



Whistleblower Policy

Note

Please speak up if you have concerns about irregular business activities or wrongdoing that could put CIBC's integrity or reputation at risk. For information on what to report and how to contact us, please see below or visit CIBC's Whistleblower Program webpage ([internal](#) / [external](#)).

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1.0 Summary

CIBC's Code of Conduct ("Code") requires all CIBC team members (collectively all CIBC employees, directors and contingent workers²) to speak up if something does not seem right, if they have a concern about their role, activities they believe are inconsistent with the Code, or something that might be damaging to CIBC or our stakeholders. In addition, third parties such as CIBC suppliers, clients or parties who sell or offer a CIBC product or service may want to report questionable or unethical conduct they observe in relation to CIBC.

Whistleblowing refers to notifying CIBC of any irregular business activities or wrongdoing that could put CIBC's integrity or reputation at risk or that is otherwise reportable under applicable whistleblower legislation.

This Whistleblower Policy ("Policy") supplements the Code and provides a framework to facilitate individuals in reporting their concerns to CIBC, anonymously if required, and without fear of retaliation. This Policy also provides information about how such reports are handled by CIBC and other activities associated with administering this Policy (collectively, the "Whistleblower Program").

2.0 Intent

The intent of this Policy is to:

- Encourage escalation of concerns regarding questionable or unethical conduct
- Support adherence to the Code and deter wrongdoing
- Ensure compliance with legal and regulatory requirements³ regarding whistleblowing
- Ensure the integrity of CIBC's accounting, internal accounting controls, auditing and financial reporting and
- Protect CIBC's reputation

3.0 Audience and scope

This Policy applies to Canadian Imperial Bank of Commerce and, subject to review and approval where required by applicable law, its wholly-owned subsidiaries⁴ (collectively "CIBC") and must be followed by all CIBC team members.

Region-specific information and accountabilities are set out in the Appendices. In addition, certain regions and/or lines of business ("LOBs") may have whistleblower policies or procedures in place that include requirements that are in addition to the requirements set out in this Policy. Team members are responsible for ensuring that they are aware of any of these additional requirements applicable to them.

An employee who contravenes any provision of this policy may be subject to disciplinary action up to and including termination of employment for cause without notice, or pay in lieu of notice, as well as possible civil, criminal or regulatory action. Such conduct may also affect their individual performance assessments and compensation.

A contingent worker who contravenes any provision of this policy may be subject to action by CIBC up to and including termination of their assignment without notice, as well as possible civil, criminal or regulatory action.

² Temporary agency workers, contractors and service provider workers providing support to CIBC.

³ "Regulatory requirement" is defined in the Regulatory Compliance Management Policy.

⁴ Before adopting the CIBC global policy, subsidiaries must: (a) amend the policy to comply with applicable foreign laws or local regulations; (b) discuss and communicate to the global Policy Owner any differences required to the subsidiary policy; and (c) approve the amended policy at a meeting of its board directors or by senior management, as applicable.

4.0 Policy requirements

4.1. Requirement to report concerns to CIBC

4.1.1. What types of concerns to report

CIBC team members must report concerns regarding irregular business activities or wrongdoing that could pose reputational risk to CIBC or are reportable under applicable whistleblower legislation. Generally, this refers to concerns that involve:

- Accounting, internal accounting controls, financial reporting, or auditing matters
- Dishonesty by CIBC team members or other third parties with the intent to deceive or steal from CIBC, its team members, clients or shareholders (for example, theft of assets, misstatement of financial reports, bribery, kickbacks, and theft of information)
- Activity that may be an indication of fraud (for example, abnormal patterns of employee behaviour, intentionally disregarding controls and suspicious lending patterns)
- Unauthorized disclosure of confidential information about CIBC, its clients or suppliers and
- Actual or potential retaliation as a result of reporting a concern, or for assisting in an investigation

Note

For other types of concerns, individuals should first consult the Code (and other relevant CIBC policies) to identify the most appropriate reporting method. For example, CIBC Employee Relations can be engaged to assist with workplace or peer-to-peer complaints, Client Care can be contacted to resolve customer service issues etc.

