

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 29, 2025

Celestica Inc.

(Exact name of registrant as specified in its charter)

Ontario
(State or other jurisdiction of incorporation)

001-14832
(Commission File Number)

N/A
(IRS Employer Identification No.)

5140 Yonge Street, Suite 1900, Toronto, Ontario, Canada
(Address of principal executive offices)

M2N 6L7
(Zip Code)

Registrant's Telephone Number, Including Area Code: (416) 448-5800

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading	Name of each exchange on which registered
Common Shares without par value	CLS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 29, 2025, the Board of Directors (the “**Board**”) of Celestica Inc., an Ontario corporation (the “**Company**”), approved and adopted By-Law 2 of the Company, relating to the advance notice procedural requirements for the nomination of the directors of the Company (the “**Advance Notice By-Law**”), effective immediately. Holders of common shares of the Company (the “**Shareholders**”) will be asked to confirm the adoption of the Advance Notice By-Law at the Company’s 2025 Annual Meeting (as defined below). If the adoption of the Advance Notice By-Law is not confirmed by an ordinary resolution at the 2025 Annual Meeting, it will be of no further force and effect and will terminate immediately.

The purpose of the Advance Notice By-Law is to provide Shareholders, directors and management of the Company with a clear framework respecting the nomination of persons for election as directors. The Advance Notice By-Law fixes a deadline by which Shareholders must submit nominations for election of directors prior to any annual or special meeting of Shareholders, and sets forth the information that a Shareholder must include in the notice to the Company in order for a nominee to be eligible for election as director.

Among other things, the Advance Notice By-Law provides that Shareholders seeking to nominate, in compliance with the Advance Notice By-Law, candidates for election as directors must give timely notice in writing to the Company’s Corporate Secretary. To be timely, such notice must be received by the Company’s Corporate Secretary (i) in the case of an annual meeting (including an annual and special meeting) of Shareholders, not less than 30 days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the meeting was made, notice must be given not later than the close of business on the 10th day following the Notice Date; (ii) in the case of a special meeting (which is not also an annual meeting) of Shareholders called for the purpose of electing directors (whether or not also called for other purposes), not later than the close of business on the 15th day following the Notice Date; and (iii) notwithstanding the foregoing, in the case of an annual meeting of Shareholders or a special meeting (which is not also an annual meeting) of Shareholders called for the purpose of electing directors (whether or not also called for other purposes) where “notice-and-access” is used for delivery of proxy-related materials and the Notice Date is not less than 50 days before the date of the meeting, not less than 40 days prior to the date of the meeting.

In addition, the Advance Notice By-Law provides that with respect to only the 2025 Annual Meeting, the preceding timely notice requirements are varied such that a Shareholder’s notice to the Company’s Corporate Secretary must be given no later than the later of (x) the latest applicable date otherwise provided for pursuant to the timely notice requirements summarized in clauses (i) through (iii) of the preceding paragraph and (y) the close of business on the 10th day following the first public announcement of the general requirements of the Advance Notice By-Law.

The Advance Notice By-Law also prescribes the proper written form for a Shareholder’s notice as well as additional requirements in connection with nominations. Except as otherwise provided by applicable law and the Restated Articles of Incorporation of the Company, no person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice By-Law.

This description of the Advance Notice By-Law does not purport to be complete and is qualified in its entirety by reference to the Advance Notice By-Law, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.08 Shareholder Director Nominations.

The information in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.08, to the extent applicable.

Item 7.01. Regulation FD Disclosure.

On January 30, 2024, the Company issued a press release relating to the matters described in Item 5.03 and Item 8.01 of this Current Report on Form 8-K. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is being furnished to the Securities and Exchange Commission (“SEC”) and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

The Company currently intends to hold its Annual and Special Meeting of Shareholders (the “2025 Annual Meeting”) on June 17, 2025, at 9:30 a.m. EDT in a hybrid format with further details to be provided in the Company’s upcoming definitive proxy statement related to the 2025 Annual Meeting. The Company has set April 22, 2025 as the record date for determining shareholders of the Company who are entitled to receive notice of, and to vote, at the 2025 Annual Meeting.

