



CIBC Supplier Code of Conduct

Original Launch Date:	July, 2013
1 st Revision Date:	October, 2016
Next Review Date:	October, 2019

Table of Contents

- 1.0 Purpose3**
- 2.0 Acting Ethically and Complying with Applicable Laws3**
 - 2.1. Conflicts of Interest 3
 - 2.2. Gifts and Entertainment 3
 - 2.3. Anti-bribery and Anti-corruption 4
 - 2.4. Managing Inside Information 4
 - 2.5. Books and Records 4
 - 2.6. Representations 4
 - 2.7. Supplier Foreign Personnel 4
- 3.0 Following Responsible Business Practices4**
 - 3.1. Confidentiality, Privacy, Information Security and Anti-Spam 4
 - 3.2. Business Continuity Planning 5
 - 3.3. Outsourcing and Sub-Contracting 5
 - 3.4. Background Checks 5
 - 3.5. External Communication 5
 - 3.6. Applications on Behalf of CIBC 5
- 4.0 Following Responsible Employment Practices and Providing Safe Working Conditions5**
 - 4.1. Respect, Diversity, Discrimination and Harassment 5
 - 4.2. Employment Practices 5
 - 4.3. Working Conditions 6
- 5.0 Caring for the Community and Environment6**
 - 5.1. Community Engagement 6
 - 5.2. Caring for the Environment 6
- 6.0 Compliance with the Supplier Code of Conduct6**
 - 6.1. Interpretation, Amendments, Audit Rights, Consequences of Failure to Comply 6
 - 6.2. Management Commitment 6
 - 6.3. Training 6
- 7.0 Reporting Violations and Non-retaliation7**
- 8.0 Ownership of the Code7**

1.0 Purpose

CIBC requires that all new and existing Suppliers adhere to the Supplier Code of Conduct (“Supplier Code”). The Supplier Code sets out the principles, standards and behaviours that CIBC Suppliers must follow, subject to all applicable laws, rules and regulations of the jurisdictions in which Suppliers operate, including, but not limited to, those related to business practices, labour and employment, immigration, human rights, health and safety, building codes, privacy, and the environment (“applicable laws”).

“CIBC” refers collectively to the Canadian Imperial Bank of Commerce and its wholly owned subsidiaries.

A “Supplier” is defined as any organization (including their employees, agents, affiliates and sub-contractors) that provides goods and/or services to CIBC. An employee, agent, affiliate or sub-contractor of a Supplier may also be considered to be a CIBC contingent worker and as such, also subject to the [CIBC Code of Conduct](#).

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.

2.0 Acting Ethically and Complying with Applicable Laws

Preserving trust and acting ethically is at the heart of what CIBC does and how we do it. Suppliers must act honestly and with integrity at all times and must not knowingly facilitate dishonest, illegal or improper activity. Suppliers must be familiar with and comply with applicable laws and conduct themselves in accordance with the principles upon which the Supplier Code is based, even when it does not specifically address a particular situation.

2.1. Conflicts of Interest

Suppliers must exercise reasonable care and diligence to prevent any actions or conditions that could result in a conflict of interest. If a conflict of interest exists, Suppliers must not attempt to gain advantage or preferential treatment as a result of the conflict situation. A “conflict” means any situation where the Supplier’s interests may conflict, or could be perceived to conflict, with the interests of CIBC.

2.2. 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 must be lawful, appropriate, and of reasonable value, must be given in connection with the recipient’s CIBC work or services, must be intended to foster a business or professional relationship, must 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.

2.3. Anti-bribery and Anti-corruption

Bribery, corruption, kick-backs, extortion, or embezzlement, in any form, is strictly prohibited by CIBC. 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.

2.4. Managing Inside Information

Suppliers must have appropriate policies and procedures in place to comply with applicable laws regarding the management of inside information. Inside information, in this context, generally refers to material, non-public information about a public company, including CIBC, that, if disclosed, would likely affect the market price of that company's securities or would likely be considered important by a reasonable investor when making an investment decision to buy, hold or sell securities. 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.

