
FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

For the month of July, 2012

001-14832
(Commission File Number)

CELESTICA INC.

(Translation of registrant's name into English)

**844 Don Mills Road
Toronto, Ontario
Canada M3C 1V7
(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

Form 40-F

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):

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):

Celestica Inc.

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

- Management's Discussion and Analysis of Financial Conditions and Results of Operations for the Second Quarter 2012, the text of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.
- Celestica Inc.'s second quarter 2012 consolidated financial information, the text of which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.
- 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 Second Quarter 2012
- 99.2 - Celestica Inc.'s second quarter 2012 consolidated financial information
- 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

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: July 27, 2012

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**

The following discussion of the financial condition and results of operations should be read in conjunction with the 2011 consolidated financial statements and June 30, 2012 unaudited interim condensed consolidated financial statements, which we prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). All dollar amounts are expressed in U.S. dollars. The information in this discussion is provided as of July 26, 2012 unless we indicate otherwise.

Certain statements contained in the following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) constitute forward-looking statements within the meaning of section 27A of the U.S. Securities Act of 1933, section 21E of the U.S. Securities Exchange Act of 1934, and applicable Canadian securities legislation, including, without limitation: statements related to our future growth; trends in our industry; our financial or operational results including our quarterly earnings and revenue guidance; the impact of the wind down of our manufacturing services for Research In Motion Limited (RIM) on our financial targets and results and working capital requirements, and our anticipated expenses and restructuring charges related to such wind down and other actions; the acquisition of D&H Manufacturing Company (D&H), including our ability to close the transaction, the timing of closing, the purchase price and our funding thereof, and the impact of the acquisition on our diversified end markets; the impact of acquisitions and program wins or losses on our financial results and working capital requirements; anticipated expenses, capital expenditures or benefits; our expected tax outcomes; our cash flows, financial targets and priorities; our ability to diversify and grow our customer base and develop new capabilities; and the effect of the global economic environment on customer demand. Such forward-looking statements are predictive in nature, and may be based on current expectations, forecasts or assumptions involving risks and uncertainties that could cause actual outcomes and results to differ materially from the forward-looking statements themselves. Such forward-looking statements may, without limitation, be preceded by, followed by, or include words such as "believes," "expects," "anticipates," "estimates," "intends," "plans," "continues", or similar expressions, or may employ such future or conditional verbs as "may," "will," "should" or "would" or may otherwise be indicated as forward-looking statements by grammatical construction, phrasing or context. 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 applicable Canadian securities legislation. Forward-looking statements are not guarantees of future performance. Readers should understand that the following important factors, among others, could affect our future results and could cause those results to differ materially from those expressed in such forward-looking statements: the challenges of effectively managing the wind down of our manufacturing services for RIM; the extent of the restructuring charges associated with the RIM wind down and other actions; our dependence on a limited number of customers and on our customers' ability to compete and succeed in their marketplace for the products we manufacture; the effects of price competition and other business and competitive factors generally affecting the electronics manufacturing services (EMS) industry; the challenges of effectively managing our operations and our working capital performance during uncertain economic conditions, including responding to significant changes in demand from our customers, including RIM; the challenges of managing changing commodity costs as well as labor costs and conditions; disruptions to our operations, or those of our customers, component suppliers, or our logistics partners, resulting from local events including natural disasters, political instability, local labor conditions and social unrest, criminal activity and other risks present in the jurisdictions in which we operate; our inability to retain or expand our business due to execution problems relating to the ramping of new programs; the delays in the delivery and/or general availability of various components and materials used in our manufacturing process; the challenge of managing our financial exposure to foreign currency volatility; our dependence on industries affected by rapid technological change; variability of operating results among periods; our ability to successfully manage our international operations; increasing income taxes and our inability to successfully defend tax audits or meet the conditions of tax incentives; the completion of all our restructuring activities or integration of our acquisitions; the risk of potential non-performance by counterparties, including but not limited to financial institutions, customers and suppliers; and other matters relating to the D&H transaction including closing conditions not being satisfied in a timely manner or at all, the purchase price varying from the expected amount, our inability to finance the transaction and our inability to develop our capabilities in our diversified markets. Our forward-looking statements are also based on various assumptions which management believes are reasonable under the current circumstances, but may prove to be inaccurate, and many of which involve factors that are beyond our control. The material assumptions may include the following: our ability to effectively manage the RIM wind down; forecasts from our customers, which range from 30 days to 90 days and can fluctuate significantly in terms of volume and mix of products or services; the timing and execution of, and investments associated with, ramping new business; the success in the marketplace of our customers' products; general economic and market conditions; currency exchange rates; pricing and competition; anticipated customer demand; supplier performance and pricing; commodity, labor, energy and transportation costs; operational and financial matters; technological developments; and the timing and execution of our restructuring actions. Our assumptions and estimates are based on management's current views with respect to current plans and events, and are and will be subject to the risks and uncertainties discussed above and elsewhere in this MD&A. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such information may not be appropriate for other purposes. These and other risks and uncertainties, as well as other information related to the company, are discussed herein and in our various public filings at

www.sedar.com and www.sec.gov, including our Annual Report on Form 20-F and subsequent reports on Form 6-K filed with the U.S. Securities and Exchange Commission and our Annual Information Form filed with the Canadian securities regulators.

Except as required by applicable 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. Readers 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 deliver innovative supply chain solutions globally to customers in the communications (comprised of enterprise communications and telecommunications), consumer, computing (comprised of servers and storage), and diversified (comprised of industrial, aerospace and defense, healthcare, green technology, semiconductor equipment and other) end markets. We believe our services and solutions help our customers reduce their time-to-market and eliminate waste from their supply chains, resulting in lower product lifecycle costs, better financial returns and improved competitive advantage in their respective business environments.

Our global operating network spans the Americas, Asia and Europe. In an effort to drive speed and flexibility for our customers, we conduct the majority of our business through centers of excellence strategically located around the world. We strive to align a network of suppliers around these centers in order to increase flexibility in our supply chain, deliver shorter overall product lead times and reduce inventory. We operate other facilities around the world with specialized supply chain management and high-mix/low-volume manufacturing capabilities to meet the specific production and product lifecycle requirements of our customers.

Through our centers of excellence and the deployment of our Total Cost of Ownership™ (TCOO) strategy with our suppliers, we strive to provide our customers with the lowest total cost throughout the product lifecycle. This approach enables us to focus our capabilities on solutions that address the total cost of design, sourcing, production, delivery and after-market services for our customers' products, which drives greater levels of efficiency and improved service levels throughout our customers' supply chains.

We offer a full range of services to our customers including design, supply chain management, manufacturing, engineering, complex mechanical and systems integration, order fulfillment, logistics and after-market services. We are focused on expanding these service offerings across our major markets with existing and new customers and on growing our business in the diversified end market. We will continue to invest in assets and resources to expand our design, engineering and after-market service capabilities, while continuing to pursue higher-value opportunities with existing customers. During 2010 and 2011, we completed the acquisitions of Invec Solutions Limited (Invec), Allied Panels Entwicklungs-und Produktions GmbH (Allied Panels) and the semiconductor equipment contract manufacturing operations of Brooks Automation, Inc. (Brooks Automation), enhancing and adding new capabilities to our offerings and expanding our customer base.

Although we supply products and services to over 100 customers, we depend upon a relatively small number of customers for a significant portion of our revenue. Revenue generated from our customers will vary from period to period depending on the success in the marketplace of our customers' products, changes in demand from our customers for the products we manufacture, and the volume and timing of new program wins, losses or follow-on business from our customers, among other factors. In the aggregate, our top 10 customers represented 71% of revenue for the first half of 2012 (73% — first half of 2011; 71% — year ended December 31, 2011). Our largest customer, RIM, represented 17% of revenue for the second quarter of 2012 (19% — second quarter of 2011 and full year 2011). In the second quarter of 2012, our revenue from RIM decreased 12% and 4% compared to the second quarter of 2011 and the first quarter of 2012, respectively, primarily due to demand weakness. In June 2012, we announced that over the course of the next two quarters, we will wind down our manufacturing services for RIM. We cannot assure the timely replacement of the RIM revenue. See further discussion below — "Summary of Q2 2012".

The products and services we provide can be found in a wide variety of end products, including servers; networking, wireless and telecommunications equipment; storage devices; aerospace and defense electronics, such as in-flight entertainment and guidance systems; healthcare products; smartphones; audiovisual equipment; printer supplies; peripherals; semiconductor equipment; and a range of industrial and green technology electronic equipment, including solar panels and inverters.

We believe we are well positioned in the EMS industry, based on our services and capabilities, operational performance and track record as one of the major global EMS companies. Our priorities include (i) growth in our targeted business areas including the timely replacement of the RIM revenue, (ii) continuing improvement of financial results, including operating margins, returns, and free cash flow, (iii) developing and enhancing profitable relationships with leading customers across our strategic target markets and

(iv) increasing our capabilities in services and technologies beyond our traditional areas of EMS expertise. We believe that success in these areas will continue to strengthen our competitive position and enhance customer satisfaction and shareholder value. Our continued focus will be to expand our revenue base in our higher-value-added services such as design, engineering, supply chain management and after-market services, and to grow our business with new and existing customers in the computing, communications and diversified markets. In response to the wind down of our manufacturing services for RIM, we are also committed to streamlining and simplifying our organization to reduce our overall cost structure going forward.

We established three-year financial targets at the beginning of 2010. These targets included achieving a compound annual revenue growth rate of 6% to 8% by the end of 2012, and generating the following performance on various non-IFRS measures: annual operating margin of 3.5% to 4.0%, annual return on invested capital (ROIC) of greater than 20%, and annual free cash flow of between \$100 million and \$200 million. As a result of the wind down of our manufacturing services for RIM and the challenging demand outlook, we expect our revenue growth for fiscal 2012 will be negative and that we will no longer achieve (and now withdraw) our three-year compound annual revenue growth target of 6% to 8% and our annual operating margin target of 3.5% to 4.0%. We expect our operating margin for the second half of 2012 will be in the range of 2.5% and 3.0%. Despite our lower revenue expectations for 2012, we expect to achieve our annual ROIC and annual free cash flow targets for 2012. Additional factors that could further negatively impact the achievement of our financial targets include the demand for our customers' products in various end markets, our revenue mix, the size and timing of customer program bookings by end markets, and the operating margin achieved and capital deployed for the services we provide to customers. We continue to manage our costs and capital resources in response to these changing circumstances.

Our financial targets for operating margin, ROIC and free cash flow are non-IFRS measures without standardized meanings and are not necessarily comparable to similar measures presented by other companies. Our management uses non-IFRS measures to (i) assess operating performance and the effective use and allocation of resources, (ii) provide more meaningful period-to-period comparisons of operating results, (iii) enhance investors' understanding of the core operating results of our business, and (iv) set management incentive targets. See "Non-IFRS measures" below.

Overview of business environment:

The EMS industry is highly competitive with multiple global EMS providers competing for the same customers and programs. Although the industry is characterized by a large revenue base and new business opportunities, the revenue is volatile on a quarterly basis, the business environment is highly competitive, and aggressive pricing is a common business dynamic. Capacity utilization, customer mix and the types of products and services we provide are important factors affecting operating margins. The amount and location of qualified people, manufacturing capacity, and the mix of business through that capacity are vital considerations for EMS providers. The EMS industry is also working capital intensive. As a result, we believe that ROIC, which is primarily affected by operating margin and investments in working capital and equipment, is an important metric for measuring an EMS provider's financial performance.

EMS companies are exposed to a variety of customers and end markets. Demand visibility is limited, making revenue from customers and by end markets difficult to predict. Short product lifecycles inherent in technology markets, short production lead times expected by our customers, rapid shifts in technology for our customers' products, frequent changes in preference by our customers' customers, model obsolescence and general volatility in the economy are contributing factors. In particular, high-volume markets, such as the consumer end market, tend to have the shortest product lifecycles and our customers' customers can suddenly and significantly shift their preferences to other designs or technologies. The global economy and financial markets continue to be uncertain and may continue to negatively impact the operations of most EMS providers, including Celestica. Uncertainty as to the extent and timing of the global economic recovery may impact future demand for Celestica's products and services. We will continue to monitor the dynamics and impacts of the global economic environment and will work to manage our costs and resources to address changes as they may occur.

The EMS industry has also experienced component shortages. In many cases, components used in the manufacturing and assembly processes are only available from a single supplier. We procure substantially all of our component and materials pursuant to individual purchase orders that are generally short-term in nature. Component shortages can delay production as well as the revenue related to products using those components, and may result in higher inventory levels and extended lead times. External factors that could impact our business include natural disasters, political instability, local labor conditions and social unrest, criminal activity and other risks present in the jurisdictions in which we, our suppliers and our customers operate. These types of local events could disrupt operations at one or more of our facilities or those of our customers, component suppliers or our logistics partners. These events could lead to higher costs or supply shortages or may disrupt the delivery of components to us or the ability to provide finished products or services to our customers, any of which could adversely affect our operating results. We carry insurance to cover damage to our facilities, including damage that may occur as a result of natural disasters, such as flooding and earthquakes, or other events. However, our policies are subject to deductibles and limitations and may not provide adequate coverage.

Our business is also affected by customers who will sometimes shift production between EMS providers for a number of reasons, including pricing concessions, more favorable terms and conditions, or their preference or need to consolidate their supply chain capacity or the number of supply chain partners. Customers may also choose to accelerate the amount of business they outsource, insource previously outsourced business or change the concentration or location of their EMS suppliers to better balance their supply continuity risk. As we respond to the impact of these customer decisions, these changes may impact, among other items, our revenue and operating margin, the costs of restructuring, the level of our capital expenditures and our cash flows.

Summary of Q2 2012

Our unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, as issued by the IASB and accounting policies we adopted in accordance with IFRS. These unaudited interim condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly our financial position as at June 30, 2012 and the results of operations, comprehensive income and cash flows for the three and six months ended June 30, 2012.