Under the rules of the SEC, the Company has set February 24, 2025 as the deadline for submitting a shareholder proposal for inclusion in the Company’s proxy materials for the 2025 Annual Meeting pursuant to Rule 14a-8 under the Exchange Act, which the Company has determined to be a reasonable time before it expects to begin to print and send its proxy materials. Accordingly, in order for such a shareholder proposal to be considered for inclusion in the Company’s proxy materials for the 2025 Annual Meeting, the proposal must be received by the Corporate Secretary of the Company at the Company’s principal executive offices at 5140 Yonge Street, Suite 1900, Toronto, Ontario, Canada M2N 6L7 no later than such date, and comply with the procedures and requirements set forth in Rule 14a-8.

In accordance with the advance notice requirements contained in the Advance Notice By-Law, Shareholders must deliver a notice to the Company’s Corporate Secretary no later than the close of business on May 8, 2025 in order for a director nominee nominated by any such Shareholder pursuant to the Advance Notice By-Law to be eligible for election at the 2025 Annual Meeting. Any such Shareholder notice must comply with the requirements of the Advance Notice By-Law and will not be effective otherwise.

In addition to satisfying the requirements contained in the Advance Notice By-Law, to comply with the SEC’s universal proxy rules, Shareholders who intend to solicit proxies in support of director nominees, other than the Company’s nominees, must provide notice setting forth the information required by Rule 14a-19 under the Exchange Act no later than April 18, 2025.

Item 9.01. Financial Statements and Exhibits.

Exhibit No. Description

3.1	Advance Notice By-Law, effective January 29, 2025
99.1	Press Release of the Company dated January 30, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

CELESTICA INC.

Date: January 30, 2025

By: /s/ Douglas Parker

Name: Douglas Parker

Title: Chief Legal Officer and Corporate Secretary

CELESTICA INC.

BY-LAW 2

A by-law relating generally to the advance notice requirements for the nomination of directors of CELESTICA INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of CELESTICA INC. (hereinafter called the “**Corporation**”) as follows:

DEFINITIONS

1. In this by-law of the Corporation, unless the context otherwise specifies or requires:
 - A. “Act” means the *Business Corporations Act* (Ontario), or any statute that may be substituted for it, and the regulations to it, as from time to time amended;
 - B. “Affiliate”, when used to indicate a relationship with a specific person or company, shall mean a person or company that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person or company;
 - C. “Applicable Securities Laws” means the applicable securities legislation of each province and territory of Canada, any Canadian federal securities legislation applicable therein, in each case as amended from time to time, and the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of (i) each province and territory of Canada, (ii) the federal government of the United States and, if applicable, (iii) the federal government of Canada;
 - D. “business day” means a day, other than Saturday, Sunday and any other day that is a holiday (as defined in the *Interpretation Act* (Canada)) in Ontario, Canada;
 - E. “Close of Business” means 5:00 p.m. (Toronto time) on a business day;
 - F. “Public Announcement” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile both on SEDAR+ at www.sedarplus.com and on EDGAR at www.sec.gov.
 - G. all terms contained in this by-law which are defined in the Act shall have the meanings given to such terms in the Act;
 - H. words importing the singular number only shall include the plural and vice versa; and
 - I. the headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
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ADVANCE NOTICE OF NOMINATIONS OF DIRECTORS.

