting for stock options, management believes adjusted net earnings is a useful measure that facilitates period-to-period operating comparisons and allows the company to compare its operating results with its competitors in the U.S. and Asia. Adjusted net earnings excludes the effects of acquisition-related charges (most significantly, amortization of intangible assets and integration costs related to acquisitions), other charges (most significantly, restructuring costs and the write-down of goodwill and long-lived assets), gains or losses on the repurchase of shares or debt, option expense and option exchange costs, and the related income tax effect of these adjustments and any significant deferred tax write-offs. Adjusted net earnings does not have any standardized meaning prescribed by GAAP and is not necessarily comparable to similar measures presented by other companies. Adjusted net earnings is not a measure of performance under Canadian or U.S. GAAP and should not be considered in isolation or as a substitute for net earnings (loss) prepared in accordance with Canadian or U.S. GAAP. The company has provided a reconciliation of adjusted net earnings to Canadian GAAP net earnings (loss) below.

## About Celestica

Celestica is a world leader in the delivery of electronics manufacturing services (EMS). Celestica operates a global manufacturing network with operations in Asia, Europe and the Americas, providing a broad range of integrated services and solutions to leading OEMs (original equipment manufacturers).

For further information on Celestica, visit its website at <http://www.celestica.com>.

The company's security filings can also be accessed at <http://www.sedar.com> and <http://www.sec.gov>.

### Safe Harbour and Fair Disclosure Statement

This news release contains forward-looking statements related to our future growth, trends in our industry and our financial and operational results and performance that are based on current expectations, forecasts and assumptions involving risks and uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties include, but are not limited to: variability of operating results among periods; inability to retain or grow our business due to execution problems resulting from significant headcount reductions, plant closures and product transfer associated with major restructuring activities; the effects of price competition and other business and competitive factors generally affecting the EMS industry; the challenges of effectively managing our operations during uncertain economic conditions; our dependence on a limited number of customers; our dependence on industries affected by rapid technological change; the challenge of responding to lower-than-expected customer demand; our ability to successfully manage our international operations; and delays in the delivery and/or general availability of various components used in the manufacturing process. These and other risks and uncertainties and factors are discussed in the Company's various public filings at [www.sedar.com](http://www.sedar.com) and [www.sec.gov](http://www.sec.gov), including our Form 20-F and subsequent reports on Form 6-K filed with the Securities and Exchange Commission.

As of its date, this press release contains any material information associated with the company's financial results for the third quarter ended September 30, 2006 and revenue and adjusted net earnings guidance for the fourth quarter ending December 31, 2006. Earnings guidance is reviewed by the company's board of directors. It is Celestica's policy that earnings guidance is effective on the date given, and will only be updated through a public announcement.

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## RECONCILIATION OF GAAP TO ADJUSTED NET EARNINGS

(in millions of U.S. dollars)

Three months ended September 30

	2005			2006		
	GAAP	Adjustments	Adjusted	GAAP	Adjustments	Adjusted
Revenue	\$ 1,994.4	\$ —	\$ 1,994.4	\$ 2,392.4	\$ -	\$ 2,392.4
Cost of sales (1)	1,886.1	(5.1)	1,881.0	2,258.2	(0.8)	2,257.4
Gross profit	108.3	5.1	113.4	134.2	0.8	135.0
SG&A (1)	72.3	(3.9)	68.4	71.0	(0.4)	70.6
Amortization of intangible assets	6.8	(6.8)	—	6.8	(6.8)	—
Integration costs relating to acquisitions	—	—	—	0.2	(0.2)	—
Other charges	27.0	(27.0)	—	81.5	(81.5)	—
Operating earnings (EBIAT)	2.2	42.8	45.0	(25.3)	89.7	64.4
LYONs accretion	1.1	—	1.1	—	—	—
Interest expense, net	12.4	—	12.4	17.3	—	17.3
Net earnings (loss) before tax	(11.3)	42.8	31.5	(42.6)	89.7	47.1
Income tax expense (recovery)	8.3	(3.9)	4.4	(0.5)	7.1	6.6
Net earnings (loss)	\$ (19.6)	\$ 46.7	\$ 27.1	\$ (42.1)	\$ 82.6	\$ 40.5
W.A. # of shares (in millions) - diluted	225.8		227.4	227.2		227.9
Earnings loss per share - diluted	\$ 0.09		\$ 0.12	\$ (0.19)		\$ 0.18

Nine months ended September 30

	2005			2006		
	GAAP	Adjustments	Adjusted	GAAP	Adjustments	Adjusted
Revenue	\$ 6,395.7	\$ —	\$ 6,395.7	\$ 6,549.9	\$ —	\$ 6,549.9
Cost of sales (1)	6,033.5	(7.9)	6,025.6	6,185.2	(2.7)	6,182.5
Gross profit	362.2	7.9	370.1	364.7	2.7	367.4
SG&A (1)	223.3	(6.1)	217.2	221.4	(1.6)	219.8
Amortization of intangible assets	21.0	(21.0)	—	20.5	(20.5)	—
Integration costs relating to acquisitions	0.3	(0.3)	—	0.9	(0.9)	—
Other charges	74.0	(74.0)	—	151.9	(151.9)	—
Operating earnings (EBIAT)	43.6	109.3	152.9	(30.0)	177.6	147.6
LYONs accretion	7.6	—	7.6	—	—	—
Interest expense, net	28.7	—	28.7	46.4	—	46.4
Net earnings (loss) before tax	7.3	109.3	116.6	(76.4)	177.6	101.2
Income tax expense	25.9	(9.5)	16.4	13.4	0.8	14.2