Wind down of manufacturing services for RIM:

In June 2012, we announced that over the course of the next two quarters we will wind down our manufacturing services for RIM. We manufactured certain of RIM's smartphone models in Mexico, Romania and Malaysia. We completed our manufacturing for RIM in Romania and Malaysia at the end of June 2012 and we expect to complete the majority of our manufacturing in Mexico by the end of the third quarter of 2012. We currently expect to continue to provide after-market services for RIM.

During the past several quarters, our revenue from RIM has ranged from 17% to 21% as a percentage of total revenue. As a result of the wind down, we expect our revenue from RIM to decrease to approximately 10% of total revenue for the third quarter of 2012. We anticipate short-term pressure on our operating margins as we transition our manufacturing business from RIM.

We cannot assure the timely replacement of the RIM revenue. Our operating margins each quarter are also impacted by changes in demand from our customers, the mix of customers and the types of products or services we provide, pricing pressures, and utilization of manufacturing capacity, among other factors.

In connection with the wind down, we recorded restructuring charges of \$20.1 million in the second quarter of 2012. This was comprised of charges related to RIM of \$21.8 million offset in part by reversals of certain prior unrelated restructuring charges totaling \$1.7 million. We recorded \$9.1 million of restructuring charges related to employee termination costs for our RIM manufacturing operations primarily in Mexico, and to a lesser extent in Romania and Malaysia, and \$12.7 million in non-cash charges to write down to recoverable amounts the equipment that was no longer in use at June 30, 2012. Due to the significance of RIM as a customer and in order to improve our margin performance, we will take additional restructuring actions in 2012 throughout our global network to reduce our overall cost structure. By the end of 2012, we expect to record total restructuring charges of between \$40 million and \$50 million, including the estimated \$35 million we announced in June 2012. Of this amount, we recorded \$20.1 million in the second quarter of 2012.

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

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Revenue	\$ 1,829.4	\$ 1,744.7	\$ 3,629.5	\$ 3,435.6
Gross profit	125.9	117.1	242.8	229.2
Selling, general and administrative expenses (SG&A)	62.7	59.9	133.0	119.9
Other charges	2.2	17.2	8.1	16.1
Net earnings	45.7	23.6	75.7	66.8
Diluted earnings per share	\$ 0.21	\$ 0.11	\$ 0.34	\$ 0.31
			December 31 2011	June 30 2012
Cash and cash equivalents			\$ 658.9	\$ 630.6
Total assets			2,969.6	2,951.2

Revenue of \$1.74 billion for the second quarter of 2012 decreased 5% from \$1.83 billion for the same period in 2011. Compared to the second quarter of 2011, revenue dollars decreased in all end markets, other than our diversified and storage end markets, primarily due to demand weakness. Compared to revenue from our end markets in the second quarter of 2011, revenue dollars from diversified and storage increased 39% and 4%, respectively, while consumer decreased 17%, communications decreased 11%, and servers decreased 11%. Revenue from our diversified end market increased 39%, or \$91 million, from the second quarter of 2011, primarily driven by new program wins and by acquisitions which contributed approximately two-thirds of the revenue increase in this end market year-over-year.

Gross profit for the second quarter of 2012 decreased 7% from the second quarter of 2011 while revenue decreased 5% from the same period of 2011. Gross margin as a percentage of revenue of 6.7% in the second quarter of 2012 was down from 6.9% in the same period of 2011, reflecting lower volumes and more competitive pricing. We regularly review our estimates and assumptions used to value our inventory through analysis of historical performance. During the second quarter of 2012, we recorded a net inventory recovery of \$2.7 million in cost of sales to reflect the improved recovery of certain inventory.

SG&A for the second quarter of 2012 decreased \$2.8 million, or 4%, from the same period in 2011 primarily due to lower variable compensation expense, net of \$2 million for employee severance costs.

Net earnings for the second quarter of 2012 of \$23.6 million were \$22.1 million lower than for the same period of 2011, primarily due to overall lower volumes and higher restructuring charges.

Our balance sheet remains strong. Our cash and cash equivalents at June 30, 2012 were \$630.6 million (December 31, 2011 — \$658.9 million). Free cash flow for the second quarter of 2012 increased to \$16.9 million from \$2.4 million for the same period in 2011, primarily as a result of lower working capital requirements. Our cash flows in 2011 were negatively impacted by our funding of higher levels of inventory and investments to support customer growth. To meet our working capital requirements and to provide additional short-term liquidity each period, we may draw on our \$400.0 million revolving credit facility, utilize our accounts receivable (A/R) sales program, or negotiate cash deposits with customers. At June 30, 2012, there were no amounts drawn (December 31, 2011 — no amounts drawn) under our revolving credit facility and we had sold \$45.0 million of A/R (December 31, 2011 — sold \$60.0 million of A/R). We also had an arrangement with RIM to fund inventory on hand in excess of previously agreed upon levels through cash deposits. At June 30, 2012, we had a deposit of \$57.6 million from RIM (December 31, 2011 — \$120.0 million deposit), with a repayment date of August 31, 2012. We record these cash deposits in accounts payable (A/P). We expect the deposit to be zero by the end of the third quarter of 2012 as we wind down our manufacturing services for RIM.

On February 7, 2012, the Toronto Stock Exchange (TSX) accepted our Normal Course Issuer Bid (NCIB). The NCIB allows us to repurchase, at our discretion, until the earlier of February 8, 2013 or the completion of purchases under the bid, up to approximately 16.2 million subordinate voting shares (representing approximately 7.5% of our total subordinate voting and multiple voting shares outstanding at the commencement of the NCIB) in the open market or as otherwise permitted, subject to the normal terms and limitations of such bids. During the second quarter of 2012, we paid \$36.2 million, including transaction fees, to repurchase for cancellation 4.6 million subordinate voting shares at a weighted average price of \$7.84 per share. The maximum number of subordinate voting shares we are permitted to repurchase for cancellation under the NCIB is reduced by the number of subordinate voting shares we purchase for equity-based compensation plans. We paid \$0.8 million to purchase 0.1 million subordinate voting shares in the second quarter of 2012 for these plans. At June 30, 2012, we can repurchase up to an additional 5.2 million subordinate voting shares under the NCIB, of which approximately 3 million are intended for cancellation.

Other performance indicators:

In addition to the key operating results and financial information described above, management reviews the following non-IFRS measures:

	1Q11	2Q11	3Q11	4Q11	1Q12	2Q12
Cash cycle days:						
Days in A/R	45	42	40	41	42	41
Days in inventory	50	53	52	51	52	50
Days in A/P	(64)	(60)	(56)	(56)	(59)	(57)
Cash cycle days	31	35	36	36	35	34
Inventory turns	7.4x	6.8x	7.0x	7.2x	7.0x	7.3x

	2011				2012	
	March 31	June 30	September 30	December 31	March 31	June 30
Amount of A/R sold (in millions)	\$ 60.0	\$ 120.0	\$ 100.0	\$ 60.0	\$ 60.0	\$ 45.0
Amount of customer deposits (in millions)	\$ 50.0	\$ 83.0	\$ 100.0	\$ 120.0	\$ 99.0	\$ 57.6

Days in 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 A/P is calculated as the average A/P 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, minus the days in A/P. Inventory turns is calculated as 365 divided by the number of days in inventory. These non-IFRS measures do not have comparable measures under IFRS to which we can reconcile.

Cash cycle days for the second quarter of 2012 decreased by 1 day to 34 days compared to the same period in 2011 and the first quarter of 2012.

Management reviews other non-IFRS measures including adjusted net earnings, operating margin, ROIC and free cash flow. See “Non-IFRS measures” below.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses and the related disclosures of contingent assets and liabilities. Actual results could differ materially from these estimates and assumptions. We review our estimates and underlying assumptions on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and may impact future periods as well. Significant accounting policies and methods used in the preparation of our unaudited interim condensed consolidated financial statements are described in our 2011 annual MD&A.

Operating Results

Our annual and quarterly operating results, including working capital performance, vary from period-to-period as a result of the level and timing of customer orders, mix of revenue, and fluctuations in materials and other costs. The level and timing of customer orders will vary due to changes in demand for their products, general economic conditions, their attempts to balance their inventory, availability of components and materials, and changes in their supply chain strategies or suppliers. Our annual and quarterly operating results are specifically affected by, among other factors: our mix of customers and the types of products or services we provide; the rate at which, and costs associated with, new program ramps; volumes and seasonality of business; price competition; the mix of manufacturing or service value-add; capacity utilization; manufacturing efficiency; the degree of automation used in the assembly process; the availability of components or labor; the timing of receiving components and materials; costs and inefficiencies of transferring programs between facilities; the loss of programs and customer disengagements; the impact of foreign exchange fluctuations; the performance of third-party providers; our ability to manage inventory, production location and equipment effectively; our ability to manage changing labor, component, energy and transportation costs effectively; fluctuations in variable compensation costs; the timing of our expenditures in anticipation of forecasted sales levels; and the timing of acquisitions and related integration costs. Our operations may also be affected by natural disasters or other local risks present in the jurisdictions in which we, our suppliers and our customers operate. These events could lead to higher costs or supply shortages or may disrupt the delivery of components to us or our ability to provide finished products or services to our customers, any of which could adversely affect our operating results.

In the EMS industry, customers can award new programs or shift programs to other EMS providers for a variety of reasons including changes in demand for the customers’ products, pricing benefits offered by other EMS providers, execution or quality issues, preference for consolidation or a change in their supplier base, rebalancing the concentration or location of their EMS providers, mergers and consolidation among customers, as well as decisions to adjust the volume of business being outsourced. Customer or program transfers between EMS competitors are part of the competitive nature of our industry. Some customers use more than one EMS provider to manufacture a product and/or may have the same EMS provider support them from more than one geographic location. Customers may choose to change the allocation of demand amongst their EMS providers and/or may shift programs from one region to another region within an EMS provider’s global network. Our operating results for each period include the impacts associated with program wins, follow-on business or losses from new, existing or disengaging customers. The volume of, profitability of or the location of new business awards will vary from period-to-period and from program-to-program. Significant period-to-period variations can also result from the timing of new programs reaching full production, existing programs being fully or partially transferred internally or to a competitor, the timing of programs reaching end-of-life, and/or the timing of follow-on or next generation programs.

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

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of sales	93.1	93.3	93.3	93.3
Gross profit	6.9	6.7	6.7	6.7
SG&A	3.4	3.4	3.7	3.5
Research and development costs	0.2	0.2	0.1	0.2
Amortization of intangible assets	0.2	0.1	0.2	0.1
Other charges	0.1	1.0	0.2	0.5
Finance costs	0.1	0.1	0.1	0.1
Earnings before income tax	2.9	1.9	2.4	2.3
Income tax expense	0.4	0.5	0.3	0.4
Net earnings	2.5%	1.4%	2.1%	1.9%

Revenue:

Effective the first quarter of 2012, we combined our enterprise communications and telecommunications end markets into one communications end market for reporting purposes. Prior period percentages were also combined.

Revenue of \$1.74 billion for the second quarter of 2012 decreased 5% from \$1.83 billion for the same period in 2011. Compared to the second quarter of 2011, revenue dollars decreased in all end markets, other than our diversified and storage end markets, primarily due to demand weakness. Compared to revenue from our end markets in the second quarter of 2011, revenue dollars from diversified and storage increased 39% and 4%, respectively, while consumer decreased 17%, communications decreased 11%, and servers decreased 11%. Revenue from our diversified end market increased 39%, or \$91 million, from the second quarter of 2011, primarily driven by new program wins and by acquisitions which contributed approximately two-thirds of the revenue increase in this end market year-over-year.

Revenue for the first half of 2012 decreased 5% from the same period in 2011. Compared to revenue from our end markets in the first half of 2011, revenue dollars from consumer decreased 16%, communications decreased 13%, servers decreased 10%, and storage decreased 8%, primarily due to demand weakness. Revenue from our diversified end market for the first half of 2012 increased 48% compared to the same period in 2011, primarily driven by new program wins and by acquisitions which contributed just under two-thirds of the revenue increase in this end market year-over-year.

The following table shows the end markets we served as a percentage of revenue for the periods indicated:

	2011					2012	
	Q1	Q2	Q3	Q4	FY	Q1	Q2
Communications	36%	34%	34%	33%	35%	33%	32%
Consumer	26%	25%	25%	26%	25%	23%	21%
Diversified	11%	13%	16%	18%	14%	19%	19%
Servers	15%	17%	14%	13%	15%	15%	16%
Storage	12%	11%	11%	10%	11%	10%	12%
Revenue (in billions)	\$ 1.80	\$ 1.83	\$ 1.83	\$ 1.75	\$ 7.21	\$ 1.69	\$ 1.74

Our product and service volumes, revenue and operating results vary from period-to-period depending on the success in the marketplace of our customers' products, changes in demand from the customer for the products we manufacture, the impact of seasonality for various end markets, the mix and complexity of the products or services we provide, the timing of receiving components and materials, the extent, timing and rate of new program wins, follow-on business or losses from new, existing or disengaging customers, the transfer of programs among our facilities at our customers' request, and the timing and rate at which new programs are ramped up, among other factors. We are dependent on a limited number of customers in the communications, consumer and computing end markets for a substantial portion of our revenue. We expect that the pace of technological change, the frequency of customers transferring business among EMS competitors or customers changing the volumes they outsource, and the constantly changing dynamics of the global economy will also continue to impact our business from period to period.

In the past, we have experienced some level of seasonality in our quarterly revenue patterns across most of the end markets we serve. We expect that the numerous factors described above that affect our period-to-period results will continue to make it difficult for us to predict the extent and impact of seasonality and other external factors on our business.

Our communications end market represented 32% of total revenue for the second quarter of 2012, down from 34% of total revenue for the same period in 2011 (33% and 35% for the first half of 2012 and 2011, respectively). The decrease was primarily due to demand softness across a number of customers in this end market.

