



CIBC Supplier Code of Conduct

Our purpose is to help make ambitions real by building a relationship-oriented bank for the modern world. We strive to work with Suppliers¹ who share our values, comply with applicable laws, and meet the highest standards of ethical and professional behaviour. This Supplier Code of Conduct ("Supplier Code") sets out the principles, standards, and behaviours we expect our Suppliers to adhere to.



Environmental, Social and Governance (ESG) impacts

CIBC expects suppliers to take reasonable care to ensure that their business activities are conducted in an environmentally prudent and socially conscious manner to manage adverse impacts on the natural environment, as well as the livelihoods, health and rights of individuals and communities. We encourage suppliers to identify, adopt and integrate environmental and social best practices into their facilities, policies, programs, and initiatives and to publicly disclose their ongoing progress.

Suppliers are also expected to support CIBC's efforts to accelerate climate action in the transition to a lower carbon economy and create access to opportunities to strengthen the communities we serve.

Act ethically and comply with applicable laws

Suppliers must 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"). Additionally, Suppliers must not engage in conduct that puts CIBC at risk of violating any applicable laws.

Conflicts of interest

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

Anti-bribery and anti-corruption

We do not participate in bribery, kickbacks, corrupt business practices or other financial crimes. 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, whether with CIBC or otherwise.

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, of reasonable value, and comply with CIBC's relevant policies (for example employees and contingent workers must adhere to prescribed gift limits). Gifts and entertainment should be given in connection with the recipient's CIBC work, services, or intended to foster a

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.

business or professional relationship and should not be given with the intent of influencing the recipient's business decision-making. 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.



Taxation

Suppliers must comply fully with all tax obligations in the jurisdictions in which 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 procedures in place to ensure that those who act for them or on their behalf also comply with such obligations.

Managing insider information

Suppliers are expected to have appropriate processes in place to comply with applicable laws regarding the management of inside information. Suppliers in possession of insider information must not trade in securities of CIBC or another company to which the information pertains, inappropriately communicate the information to others, or otherwise take advantage of the information unless permitted by applicable laws.

Supplier foreign personnel

Suppliers must ensure that all Supplier foreign personnel comply with applicable immigration laws.

Books and records

Suppliers are expected to maintain accurate and complete books and records to demonstrate compliance with applicable laws. Suppliers must not destroy books or records that may be relevant to legal or regulatory proceedings. Undisclosed or

unrecorded ("off the books") accounts must not be used for any purpose.

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.

Practice business responsibly

Confidentiality, privacy, and information security

We protect CIBC information and assets; including intellectual property, technology systems, facilities and the personal information of our clients, employees, contingent workers, and applicants; and we expect our Suppliers to do the same. Suppliers must maintain appropriate physical, technical, and procedural safeguards to protect the confidentiality, security, integrity, and privacy of CIBC information and assets in accordance with applicable laws, industry standards and the Suppliers' agreements with CIBC.

Suppliers must promptly notify CIBC of any suspected or actual unauthorized disclosure, confidentiality breach, privacy breach, security breach, alteration or loss of CIBC information and co-operate in the resolution of any such occurrence, in accordance with their agreements with CIBC.

Anti-spam

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

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 as applicable.

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.



Human rights and employment practices

We are committed to fostering a fair and inclusive work environment, free of discrimination, harassment, including sexual harassment, or violence, where diverse ideas and perspectives are respected and protected. Likewise, we expect our Suppliers to treat their clients, employees, agents, contingent workers, subcontractors, and others in a manner consistent with these values. Suppliers who cannot demonstrate this commitment or fail to comply with applicable laws, may become ineligible to do business with CIBC.

Workplace inclusivity

We expect our Suppliers to respect the dignity and diversity of all people regardless of their race, gender, age, sexual orientation, colour, ethnicity, religion, marital or family status, religious beliefs, disabilities, 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, surveillance and privacy, 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.

Working conditions

Suppliers are expected 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.

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. Suppliers may be required to take corrective action to remediate any non-compliance identified in the audit.

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.

An employee, agent, affiliate, or sub-contractor of a Supplier may be considered a CIBC contingent worker and as such, is also subject to the CIBC Code of Conduct.

Supplier Management commitment

Suppliers are expected 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 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, Suppliers or other third parties may contact the confidential CIBC [Whistleblower Hotline](#).