Net earnings (loss)	\$ (18.6)	\$ 118.8	\$ 100.2	\$ (89.8)	\$ 176.8	\$ 87.0
W.A. # of shares (in millions) - diluted	226.2		228.1	227.0		227.9
Earnings (loss) per share - diluted	\$ (0.08)		\$ 0.44	\$ (0.40)		\$ 0.38

- (1) Non-cash option expense included in cost of sales and SG&A is added back for adjusted net earnings 3Q 2005 - Cost of option exchange program included in cost of sales and SG&A is added back for adjusted net earnings

#### GUIDANCE SUMMARY

	3Q 06 Guidance	3Q 06 Actual	4Q 06 Guidance (2)
Revenue	\$2.15B - \$2.35B	\$2.39B	\$2.25B - \$2.45B
Adjusted net EPS	\$0.12 - \$0.20	\$0.18	\$0.15 - \$0.23

- (2) Guidance for the fourth quarter is provided only on an adjusted net earnings basis. This is due to the difficulty in forecasting the various items impacting GAAP net earnings, such as the amount and timing of our restructuring activities

### CELESTICA INC

#### CONSOLIDATED BALANCE SHEETS (in millions of U.S. dollars) (unaudited)

	December 31 2005	September 30 2006
<b>Assets</b>		
Current assets:		
Cash and short-term investments	\$ 969.0	\$ 778.8
Accounts receivable	982.6	1,058.2
Inventories	1,058.4	1,313.0
Prepaid and other assets	124.0	114.3
Income taxes recoverable	113.5	34.9
Deferred income taxes	10.9	8.9
	3,258.4	3,308.1
Capital assets	544.8	576.7
Goodwill from business combinations	874.5	854.8
Intangible assets	79.0	67.4
Other assets	101.1	90.3
	\$ 4,857.8	\$ 4,897.3
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 1,153.3	\$ 1,414.2
Accrued liabilities	492.1	395.8
Income taxes payable	119.9	102.1
Deferred income taxes	4.5	3.2
Current portion of long-term debt (note 4)	0.5	0.5
	1,770.3	1,915.8
Long-term debt (note 4)	750.9	750.4
Accrued pension and post-employment benefits	76.8	59.0
Deferred income taxes	17.8	8.3
Other long-term liabilities	27.6	17.2
	2,643.4	2,750.7
Shareholders' equity:		
Capital stock	3,562.3	3,569.5
Warrants	8.4	8.4
Contributed surplus	169.9	179.5
Deficit	(1,545.6)	(1,635.4)
Foreign currency translation adjustment	19.4	24.6
	2,214.4	2,146.6
	\$ 4,857.8	\$ 4,897.3

Guarantees and contingencies (note 12)

See accompanying notes to consolidated financial statements.  
These unaudited interim consolidated financial statements should be read in conjunction with the 2005 annual consolidated financial statements.

## CELESTICA INC.

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions of U.S. dollars, except per share amounts)  
(unaudited)

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
Revenue	\$ 1,994.4	\$ 2,392.4	\$ 6,395.7	\$ 6,549.9
Cost of sales	1,886.1	2,258.2	6,033.5	6,185.2
Gross profit	108.3	134.2	362.2	364.7
Selling, general and administrative expenses	72.3	71.0	223.3	221.4
Amortization of intangible assets	6.8	6.8	21.0	20.5
Integration costs related to acquisitions	—	0.2	0.3	0.9
Other charges (note 6)	27.0	81.5	74.0	151.9
Accretion of convertible debt (note 5)	1.1	—	7.6	—
Interest on long-term debt	14.4	17.2	32.7	49.7
Interest expense (income), net	(2.0)	0.1	(4.0)	(3.3)
Earnings (loss) before income taxes	(11.3)	(42.6)	7.3	(76.4)
Income taxes expense (recovery):				
Current	7.4	0.4	24.4	12.0
Deferred	0.9	(0.9)	1.5	1.4
	8.3	(0.5)	25.9	13.4
Net loss for the period	\$ (19.6)	\$ (42.1)	\$ (18.6)	\$ (89.8)
Deficit, beginning of period	\$ (1,472.6)	\$ (1,593.3)	\$ (1,473.6)	\$ (1,545.6)
Loss on repurchase of convertible debt (note 5)	(25.2)	—	(25.2)	—
Net loss for the period	(19.6)	(42.1)	(18.6)	(89.8)
Deficit, end of period	\$ (1,517.4)	\$ (1,635.4)	\$ (1,517.4)	\$ (1,635.4)
Basic loss per share	\$ (0.09)	\$ (0.19)	\$ (0.08)	\$ (0.40)
Diluted loss per share	\$ (0.09)	\$ (0.19)	\$ (0.08)	\$ (0.40)
Shares used in computing per share amounts				
Basic (in millions)	225.8	227.2	226.2	227.0
Diluted (in millions)	225.8	227.2	226.2	227.0