Revenue dollars from our diversified end market increased 39% compared to the second quarter of 2011 and 48% compared to the first half of 2011. New customer wins and revenue from acquisitions contributed to the increase in revenue in this end market. Excluding revenue from the June 2011 Brooks Automation acquisition, our diversified end market grew 13% from the second quarter of 2011 and 20% from the first half of 2011. The diversified end market represents 19% of our total revenue, up from 13% in the second quarter of 2011 (19% and 12% for the first half of 2012 and 2011, respectively).

Our consumer end market represented 21% of total revenue for the second quarter of 2012, down from 25% of total revenue for the same period in 2011 (22% and 25% for the first half of 2012 and 2011, respectively). Approximately three-quarters of our consumer business was generated by RIM. The consumer end market was impacted by demand weakness. We expect our revenue from RIM will continue to decline as we complete the majority of our manufacturing by the end of the third quarter of 2012. We cannot assure the timely replacement of the RIM revenue. We currently expect to continue to provide after-market services for RIM.

For the second quarter and first half of 2012, we had three and two customers, respectively, that individually represented more than 10% of total revenue (second quarter and first half of 2011 — three customers). RIM accounted for 17% and 18% of total revenue for the second quarter and first half of 2012, respectively, down from 19% in the first quarter of 2012 and 19% and 20% in the second quarter and first half of 2011, respectively. In the second quarter of 2012, our RIM revenue dollars decreased 12% and 4% compared to the second quarter of 2011 and the first quarter of 2012, respectively primarily due to demand weakness.

Whether any of our customers individually accounts for more than 10% of revenue in any period depends on various factors affecting our business with that customer and with other customers, including overall changes in demand for customers' product, seasonality of business, the extent and timing of new program wins, losses or follow-on business, the phasing in or out of programs, the growth rate of other customers, price competition and changes in our customers' supplier base or supply chain strategies.

In the aggregate, our top 10 customers represented 71% of revenue for both the second quarter and first half of 2012 (second quarter and first half of 2011 — 72% and 73%, respectively). We are dependent upon continued revenue from our largest customers. We generally enter into master supply agreements with our customers that provide the framework for our overall relationship. These agreements do not typically guarantee a particular level of business or fixed pricing. Instead, we bid on a program-by-program basis and typically receive customer purchase orders for specific quantities and timing of products. There can be no assurance that revenue from any of our major customers will continue at the same historical levels or will not decrease in absolute terms or as a percentage of total revenue. A significant decrease in revenue from these or other customers, or a loss of a major customer, would have a material adverse impact on our business, our revenue and our results of operations.

In the EMS industry, customers may cancel contracts and volume levels can be changed or delayed. Customers may also shift business to a competitor or bring programs in-house to improve their own utilization or to adjust the concentration of their supplier base to manage supply continuity risk. We cannot assure the timely replacement of delayed, cancelled or reduced orders with new business. In addition, we cannot assure that any of our current customers will continue to utilize our services. Order cancellations and changes or delays in production could have a material adverse impact on our results of operations and working capital performance, including requiring us to carry higher than expected levels of inventory. Order cancellations and delays could also lower our asset utilization, resulting in lower margins. Significant period-to-period changes in margins can also result if new program wins or follow-on business are more competitively priced than past programs.

We believe that delivering profitable revenue growth depends on increasing sales to existing customers for their current and future product generations and expanding the range of services we provide to these customers. We continue to pursue new customers and acquisition opportunities to expand our end market penetration, diversify our end market mix, and to enhance and add new technologies and capabilities to our offerings.

Gross profit:

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

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Gross profit (in millions)	\$ 125.9	\$ 117.1	\$ 242.8	\$ 229.2
Gross margin	6.9%	6.7%	6.7%	6.7%

Gross profit for the second quarter of 2012 decreased 7% from the same period in 2011 while revenue decreased 5%. Gross margin as a percentage of revenue of 6.7% in the second quarter of 2012 was down compared to the same period in 2011, reflecting lower volumes and more competitive pricing. We regularly review our estimates and assumptions used to value our inventory through analysis of historical performance. During the second quarter of 2012, we recorded a net inventory recovery of \$2.7 million in cost of sales to reflect the improved recovery of certain inventory.

Gross profit for the first half of 2012 decreased 6% from the same period of 2011 while revenue decreased 5%. Gross margin as a percentage of revenue of 6.7% was flat compared to the same period last year.

Multiple factors cause gross margin to fluctuate including, among others: volume and mix of products or services; higher revenue concentration in lower gross margin products and end markets; pricing pressure; production efficiencies; utilization of manufacturing capacity; changing material and labor costs, including variable labor costs associated with direct manufacturing employees; manufacturing and transportation costs; start-up and ramp-up activities; new product introductions; disruption in production at individual sites; cost structures at individual sites; foreign exchange volatility; and the availability of components and materials.

We expect to ship our remaining RIM inventory either to RIM or to RIM's other manufacturing partners by year end. While we completed a review of all existing inventory and believe we have recorded appropriate provisions at June 30, 2012, our gross margin would be negatively impacted by any inventory we cannot dispose of that we have not provided for and are required to write down.

Our gross profit and SG&A are impacted by the level of variable compensation expense we record in each period. Variable compensation includes our team incentive plans available to eligible employees, sales incentive plans and equity-based compensation, such as stock options, performance share units (PSUs) and restricted share units (RSUs). See "Stock-based compensation" below. The amount of variable compensation expense varies each period depending on the level of achievement of pre-determined performance goals and financial targets.

Selling, general and administrative expenses:

SG&A for the second quarter of 2012 decreased 4% to \$59.9 million compared to \$62.7 million for the same period of 2011. The decrease was primarily due to lower variable compensation expense, net of \$2 million for employee severance costs.

SG&A for the first half of 2012 decreased 10% to \$119.9 million (3.5% of revenue) compared to \$133.0 million (3.7% of revenue) for the same period in 2011. The decrease was primarily due to lower variable compensation expense, which accounted for two-thirds of the decrease, and a \$1.9 million decrease in bad debt expense.

Stock-based compensation:

Our stock-based compensation expense varies each period, and includes mark-to-market adjustments for awards we settle in cash and plan adjustments. Our performance-based compensation expense generally varies depending on the level of achievement of pre-determined performance goals and financial targets. We recorded the following stock-based compensation expense in cost of sales and SG&A for the periods indicated (in millions):

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Stock-based compensation	\$ 9.5	\$ 6.4	\$ 26.5	\$ 17.1

We cash-settled certain share unit awards that vested in February 2011. Cash-settled awards are accounted for as liabilities and remeasured based on our share price at each reporting date until the settlement date, with a corresponding charge or credit to compensation expense. Our stock-based compensation expense for the first quarter of 2011 included a mark-to-market adjustment of \$2.7 million for these awards we settled in cash. We have not recorded any mark-to-market adjustments since the first quarter of 2011 as management currently intends to settle all other share unit awards with shares purchased in the open market by a trustee or with new shares issued from treasury.

We made changes in 2011 to the retirement eligibility clauses in our equity-based compensation plans which required us to accelerate recognition of the related compensation expense. The adjustment we recorded to stock-based compensation expense for the first half of 2012 was \$3.1 million, which was \$1.7 million lower than the adjustment we recorded in the first half of 2011; the adjustment in 2011 also included an adjustment for unvested awards granted prior to 2011.

Total stock-based compensation expense for the second quarter and first half of 2012 was lower by \$3.1 million and \$9.4 million, respectively, compared to the same periods in 2011 reflecting the cash settlement and plan adjustment described above and an overall lower level of achievement to-date related to our performance-based compensation.

Other charges (recoveries):

During the second quarter and first half of 2012, we recorded restructuring charges, net of recoveries, of \$20.1 million and \$19.0 million, respectively (second quarter and first half of 2011 — \$1.7 million and \$7.6 million, respectively). The charges for the second quarter of 2012 were comprised of \$21.8 million related to the wind down of our manufacturing services for RIM, offset in part by reversals of certain prior unrelated restructuring charges totaling \$1.7 million. We recorded \$9.1 million of restructuring charges related to employee termination costs for RIM primarily in Mexico, and to a lesser extent in Romania and Malaysia, and \$12.7 million in non-cash charges to write down to recoverable amounts the equipment that was no longer in use at June 30, 2012. Our ending restructuring liability was \$9.8 million at June 30, 2012, comprised primarily of employee termination costs we expect to pay over the next two quarters as we complete our manufacturing and transition activities for RIM. All cash outlays have been, and the balance will be, funded from cash on hand.

Due to the significance of RIM as a customer and in order to improve our margin performance, we will take additional restructuring actions in 2012 throughout our global network to reduce our overall cost structure. By the end of 2012, we expect to record total restructuring charges of between \$40 million and \$50 million, including the estimated \$35 million we announced in June 2012. Of this amount, we recorded \$20.1 million in the second quarter of 2012.

We evaluate our operations from time-to-time and may propose future restructuring actions or divestitures as a result of changes in the marketplace and/or our exit from less profitable or non-strategic operations. The frequency of customers transferring business among EMS competitors, or customers changing the volumes they outsource, or the transfer of programs among our facilities at our customers' request may also result in future restructuring actions.

Income taxes:

Income tax expense for the second quarter of 2012 was \$9.0 million on earnings before tax of \$32.6 million compared to an income tax expense of \$7.4 million on earnings before tax of \$53.1 million for the same period in 2011. Income tax expense for the first half of 2012 was \$12.5 million on earnings before tax of \$79.3 million compared to an income tax expense of \$10.7 million on earnings before tax of \$86.4 million for the same period in 2011. Current income taxes for the second quarter and first half of 2012 consisted primarily of the tax expense in jurisdictions with current taxes payable. Deferred income taxes for the second quarter and first half of 2012 were comprised primarily of an adjustment to the recognition of certain deferred income tax assets in Canada and net deferred tax expense for changes in temporary differences in various jurisdictions. Current income taxes for the second quarter and first half of 2011 consisted primarily of the tax expense in jurisdictions with current taxes payable and changes to our net provisions related to tax uncertainties. Deferred income taxes for the second quarter of 2011 were primarily for future deductible temporary differences in certain jurisdictions in Asia. Deferred income taxes for the first half of 2011 were comprised primarily of deferred tax recoveries for losses and reductions to future taxable temporary differences in Canada.

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 can vary significantly period to period for various reasons, including the mix and volume of business in lower tax jurisdictions in Europe and Asia, and in jurisdictions with tax holidays and tax incentives that have been negotiated with the respective tax authorities (which expire between 2012 and 2020). Our effective tax rate can also vary as a result of restructuring charges, foreign exchange fluctuations, operating losses, certain tax exposures, the time period in which losses may be used under tax laws and whether management believes it is probable that future taxable profit will be available to allow us to recognize deferred income tax assets.

Certain countries in which we do business negotiate tax incentives to attract and retain our business. Our taxes could increase if certain tax incentives from which we benefit are retracted. A retraction could occur if we fail to satisfy the conditions on which these tax incentives are based, if they are not renewed upon expiration, if tax rates applicable to us in such jurisdictions are otherwise increased, or due to changes in legislation or administrative practices. Changes in our outlook in any particular country could impact our ability to meet the conditions.

In certain jurisdictions, primarily in the Americas and Europe, we currently have significant net operating losses and other deductible temporary differences, which we expect will reduce taxable income in these jurisdictions in future periods.

We develop our tax filing positions 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 and reviews by local tax authorities of historical information which could result in additional tax expense in future periods relating to prior results. Reviews by tax authorities generally focus on, but are not limited to, the validity of our inter-company transactions, including financing and transfer pricing policies which generally involve subjective areas of taxation and a significant degree of judgment. 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, and may from time-to-time undertake certain significant transactions with other subsidiaries in different jurisdictions. 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.

In connection with ongoing tax audits in Canada, tax authorities have taken the position that income reported by one of our Canadian subsidiaries in 2001 through 2004 should have been materially higher as a result of certain inter-company transactions.

In connection with a tax audit in Brazil, tax authorities had taken the position that income reported by our Brazilian subsidiary in 2004 should have been materially higher as a result of certain inter-company transactions. In June 2011, we received a ruling from the Brazilian Lower Administrative Court that was largely consistent with our original filing position. As the ruling generally favored the taxpayer, the Brazilian tax authorities appealed the matter to a higher court. In June 2012, the Brazilian Higher Administrative Court unanimously upheld the Lower Administrative Court decision. Although we believe it is unlikely to occur due to the recent unanimous decision by the higher court, the Brazilian tax authorities have the right to present a Special Appeal to change the favorable decision. We did not previously accrue for any potential adverse tax impact for the 2004 tax audit. Brazilian tax authorities are not precluded from taking similar positions in future audits with respect to these types of transactions.

We have and expect to continue to recognize the future benefit of certain Brazilian tax losses on the basis that these tax losses can and will be fully utilized in the fiscal period ending on the date of dissolution of our Brazilian subsidiary. While our ability to do so is not certain, we believe that our interpretation of applicable Brazilian law will be sustained upon full examination by the Brazilian tax authorities and, if necessary, upon consideration by the Brazilian judicial courts. Our position is supported by our Brazilian legal tax advisors. A change to the benefit realizable on these Brazilian losses could increase our net future tax liabilities by approximately 49.9 million Brazilian reais (approximately \$24.7 million at current exchange rates).

The successful pursuit of the assertions made by any taxing authority related to the above noted tax audits or others could result in us owing significant amounts of tax, interest and possibly penalties. We believe we have substantial defenses to the asserted positions and have adequately accrued for any probable potential adverse tax impact. However, there can be no assurance as to the final resolution of these claims and any resulting proceedings, and if these claims and any ensuing proceedings are determined adversely to us, the amounts we may be required to pay could be material.

Acquisitions:

We may, at any time, be engaged in ongoing discussions with respect to possible acquisitions that could expand our service offerings, increase our penetration in various industries, establish strategic relationships with new or existing customers and/or enhance our global supply chain network. In order to enhance our competitiveness and expand our revenue base or the services we offer our customers, we may also look to grow our services or capabilities beyond our traditional areas of EMS expertise. 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. There can also be no assurance that an acquisition can be successfully integrated or will generate the returns we expected.

