



1. Purpose

The Committee is responsible for assisting the Board of Directors in their global oversight of CIBC's human capital strategy, including talent and total rewards, and the alignment with CIBC's strategy, risk appetite and controls.

2. Responsibilities

(1) Chief Executive Officer (CEO) and Senior Management

(a) Performance — The Committee will:

- (i) review and recommend Board approval of the CEO's annual goals and measures, and performance;
- (ii) approve Executive Committee (EXCO) members' annual goals and measures, and performance; and
- (iii) review annual goals and measures for Other Key Officers (namely, the Chief Auditor, Chief Compliance Officer, Chief Anti-Money Laundering Officer, Chief Security Officer, General Counsel and Treasurer) and approve performance.

(b) Compensation — The Committee will:

- (i) review and recommend Board approval of annual compensation target and compensation for the CEO, EXCO members, and Other Key Officers; and
- (ii) approve annual compensation for any employee whose total direct compensation exceeds the materiality threshold determined by the Committee.

(c) Succession — The Committee will:

- (i) review and recommend Board approval of the CEO succession planning process and emergency preparedness plan and the annual CEO and EXCO member succession plans; and
- (ii) review the annual succession plans for Other Key Officers.

(d) Severance — The Committee will:

- (i) approve CIBC's executive severance guidelines and any individual severance arrangement that deviates materially from the guidelines; and
- (ii) review and recommend Board approval of severance arrangements for the CEO, EXCO members and Other Key Officers.

(e) Employment Arrangements — The Committee will review and recommend Board approval of any employment arrangements at the Executive Vice-President level and above and for Other Key Officers.

(f) Share Ownership — The Committee will establish and annually review adherence to share ownership guidelines for executives and Managing Directors.

(g) Independence — Only independent members of the Board participate in Board approval relating to the CEO's performance, compensation, succession or employment arrangements.

(2) Human Capital Strategy, Culture and Organizational Changes

- (a) **Human Capital Strategy and Culture** – The Committee will review CIBC's human capital strategy and organizational culture and assess the alignment with CIBC's strategy.

- (b) **Organizational Changes** – The Committee will review the executive organizational structure annually and recommend Board approval of any significant changes.

(3) Compensation Risk, Incentive Funding, Philosophy, Policies and Plans

- (a) **Alignment of Compensation with Business Performance and Risk** — The Committee will review annual compensation recommendations and assess the appropriateness of compensation based on business performance and risks undertaken.
- (b) **Incentive Compensation Pool Funding** — The Committee, with input as required from the Risk Management Committee, will review and recommend Board approval of aggregate annual incentive compensation and allocations to the strategic business units and the functional groups. The Committee will approve aggregate annual pools for grants of deferred incentive awards to attract and retain employees during the year.
- (c) **Compensation Philosophy, Principles, Practices, Policies and Plans** — The Committee will:
- (i) approve CIBC's compensation philosophy, annually;
 - (ii) approve any material changes to compensation principles or practices;
 - (iii) review material compensation policies and approve any material changes to such policies or any new material compensation policies;
 - (iv) review and recommend Board approval of new material compensation plans and changes to existing material compensation plans; and
 - (v) review a report on non-material plans.

(4) Pension

The Committee is responsible for:

- (a) approving material amendments to CIBC's pension plans and the adoption of any new pension plans;
- (b) establishing, amending and monitoring CIBC's pension governance; and
- (c) approving how beneficiary interests are addressed where a conflict arises between the corporate interests of CIBC and beneficiary interests.

- (5) **Benefit Plans** — The Committee will review and approve any new non-pension benefit plans or material amendments to such plans that apply exclusively to executives.

(6) Governance and Controls

- (a) **Assessment of Risk and Internal Controls** — The Committee will review:
- (i) an annual assessment of significant human resource risks and the effectiveness of related internal controls; and
 - (ii) an independent annual report of all material compensation plans.
- (b) **Assessment of Regulatory Compliance** — The Committee will review management's assessment of compliance with laws and regulations as they pertain to responsibilities under this mandate, report any material findings to the Board and recommend changes it considers appropriate.
- (c) **Disclosure** — The Committee will review and recommend Board approval of the annual report on executive compensation in CIBC's management proxy circular and approve any other public disclosures required to be approved by it under applicable law.

3. Membership

- (1) **Number** — The Committee will consist of at least three Board members.
- (2) **Appointment or Removal of Members** — The Board will appoint Committee members annually until the member's resignation, disqualification or removal from the Committee or the Board. The Board may fill a vacancy in Committee membership.
- (3) **Chair** — The Board will appoint a Committee Chair from among the Committee members to preside over meetings; coordinate fulfillment of the Committee's mandate; and oversee development of meeting agendas and workplans. The Chair may vote on any matter requiring a vote but does not have a second vote in the case of a tie. If the Chair is not available for a Committee meeting, Committee members may appoint a Chair from among the members who are present.
- (4) **Qualifications** — Each Committee member will meet the independence standards approved by the Board. No Committee member may be an officer or employee of the Bank or of an affiliate of the Bank. Committee membership will reflect a balance of experience and expertise required to fulfill the Committee's mandate.

4. Meetings

- (1) **Meetings** — The Committee will hold meetings as required to fulfill its mandate. Meetings may be called by the Committee Chair or a Committee member, the Chair of the Board or the CEO. CIBC management members and others may attend meetings as the Committee Chair considers appropriate.
- (2) **Notice of Meeting** — Notice of a meeting may be given in writing or by telephone or electronic means, at least 24 hours before the time fixed for the meeting, at the member's contact information recorded with the Corporate Secretary. A member may waive notice of a meeting in any manner and attendance at a meeting is waiver of notice of the meeting, except where a member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (3) **Written Resolution** — A resolution in writing signed by all members entitled to vote on that resolution at a Committee meeting will be as valid as if it had been passed at a Committee meeting.
- (4) **Secretary and Minutes** — The Corporate Secretary or any other person the Committee requests, will act as secretary at Committee meetings. The Corporate Secretary will record meeting minutes for Committee approval.
- (5) **Quorum** — A quorum for meetings is a majority of Committee members. If a quorum cannot be obtained, Board members who qualify as Committee members may, at the request of the Committee Chair, serve as Committee members for that meeting.
- (6) **Access to Management and Outside Advisors** — The Committee will have unrestricted access to management and employees of CIBC and authority to retain and terminate external counsel and other advisors to assist it in fulfilling its responsibilities. CIBC will provide funding, as determined by the Committee, for the service of an advisor. The Committee will be responsible for the appointment, compensation and oversight of an advisor. The Committee will evaluate the independence of the advisor in accordance with regulatory requirements.
- (7) **Meetings Without Management** — The Committee will hold portions of regularly scheduled meetings without CIBC management members present.
- (8) **Access to Other Committees** — The Committee Chair or a member may request input of another Board committee on any responsibility in the Committee's mandate. The Committee

may also invite other directors to attend Committee meetings to leverage their skills, such as risk or financial expertise, to support the Committee in carrying out its mandate.

- (9) **Delegation** — The Committee may designate a sub-committee to review any matter within the Committee's mandate.

5. Reporting to the Board

The Committee Chair will report to the Board on recommendations and material matters arising at Committee meetings.

6. Committee Member Development and Performance Review

The Committee Chair will co-ordinate orientation and continuing director development programs relating to the Committee's mandate. At least annually, the Committee will evaluate and review its performance and the adequacy of the Committee's mandate.

7. Currency of the Committee Mandate

This mandate was last revised and approved by the Board on May 28, 2020.