



CIBC Supplier Code of Conduct

Purpose

Our vision is to be the leader in client relationships and we understand the positive impact forming meaningful, collaborative relationships with ethically responsible Suppliers¹ can have on our clients' experience and our reputation. For this reason, we require all new and existing Suppliers to adhere to the CIBC Supplier Code of Conduct ("Supplier Code"), strive to live up to our core values of Trust, Teamwork and Accountability, and meet the highest standards of ethical and professional behaviour.

The Supplier Code sets out the principles, standards and behaviours our Suppliers must follow. We expect Suppliers to adhere to all applicable law, rules and regulations of the jurisdictions in which they operate, including, but not limited to, those related to business practices, labour and employment, immigration, human rights, modern slavery and human trafficking, health and safety, building codes, privacy, bribery and corruption, and the environment ("applicable laws").

Act ethically and comply with applicable laws

We want to work with Suppliers that demonstrate honesty and integrity. They need to comply with applicable laws and conduct themselves in accordance with the Supplier Code's key principles.

Conflicts of interest

Suppliers are required to exercise reasonable care and diligence to prevent any actions or conditions that could result in an actual, potential or perceived conflict of interest. Suppliers must not attempt to gain advantage or preferential treatment as a result of the conflict situation.

Gifts and entertainment

Gifts and entertainment from current or potential Suppliers (or anyone acting on their behalf) given to CIBC or to a CIBC employee or contingent worker should be lawful, appropriate and of reasonable value, be given in connection with the recipient's CIBC work or services, must be intended to foster a business or professional relationship, should not be given with the intent of influencing the recipient's business decision-making and must comply with CIBC's relevant policies. If a Supplier is unsure as to whether a gift or entertainment offer complies with CIBC's policies, they should consult with the intended recipient or the intended recipient's manager.



Anti-bribery and anti-corruption

We do not participate in bribery, kick-backs, or other corrupt business practices. Suppliers must not directly, or indirectly, engage in any such activity or use any other means to obtain an undue or improper advantage in their business relationships.

Taxation

Suppliers must comply fully with all their obligations in relation to all taxes due within the jurisdictions they operate. Suppliers must not participate in tax evasion or facilitate tax evasion by others. We expect our Suppliers to have contracts, policies, systems, and/or procedures in place to ensure all who act for them or on their behalf, also comply with such obligations.

¹ A Supplier is defined as an organization, including their representatives, employees, and subcontractors, who supply goods and services to the Canadian Imperial Bank of Commerce (CIBC), its subsidiaries, or affiliates.

Managing insider information

Suppliers are required to have appropriate policies and procedures in place to comply with applicable laws regarding the management of inside information. Suppliers in possession of inside information must not trade in securities of CIBC or another company to which the information pertains, otherwise take advantage of the information, or communicate the information to others.

Supplier foreign personnel

Suppliers are required to ensure that all Supplier foreign personnel comply with applicable immigration laws. When requested by CIBC, Suppliers must provide documentation satisfactory to CIBC demonstrating such compliance.

Books and records

Suppliers are required to maintain accurate, complete and appropriate books and records to demonstrate compliance with applicable law, regulatory requirements, and the Supplier code. Suppliers must not destroy books or records that may be relevant to legal or regulatory proceeding. Undisclosed or unrecorded (“off-the books”) accounts must not be used for any purpose.

Representations

Suppliers should not knowingly cause, assist or engage in any activity that contributes towards, or facilitates, any financial or other material misrepresentation, including providing inaccurate, incomplete or otherwise misleading information about its financial condition or the financial effect of a transaction.

Practice business responsibly

We prioritize protecting our clients and our team members and we expect our Suppliers to do the same. The confidentiality, privacy, and security of CIBC’s information, including personal information of our clients, employees and contingent workers must be protected, and our Suppliers must maintain appropriate policies and procedures to ensure it remains safe.

Business continuity planning

Suppliers must develop, maintain and test their business continuity and disaster recovery plans in accordance with applicable laws, industry standards, and contractual requirements.

Background checks

Suppliers must conduct background screenings of their employees (as well as agents, contingent workers and sub-contractors) for prior criminal activity to the extent required in the Suppliers’ agreements with CIBC.

External communication

Suppliers must obtain prior written permission from CIBC before publicly discussing, endorsing, reviewing, referencing or otherwise publicly commenting on or promoting CIBC’s businesses, products, services, relationships, programs or brand.

Applications on behalf of CIBC

Suppliers must not make any application, written or otherwise, to any government body on behalf of CIBC without prior written approval from CIBC.

Outsourcing and sub-contracting

Suppliers must not subcontract or outsource services or activities or change the location from which services are provided to CIBC except with the prior written approval of CIBC, to the extent required, and in accordance with the Suppliers’ agreements with CIBC.

Confidentiality, privacy, information security, and anti-spam

Suppliers must immediately report to CIBC any unauthorized disclosure, confidentiality breach, privacy breach, alteration or loss of CIBC information, including personal or confidential information of CIBC, its clients, employees, contingent workers or other Suppliers in accordance with the Supplier’s governing contract with CIBC. An employee, agent, affiliate, or sub-contractor of a Supplier may be considered a CIBC contingent worker and as such, is subject to the CIBC Code of Conduct.