In August 2010, we completed the acquisition of Austrian-based Allied Panels which enhanced our healthcare offering by expanding our capability in the healthcare diagnostics and imaging market. In June 2011, we completed the acquisition of the semiconductor equipment contract manufacturing operations of Brooks Automation. The operations, based in Oregon, U.S.A. and Wuxi, China, specialize in manufacturing complex mechanical equipment and providing systems integration services to some of the world's largest semiconductor equipment manufacturers. This acquisition strengthened our service offerings by providing our customers with additional capabilities in complex mechanical and systems integration services.

In July 2012, we agreed to acquire D&H Manufacturing Company based in California, U.S.A, a leading manufacturer of precision machined components and assemblies. The operations provide manufacturing and engineering services, coupled with dedicated capacity and equipment for prototype and quick-turn support to some of the world's leading semiconductor capital equipment manufacturers. We expect the purchase price to be approximately \$70 million and to be financed from our credit facility or cash on hand. The transaction is subject to customary conditions and is expected to close in the third quarter of 2012.

Revenue and earnings for the combined companies for each of the reporting periods would not have been materially different had the acquisitions in each year occurred at the beginning of the respective years.

Liquidity and Capital Resources

Liquidity

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

	December 31 2011		June 30 2012	
Cash and cash equivalents	\$ 658.9		\$ 630.6	
	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Cash provided by (used in) operating activities	\$ 5.3	\$ 39.0	\$ (24.9)	\$ 123.1
Cash used in investing activities	(79.8)	(21.1)	(98.0)	(59.8)
Cash provided by (used in) financing activities	43.1	(34.0)	42.7	(91.6)
Changes in non-cash working capital items (included with operating activities above):				
A/R	\$ 29.5	\$ (62.8)	\$ 133.0	\$ (12.2)
Inventories	8.1	33.3	(127.5)	0.9
Other current assets	(10.6)	2.6	(3.4)	6.0
A/P, accrued and other current liabilities and provisions	(79.1)	4.0	(149.0)	(16.0)
Working capital changes	<u>\$ (52.1)</u>	<u>\$ (22.9)</u>	<u>\$ (146.9)</u>	<u>\$ (21.3)</u>

Cash provided by (used in) operating activities:

We generated \$39.0 million in cash from operations during the second quarter of 2012 (second quarter of 2011—\$5.3 million) driven primarily by lower working capital requirements and lower income taxes paid. The improvement in working capital was in part driven by lower levels of inventory at the end of the second quarter of 2012 (in part reflecting the RIM wind down) compared to the end of the second quarter of 2011 when we were funding higher levels of inventory to support customer growth. The increase in A/R for the second quarter of 2012 primarily reflects increased revenue in the second quarter of 2012 and a \$15.0 million decrease in the amount of A/R sold compared to the first quarter of 2012. Our A/R collections continued to be strong. At June 30, 2012, we had sold \$45.0 million of A/R (March 31, 2012 — \$60.0 million of A/R sold; December 31, 2011 — \$60.0 million of A/R sold).

For the first half of 2012, we generated \$123.1 million in cash from operations compared to \$24.9 million used for operations in the first half of 2011. In the first half of 2011, we used \$146.9 million of cash to fund higher working capital requirements driven primarily by a \$127.5 million increase in inventory levels to support new program ramps. The change in A/R in the first half of 2011 reflected in part an additional \$60.0 million of A/R we sold under our A/R sale program at June 30, 2011 compared to the end of 2010.

Included in our cash and A/P balances at June 30, 2012 was a \$57.6 million deposit we received from RIM, with a repayment date of August 31, 2012 (March 31, 2012 — \$99.0 million deposit; December 31, 2011 — \$120.0 million deposit).

Cash used in investing activities:

Our capital expenditures for the second quarter and first half of 2012 were \$24.0 million and \$62.8 million, respectively (second quarter and first half of 2011 — \$9.9 million and \$28.5 million, respectively). The capital expenditures were incurred primarily to enhance our manufacturing capabilities in various geographies and to support new customer programs. We spent approximately \$30 million during the first half of 2012 related to a building we acquired in Malaysia. From time-to-time, we receive cash proceeds from the sale of surplus equipment and property.

In June 2011, we paid \$78.0 million to acquire the semiconductor equipment contract manufacturing operations of Brooks Automation.

Cash provided by (used in) financing activities:

During the second quarter of 2012, we paid \$36.2 million to repurchase for cancellation 4.6 million subordinate voting shares in the open market under our NCIB. As of June 30, 2012, we have paid \$92.6 million, including transaction fees, to repurchase for cancellation a total of 10.6 million shares at a weighted average price of \$8.73 per share under the NCIB since its commencement in February 2012. For the second quarter and first half of 2011, we did not repurchase any subordinate voting shares under our previous NCIB that expired in August 2011. In the second quarter and first half of 2012, we also paid \$0.8 million and \$3.8 million, respectively (second quarter and first half of 2011 — \$1.6 million and \$9.3 million, respectively), for the purchase of subordinate voting shares in the open market by a trustee to satisfy the delivery of subordinate voting shares under our equity-based compensation plans.

In June 2011, we borrowed \$45.0 million under our revolving credit facility to fund a portion of our Brooks Automation acquisition which we repaid in the third quarter of 2011.

Cash requirements:

We maintain a revolving credit facility and an A/R sales program to provide short-term liquidity and to have funds available for working capital and other investments to support our business strategies. Our working capital requirements can vary significantly from month-to-month due to a range of business factors which includes the ramping of new programs, timing of purchases, higher levels of inventory for new programs and anticipated customer demand, timing of payments and A/R collections, and customer forecasting variations. The international scope of our operations may also create working capital requirements in certain countries while other countries generate cash in excess of working capital needs. Moving cash between countries on a short-term basis to fund working capital is not always expedient due to local currency regulations, tax considerations, and other factors. To meet our working capital requirements and to provide short-term liquidity, we may draw on our revolving credit facility or sell A/R utilizing our A/R sales program. The timing and the amounts we borrow or repay under these facilities can vary significantly from month-to-month depending upon our cash requirements.

At times, our customers require us to carry inventory in excess of current production requirements. We had negotiated cash deposits from RIM to cover such excess inventory. These deposits were short-term in nature and generally repaid in 2 to 3 months. We received cash deposits in each quarter beginning in December 2010 from RIM. At June 30, 2012, our customer deposit was \$57.6 million (December 31, 2011 — \$120.0 million deposit) with a repayment date of August 31, 2012. We expect the deposit to be zero by the end of the third quarter of 2012 as we wind down our manufacturing services for RIM. We may utilize our A/R facility or draw on our credit facility to offset the impact on our liquidity from this repayment.

We had \$630.6 million in cash and cash equivalents at June 30, 2012 (December 31, 2011 — \$658.9 million). We believe that cash flow from operating activities, together with cash on hand, borrowings available under our revolving credit facility and intraday and overnight bank overdraft facilities, and cash from the sale of A/R, will be sufficient to fund currently anticipated working capital, planned capital spending and restructuring actions, and planned repurchases under our NCIB. We may issue debt, convertible debt or equity securities in the future to fund operations or make acquisitions. Equity or convertible debt securities could dilute current shareholders' positions; debt or convertible debt securities could have rights and privileges senior to equity holders and the terms of these debt securities could impose restrictions on our operations. The pricing of our securities would be subject to market conditions at the time of issuance.

As at June 30, 2012, a significant portion of our cash and cash equivalents was held by numerous foreign subsidiaries outside of Canada. Although substantially all of the cash and cash equivalents held outside of Canada could be repatriated, a significant

portion may be subject to withholding taxes under current tax laws. We have not recognized deferred tax liabilities for cash and cash equivalents held by certain foreign subsidiaries that relate to earnings that are considered indefinitely reinvested outside of Canada and that we do not intend to repatriate in the foreseeable future.

Our capital spending varies each period based on the timing of new business wins and forecasted sales levels. Based on our current operating plans, we anticipate capital spending for the second half of 2012 will continue to be in the range of 1.0% and 1.5% of revenue, and we expect to fund this from cash on hand.

From time-to-time, we pay cash for the purchase of subordinate voting shares in the open market by a trustee to satisfy the delivery of subordinate voting shares to employees upon vesting of the awards under our equity-based compensation plans. During the first half of 2012, we paid \$3.8 million for the trustee to purchase 0.4 million subordinate voting shares in the open market. We expect to purchase a total of approximately 3 million subordinate voting shares in the open market throughout 2012 to equity-settle awards as they vest in future periods. During 2011, we paid \$49.4 million in connection with these plans for the trustee to purchase in the open market 5.7 million subordinate voting shares, which we distributed to employees as awards vested during 2011 and the first quarter of 2012.

The NCIB that was accepted by the TSX in February 2012 allows us to repurchase up to approximately 16.2 million subordinate voting shares (representing approximately 7.5% of our subordinate voting and multiple voting shares outstanding at the commencement of the NCIB) in the open market. During the second quarter of 2012, we paid \$36.2 million to repurchase for cancellation 4.6 million subordinate voting shares at a weighted average price of \$7.84 per share. The maximum number of subordinate voting shares we are permitted to repurchase for cancellation under the NCIB is reduced by the number of subordinate voting shares we purchase for equity-based compensation plans (0.4 million repurchased during the first half of 2012). At June 30, 2012, we can repurchase up to an additional 5.2 million subordinate voting shares under the NCIB, of which approximately 3 million are intended for cancellation.

We provide routine indemnifications, the terms of which range in duration and often are not explicitly defined. These may include indemnifications against third-party intellectual property infringement claims and third-party claims for property damage resulting from our negligence. 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 types of indemnifications.

Litigation and contingencies:

In the normal course of our operations, we may be subject to lawsuits, investigations and other claims, including environmental, labor, product, customer disputes and other matters. Management believes that adequate provisions have been recorded in the accounts where required. Although it is not always possible to estimate the extent of potential costs, if any, management believes that the ultimate resolution of such matters will not have a material adverse impact on our results of operations, financial position or liquidity.

In 2007, securities class action lawsuits were commenced against us and our former Chief Executive and Chief Financial Officers in the United States District Court of the Southern District of New York by certain individuals, on behalf of themselves and other unnamed purchasers of our stock, claiming that they were purchasers of our stock during the period January 27, 2005 through January 30, 2007. The plaintiffs allege violations of United States federal securities laws and seek unspecified damages. They allege that during the purported period we made statements concerning our actual and anticipated future financial results that failed to disclose certain purportedly material adverse information with respect to demand and inventory in our Mexican operations and our information technology and communications divisions. In an amended complaint, the plaintiffs added one of our directors and Onex Corporation as defendants. On October 14, 2010, the District Court granted the defendants' motions to dismiss the consolidated amended complaint in its entirety. The plaintiffs appealed to the United States Court of Appeals for the Second Circuit the dismissal of its claims against us, our former Chief Executive and Chief Financial Officers, but not as to the other defendants. In a summary order dated December 29, 2011, the Court of Appeals reversed the District Court's dismissal of the consolidated amended complaint and remanded the case to the District Court for further proceedings. The parties are currently engaged in the discovery process. Parallel class proceedings, including a claim issued in October 2011, remain against us and our former Chief Executive and Chief Financial Officers in the Ontario Superior Court of Justice, but neither leave nor certification of any actions has been granted by that court. We believe the allegations in the claims are without merit and we intend to defend against them vigorously. However, there can be no assurance that the outcome of the litigation will be favorable to us or that it will not have a material adverse impact on our financial position or liquidity. In addition, we may incur substantial litigation expenses in defending the claims. We have liability insurance coverage that may cover some of our litigation expenses, potential judgments and settlement costs.

Our manufacturing facility in Miyagi, Japan was damaged as a result of the major earthquake and tsunami in March 2011. In March 2012, we settled a related insurance claim for an amount that was consistent with our expectation.

Capital Resources

Our main objectives in managing our capital resources are to ensure liquidity and to have funds available for working capital or other investments required to grow our business. Our capital resources consist of cash, short-term investments, access to a revolving credit facility, intraday and overnight bank overdraft facilities, an A/R sales program and capital stock. We regularly review our borrowing capacity and make adjustments, as available, for changes in economic conditions.

At June 30, 2012, we had cash and cash equivalents of \$630.6 million (December 31, 2011 — \$658.9 million), of which approximately 33% was cash and 67% was cash equivalents. Our current portfolio consists of bank deposits and certain money market funds that hold primarily U.S. government securities. The majority of our cash and cash equivalents is held with financial institutions each of which had at June 30, 2012 a Standard and Poor's rating of A-1 or above. Our cash and cash equivalents are subject to intra-quarter swings, generally related to the timing of A/R collections, inventory purchases and payments, and other capital uses.

We have a \$400.0 million revolving credit facility that matures in January 2015. The facility has restrictive covenants, including those relating to debt incurrence, the sale of assets and a change of control. We are also required to comply with financial covenants relating to indebtedness, interest coverage and liquidity and we have pledged certain assets as security. At June 30, 2012, there were no amounts drawn under the facility (undrawn at December 31, 2011) and we were in compliance with all covenants. At June 30, 2012, we had \$26.7 million (December 31, 2011 — \$27.0 million) of letters of credit that were issued under our credit facility. We also arranged letters of credit and surety bonds outside of our credit facility. At June 30, 2012, we had \$12.3 million (December 31, 2011 — \$13.9 million) of such letters of credit and surety bonds outstanding.

We also have access to \$70.0 million in intraday and overnight bank overdraft facilities, which were undrawn at June 30, 2012 (undrawn at December 31, 2011).

We have an agreement to sell up to \$250.0 million in A/R on a committed basis and up to an additional \$150.0 million in A/R on an uncommitted basis. The amount of A/R we sell is subject to pre-determined limits by customer. The A/R facility is with third-party banks which have at June 30, 2012 a Standard and Poor's rating of A-1. Our facility expires in November 2012. At June 30, 2012, we had sold \$45.0 million of A/R under this facility (December 31, 2011 — \$60.0 million of A/R sold).