2.5. Books and Records

Suppliers must maintain accurate, complete and appropriate books and records to demonstrate compliance with applicable laws and the Supplier Code. Suppliers must not destroy any books or records that may be relevant to any legal or regulatory proceeding. Undisclosed or unrecorded accounts ("off-the books" accounts) must not be used for any purpose.

2.6. Representations

Suppliers must 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.

2.7. Supplier Foreign Personnel

Suppliers must 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.

3.0 Following Responsible Business Practices

3.1. Confidentiality, Privacy, Information Security and Anti-Spam

Suppliers must protect and ensure the confidentiality, privacy and security of CIBC information, including personal information of CIBC's clients, employees and contingent workers, and must have appropriate policies and procedures in place to ensure they can comply with this requirement. Suppliers must promptly report to CIBC any unauthorized disclosure, alteration or any loss of CIBC information, including any personal or confidential information of CIBC or its clients, employees, contingent workers or other Suppliers.

Suppliers must perform services in accordance with applicable anti-spam legislation. Where electronic messages are sent from or received in Canada, or computer programs are installed on computer systems in Canada, Suppliers must comply with all requirements of the Canada Anti-Spam Legislation ("CASL"). Suppliers must promptly report to CIBC any CASL 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.

3.2. 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.

3.3. 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.

3.4. 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.

3.5. 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.

3.6. 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.

4.0 Following Responsible Employment Practices and Providing Safe Working Conditions

4.1. Respect, Diversity, Discrimination and Harassment

CIBC is committed to fostering a fair and inclusive work environment that is free of discrimination and harassment and where diverse ideas and perspectives are respected and protected. Likewise, CIBC expects Suppliers to treat their clients, employees, agents, contingent workers, subcontractors and others in a manner consistent with these values. Specifically, CIBC expects and requires that 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 any other personal characteristic protected by applicable laws.

In choosing and evaluating its Suppliers, CIBC will take into account their commitment to, and history of, fostering fair and inclusive work environments. Suppliers may be asked to provide CIBC with information concerning their diversity and inclusion policies, programs and initiatives, and workforce representation. Suppliers who do not meet CIBC's diversity expectations, or that fail to comply with applicable laws regarding diversity, human rights, anti-harassment or non-discrimination, may become ineligible to do business with CIBC.

4.2. Employment Practices

Suppliers must adopt employment practices that comply with applicable laws in all jurisdictions in which they operate, including practices that:

- Comply with applicable employment laws, including without limitation, laws regarding minimum wage, working hours, overtime, hours free from work, health and safety and human rights;

- Prohibit forced labour, which is understood to include work or service exacted under the threat of penalty (including imprisonment), or for which the individual performing the work or service has not offered himself or herself voluntarily; and
- Comply with applicable laws governing the minimum age of employment.

4.3. Working Conditions

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

5.0 Caring for the Community and Environment

5.1. Community Engagement

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.

5.2. Caring for the Environment

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

Suppliers must comply with the [CIBC Environmentally Responsible Procurement Standard](#), where applicable.

6.0 Compliance with the Supplier Code of Conduct

6.1. 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 CIBC with written confirmation that the Supplier meets the requirements of the Supplier Code. A Supplier must co-operate with CIBC if CIBC decides to audit performance by the Supplier of its obligations under the Supplier Code. This audit could include, for example, employee interviews, facility inspections and a review of records. 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.

6.2. Management Commitment

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

6.3. Training

Suppliers must 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.

7.0 Reporting Violations and Non-retaliation

Suppliers must report any violations or possible violations of any applicable laws and/or the Supplier Code, including by third parties, CIBC employees and CIBC contingent workers, to CIBC. Suppliers must not permit any retribution or 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 [Ethics Hotline](#).

8.0 Ownership of the Code

The Vice President, Procurement, Corporate Services is the executive owner of the Supplier Code.