*See accompanying notes to consolidated financial statements.*

*These unaudited interim consolidated financial statements should be read in conjunction with the 2005 annual consolidated financial statements.*

## CELESTICA INC.

**CONSOLIDATED BALANCE SHEETS**  
(in millions of U.S. dollars)  
(unaudited)

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
<b>Cash provided by (used in):</b>				
<b>Operations:</b>				
Net loss for the period	\$ (19.6)	\$ (42.1)	\$ (18.6)	\$ (89.8)
Items not affecting cash:				
Depreciation and amortization	38.2	33.6	120.7	98.1
Deferred income taxes	0.9	(0.9)	1.5	1.4
Accretion of convertible debt	1.1	—	7.6	—
Non-cash charge for option issuances	2.2	1.2	7.2	4.3
Restructuring charges	0.6	40.8	7.6	40.8
Other charges	—	—	(16.9)	33.2
Gain on settlement of principal component of convertible debt (note 5)	(13.9)	—	(13.9)	—
Other	8.6	4.4	6.4	12.0

<b>Changes in non-cash working capital items:</b>				
Accounts receivable	54.4	(44.6)	167.3	(110.4)
Inventories	(1.2)	(105.9)	(36.9)	(287.1)
Prepaid and other assets	16.8	(10.4)	0.4	(4.2)
Income taxes recoverable	1.2	53.4	4.7	68.4
Accounts payable and accrued liabilities	(111.8)	157.4	(120.7)	240.5
Income taxes payable	6.0	1.2	2.0	(15.7)
Non-cash working capital changes	(34.6)	51.1	16.8	(108.5)
Cash provided by (used in) operations	(16.5)	88.1	118.4	(8.5)
<b>Investing:</b>				
Acquisitions, net of cash acquired/indebtedness assumed	(2.2)	—	(2.2)	(19.1)
Purchase of capital assets	(42.5)	(37.4)	(111.8)	(161.9)
Proceeds, net of cash divested from sale of operations or assets	9.6	(20.2)	31.1	(1.7)
Other	0.4	0.1	0.9	0.7
Cash used in investing activities	(34.7)	(57.5)	(82.0)	(182.0)
<b>Financing:</b>				
Increase in long-term debt (note 4)	—	—	250.0	—
Long-term debt issue costs	—	—	(4.2)	—
Repurchase of convertible debt (note 5)	(352.0)	—	(352.0)	—
Repayment of long-term debt	(0.3)	(0.1)	(3.3)	(0.5)
Issuance of share capital	2.1	0.2	5.5	1.8
Other	(1.6)	—	(5.7)	(1.0)
Cash provided by (used in) financing activities	(351.8)	0.1	(109.7)	0.3
Increase (decrease) in cash	(403.0)	30.7	(73.3)	(190.2)
Cash, beginning of period	1,298.5	748.1	968.8	969.0
Cash, end of period	\$ 895.5	\$ 778.8	\$ 895.5	\$ 778.8

Cash is comprised of cash and short-term investments.  
Supplemental cash flow information (note 10)

*See accompanying notes to consolidated financial statements.*

*These unaudited interim consolidated financial statements should be read in conjunction with the 2005 annual consolidated financial statements.*

## CELESTICA INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (in millions of U.S. dollars, except per share amounts) (unaudited)

#### 1. Nature of business:

Our primary operations consist of providing a broad range of electronic product solutions such as design and engineering, manufacturing and systems integration, fulfillment and after-market solutions to customers in the computing and communications industries and, increasingly, in the aerospace and defense, automotive, consumer and industrial end markets. We have operations in Asia, the Americas and Europe.

We prepare our financial statements in accordance with generally accepted accounting principles (GAAP) in Canada with a reconciliation to accounting principles generally accepted in the United States, disclosed in note 20 to the 2005 annual consolidated financial statements.

#### 2. Significant accounting policies:

The disclosures contained in these unaudited interim consolidated financial statements do not include all requirements of Canadian GAAP for annual financial statements. These unaudited interim consolidated financial statements should be read in conjunction with the 2005 annual consolidated financial statements. These unaudited interim consolidated financial statements reflect all adjustments, consisting only of normal recurring accruals, which are, in the opinion of management, necessary to present fairly our financial position as of September 30, 2006 and the results of operations and cash flows for the three and nine months ended September 30, 2005 and 2006. These unaudited interim consolidated financial statements are based upon accounting principles consistent with those used and described in the 2005 annual consolidated financial statements.