2. Nomination Procedures. Subject only to the Act, Applicable Securities Laws and the articles of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any annual meeting of shareholders of the Corporation, or at any special meeting of shareholders of the Corporation if the election of directors is a matter specified in the notice of meeting:

- A. by or at the direction of the board, including pursuant to a notice of meeting;
- B. by or at the direction or request of one or more shareholders of the Corporation pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of a shareholders meeting by one or more of the shareholders made in accordance with the provisions of the Act; or
- C. by any person (a "Nominating Shareholder") who (i) at the Close of Business on the date of the giving of the notice provided for below in this by-law and on the record date for notice of such meeting of shareholders of the Corporation, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation, and (ii) complies with the notice procedures set forth below in this by-law.

3. Timely Notice. In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Corporation in accordance with this by-law (even if such matter is already the subject of a notice to the shareholders or a public announcement, by a Nominating Shareholder).

4. Manner of Timely Notice. To be timely, a Nominating Shareholder's notice must be given:

- A. in the case of an annual meeting (including an annual and special meeting) of shareholders of the Corporation, not less than 30 days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the date (the "Notice Date") on which the first Public Announcement of the date of the meeting was made, notice by the Nominating Shareholder must be given not later than the Close of Business on the tenth day following the Notice Date;
 - B. in the case of a special meeting (which is not also an annual meeting) of shareholders of the Corporation called for the purpose of electing directors (whether or not also called for other purposes), not later than the Close of Business on the fifteenth day following the Notice Date; and
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C. notwithstanding the foregoing, in the case of an annual meeting of shareholders or a special meeting (which is not also an annual meeting) of shareholders of the Corporation called for the purpose of electing directors (whether or not also called for other purposes) where “notice-and-access” is used for delivery of proxy-related materials and the Notice Date is not less than 50 days before the date of the meeting, not less than 40 days prior to the date of the meeting.

5. Proper Form of Notice. To be in proper written form, a Nominating Shareholder’s notice must set forth:

A. as to each person whom the Nominating Shareholder proposes to nominate for election as a director:

- (i) the name, age, province or state, and country of residence of the person;
- (ii) the principal occupation, business or employment of the person, both present and within the five years preceding the notice;
- (iii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by such person, as of the record date for the meeting of shareholders of the Corporation (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and
- (iv) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular, a proxy statement or other filings in connection with solicitations of proxies for election of directors pursuant to the Act or Applicable Securities Laws, including, as applicable, Section 14 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder; and

B. as to the Nominating Shareholder:

- (i) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by such person or any joint actors, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (ii) full particulars regarding any proxy, contract, arrangement, agreement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or to direct or to control the voting of any shares of the Corporation; and
 - (iii) any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident’s proxy circular, a proxy statement or other filings in connection with solicitations of proxies for election of directors pursuant to the Act or Applicable Securities Laws, including, as applicable, Section 14 of the Exchange Act, and the rules and regulations promulgated thereunder.
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References to “Nominating Shareholder” in this Section 5 shall be deemed to refer to each shareholder of the Corporation that nominates a person for election as a director in the case of a nomination where more than one shareholder of the Corporation is involved in making such nomination.

6. Power of the Chair. The chair of the applicable meeting of shareholders shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

7. Delivery of Notice. Notwithstanding any other provision of this by-law, notice given to the Corporate Secretary of the Corporation pursuant to this by-law may only be given by personal delivery, courier service, registered mail (return receipt requested) or e-mail (provided that the Corporate Secretary has stipulated an e-mail address for purposes of this notice), and shall be deemed to have been given only at the time it is served by personal delivery, e-mail (at the address as aforesaid), or sent by courier service or registered mail (return receipt requested) to the Corporate Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been given on the first subsequent day that is a business day and any deadline for notice to be given hereunder specified as being by the Close of Business on a day that is not a business day shall be deemed to occur on the first subsequent day that is a business day.

8. Increase in Number of Directors to be Elected. Notwithstanding any provisions in this by-law to the contrary, in the event that the number of directors to be elected at a meeting is increased effective after the time period for which the Nominating Shareholder’s notice would otherwise be due under this Section, a notice with respect to nominees for the additional directorships required by this by-law shall be considered timely if it shall be given not later than the Close of Business on the tenth day following the day on which the first Public Announcement of such increase was made by the Corporation.