The timing and the amounts we borrow and repay under our revolving credit and overdraft facilities, or sell under our A/R sales program, can vary significantly from month-to-month depending upon our working capital and other cash requirements.

Standard and Poor's provides a corporate credit rating on Celestica. This 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. At June 30, 2012, our Standard and Poor's corporate credit rating is BB, with a stable outlook. A reduction in our credit rating could adversely impact our future cost of borrowing.

Our strategy on capital risk management has not changed significantly since the end of 2011. Other than the restrictive covenants associated with our revolving credit facility noted above, we are not subject to any contractual or regulatory capital requirements. While some of our international operations are subject to government restrictions on the flow of capital into and out of their jurisdictions, these restrictions have not had a material impact on our operations or cash flows.

Financial instruments:

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 bank deposits and certain money market funds that hold primarily U.S. government securities.

The majority of our cash balances are held in U.S. dollars. 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, pensions, facility costs and costs of locally sourced supplies and inventory) are denominated in various other currencies. As a result, we may experience foreign exchange gains or losses on translation or transactions due to 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. Our current hedging activity is designed to reduce the variability of our foreign currency costs where we have local manufacturing operations. We enter into forward exchange contracts to hedge against our cash flows and significant balance sheet exposures in certain foreign currencies. Balance sheet hedges are based on our forecasts of the future position of net monetary assets or liabilities denominated in foreign currencies and, therefore, may not mitigate the full impact of any translation impacts in the future. There is no assurance that our hedging transactions will be successful.

At June 30, 2012, we had forward exchange contracts to trade U.S. dollars in exchange for the following currencies:

Currency	Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months	Fair value gain/(loss)
Canadian dollar	\$ 295.3	\$ 0.98	15	\$ (5.4)
Thai baht	134.7	0.03	15	(3.3)
Malaysian ringgit	91.8	0.32	15	(2.8)
Mexican peso	49.4	0.07	12	(0.9)
British pound	52.1	1.57	4	0.6
Chinese renminbi	42.9	0.16	12	(0.4)
Euro	16.2	1.26	4	(0.2)
Singapore dollar	12.6	0.79	12	(0.2)
Romanian leu	12.2	0.29	12	(0.7)
Other	18.3	—	4	—
Total	\$ 725.5			\$ (13.3)

These contracts generally extend for periods of up to 15 months and expire by the end of the third quarter of 2013. The fair value of these contracts at June 30, 2012 was a net unrealized loss of \$13.3 million (December 31, 2011 — net unrealized loss of \$13.9 million). The unrealized gains or losses are a result of fluctuations in foreign exchange rates between the date the currency forward contracts were entered into and the valuation date at period end.

Financial risks:

We are exposed to a variety of market risks associated with financial instruments.

Currency risk: Due to the global nature of our operations, we are exposed to exchange rate fluctuations on our cash receipts, cash payments and balance sheet exposures denominated in various currencies. The majority of our currency risk is driven by the operational costs incurred in local currencies by our subsidiaries. We manage our currency risk through our hedging program using forecasts of future cash flows and balance sheet exposures denominated in foreign currencies.

Interest rate risk: Borrowings under our revolving credit facility bear interest at LIBOR or Prime rate plus a margin. Our borrowings under this facility expose us to interest rate risks due to fluctuations in these rates.

Credit risk: Credit risk refers to the risk that a counterparty may default on its contractual obligations resulting in a financial loss to us. We believe our credit risk of counterparty non-performance is low. To mitigate the risk of financial loss from defaults under our foreign currency forward exchange contracts, our contracts are held by counterparty financial institutions each of which had at June 30, 2012 a Standard and Poor's rating of A-1 or above. Each financial institution with which we have our A/R sales program had a Standard and Poor's rating of A-1 at June 30, 2012. At June 30, 2012, we had sold \$45.0 million (December 31, 2011 — \$60.0 million) of A/R under this sales program. We also provide unsecured credit to our customers in the normal course of business. We mitigate this credit risk by monitoring our customers' financial condition and performing ongoing credit evaluations. We consider credit risk in establishing our allowance for doubtful accounts and we believe our allowances are adequate.

Liquidity risk: Liquidity risk is the risk that we may not have cash available to satisfy our financial obligations as they come due. The majority of our financial liabilities recorded in accounts payable, accrued and other current liabilities and provisions are due within 90 days. We believe that cash flow from operations, together with cash on hand, cash from the sale of A/R, and borrowings available under our revolving credit facility and intraday and overnight bank overdraft facilities are sufficient to support our financial obligations.

Outstanding Share Data

As of July 26, 2012, we had 188.9 million outstanding subordinate voting shares and 18.9 million outstanding multiple voting shares. We also had 6.9 million outstanding stock options, 4.3 million outstanding RSUs, 5.3 million outstanding PSUs (based on a maximum payout of 200%), and 0.7 million outstanding deferred share units, each such option or unit entitling the holder to receive one subordinate voting share (or in certain cases, cash at our option) pursuant to the terms thereof (subject to time or performance-based vesting).

Controls and Procedures

Evaluation of disclosure controls and procedures:

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the U.S. Exchange Act) designed to ensure that information we are required to disclose in the reports that we file or submit under the U.S. Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the U.S. Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision of and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to meet the requirements of Rules 13a-15 and 15d-15 under the U.S. Exchange Act.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that its objectives are met. Due to inherent limitations in all such systems, no evaluation of controls can provide absolute assurance that all control issues within a company have been detected. Accordingly, our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met.

Changes in internal controls over financial reporting:

During the second quarter and first half of 2012, there were no changes in our internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Management's report on internal control over financial reporting:

Reference is made to our Management's Report on page F-1 of our Annual Report. Our auditors, KPMG LLP, an independent registered public accounting firm, have issued an audit report on our internal controls over financial reporting for the year ended December 31, 2011. This report appears on page F-2 of our Annual Report on Form 20-F.

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

	2010		2011				2012	
	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter
Revenue	\$ 1,546.5	\$ 1,876.1	\$ 1,800.1	\$ 1,829.4	\$ 1,830.1	\$ 1,753.4	\$ 1,690.9	\$ 1,744.7
Gross profit %	7.0%	6.5%	6.5%	6.9%	6.9%	7.0%	6.6%	6.7%
Net earnings	\$ 21.3	\$ 38.4	\$ 30.0	\$ 45.7	\$ 50.2	\$ 69.2	\$ 43.2	\$ 23.6
Weighted average # of basic shares	229.6	221.4	215.4	216.6	216.6	216.6	215.7	210.4
Weighted average # of diluted shares	231.5	223.5	219.2	220.0	219.5	218.7	217.9	212.3
# of shares outstanding	225.5	214.2	216.3	216.4	216.4	216.5	211.6	207.8
Net earnings per share:								
basic	\$ 0.09	\$ 0.17	\$ 0.14	\$ 0.21	\$ 0.23	\$ 0.32	\$ 0.20	\$ 0.11
diluted	\$ 0.09	\$ 0.17	\$ 0.14	\$ 0.21	\$ 0.23	\$ 0.32	\$ 0.20	\$ 0.11

Comparability quarter-to-quarter:

The quarterly data reflects the following: the fourth quarters of 2010 and 2011 include the results of our annual impairment testing of goodwill, intangible assets and property, plant and equipment; and all quarters of 2010, 2011 and 2012 were impacted by our restructuring plans. The amounts vary from quarter-to-quarter.

Second quarter 2012 compared to first quarter 2012:

Revenue for the second quarter of 2012 increased 3% sequentially. Compared to revenue from our end markets in the first quarter of 2012, revenue dollars from storage and servers end markets increased 20% and 10%, respectively, while consumer decreased 6%. Revenue dollars from diversified and communications end markets increased slightly compared to the first quarter of 2012. Gross margin increased to 6.7% of revenue for the second quarter of 2012 from 6.6% for the first quarter of 2012. Our gross profit for the second quarter of 2012 included a net inventory recovery of \$2.7 million. Net earnings decreased \$19.6 million from the first quarter of 2012, primarily driven by the higher restructuring charges and higher income tax expenses.

Second quarter 2012 actual compared to guidance:

On April 24, 2012, we provided the following guidance for the second quarter of 2012:

	Q2 2012	
	Guidance	Actual
Revenue (in billions)	\$1.65 to \$1.75	\$ 1.74
Adjusted net earnings per share (diluted)	\$0.20 to \$0.26	\$ 0.22

For the second quarter of 2012, revenue of \$1.74 billion was at the high end of our published guidance. Compared to our guidance, adjusted net earnings of \$0.22 per share was negatively impacted by \$0.02 per share reflecting higher than expected income taxes.

Our guidance includes a range for adjusted net earnings per share (which is a non-IFRS measure and is defined below). We believe adjusted net earnings is an important measure for investors to understand our core operating performance and to compare our operating results with those of our competitors. A reconciliation of adjusted net earnings to IFRS net earnings is set forth below.

IFRS net earnings per share for the second quarter of 2012 was \$0.11 on a diluted basis. IFRS net earnings for the second quarter included an aggregate charge of \$0.03 (pre-tax) per share for stock-based compensation and amortization of intangible assets (excluding computer software). This is slightly below the range we provided on April 24, 2012 of a charge between \$0.04 and \$0.06 per share (diluted). Our IFRS net earnings for the second quarter of 2012 also included a \$0.09 (pre-tax) per share charge for restructuring charges primarily related to the wind down of our manufacturing services for RIM.

Non-IFRS measures:

Management uses adjusted net earnings and other non-IFRS measures to (i) assess operating performance and the effective use and allocation of resources, (ii) provide more meaningful period-to-period comparisons of operating results, (iii) enhance investors' understanding of the core operating results of our business, and (iv) set management incentive targets.

We believe investors use both IFRS and non-IFRS measures to assess management's past, current and future decisions associated with strategy and allocation of capital, as well as to analyze how businesses operate in, or respond to, swings in economic cycles or to other events that impact core operations.

Our non-IFRS measures include gross profit, gross margin (gross profit as a percentage of revenue), SG&A, SG&A as a percentage of revenue, operating earnings (EBIAT), operating margin (EBIAT as a percentage of revenue), adjusted net earnings, adjusted net earnings per share, ROIC, free cash flow, cash cycle days and inventory turns. In calculating these non-IFRS financial measures, management excludes the following items, as applicable: stock-based compensation, amortization of intangible assets (excluding computer software), restructuring and other charges, net of recoveries (most significantly restructuring charges), the write-down of goodwill, intangible assets and property, plant and equipment, and gains or losses related to the repurchase of shares or debt, net of tax adjustments, and significant deferred tax write-offs or recoveries.

These non-IFRS measures do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other companies. Non-IFRS measures are not measures of performance under IFRS and should not be

considered in isolation or as a substitute for any standardized measure under IFRS. The most significant limitation to management's use of non-IFRS financial measures is that the charges and credits excluded from the non-IFRS measures are nonetheless charges and credits that are recognized under IFRS and that have an economic impact on us. Management compensates for these limitations primarily by issuing IFRS results to show a complete picture of our performance, and reconciling non-IFRS results back to IFRS, unless there are no comparable IFRS measures.

The economic substance of these exclusions and management's rationale for excluding these from non-IFRS financial measures is provided below:

Stock-based compensation, which represents the estimated fair value of stock options, RSUs and PSUs granted to employees, is excluded because grant activities vary significantly from quarter-to-quarter in both quantity and fair value. In addition, excluding this expense allows us to better compare core operating results with those of our competitors who also generally exclude stock-based compensation from their core operating results, who may have different granting patterns and types of equity awards, and who may use different valuation assumptions than we do.

Amortization charges (excluding computer software) consist of non-cash charges against intangible assets that are impacted by the timing and magnitude of acquired businesses. Amortization of intangibles varies among competitors, and we believe that excluding these charges permits a better comparison of core operating results with those of our competitors who also generally exclude amortization charges.

Restructuring and other charges, net of recoveries, include costs relating to employee severance, lease terminations, facility closings and consolidations, write-downs to owned property and equipment which are no longer used and are available for sale, reductions in infrastructure and acquisition-related transaction costs. We exclude restructuring and other charges, net of recoveries, because they are not directly related to ongoing operating results and do not reflect expected future operating expenses after completion of these activities. We believe this exclusion permits a better comparison of our core operating results with those of our competitors who also generally exclude these charges in assessing operating performance.

Impairment charges, which consist of non-cash charges against goodwill, intangible assets and property, plant and equipment, result primarily when the carrying value of these assets exceeds their fair value. Our competitors may record impairment charges at different times and excluding these charges permits a better comparison of our core operating results with those of our competitors who also generally exclude these charges in assessing operating performance.

Gains or losses related to the repurchase of shares or debt are excluded as these gains or losses do not impact core operating performance and vary significantly among our competitors who also generally exclude these charges or recoveries in assessing operating performance.

Significant deferred tax write-offs or recoveries are excluded as these write-offs or recoveries do not impact core operating performance and vary significantly among our competitors who also generally exclude these charges or recoveries in assessing operating performance.