#### 3. Acquisitions and divestitures:

As part of the acquisition of Manufacturers' Services Limited (MSL) in 2004, we recorded liabilities for consolidating some of the acquired MSL sites. These liabilities are detailed in the chart below. The remaining liability for employee termination costs at September 30, 2006 relates to employees terminated in 2005 who are receiving their severance amounts over a period of time in accordance with local regulations. We will continue to draw down this accrual throughout 2006 as these payments are made. Our long-term lease and contractual obligations will be paid out over the remaining lease terms through 2010. Cash outlays are funded from cash on hand. We record the restructuring liability in accrued liabilities. Details of the activity through the MSL restructuring liability are as follows:

	Employee termination costs	Lease and other contractual obligations	Facility exit costs and other	Total accrued liability
Accrued on acquisition	\$ 28.0	\$ 6.9	\$ 1.2	\$ 36.1
Cash payments	(14.7)	(0.6)	(0.2)	(15.5)
December 31, 2004	13.3	6.3	1.0	20.6
Adjustments	(0.5)	(0.2)	0.7	—
Cash payments	(2.2)	(3.9)	(1.3)	(7.4)
December 31, 2005	10.6	2.2	0.4	13.2
Cash payments	(2.6)	(0.2)	—	(2.8)
March 31, 2006	8.0	2.0	0.4	10.4
Cash payments	(4.5)	(0.1)	—	(4.6)
June 30, 2006	3.5	1.9	0.4	5.8
Adjustments	0.4	—	(0.4)	—
Cash payments	(3.2)	(0.2)	—	(3.4)
September 30, 2006	<u>\$ 0.7</u>	<u>\$ 1.7</u>	<u>\$ —</u>	<u>\$ 2.4</u>

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#### 2005 acquisition activities:

In the third quarter of 2005, we completed the acquisitions of CoreSim Inc. and Ramnish Electronics Private Limited. In the fourth quarter of 2005, we completed the acquisition of Displaytronix Inc. The total aggregate cash purchase price for these acquisitions was \$6.5, including indebtedness assumed.

#### 2006 acquisition activity:

In March 2006, we acquired certain assets located in the Philippines from Powerwave Technologies, Inc. for a cash purchase price of \$19.1. Amortizable intangible assets arising from this acquisition were \$7.6, primarily for customer relationships and contract intangibles.

#### 2006 divestiture:

In June 2006, we sold our plastics business for net cash proceeds of \$18.5. We reported our plastics business as part of our Asia segment. During the second quarter, we reported a loss on sale of \$33.2 which we recorded as other charges (see note 6). This loss included \$20.0 in goodwill allocated to the plastics business.

As part of the sale agreement, we provided routine indemnities to the purchaser which management believes would not have a material adverse effect on our results of operations, financial position or our liquidity.

#### 4. Long-term debt:

	December 31 2005	September 30 2006
Unsecured, revolving credit facility due 2007 (a)	\$ —	\$ —
Senior Subordinated Notes due 2011 (b)	500.0	500.0
Senior Subordinated Notes due 2013 (c)	250.0	250.0
Capital lease obligations	1.4	0.9
	751.4	750.9
Less current portion	0.5	0.5
	<u>\$ 750.9</u>	<u>\$ 750.4</u>

- (a) We have a 364-day credit facility for \$600.0 which matures in June 2007. The facility includes a \$25.0 swing-line facility that provides for short-term borrowings up to a maximum of seven days. The credit facility permits us and certain designated subsidiaries to borrow funds for general corporate purposes (including acquisitions). Borrowings under the facility bear interest at LIBOR plus a margin except that borrowings under the swing-line facility bear interest at a base rate plus a margin. There are no borrowings outstanding under this facility. Commitment fees for the first nine months of 2006 were \$2.0.

The facility has restrictive covenants relating to debt incurrence and sale of assets and also contains financial covenants that require us to maintain certain financial ratios. A change of control is an event of default. Based on the required minimum financial ratios at September 30, 2006, we are limited to approximately \$135 of available debt incurrence. The available debt incurrence under the facility has been reduced by covenants relating to the two subordinated note issuances and outstanding letters of credit and guarantees. We were in compliance with all covenants at September 30, 2006.

- (b) In June 2004, we issued Senior Subordinated Notes due 2011 with an aggregate principal amount of \$500.0, and a fixed interest rate of 7.875%. We incurred \$12.0 in underwriting commissions and expenses which we deferred and are amortizing over the term of the debt. The 2011 Notes are unsecured and are subordinated in right of payment to all our senior debt. We may redeem the 2011 Notes on July 1, 2008 or later at various premiums above face value.

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In connection with the 2011 Notes offering, we entered into agreements which swap the fixed interest rate with a variable interest rate based on LIBOR plus a margin. The average interest rate on the 2011 Notes was 8.5% for the third quarter of 2006 and 8.1% for the first nine months of 2006 (6.5%—third quarter of 2005; 6.1%—first nine months of 2005).

- (c) In June 2005, we issued Senior Subordinated Notes due 2013 with an aggregate principal amount of \$250.0, and a fixed interest rate of 7.625%. We incurred \$4.2 in underwriting commissions and expenses which we deferred and are amortizing over the term of the debt. The 2013 Notes are unsecured and are subordinated in right of payment to all our senior debt. We may redeem the 2013 Notes on July 1, 2009 or later at various premiums above face value.