Suppliers must perform services in accordance with applicable anti-spam legislation. Suppliers must promptly report to CIBC any related compliance problems or incidents, or if the Supplier receives notice from any governmental or regulatory authority relating to failure to comply with applicable anti-spam legislation.

Maintain responsible employment practices

We are committed to fostering a fair and inclusive work environment, free of discrimination, harassment, or violence, and where diverse ideas and perspectives are respected and protected. Likewise, we expect the same from our Suppliers. We ask that they treat their clients, employees, agents, contingent workers, subcontractors and others in a manner consistent with these values.

We require our Suppliers respect the dignity and diversity of all people regardless of their race, gender, age, sexual orientation, colour, ethnicity, religion, marital status, religious beliefs, physical characteristics or other personal characteristic protected by applicable laws.

Employment practices

Suppliers are required to adopt employment practices that comply with applicable laws in all jurisdictions in which they operate, including practices that comply with the following:

- **Employment laws**, including without limitation, laws regarding minimum wage, minimum age of employment, working hours, overtime, hours free from work, health and safety and human rights;
- **Local labour laws**, including without limitation, laws permitting trade union or other forms of employee representation.
- **Modern slavery, forced or compulsory labour, human trafficking laws**, and must not engage in practices associated with wage withholding, identity document retention or restricting an individual's movement.

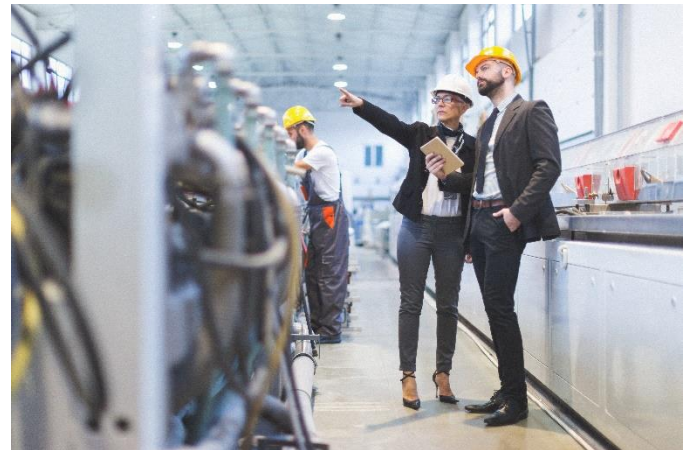
Workplace inclusivity

In choosing and evaluating its Suppliers, CIBC will consider their commitment to, and history of, fostering fair and inclusive work environments. Suppliers may be asked to provide CIBC with relevant information pertaining to their diversity and inclusion policies, programs and initiatives, and workforce representation.

Suppliers who do not meet CIBC's diversity expectations, or fail to comply with applicable laws regarding diversity, human rights, anti-harassment or non-discrimination, may become ineligible to do business with CIBC.

Working conditions

Suppliers are required to provide safe and healthy working environments, recognizing the specific hazards relevant to their operations, and ensuring the structural integrity of their premises. Suppliers must also take reasonable steps to prevent workplace accidents and injuries, including providing access to information on health and safety and hazard prevention.



Training

Suppliers are required to have appropriate communication, induction and/or training programs in place to ensure that their employees, agents, contingent workers, affiliates and sub-contractors supplying services to CIBC achieve an appropriate level of knowledge, awareness and skills to comply with the Supplier Code.



Invest in our communities and the environment

Community leadership

Suppliers are encouraged to help foster social and economic development and to contribute to the sustainability of the communities in which they operate and/or provide services to CIBC.

Environmental stewardship

Suppliers must take reasonable care to ensure that their business activities are conducted in an environmentally prudent manner and comply with all applicable environmental protection laws.

Compliance with this code

Interpretation, amendments, audit rights, consequences of failure to comply

CIBC reserves the right to interpret the Supplier Code at its discretion. CIBC may periodically require a Supplier to provide written confirmation that the Supplier meets the requirements of the Supplier Code. A Supplier must co-operate if CIBC decides to audit performance of a Supplier's obligations under the Supplier Code. This audit could include, for example, employee interviews, facility inspections and a review of records.

The agreements between CIBC and Suppliers contain detailed requirements addressing many of the topics in the Supplier Code. The provisions of the Supplier Code are in addition to the provisions in these agreements, and, if there are any ambiguities or conflicts, the provisions of the applicable agreement will prevail.

Failure to comply with the Supplier Code may result in the termination of the Supplier's relationship with CIBC, in accordance with the Supplier's applicable agreement with CIBC.

Management commitment

Suppliers are required to conduct periodic reviews of their programs to ensure compliance in all areas addressed by the Supplier Code.

Reporting violations and non-retaliation

Suppliers must report to CIBC any violations or possible violations of applicable laws and/or the Supplier Code, including by third parties, CIBC employees and CIBC contingent workers. Suppliers must not permit retaliation against any individual who, in good faith, seeks advice or reports such a violation or potential violation.

To report violations or potential violations or to inquire about the requirements of the Supplier Code, contact suppliercode@cibc.com. To make an anonymous report, contact the confidential CIBC [Whistleblower Hotline](#).

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