The following table sets forth, for the periods indicated, a reconciliation of IFRS to non-IFRS measures (in millions, except per share amounts):

	Three months ended June 30				Six months ended June 30			
	2011		2012		2011		2012	
		% of revenue		% of revenue		% of revenue		% of revenue
Revenue	\$ 1,829.4		\$ 1,744.7		\$ 3,629.5		\$ 3,435.6	
IFRS gross profit	\$ 125.9	6.9%	\$ 117.1	6.7%	\$ 242.8	6.7%	\$ 229.2	6.7%
Stock-based compensation	4.0		3.0		8.0		6.3	
Non-IFRS gross profit	\$ 129.9	7.1%	\$ 120.1	6.9%	\$ 250.8	6.9%	\$ 235.5	6.9%
IFRS SG&A	\$ 62.7	3.4%	\$ 59.9	3.4%	\$ 133.0	3.7%	\$ 119.9	3.5%
Stock-based compensation	(5.5)		(3.4)		(18.5)		(10.8)	
Non-IFRS SG&A	\$ 57.2	3.1%	\$ 56.5	3.2%	\$ 114.5	3.2%	\$ 109.1	3.2%
IFRS earnings before income taxes	\$ 53.1		\$ 32.6		\$ 86.4		\$ 79.3	
Finance costs	1.3		1.0		2.7		1.8	
Stock-based compensation	9.5		6.4		26.5		17.1	
Amortization of intangible assets (excluding computer software)	1.8		0.8		3.6		1.6	
Restructuring and other charges, net of recoveries	2.2		17.2		8.1		16.1	
Non-IFRS operating earnings (EBIAT) (1)	\$ 67.9	3.7%	\$ 58.0	3.3%	\$ 127.3	3.5%	\$ 115.9	3.4%
IFRS net earnings	\$ 45.7	2.5%	\$ 23.6	1.4%	\$ 75.7	2.1%	\$ 66.8	1.9%
Stock-based compensation	9.5		6.4		26.5		17.1	
Amortization of intangible assets (excluding computer software)	1.8		0.8		3.6		1.6	
Restructuring and other charges, net of recoveries	2.2		17.2		8.1		16.1	
Adjustments for taxes (2)	(0.5)		(0.9)		(0.5)		(0.9)	
Non-IFRS adjusted net earnings	\$ 58.7	3.2%	\$ 47.1	2.7%	\$ 113.4	3.1%	\$ 100.7	2.9%
Diluted EPS								
Weighted average # of shares (in millions)	220.0		212.3		219.6		215.0	
IFRS earnings per share	\$ 0.21		\$ 0.11		\$ 0.34		\$ 0.31	
Non-IFRS adjusted net earnings per share	\$ 0.27		\$ 0.22		\$ 0.52		\$ 0.47	
# of shares outstanding (in millions)	216.4		207.8		216.4		207.8	
IFRS cash provided by (used in) operations	\$ 5.3		\$ 39.0		\$ (24.9)		\$ 123.1	
Purchase of property, plant and equipment, net of sales proceeds	(1.8)		(21.1)		(20.0)		(59.8)	
Finance costs paid	(1.1)		(1.0)		(4.5)		(2.0)	
Non-IFRS free cash flow (3)	\$ 2.4		\$ 16.9		\$ (49.4)		\$ 61.3	
ROIC % (4)	27.4%		23.4%		27.2%		23.6%	

- (1) EBIAT is defined as earnings before interest, amortization of intangible assets (excluding computer software) and income taxes. EBIAT also excludes stock-based compensation, restructuring and other charges, net of recoveries, gains or losses related to the repurchase of shares or debt, and impairment charges.
- (2) The adjustments for taxes, as applicable, represent the tax effects on the non-IFRS adjustments and significant deferred tax write-offs or recoveries that do not impact our core operating performance.
- (3) Management uses free cash flow as a measure, in addition to cash flow from operations, to assess operational cash flow performance. We believe free cash flow provides another level of transparency to our liquidity as it represents cash generated from or used in operating activities after the purchase of property, plant and equipment (net of proceeds from sale of certain surplus equipment and property) and finance costs paid.
- (4) Management uses ROIC as a measure to assess the effectiveness of the invested capital we use to build products or provide services to our customers. Our ROIC measure includes operating margin, working capital management and asset utilization. ROIC is calculated by dividing EBIAT by average net invested capital. Net invested capital consists of total assets less cash, accounts payable, accrued and other current liabilities, provisions, and income taxes payable. We use a two-point average to calculate average net invested capital for the quarter and a three-point average to calculate average net invested capital for the six-month period. There is no comparable measure under IFRS.

The following table sets forth, for the periods indicated, our calculation of ROIC % (in millions, except ROIC %):

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Non-IFRS operating earnings (EBIAT)	\$ 67.9	\$ 58.0	\$ 127.3	\$ 115.9
Multiplier	4	4	2	2
Annualized EBIAT	\$ 271.6	\$ 232.0	\$ 254.6	\$ 231.8
Average net invested capital for the period	\$ 990.5	\$ 989.7	\$ 936.5	\$ 981.2
ROIC %	27.4%	23.4%	27.2%	23.6%
		December 31 2011	March 31 2012	June 30 2012
Net invested capital consists of:				
Total assets	\$ 2,969.6	\$ 2,955.4	\$ 2,951.2	
Less: cash	658.9	646.7	630.6	
Less: accounts payable, accrued and other current liabilities, provisions and income taxes payable	1,346.6	1,317.8	1,332.1	
Net invested capital by quarter	\$ 964.1	\$ 990.9	\$ 988.5	
		December 31 2010	March 31 2011	June 30 2011
Net invested capital consists of:				
Total assets	\$ 3,013.9	\$ 2,997.3	\$ 3,020.6	
Less: cash	632.8	584.0	552.6	
Less: accounts payable, accrued and other current liabilities, provisions and income taxes payable	1,552.6	1,483.1	1,417.3	
Net invested capital by quarter	\$ 828.5	\$ 930.2	\$ 1,050.7	

Third quarter 2012 guidance:

For the third quarter of 2012, we expect revenue to be in the range of \$1.6 billion to \$1.7 billion. We expect adjusted net earnings per share for the third quarter of 2012 to be in the range of \$0.17 to \$0.23 per share (diluted). We expect a negative \$0.08 to \$0.14 per share (diluted) pre-tax aggregate impact on an IFRS basis for the following items: stock-based compensation, amortization of intangible assets (excluding computer software) and restructuring charges.

Our guidance for the third quarter of 2012 is based on various assumptions which management believes are reasonable under the current circumstances, but may prove to be inaccurate, and many of which involve factors that are beyond our control. The material assumptions may include the following: our ability to effectively manage the RIM wind down; forecasts from our customers, which range from 30 days to 90 days and can fluctuate significantly in terms of volume and mix of products or services; the timing, execution of, and investments associated with, ramping new business; the success in the marketplace of our customers' products; general economic and market conditions; currency exchange rates; pricing and competition; anticipated customer demand; supplier performance and pricing; commodity, labor, energy and transportation costs; operational and financial matters; technological developments; the timing and execution of our restructuring actions, and our ability to diversify and grow our customer base and develop new capabilities. Our assumptions and estimates are based on management's current views with respect to current plans and events, and are and will be subject to the risks and uncertainties referred to above. Our guidance for the third quarter of 2012 is given for the purpose of providing information about management's current expectations and plans relating to the third quarter of 2012. Readers are cautioned that such information may not be appropriate for other purposes.

CELESTICA INC.
CONDENSED CONSOLIDATED BALANCE SHEET
(in millions of U.S. dollars)
(unaudited)

	December 31 2011	June 30 2012
Assets		
Current assets:		
Cash and cash equivalents (note 11)	\$ 658.9	\$ 630.6
Accounts receivable (note 5)	810.8	823.0
Inventories (note 6)	880.7	879.8
Income taxes receivable	9.1	9.5
Assets classified as held-for-sale	32.1	34.4
Other current assets	71.0	64.2
Total current assets	2,462.6	2,441.5
Property, plant and equipment	322.7	327.0
Goodwill	48.0	47.5
Intangible assets	35.5	32.8
Deferred income taxes	41.4	37.5
Other non-current assets	59.4	64.9
Total assets	\$ 2,969.6	\$ 2,951.2
Liabilities and Equity		
Current liabilities:		
Accounts payable	\$ 1,002.6	\$ 1,027.3
Accrued and other current liabilities	268.7	241.4
Income taxes payable	39.0	39.0
Current portion of provisions	36.3	24.4
Total current liabilities	1,346.6	1,332.1
Retirement benefit obligations	120.5	118.5
Provisions and other non-current liabilities	11.1	12.7
Deferred income taxes	27.6	27.5
Total liabilities	1,505.8	1,490.8
Equity:		
Capital stock (note 8)	3,348.0	3,189.5
Treasury stock (note 8)	(37.9)	(0.8)
Contributed surplus	369.5	419.4
Deficit	(2,203.5)	(2,136.7)
Accumulated other comprehensive loss	(12.3)	(11.0)
Total equity	1,463.8	1,460.4
Total liabilities and equity	\$ 2,969.6	\$ 2,951.2

Contingencies (note 12)
Subsequent event (note 13)

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

CELESTICA INC.

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(in millions of U.S. dollars, except per share amounts)
(unaudited)

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Revenue	\$ 1,829.4	\$ 1,744.7	\$ 3,629.5	\$ 3,435.6
Cost of sales (note 6)	1,703.5	1,627.6	3,386.7	3,206.4
Gross profit	125.9	117.1	242.8	229.2
Selling, general and administrative expenses (SG&A)	62.7	59.9	133.0	119.9
Research and development	3.0	4.0	5.2	7.2
Amortization of intangible assets	3.6	2.4	7.4	4.9
Other charges (note 9)	2.2	17.2	8.1	16.1
Earnings from operations	54.4	33.6	89.1	81.1
Finance costs	1.3	1.0	2.7	1.8
Earnings before income taxes	53.1	32.6	86.4	79.3
Income tax expense (recovery) (note 10):				
Current	8.4	5.0	13.2	8.5
Deferred	(1.0)	4.0	(2.5)	4.0
	7.4	9.0	10.7	12.5
Net earnings for the period	\$ 45.7	\$ 23.6	\$ 75.7	\$ 66.8
Basic earnings per share	\$ 0.21	\$ 0.11	\$ 0.35	\$ 0.31
Diluted earnings per share	\$ 0.21	\$ 0.11	\$ 0.34	\$ 0.31
Shares used in computing per share amounts (in millions):				
Basic	216.6	210.4	216.0	213.0
Diluted	220.0	212.3	219.6	215.0

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

CELESTICA INC.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(in millions of U.S. dollars)
(unaudited)

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Net earnings for the period	\$ 45.7	\$ 23.6	\$ 75.7	\$ 66.8
Other comprehensive income (loss), net of tax:				
Currency translation differences for foreign operations	1.9	(3.8)	5.2	(2.7)
Change from derivatives designated as hedges	(5.5)	(8.2)	(5.7)	4.0
Total comprehensive income for the period	\$ 42.1	\$ 11.6	\$ 75.2	\$ 68.1

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

CELESTICA INC.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(in millions of U.S. dollars)
(unaudited)

	Capital stock (note 8)	Treasury stock (note 8)	Contributed surplus	Deficit	Accumulated other comprehensive income (loss) (a)	Total equity
Balance — January 1, 2011	\$ 3,329.4	\$ (15.9)	\$ 360.9	\$ (2,403.8)	\$ 12.3	\$ 1,282.9
Capital transactions (note 8):						
Issuance of capital stock	18.0	—	(6.5)	—	—	11.5
Purchase of treasury stock	—	(9.3)	—	—	—	(9.3)
Stock-based compensation and other	—	16.1	8.1	—	—	24.2
Total comprehensive income:						
Net earnings for the period	—	—	—	75.7	—	75.7
Other comprehensive income for the period, net of tax:						
Currency translation differences for foreign operations	—	—	—	—	5.2	5.2
Change from derivatives designated as hedges	—	—	—	—	(5.7)	(5.7)
Balance — June 30, 2011	<u>\$ 3,347.4</u>	<u>\$ (9.1)</u>	<u>\$ 362.5</u>	<u>\$ (2,328.1)</u>	<u>\$ 11.8</u>	<u>\$ 1,384.5</u>
Balance — January 1, 2012	\$ 3,348.0	\$ (37.9)	\$ 369.5	\$ (2,203.5)	\$ (12.3)	\$ 1,463.8
Capital transactions (note 8):						
Issuance of capital stock	17.2	—	(10.4)	—	—	6.8
Repurchase of capital stock for cancellation	(175.7)	—	83.1	—	—	(92.6)
Purchase of treasury stock	—	(3.8)	—	—	—	(3.8)
Stock-based compensation and other	—	40.9	(22.8)	—	—	18.1
Total comprehensive income:						
Net earnings for the period	—	—	—	66.8	—	66.8
Other comprehensive income for the period, net of tax:						
Currency translation differences for foreign operations	—	—	—	—	(2.7)	(2.7)
Change from derivatives designated as hedges	—	—	—	—	4.0	4.0
Balance — June 30, 2012	<u>\$ 3,189.5</u>	<u>\$ (0.8)</u>	<u>\$ 419.4</u>	<u>\$ (2,136.7)</u>	<u>\$ (11.0)</u>	<u>\$ 1,460.4</u>

(a) Accumulated other comprehensive income (loss) is net of tax.

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

CELESTICA INC.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(in millions of U.S. dollars)
(unaudited)

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Cash provided by (used in):				
Operating activities:				
Net earnings for the period	\$ 45.7	\$ 23.6	\$ 75.7	\$ 66.8
Adjustments for items not affecting cash:				
Depreciation and amortization	19.7	20.5	38.8	39.7
Equity-settled stock-based compensation	9.5	6.4	23.5	17.1
Other charges (recoveries)	(3.6)	9.8	(3.7)	11.7
Finance costs	1.3	1.0	2.7	1.8
Income tax expense	7.4	9.0	10.7	12.5
Other	(6.5)	(4.3)	(4.9)	3.3
Changes in non-cash working capital items:				
Accounts receivable	29.5	(62.8)	133.0	(12.2)
Inventories	8.1	33.3	(127.5)	0.9
Other current assets	(10.6)	2.6	(3.4)	6.0
Accounts payable, accrued and other current liabilities and provisions	(79.1)	4.0	(149.0)	(16.0)
Non-cash working capital changes	(52.1)	(22.9)	(146.9)	(21.3)
Net income taxes paid	(16.1)	(4.1)	(20.8)	(8.5)
Net cash provided by (used in) operating activities	<u>5.3</u>	<u>39.0</u>	<u>(24.9)</u>	<u>123.1</u>
Investing activities:				
Acquisition, net of cash acquired (note 3)	(78.0)	—	(78.0)	—
Purchase of computer software and property, plant and equipment	(9.9)	(24.0)	(28.5)	(62.8)
Proceeds from sale of assets	8.1	2.9	8.5	3.0
Net cash used in investing activities	<u>(79.8)</u>	<u>(21.1)</u>	<u>(98.0)</u>	<u>(59.8)</u>
Financing activities:				
Net borrowings under credit facilities (note 3)	45.0	—	45.0	—
Issuance of capital stock (note 8)	0.8	4.0	11.5	6.8
Repurchase of capital stock for cancellation (note 8)	—	(36.2)	—	(92.6)
Purchase of treasury stock (note 8)	(1.6)	(0.8)	(9.3)	(3.8)
Finance costs paid	(1.1)	(1.0)	(4.5)	(2.0)
Net cash provided by (used in) financing activities	<u>43.1</u>	<u>(34.0)</u>	<u>42.7</u>	<u>(91.6)</u>
Net decrease in cash and cash equivalents	(31.4)	(16.1)	(80.2)	(28.3)
Cash and cash equivalents, beginning of period	584.0	646.7	632.8	658.9
Cash and cash equivalents, end of period	<u>\$ 552.6</u>	<u>\$ 630.6</u>	<u>\$ 552.6</u>	<u>\$ 630.6</u>

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

CELESTICA INC.