#### 5. Convertible debt:

During the third quarter of 2005, we repurchased the remaining outstanding LYONs and recorded gains on the principal component through other charges and losses on the option component through deficit. After the third quarter of 2005, we have not recorded any accretion charges related to the LYONs.

#### 6. Other charges:

	Three months ended		Nine months ended	
	September 30 2005	September 30 2006	September 30 2005	September 30 2006
2001 to 2004 restructuring (a)	\$ 11.3	\$ 0.9	\$ 19.0	\$ 2.0
2005 and 2006 restructuring (b)	29.6	81.5	85.8	117.6
Total restructuring	40.9	82.4	104.8	119.6
Loss on sale of operations (note 3)	—	—	—	33.2
Gain on repurchase of convertible debt (note 5)	(13.9)	—	(13.9)	—
Gain on sale of surplus land and building	—	—	(3.1)	—
Other (c)	—	(0.9)	(13.8)	(0.9)
	<u>\$ 27.0</u>	<u>\$ 81.5</u>	<u>\$ 74.0</u>	<u>\$ 151.9</u>

#### (a) 2001 to 2004 restructuring:

In 2001, we announced a restructuring plan in response to the weak end-markets in the computing and telecommunications industries. In response to the prolonged difficult end-market conditions, we announced a second restructuring plan in July 2002. The weak demand for our manufacturing services resulted in an accelerated move to lower-cost geographies and additional restructuring in the Americas and Europe. In January 2003, we announced further reductions to our manufacturing capacity in Europe. In January and April 2004, we announced plans to further restructure our operations to better align capacity with customers' requirements.

These restructuring actions were focused on consolidating facilities, reducing the workforce, and transferring programs to lower-cost geographies. The majority of the employees terminated were manufacturing and plant employees. For leased facilities that were no longer used, the lease costs included in the restructuring costs represent future lease payments less estimated sublease recoveries. Adjustments were made to lease and other contractual obligations to reflect incremental cancellation fees paid for terminating certain facility leases and to reflect higher accruals for other leases due to delays in the timing of sublease recoveries and changes in estimated sublease rates, relating principally to facilities in the Americas.

We have completed the major components of these restructuring plans, except for certain long-term lease and other contractual obligations, which will be paid out over the remaining lease terms through 2015. Cash outlays are funded from cash on hand. The restructuring liability is recorded in accrued liabilities.

Details of the activity through the accrued restructuring liability and the non-cash charge are as follows:

	Employee termination costs	Lease and other contractual obligations	Facility exit costs and other	Total accrued liability	Non-cash charge	Total charge
January 1, 2001	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Provision re: 2001	90.7	35.3	12.4	138.4	98.6	237.0
Cash payments	(51.2)	(1.6)	(2.9)	(55.7)	—	—
December 31, 2001	39.5	33.7	9.5	82.7	98.6	237.0
Provision re: 2002	128.8	51.7	8.5	189.0	194.5	383.5
Cash payments	(77.1)	(14.7)	(7.5)	(99.3)	—	—
Adjustments	(4.1)	11.4	(2.7)	4.6	(2.7)	1.9
December 31, 2002	87.1	82.1	7.8	177.0	290.4	622.4
Provision re: 2003	61.4	0.3	1.1	62.8	8.5	71.3
Cash payments	(112.0)	(44.4)	(8.9)	(165.3)	—	—
Adjustments	7.4	24.1	2.9	34.4	(10.8)	23.6
December 31, 2003	43.9	62.1	2.9	108.9	288.1	717.3
Provision re: 2004	98.6	8.7	5.9	113.2	33.9	147.1
Cash payments	(110.6)	(32.0)	(4.1)	(146.7)	—	—
Adjustments	2.7	2.2	0.3	5.2	1.4	6.6
December 31, 2004	34.6	41.0	5.0	80.6	323.4	871.0
Cash payments	(31.9)	(11.5)	(4.6)	(48.0)	—	—

Adjustments	8.7	6.2	0.6	15.5	5.3	20.8
December 31, 2005	<u>\$ 11.4</u>	<u>\$ 35.7</u>	<u>\$ 1.0</u>	<u>\$ 48.1</u>	<u>\$ 328.7</u>	<u>\$ 891.8</u>

Details of the 2006 activity by quarter are as follows:

	<u>Employee termination costs</u>	<u>Lease and other contractual obligations</u>	<u>Facility exit costs and other</u>	<u>Total accrued liability</u>	<u>Non-cash charge</u>	<u>2006 charge</u>
December 31, 2005	\$ 11.4	\$ 35.7	\$ 1.0	\$ 48.1	\$ 328.7	\$ —
Cash payments	(2.5)	(2.2)	—	(4.7)	—	—
Adjustments	0.2	0.3	—	0.5	—	0.5
March 31, 2006	9.1	33.8	1.0	43.9	328.7	0.5
Cash payments	(0.4)	(2.6)	—	(3.0)	—	—
Adjustments	(0.1)	0.7	—	0.6	—	0.6
June 30, 2006	8.6	31.9	1.0	41.5	328.7	1.1
Cash payments	(0.4)	(2.4)	—	(2.8)	—	—
Adjustments	0.2	0.7	—	0.9	—	0.9
Settlement (see 6(b)(i))	(7.7)	—	—	(7.7)	—	—
September 30, 2006	<u>\$ 0.7</u>	<u>\$ 30.2</u>	<u>\$ 1.0</u>	<u>\$ 31.9</u>	<u>\$ 328.7</u>	<u>\$ 2.0</u>

(b) 2005 and 2006 restructuring:

In January 2005, we announced plans to further improve capacity utilization and accelerate margin improvements. These restructuring actions are ongoing and include facility closures and a reduction in workforce, primarily targeting our higher-cost geographies where end-market demand has not recovered to the levels management requires to achieve sustainable profitability.

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(i) In September 2006, we sold one of our production facilities in Europe to a third party as part of our restructuring program. We reported a total of \$61.2 in other charges with respect to this facility, comprised of incremental employee termination and transaction closing costs totaling \$20.9 and a non-cash loss of \$40.3. The book value of net assets sold was \$42.1. We received cash proceeds of \$1.8 on closing, resulting in the non-cash loss on sale of \$40.3. Included in the net assets sold was cash of \$22.0. The purchaser agreed to retain all employees, thereby significantly reducing our contractual severance obligations. As part of the agreement, the purchaser assumes our liabilities which we previously recorded as accruals for employee termination costs under the 2005 and 2006 restructuring plan of \$15.5 and under our 2001 to 2004 restructuring plans of \$7.7 (see note 6(a)).

We provided indemnities to the purchaser which management believes will not have a material adverse effect on our operations, financial position or our liquidity.

We have also recorded \$4.0 in other long-term assets representing cash received from the purchaser which we are holding in escrow for three years.

As of September 30, 2006, we have recorded termination costs related to approximately 4,500 employees, primarily operations and plant employees. Approximately 3,800 of these employees have been terminated as of September 30, 2006 with the balance of the terminations to occur by the end of the first quarter of 2007. Approximately 55% of employee terminations are in the Americas and 45% in Europe.

Details of the activity through the accrued restructuring liability and the non-cash charge are as follows:

	<u>Employee termination costs</u>	<u>Lease and other contractual obligations</u>	<u>Facility exit costs and other</u>	<u>Total accrued liability</u>	<u>Non-cash charge</u>	<u>Total charge</u>
January 1, 2005	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Provision	114.0	14.5	5.1	133.6	5.7	139.3
Cash payments	(74.7)	(1.2)	(4.4)	(80.3)	—	—
December 31, 2005	39.3	13.3	0.7	53.3	5.7	139.3
Provision	13.2	1.6	1.7	16.5	—	16.5
Cash payments	(33.3)	(2.0)	(2.0)	(37.3)	—	—
March 31, 2006	19.2	12.9	0.4	32.5	5.7	155.8
Provision	16.5	1.7	1.4	19.6	—	19.6
Cash payments	(16.6)	(2.5)	(1.3)	(20.4)	—	—
June 30, 2006	19.1	12.1	0.5	31.7	5.7	175.4
Provision	38.0	0.4	2.3	40.7	40.8	81.5
Cash payments	(18.7)	(1.4)	(2.0)	(22.1)	—	—
Settlement (see 6 (b)(i))	(15.5)	—	—	(15.5)	—	—
September 30, 2006	<u>\$ 22.9</u>	<u>\$ 11.1</u>	<u>\$ 0.8</u>	<u>\$ 34.8</u>	<u>\$ 46.5</u>	<u>\$ 256.9</u>

We expect to complete the major components of these restructuring actions by the end of 2006. Cash outlays are and will be funded from cash on hand. The restructuring liability is recorded in accrued liabilities.

Restructuring summary:

As of September 30, 2006, we have recorded restructuring charges totaling \$160.1 in 2005 and \$119.6 in the first nine months of 2006. We expect to incur further charges of approximately \$15 to complete these actions.

As of September 30, 2006, we have \$4.6 in assets that are available-for-sale, primarily land and buildings in all geographies as a result of the restructuring actions we implemented. We have programs underway to sell these assets.

(c) Other:

In 2004, we recorded charges to reduce the net realizable value of certain assets for one customer which subsequently ceased operations in 2005. We recorded a recovery of \$13.8 during the second quarter of 2005 to reflect amounts realized. In the third quarter of 2006, we recorded an additional recovery of \$0.9.