9. Notice for First Annual Meeting. Notwithstanding the foregoing, with respect to only the first annual meeting of shareholders held after the adoption by the board of this by-law, the timely notice requirements (in accordance with Section 4 of this by-law) shall be varied such that a Nominating Shareholder’s notice to the Corporate Secretary must be given no later than the later of (i) the latest applicable date otherwise provided for under Section 4 of this by-law and (ii) the Close of Business on the tenth day following the first Public Announcement of the general requirements of the by-law. All other requirements of this by-law shall strictly apply to such notice and any such Nominating Shareholder.

10. Waiver. Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this by-law.

The foregoing by-law was made by the directors of the Corporation on the 29th day of January, 2025.



FOR IMMEDIATE RELEASE

Thursday, January 30, 2025

Celestica Announces 2025 Annual and Special Meeting of Shareholders

TORONTO, January 30, 2025 (GLOBE NEWSWIRE) -- Celestica Inc. (TSX: CLS) (NYSE: CLS) ("Celestica" or the "Company"), a leader in design, manufacturing, hardware platform and supply chain solutions for the world's most innovative companies, today announced that the Annual and Special Meeting of its Shareholders (the "Meeting") will be held on Tuesday, June 17, 2025 at 9:30 a.m. EDT in a hybrid format, with further details to be provided in the Company's upcoming definitive proxy statement related to the Meeting.

Record Date

Celestica also announced that it has set Tuesday, April 22, 2025 as the record date for determining shareholders of the Company who are entitled to receive notice of, and to vote at, the Meeting.

Notice-and-Access

Celestica will be using the notice-and-access method for delivering the Company's proxy statement and related materials to shareholders eligible to participate at the Meeting. The notice-and-access document will describe the various ways in which shareholders can obtain a copy of the Company's proxy materials. Celestica's proxy statement will also be available on its website at www.celestica.com/shareholder-documents and on the company's profiles on SEDAR+ at www.sedarplus.com and EDGAR at www.sec.gov. The platform for the Meeting will provide shareholders the ability to listen to the Meeting live, submit questions and submit their vote during the Meeting.

Adoption of By-Law 2 (Advance Notice)

On January 29, 2025, the Board adopted, with immediate effect, By-Law No. 2 of the Company regarding advance notice requirements for the nomination of individuals for election as directors (the "Advance Notice By-Law"). In order for the Advance Notice By-Law to remain in effect following the termination of the Meeting, the adoption of the Advance Notice By-Law must be confirmed by an ordinary resolution of shareholders at the Meeting. The purpose of the Advance Notice By-Law is to provide shareholders, directors and management of the Company with a clear framework respecting the nomination of persons for election as directors. The Advance Notice By-Law fixes a deadline by which shareholders must submit nominations for election of directors prior to any annual or special meeting of shareholders, and sets forth the information that a shareholder must include in the notice to Celestica in order for a nominee to be eligible for election as director.

A copy of the Advance Notice By-Law is available on Celestica's website at www.celestica.com/shareholder-documents and is available on the Company's profiles on SEDAR+ at www.sedarplus.com and EDGAR at www.sec.gov.

About Celestica

Celestica enables the world's best brands. Through our recognized customer-centric approach, we partner with leading companies in Aerospace and Defense, Communications, Enterprise, HealthTech, Industrial and Capital Equipment to deliver solutions for their most complex challenges. As a leader in design, manufacturing, hardware platform and supply chain solutions, Celestica brings global expertise and insight at every stage of product development - from the drawing board to full-scale production and after-market services. With talented teams across North America, Europe and Asia, we imagine, develop and deliver a better future with our customers.

For further information on Celestica, visit www.celestica.com.

The Company's securities filings can be accessed at www.sedarplus.com and www.sec.gov.

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