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

1. REPORTING ENTITY

Celestica Inc. (Celestica) is incorporated in Canada with its corporate headquarters located at 844 Don Mills Road, Toronto, Ontario, M3C 1V7. Celestica is a publicly listed company on the Toronto Stock Exchange (TSX) and the New York Stock Exchange (NYSE).

Celestica delivers innovative supply chain solutions globally to customers in the communications (comprised of enterprise communications and telecommunications), consumer, computing (comprised of servers and storage), and diversified (comprised of industrial, aerospace and defense, healthcare, green technology, semiconductor equipment and other) end markets. Our product lifecycle solutions include a full range of services to our customers including design, supply chain management, manufacturing, engineering, complex mechanical and systems integration, order fulfillment, logistics and after-market services.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance:

These unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (IASB) and accounting policies we adopted in accordance with International Financial Reporting Standards (IFRS). These unaudited interim condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly our financial position as at June 30, 2012 and the results of operations, comprehensive income and cash flows for the three and six months ended June 30, 2012.

The unaudited interim condensed consolidated financial statements were authorized for issuance by our board of directors on July 26, 2012.

Functional and presentation currency:

These unaudited interim condensed consolidated financial statements are presented in U.S. dollars, which is also our functional currency. All financial information is presented in millions of U.S. dollars (except per share amounts).

Use of estimates and judgments:

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses and the related disclosures of contingent assets and liabilities. Actual results could differ materially from these estimates and assumptions. We review our estimates and underlying assumptions on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and may impact future periods as well.

We have applied significant estimates and assumptions to our valuations against inventory and income taxes, to the amount and timing of restructuring charges or recoveries, to the measurement of the recoverable amount of our cash generating units, and to valuing our financial instruments, retirement benefit costs, stock-based compensation, provisions and contingencies. These unaudited interim condensed consolidated financial statements are based upon accounting policies and estimates consistent with those used and described in note 2 of our 2011 annual consolidated financial statements.

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CELESTICA INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions of U.S. dollars, except per share amounts)
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3. RECENT ACQUISITIONS

In June 2011, we acquired the semiconductor equipment contract manufacturing operations of Brooks Automation, Inc. These operations, located in Oregon, U.S.A. and Wuxi, China, specialize in manufacturing complex mechanical equipment and providing systems integration services to some of the world's largest semiconductor equipment manufacturers. The final purchase price was \$80.5, net of cash acquired (\$78.0 was paid in June 2011). The purchase was financed from cash on hand and \$45.0 from our revolving credit facility which we repaid in 2011. On the acquisition date, we recorded \$33.8 in goodwill and \$12.5 in intangible assets.

In August 2010, we completed the acquisition of Austrian-based Allied Panels Entwicklungs-und Produktions GmbH (Allied Panels), a medical engineering and manufacturing service provider. The purchase price for Allied Panels is subject to adjustment for contingent consideration if specific pre-determined financial targets are achieved through 2012. At December 31, 2011, we had recorded a provision of \$3.2 related to this contingent consideration. Based on management's assessment of the potential outcomes, we determined that this provision was no longer necessary and released our provision as of June 30, 2012 through other charges (note 9(b)).

4. SEGMENT AND CUSTOMER REPORTING

End markets:

The following table indicates revenue by end market as a percentage of total revenue. Our revenue fluctuates from period-to-period depending on numerous factors, including but not limited to: seasonality of business, the mix and complexity of the products or services we provide, the extent, timing and rate of new program wins, follow-on business or losses from new, existing or disengaging customers, the phasing in or out of programs, and changes in customer demand. We expect that the pace of technological change, the frequency of customers transferring business among EMS competitors and the constantly changing dynamics of the global economy will also continue to impact our business from period-to-period.

Starting with the first quarter of 2012, we have combined our enterprise communications and telecommunications end markets into one communications end market for reporting purposes. Prior period percentages were also combined.

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Communications	34%	32%	35%	33%
Consumer	25%	21%	25%	22%
Diversified	13%	19%	12%	19%
Servers	17%	16%	16%	15%
Storage	11%	12%	12%	11%

Customers:

For the second quarter and first half of 2012, we had three customers and two customers, respectively, that individually represented more than 10% of total revenue (second quarter and first half of 2011 — three customers). For the second quarter and first half of 2012, RIM accounted for 17% and 18%, respectively, of total revenue (second quarter and first half of 2011 — 19% and 20%, respectively).

In June 2012, we announced that we will wind down our manufacturing services for RIM over the course of the next two quarters. We expect our revenue from RIM and as a result, our revenue in our consumer end market to significantly decrease as we complete the majority of our manufacturing for RIM by the end of the third quarter of 2012.

CELESTICA INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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5. ACCOUNTS RECEIVABLE

We have an agreement to sell up to \$250.0 in accounts receivable (A/R) on a committed basis and up to an additional \$150.0 in A/R on an uncommitted basis. The amount of A/R we sell is subject to pre-determined limits by customer. The A/R facility is with third-party banks which have a Standard and Poor's rating of A-1 at June 30, 2012. At June 30, 2012, we had sold \$45.0 of A/R under this facility (December 31, 2011 — \$60.0). The A/R sold are removed from our consolidated balance sheet and reflected as cash provided by operating activities in our consolidated statement of cash flows. Upon sale, we assign the rights to the A/R to the banks. We continue to collect cash from our customers and remit the cash to the banks when collected. We pay interest and commitment fees which we record through finance costs in our consolidated statement of operations. This facility expires in November 2012.

6. INVENTORIES

We record our inventory provisions and valuation recoveries through cost of sales. We record inventory provisions to reflect changes in the value of our inventory to net realizable value, or valuation recoveries primarily to reflect realized gains on the disposition of inventory previously written down. We recorded net inventory recoveries of \$2.7 for the second quarter of 2012 and net inventory provisions of \$0.8 for the first half of 2012 (second quarter and first half of 2011 — net inventory provisions of \$2.0 and \$5.7, respectively).

We regularly review our estimates and assumptions used to value our inventory through analysis of historical performance. During the second quarter of 2012, our net inventory recoveries of \$2.7 were comprised of a \$5.6 credit recorded to reflect the improved recovery of certain inventory offset in part by new provisions of \$2.9 for aged inventory.

7. CREDIT FACILITIES

We have a \$400.0 revolving credit facility that matures in January 2015. We are required to comply with certain restrictive covenants including those relating to debt incurrence, the sale of assets, a change of control and certain financial covenants related to indebtedness, interest coverage and liquidity. We have pledged certain assets as security for borrowings under this facility. Borrowings under this facility bear interest at LIBOR or Prime rate for the period of the draw plus a margin. The terms of these draws have historically been less than 90 days. At June 30, 2012, no amounts were drawn under this facility (December 31, 2011 — no amounts drawn), and we were in compliance with all covenants. Commitment fees paid in the second quarter and first half of 2012 were \$0.5 and \$1.0, respectively. At June 30, 2012, we had \$26.7 of letters of credit that were issued under our credit facility.

We also have uncommitted bank overdraft facilities available for intraday and overnight operating requirements which total \$70.0 at June 30, 2012. There were no amounts drawn under these overdraft facilities at June 30, 2012 (December 31, 2011 — no amounts drawn).

The amounts we borrow and repay under these facilities can vary significantly from month-to-month depending upon our working capital and other cash requirements.

8. CAPITAL STOCK

On February 7, 2012, the TSX accepted our Normal Course Issuer Bid (NCIB). The NCIB allows us to repurchase, at our discretion, until the earlier of February 8, 2013 or the completion of purchases under the bid, up to approximately 16.2 million subordinate voting shares (representing approximately 7.5% of our total subordinate voting and multiple voting shares outstanding at the commencement of the NCIB) in the open market or as otherwise permitted, subject to the normal terms and limitations of such bids. The maximum number of subordinate voting shares we are permitted to repurchase for cancellation under the NCIB is reduced by the number of

CELESTICA INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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subordinate voting shares we purchase for equity-based compensation plans (see below). During the second quarter of 2012, we paid \$36.2, including transaction fees, to repurchase for cancellation 4.6 million subordinate voting shares at a weighted average price of \$7.84 per share. As of June 30, 2012, we have paid \$92.6, including transaction fees, to repurchase for cancellation a total of 10.6 million shares at a weighted average price of \$8.73 per share under the NCIB since its commencement in February 2012. At June 30, 2012, we can repurchase up to an additional 5.2 million subordinate voting shares under the NCIB, of which approximately 3 million are intended for cancellation.

From time-to-time, we pay cash for the purchase of subordinate voting shares in the open market by a trustee to satisfy the delivery of subordinate voting shares upon vesting of share unit awards under our equity-based compensation plans. For accounting purposes, we classify these shares as treasury stock until they are delivered pursuant to the plans. During the second quarter and first half of 2012, we paid \$0.8 and \$3.8, respectively, for the trustee to purchase 0.1 million and 0.4 million, respectively, subordinate voting shares in the open market and we distributed 0.3 million and 4.8 million, respectively, subordinate voting shares upon the vesting of restricted share units (RSUs), performance share units (PSUs) and deferred share units. During the second quarter and first half of 2011, we paid \$1.6 and \$9.3, respectively, for the trustee to purchase 0.1 million and 0.8 million, respectively, subordinate voting shares in the open market and we distributed none and 1.7 million, respectively, subordinate voting shares upon the vesting of share unit awards. At June 30, 2012, the trustee held 0.1 million subordinate voting shares, with a value of \$0.8 (December 31, 2011 — held 4.5 million with a value of \$37.9), for delivery under these plans.

During the first quarter of 2011, we cash-settled certain RSUs and PSUs and recorded additional compensation expense to reflect the mark-to-market adjustment on these cash-settled awards of \$2.7. Since management currently intends to settle all other share unit awards with shares purchased in the open market by a trustee or with new shares issued from treasury, we expect to continue to account for share unit awards as equity-settled awards. We have not recorded any mark-to-market adjustments since the first quarter of 2011.

The following table outlines the activity for stock-based awards for the six months ended June 30, 2012:

<u>Number of awards (in millions)</u>	<u>Options</u>	<u>RSUs</u>	<u>PSUs (i)</u>
Outstanding at December 31, 2011	8.1	3.5	7.4
Granted (i)	1.1	2.5	2.4
Exercised or settled (ii)	(1.1)	(1.4)	(3.9)
Forfeited/expired	(0.9)	(0.3)	(0.6)
Outstanding at June 30, 2012	<u>7.2</u>	<u>4.3</u>	<u>5.3</u>
The weighted-average grant date fair value of options and share units awarded:	\$ 3.92	\$ 8.21	\$ 9.79

- (i) During the first quarter of 2012, we granted 2.4 million (first quarter of 2011 — 2.1 million) PSUs that vest based on the achievement of a market performance condition based on Total Shareholder Return (TSR). See note 2(n) of our 2011 annual consolidated financial statements for a description of TSR. We estimated the grant date fair value of these PSUs using a Monte Carlo simulation model. We expect to settle these awards with subordinate voting shares purchased in the open market. The number of PSUs that will actually vest will vary from 0% to 200% depending on the achievement of pre-determined performance goals and financial targets. The number of PSUs in the above table represents the maximum payout of 200%. We granted no PSU awards in the second quarter of 2011 or 2012.
- (ii) During the first half of 2012, we received cash proceeds of \$6.8 (first half of 2011 — \$11.5) relating to the exercise of stock options.

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For the second quarter and first half of 2012, stock-based compensation expense was \$6.4 and \$17.1, respectively (second quarter and first half of 2011 — \$9.5 and \$26.5, respectively). The amount of stock-based compensation expense varies each period, and includes mark-to-market adjustments for awards we settled in cash (see above) and plan adjustments. Our performance-based compensation expense generally varies depending on the level of achievement of pre-determined performance goals and financial targets. We amended the retirement eligibility clauses in our equity-based compensation plans in 2011 which accelerated our recognition of the related compensation expense of \$3.1 in the first half of 2012 (first half of 2011 — \$4.8).