#### 7. Pension and non-pension post-employment benefit plans:

We have recorded the following pension expense:

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
Pension plans	\$ 7.3	\$ 7.6	\$ 23.3	\$ 25.4
Other benefit plans	2.9	2.0	8.9	6.5
Total expense	<u>\$ 10.2</u>	<u>\$ 9.6</u>	<u>\$ 32.2</u>	<u>\$ 31.9</u>

#### 8. Stock-based compensation and other stock-based payments:

We have granted stock options and performance-contingent stock options as part of our long-term incentive plans. We have applied the fair-value method of accounting for stock option awards granted after January 1, 2003 and, accordingly, have recorded compensation expense. For awards granted in 2002, we have disclosed the pro forma earnings and per share information as if we had accounted for employee stock options under the fair-value method. We are not required to apply the pro forma effect of awards granted prior to January 1, 2002.

The estimated fair value of options is amortized to expense over the vesting period, on a straight-line basis, and was determined using the Black-Scholes option pricing model with the following weighted average assumptions:

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
Risk-free rate	4.0% - 4.1%	4.7% - 4.9%	3.5% - 4.1%	4.5% - 5.0%
Dividend yield	0.0%	0.0%	0.0%	0.0%
Volatility factor of the expected market price of the Company's shares	52% - 66%	35%	48% - 68%	35% - 65%
Expected option life (in years)	3.5 - 5.5	3.5	3.5 - 5.5	3.5 - 5.5
Weighted average fair value of options granted	\$6.15	\$2.97	\$7.09	\$5.58

Compensation expense for the three and nine months ended September 30, 2006 was \$1.2 and \$4.3, respectively (three and nine months ended September 30, 2005 was \$2.2 and \$7.2, respectively) relating to the fair value of options granted after January 1, 2003.

The pro forma disclosure relating to options granted in 2002 is as follows:

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
Net loss as reported	\$ (19.6)	\$ (42.1)	\$ (18.6)	\$ (89.8)
Deduct: Stock-based compensation (fair value)	(2.2)	(1.2)	(5.3)	(3.9)
Pro forma net loss	<u>\$ (21.8)</u>	<u>\$ (43.3)</u>	<u>\$ (23.9)</u>	<u>\$ (93.7)</u>
Loss per share:				
Basic—as reported	\$ (0.09)	\$ (0.19)	\$ (0.08)	\$ (0.40)
Basic—pro forma	\$ (0.10)	\$ (0.19)	\$ (0.11)	\$ (0.41)
Diluted—as reported	\$ (0.09)	\$ (0.19)	\$ (0.08)	\$ (0.40)
Diluted—pro forma	\$ (0.10)	\$ (0.19)	\$ (0.11)	\$ (0.41)

Our stock plans are described in note 9 to the 2005 annual consolidated financial statements.

(i) Stock option exchange program in 2005:

As part of a restructuring of our long-term incentive arrangements to provide more effective programs and reduce market overhang, we cancelled 6.8 million options during the third quarter of 2005 for an aggregate cost of \$6.8 as part of an option exchange program. All current employees, other than certain executives, were eligible to participate. Eligible employees forfeited certain out-of-the-money options for \$1.00 in cash for each option surrendered. We recorded compensation expense of \$3.9 to cost of sales and \$2.9 to selling, general and administrative expenses in the third quarter of 2005. Future compensation expense was not impacted as all repurchased options were granted prior to January 1, 2003. We paid \$5.6 in cash in the third quarter of 2005. The balance was accrued and will be paid out at the end of three years, in accordance with the plan.

**9. Segmented information:**

Our operations fall into one dominant industry segment, the electronics manufacturing services industry. We manage our operations, and accordingly determine our operating segments, on a geographic basis. The performance of geographic operating segments is monitored based on EBIAT (earnings before interest and accretion on convertible debt, amortization of intangible assets, integration costs related to acquisitions, other charges, option expense and income taxes). Inter-segment transactions are reflected at market value.

The following is a breakdown by reporting segment:

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
<b>Revenue</b>				
Asia	\$ 992.3	\$ 1,296.9	\$ 3,050.6	\$ 3,437.8
Americas	692.5	839.6	2,332.8	2,319.3
Europe	350.7	300.7	1,143.6	941.7
Elimination of inter-segment revenue	(41.1)	(44.8)	(131.3)	(148.9)
	<u>\$ 1,994.4</u>	<u>\$ 2,392.4</u>	<u>\$ 6,395.7</u>	<u>\$ 6,549.9</u>

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	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
<b>EBIAT</b>				
Asia	\$ 38.0	\$ 61.7	\$ 119.1	\$ 149.8
Americas	10.9	8.3	42.2	15.5
Europe	(3.9)	(5.6)	(8.4)	(17.7)
	45.0	64.4	152.9	147.6
Net interest and accretion charges	(13.5)	(17.3)	(36.3)	(46.4)
Amortization of intangible assets	(6.8)	(6.8)	(21.0)	(20.5)
Option expense	(2.2)	(1.2)	(7.2)	(4.3)
Option exchange cost (note 8 (i))	(6.8)	—	(6.8)	—
Integration costs related to acquisitions	—	(0.2)	(0.3)	(0.9)
Other charges	(27.0)	(81.5)	(74.0)	(151.9)
Earnings (loss) before income taxes	<u>\$ (11.3)</u>	<u>\$ (42.6)</u>	<u>\$ 7.3</u>	<u>\$ (76.4)</u>

