



1. Purpose

The key responsibility of the President and Chief Executive Officer (CEO) is to lead the management of CIBC's business and affairs. In carrying out this responsibility, the CEO has the duties set out in this mandate and duties required by law.

2. Responsibilities

- (1) **Vision and Values** — The CEO will establish CIBC's vision and values, setting the "tone at the top" and demonstrating the values of CIBC in all activities. The CEO will oversee adherence to the principles and standards of behaviour in CIBC's Code of Conduct and foster a culture of integrity throughout CIBC.
- (2) **Strategic Planning** — The CEO will develop for Board approval a strategic plan and a sound capital and financial plan to support CIBC's objectives. The CEO will manage the delegation of authority to and accountability of the leadership team for executing CIBC's strategy and achieving its objectives.
- (3) **Operational Direction** — The CEO will set the operational direction of CIBC with engaged leadership, directly and through the leadership team. The CEO will ensure that CIBC fully complies with legal and regulatory requirements in all its operations.
- (4) **Risk, Governance and Internal Control**— The CEO will be responsible for CIBC's overall risk profile, the development of CIBC's risk appetite, and the implementation of systems to identify and manage CIBC's principal risks. The CEO is also responsible for the development and management of an effective governance framework and system of internal control.
- (5) **Financial Information** — The CEO will ensure CIBC maintains effective internal control over financial reporting and complies with legal, regulatory accounting and financial reporting requirements.
- (6) **Human Resource Management** — The CEO is responsible for CIBC's human capital strategy, including talent management and leadership development, ensuring that succession plans are in place for effective future leadership.
- (7) **Communication** — The CEO is the official spokesperson for CIBC, responsible for leading, developing and enhancing effective communication with CIBC's shareholders, clients, employees and regulators and for leading, developing and maintaining productive and effective corporate relations.
- (8) **Interaction with Chair of the Board** — On an ongoing basis, the CEO will work closely with the Chair of the Board to facilitate effective Board oversight by fostering relevant and engaged Board discussions with complete and timely information.

3. Currency of the Mandate

This mandate was last revised and approved by the Board on August 23, 2018.