9. OTHER CHARGES

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Restructuring (a)	\$ 1.7	\$ 20.1	\$ 7.6	\$ 19.0
Other (b)	0.5	(2.9)	0.5	(2.9)
	<u>\$ 2.2</u>	<u>\$ 17.2</u>	<u>\$ 8.1</u>	<u>\$ 16.1</u>

(a) Restructuring:

Our restructuring charges are comprised of the following:

	Three months ended June 30		Six months ended June 30	
	2011	2012	2011	2012
Cash charges	\$ 5.3	\$ 7.4	\$ 11.3	\$ 4.4
Non-cash charges (recoveries)	(3.6)	12.7	(3.7)	14.6
	<u>\$ 1.7</u>	<u>\$ 20.1</u>	<u>\$ 7.6</u>	<u>\$ 19.0</u>

In June 2012, we announced that over the course of the next two quarters, we will wind down our manufacturing services for RIM. We manufactured certain of RIM's smartphone models in Mexico, Romania and Malaysia. We completed our manufacturing for RIM in Romania and Malaysia at the end of June 2012 and we expect to complete the majority of our manufacturing in Mexico by the end of the third quarter of 2012. In connection with this wind down, we recorded restructuring charges of \$20.1 in the second quarter of 2012. This is comprised of charges related to the RIM wind down of \$21.8 offset in part by reversals of certain prior unrelated restructuring charges totaling \$1.7. Cash charges recorded in the second quarter of 2012 were \$7.4, comprised of cash charges of \$9.1 related to employee termination costs for our RIM manufacturing operations in Mexico, and to a lesser extent in Romania and Malaysia, offset by the \$1.7 reversals. We also recorded non-cash charges of \$12.7 to write down to recoverable amounts the equipment that was no longer in use at June 30, 2012. The recognition of these charges requires us to make certain judgments and estimates regarding the nature, timing, and amounts associated with the restructuring actions. Our major assumptions included the timing and number of employees to be terminated, the measurement of termination costs to be paid, and the timing of disposition and estimated fair value of assets available for sale. We developed a detailed plan, the components of which were communicated to the affected employees prior to June 30, 2012, and we calculated the termination costs based on statutory requirements. We engaged independent brokers to determine the estimated fair values less cost to sell for assets no longer in use and available for sale. At the end of each reporting period, we evaluate the appropriateness of our restructuring charges and balances. Adjustments may be required to reflect actual experience or changes in estimates.

Our cash charges for the first half of 2012 included recoveries of \$3.0, primarily to reflect a reversal of charges relating to the early settlement of one facility lease. During the second quarter and first half of 2012, we paid employee termination costs and lease payments totaling \$3.6 and \$11.3, respectively.

CELESTICA INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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At June 30, 2012, our restructuring provision consists of the following:

Employee termination costs	\$	9.5
Contractual lease obligations and other costs		0.3
	\$	<u>9.8</u>

We expect to pay our employee termination costs over the next two quarters as we complete our manufacturing and transition activities for RIM.

(b) *Other:*

Includes realized recoveries on certain assets that were previously written down through other charges and acquisition-related transaction costs. During the second quarter of 2012, we released our provision related to the estimated fair value of contingent consideration for our Allied Panels acquisition and recorded the recovery through other charges. See note 3.

(c) *Impairment of intangible assets and property, plant and equipment:*

In addition to the \$12.7 impairment loss we recognized through restructuring charges for equipment that is no longer in use at June 30, 2012, we also tested the remaining carrying amounts of the cash generating units (CGUs) that were impacted by the announced wind down of our manufacturing services for RIM in Mexico, Romania and Malaysia. We compared the recoverable amounts using value-in-use to the carrying amounts of these CGUs and determined there was no further impairment against the property, plant and equipment or computer software assets. There is no goodwill or intangible assets associated with these CGUs. The process of determining the recoverable amount of a CGU is subjective and requires management to exercise significant judgment in estimating future growth and discount rates, and projections of cash flows, among other factors. We did not identify any key assumptions where a reasonably possible change would cause a CGU's carrying value to exceed its recoverable amount as the carrying values were supported based on the expected cash flows from existing customer programs. Absent a triggering event, we conduct our annual impairment assessment in the fourth quarter of each year as it corresponds with our planning cycle.

10. INCOME TAXES

Our effective income tax rate can vary significantly quarter-to-quarter for various reasons, including the mix and volume of business in lower tax jurisdictions within Europe and Asia, in jurisdictions with tax holidays and incentives, and in jurisdictions for which no deferred income tax assets have been recognized because management believed it was not probable that future taxable profit would be available against which tax losses and deductible temporary differences could be utilized. Our effective income tax rate can also vary due to the impact of foreign exchange fluctuations and changes in our provisions related to tax uncertainties.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Our financial assets are comprised primarily of cash and cash equivalents, A/R and derivatives used for hedging purposes. Our financial liabilities are comprised primarily of accounts payable, certain accrued and other liabilities and provisions, and derivatives. The majority of our financial liabilities is recorded at amortized cost except for derivative liabilities, which are measured at fair value. Our term deposits are classified as held-to-maturity and our short-term investments in money market funds are recorded at fair value, with changes recognized through our consolidated statement of operations.

Cash and cash equivalents are comprised of the following:

	December 31 2011	June 30 2012
Cash	\$ 191.7	\$ 209.2
Cash equivalents	467.2	421.4
	<u>\$ 658.9</u>	<u>\$ 630.6</u>

Our current portfolio consists of bank deposits and certain money market funds that hold primarily U.S. government securities. The majority of our cash and cash equivalents is held with financial institutions each of which had at June 30, 2012 a Standard and Poor's rating of A-1 or above.

Currency risk:

Due to the global nature of our operations, we are exposed to exchange rate fluctuations on our financial instruments denominated in various currencies. The majority of our currency risk is driven by the operational costs incurred in local currencies by our subsidiaries. We manage our currency risk through our hedging program using forecasts of future cash flows and balance sheet exposures denominated in foreign currencies.

Our major currency exposures at June 30, 2012 are summarized in U.S. dollar equivalents in the following table. We have included in this table only those items that we classify as financial assets or liabilities and which were denominated in non-functional currencies. In accordance with the financial instruments standard, we have excluded items such as retirement benefits and income taxes. The local currency amounts have been converted to U.S. dollar equivalents using the spot rates at June 29, 2012.

	Chinese renminbi	Malaysian ringgit	Canadian dollar	Mexican peso	Thai baht
Cash and cash equivalents	\$ 25.8	\$ 1.5	\$ 2.4	\$ 0.4	\$ 5.7
Accounts receivable	17.1	—	5.3	—	—
Other financial assets	0.6	0.7	—	0.2	0.3
Accounts payable and certain accrued and other liabilities and provisions	(31.8)	(16.3)	(27.4)	(19.3)	(16.6)
Net financial assets (liabilities)	<u>\$ 11.7</u>	<u>\$ (14.1)</u>	<u>\$ (19.7)</u>	<u>\$ (18.7)</u>	<u>\$ (10.6)</u>

CELESTICA INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions of U.S. dollars, except per share amounts)
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Foreign currency risk sensitivity analysis:

At June 30, 2012, a one-percentage point strengthening or weakening of the following currencies against the U.S. dollar for our financial instruments denominated in non-functional currencies is summarized in the following table. The financial instruments impacted by a change in exchange rates include our exposures to the above financial assets or liabilities denominated in non-functional currencies and our foreign exchange forward contracts.

	Chinese renminbi	Malaysian ringgit	Canadian dollar	Mexican peso	Thai baht
	Increase (decrease)				
1% Strengthening					
Net earnings	\$ 0.5	\$ (0.1)	\$ 1.7	\$ (0.1)	\$ —
Other comprehensive income	—	0.8	1.0	0.4	1.2
1% Weakening					
Net earnings	(0.5)	0.1	(1.7)	0.1	—
Other comprehensive income	—	(0.8)	(0.9)	(0.3)	(1.1)

At June 30, 2012, we had forward exchange contracts to trade U.S. dollars in exchange for the following currencies:

Currency	Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months	Fair value gain/(loss)
Canadian dollar	\$ 295.3	\$ 0.98	15	\$ (5.4)
Thai baht	134.7	0.03	15	(3.3)
Malaysian ringgit	91.8	0.32	15	(2.8)
Mexican peso	49.4	0.07	12	(0.9)
British pound	52.1	1.57	4	0.6
Chinese renminbi	42.9	0.16	12	(0.4)
Euro	16.2	1.26	4	(0.2)
Singapore dollar	12.6	0.79	12	(0.2)
Romanian leu	12.2	0.29	12	(0.7)
Other	18.3	—	4	—
Total	\$ 725.5			\$ (13.3)

At June 30, 2012, the fair value of these contracts was a net unrealized loss of \$13.3 (December 31, 2011 — net unrealized loss of \$13.9). Changes in the fair value of hedging derivatives to which we apply cash flow hedge accounting, to the extent effective, are deferred in other comprehensive income until the expenses or items being hedged are recognized in our consolidated statement of operations. Any hedge ineffectiveness, which at June 30, 2012 was not significant, is recognized immediately in our consolidated statement of operations. At June 30, 2012, we recorded \$1.2 of derivative assets primarily in other current assets and \$14.5 of derivative liabilities in accrued and other current and non-current liabilities. The unrealized gains and losses are a result of fluctuations in foreign exchange rates between the date the currency forward contracts were entered into and the valuation date at period end.

CELESTICA INC.

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

12. CONTINGENCIES

Litigation

In the normal course of our operations, we may be subject to lawsuits, investigations and other claims, including environmental, labor, product, customer disputes and other matters. Management believes that adequate provisions have been recorded in the accounts where required. Although it is not always possible to estimate the extent of potential costs, if any, management believes that the ultimate resolution of such matters will not have a material adverse impact on our results of operations, financial position or liquidity.

In 2007, securities class action lawsuits were commenced against us and our former Chief Executive and Chief Financial Officers, in the United States District Court of the Southern District of New York by certain individuals, on behalf of themselves and other unnamed purchasers of our stock, claiming that they were purchasers of our stock during the period January 27, 2005 through January 30, 2007. The plaintiffs allege violations of United States federal securities laws and seek unspecified damages. They allege that during the purported period we made statements concerning our actual and anticipated future financial results that failed to disclose certain purportedly material adverse information with respect to demand and inventory in our Mexican operations and our information technology and communications divisions. In an amended complaint, the plaintiffs added one of our directors and Onex Corporation as defendants. On October 14, 2010, the District Court granted the defendants' motions to dismiss the consolidated amended complaint in its entirety. The plaintiffs appealed to the United States Court of Appeals for the Second Circuit the dismissal of its claims against us, our former Chief Executive and Chief Financial Officers, but not as to the other defendants. In a summary order dated December 29, 2011, the Court of Appeals reversed the District Court's dismissal of the consolidated amended complaint and remanded the case to the District Court for further proceedings. The parties are currently engaged in the discovery process. Parallel class proceedings, including a claim issued in October 2011, remain against us and our former Chief Executive and Chief Financial Officers in the Ontario Superior Court of Justice, but neither leave nor certification of any actions has been granted by that court. We believe the allegations in the claims are without merit and we intend to defend against them vigorously. However, there can be no assurance that the outcome of the litigation will be favorable to us or that it will not have a material adverse impact on our financial position or liquidity. In addition, we may incur substantial litigation expenses in defending the claims. We have liability insurance coverage that may cover some of our litigation expenses, potential judgments or settlement costs.

Income taxes

We are subject to tax audits and reviews by various tax authorities of historical information which could result in additional tax expense in future periods relating to prior results. Reviews by tax authorities generally focus on, but are not limited to, the validity of our inter-company transactions, including financing and transfer pricing policies which generally involve subjective areas of taxation and a significant degree of judgment. If any of these tax authorities are successful with their challenges, our income tax expense may be adversely affected and we could also be subject to interest and penalty charges.

In connection with ongoing tax audits in Canada, tax authorities have taken the position that income reported by one of our Canadian subsidiaries in 2001 through 2004 should have been materially higher as a result of certain inter-company transactions.

In connection with a tax audit in Brazil, tax authorities had taken the position that income reported by our Brazilian subsidiary in 2004 should have been materially higher as a result of certain inter-company transactions. In June 2011, we received a ruling from the Brazilian Lower Administrative Court that was largely consistent with our original filing position. As the ruling generally favored the taxpayer, the Brazilian tax authorities appealed the matter to a higher court. In June 2012, the Brazilian Higher Administrative Court unanimously upheld the Lower Administrative Court decision. Although we believe it is unlikely to occur due to the recent unanimous decision by

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the higher court, the Brazilian tax authorities have the right to present a Special Appeal to change the favorable decision. We did not previously accrue for any potential adverse tax impact for the 2004 tax audit. Brazilian tax authorities are not precluded from taking similar positions in future audits with respect to these types of transactions.

We have and expect to continue to recognize the future benefit of certain Brazilian tax losses on the basis that these tax losses can and will be fully utilized in the fiscal period ending on the date of dissolution of our Brazilian subsidiary. While our ability to do so is not certain, we believe that our interpretation of applicable Brazilian law will be sustained upon full examination by the Brazilian tax authorities and, if necessary, upon consideration by the Brazilian judicial courts. Our position is supported by our Brazilian legal tax advisors. A change to the benefit realizable on these Brazilian losses could increase our net future tax liabilities by approximately 49.9 million Brazilian reais (approximately \$24.7 at current exchange rates).

The successful pursuit of the assertions made by any taxing authority related to the above noted tax audits or others could result in us owing significant amounts of tax, interest and possibly penalties. We believe we have substantial defenses to the asserted positions and have adequately accrued for any probable potential adverse tax impact. However, there can be no assurance as to the final resolution of these claims and any resulting proceedings and if these claims and any ensuing proceedings are determined adversely to us, the amounts we may be required to pay could be material.

13. SUBSEQUENT EVENT

In July 2012, we agreed to acquire D&H based in California, U.S.A., a leading manufacturer of precision machined components and assemblies. The operations provide manufacturing and engineering services, coupled with dedicated capacity and equipment for prototype and quick-turn support to some of the world's leading semiconductor capital equipment manufacturers. We expect the purchase price to be approximately \$70 and to be financed from our credit facility or cash on hand. The transaction is subject to customary conditions and is expected to close in the third quarter of 2012.

CERTIFICATION

I, Craig H. Muhlhauser, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (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
 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 the 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: July 27, 2012

/s/ Craig H. Muhlhauser

Craig H. Muhlhauser
Chief Executive Officer

CERTIFICATION

I, Paul Nicoletti, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (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
 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 the 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: July 27, 2012

/s/ Paul Nicoletti

Paul Nicoletti
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 June 30, 2012, 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.

July 27, 2012

/s/ Craig H. Muhlhauser

Craig H. Muhlhauser
Chief Executive Officer

July 27, 2012

/s/ Paul Nicoletti

Paul Nicoletti
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.