	December 31	September 30
	2005	2006
<b>Total assets</b>		
Asia	\$ 2,494.7	\$ 2,670.3
Americas	1,574.2	1,589.0
Europe	788.9	638.0
	<u>\$ 4,857.8</u>	<u>\$ 4,897.3</u>
<b>Goodwill</b>		
Asia	\$ 874.5	\$ 854.8
Americas	—	—
Europe	—	—
	<u>\$ 874.5</u>	<u>\$ 854.8</u>

**10. Supplemental cash flow information:**

	Three months ended September 30		Nine months ended September 30	
	2005	2006	2005	2006
<b>Paid (recovered) during the period:</b>				
Taxes (a)	\$ 2.8	\$ (52.2)	\$ 17.3	\$ (41.2)
Interest (b)	\$ 18.1	\$ 32.6	\$ 37.0	\$ 66.3

(a) Cash taxes paid is net of income taxes recovered during the quarter.



(b) This includes interest paid on the 2011 and 2013 Senior Subordinated Notes. Interest on the Notes is payable in January and July of each year until maturity. See notes 4 (b) and (c). The interest paid on the 2011 Notes has been reduced by amounts received from the interest rate swap agreements.

#### **11. Hedging transactions:**

In connection with the issuance of our 2011 Notes in June 2004, we entered into agreements to swap the fixed rate of interest for a variable interest rate. The notional amount of the agreements is \$500.0. The agreements mature July 2011. See note 4(b).

Payments or receipts under the swap agreements are recorded in interest expense on long-term debt. The fair value of the interest rate swap agreements at September 30, 2006 was an unrealized loss of \$9.1 (December 31, 2005—unrealized loss of \$3.1).

#### **12. Guarantees and contingencies:**

We have contingent liabilities in the form of letters of credit, letters of guarantee, and surety and performance bonds which we provided to various third parties. These guarantees cover various payments, including customs and excise taxes, utility commitments and certain bank guarantees. At September 30, 2006, these contingent liabilities, including guarantees of employee share purchase loans, amounted to \$87.1 (December 31, 2005—\$80.0).

In addition to the above guarantees, we have also provided routine indemnifications, whose terms range in duration and often are not explicitly defined. These may include indemnifications against adverse effects due to changes in tax laws and patent infringements by third parties. We have also provided indemnifications in connection with the sale of certain businesses and real property. The maximum potential liability from these indemnifications cannot be reasonably estimated. In some cases, we have recourse against other parties to mitigate our risk of loss from these indemnifications. Historically, we have not made significant payments relating to these types of indemnifications.

In the normal course of our operations, we may be subject to litigation and claims from time to time. Management believes that adequate provisions have been recorded in the accounts where required. Although it is not possible to estimate the extent of potential costs, if any, management believes that the ultimate resolution of such contingencies would not have a material adverse effect on our results of operations, financial position or on our liquidity.

We are subject to tax audits by local taxing authorities. International taxation authorities could challenge the validity of our inter-company financing and transfer pricing policies which generally involve subjective areas of taxation and a significant degree of judgment. If any of these taxation authorities is successful in challenging our financing or transfer pricing policies, our income tax expense may be adversely affected and we could also be subjected to interest and penalty charges. In connection with ongoing tax audits in the United States, taxing authorities have asserted that our United States subsidiaries owe significant amounts of tax, interest and penalties arising from inter-company transactions. We believe we have substantial defenses to the asserted deficiencies and have adequately accrued for any likely potential losses. However, there can be no assurance as to the final resolution of these asserted deficiencies and any resulting proceedings, and if these asserted deficiencies and proceedings are determined adversely to us, the amounts we may be required to pay may be material.

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Stephen W. Delaney, certify that:

1. I have reviewed this report on Form 6-K of Celestica Inc., which constitutes a quarterly report of the company;
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
  4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:
    - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) [omitted pursuant to the guidance of Release No. 33-8238 (June 5, 2003)];
    - (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
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5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of company's board of directors (or persons performing the equivalent function):
    - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
    - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: October 31, 2006

/s/ Stephen W. Delaney  
 Stephen W. Delaney  
 Chief Executive Officer

## CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Anthony P. Puppi, certify that:

1. I have reviewed this report on Form 6-K of Celestica Inc., which constitutes a quarterly report of the company;
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
  4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:
    - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) [omitted pursuant to the guidance of Release No. 33-8238 (June 5, 2003)];
    - (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
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5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of company's board of directors (or persons performing the equivalent function):
    - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
    - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: October 31 , 2006

/s/ Anthony P. Puppi  
 Anthony P. Puppi  
 Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002.

Each of the undersigned hereby certifies, in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his capacity as an officer of Celestica Inc. (the "Company"), that the quarterly report of the Company included in the Form 6-K for the period ended September 30, 2006, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 31, 2006

/s/ Stephen W. DelaneyStephen W. Delaney  
Chief Executive Officer

October 31, 2006

/s/ Anthony P. PuppiAnthony P. Puppi  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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