4.1.2. Options for reporting a concern

CIBC's Whistleblower Program can be accessed through a variety of secure, professional and simple mechanisms (outlined below) to ensure team members and third parties can speak up about concerns they may have. The most up-to-date contact information can be found on CIBC's Whistleblower Program webpage ([internal](#) / [external](#)).

4.1.3. Whistleblower Program web portal and phone hotline

CIBC's Whistleblower Program web portal and phone hotline are operated by an independent service provider, outside of CIBC, and can be accessed 24 hours a day, 7 days a week and in multiple languages (upon request).

Users can choose to provide contact information for CIBC to contact them directly or they can choose to remain anonymous. Anonymous users are provided with a unique key to access their report and updates or questions from CIBC at a later time.

No identifying information (including a user's name or telephone number, IP address etc.) is available to the service provider unless explicitly provided by the user. For hotline phone calls, CIBC receives a written transcript only. While calls may be monitored by the service provider for quality control or training purposes, they are not recorded.

4.1.4. Email / Mail

The Whistleblower Program and certain groups within CIBC (for example, Corporate Security) can be contacted directly at any time to report concerns. Executives, such as CIBC's Chief Executive Officer and members of CIBC's Executive Committee ("ExCo") and Board can be advised of concerns by writing to the CIBC Corporate Secretary.

Note

In accordance with section 4.5 below, all information received by the Whistleblower Program will be treated confidentially to the extent possible and in a manner consistent with CIBC's responsibility to address the issue raised and in accordance with applicable whistleblower legislation.

4.2. Requirement to protect individuals from retaliation

As set out in the Code, no one may suspend, discharge, discriminate against, harass, or threaten, in any manner, or otherwise retaliate against a team member or other person in any way for:

- Reporting in good faith actual or possible misconduct; or
- Providing information for, or participating in, an investigation

Nothing in the Code, any policy, or any agreement entered into with CIBC, prevents a team member from engaging in activities permitted by whistleblower legislation. CIBC takes steps to detect and protect against retaliation, including:

- Assessment of concerns reported for implicit or explicit indications of retaliation
- Escalation to appropriate groups (for example, CIBC Legal) where a risk of retaliation is identified
- Providing multiple independent methods for alerting CIBC to instances of actual retaliation
- Ongoing and follow-up communications sent (if a means to contact are provided to CIBC) to ensure retaliation has not occurred
- Periodic review of outcomes for team members who identified themselves in the course of reporting their concerns and
- Providing support services for team members (for example, Employee Assistance Program)

Note

If you believe that you are being retaliated against you should let CIBC know immediately. Please refer to CIBC's Whistleblower Program webpage ([internal](#) / [external](#)) for contact information.

4.3. Requirement to independently review concerns

All information received in accordance with this Policy is independently reviewed by CIBC's ESG and Corporate Governance group ("ESG and Corporate Governance") and assigned to an appropriate party for investigation in accordance with established Whistleblower Program procedures. The Whistleblower Program procedures also detail instances where ESG and Corporate Governance may notify or engage other relevant parties for notification or guidance purposes (for example, reporting of allegations of actual or potential regulatory non-compliance to Enterprise-wide Compliance etc.).

CIBC will appropriately investigate and address all reports made in good faith in a timely manner, however:

- The length of time to complete an investigation will vary based on the complexity of the concern reported and investigation required and
- CIBC may be unable to effectively investigate or address concerns where the information provided to or available to CIBC is insufficient or vague

CIBC will attempt to contact whistleblowers who have provided contact information to provide updates (for example, to acknowledge receipt of a concern, request clarification or additional information (if necessary) and advise when an investigation has been completed). For privacy reasons, CIBC is unable to provide specific details of an investigation, including the outcome.

Once an investigation has concluded, the findings and recommendations for closure are independently reviewed (and approved where appropriate) by ESG and Corporate Governance. This information is documented and reported to those responsible for oversight in accordance with section 6.0.

Note

In accordance with this Policy, CIBC will appropriately investigate all concerns reported in good faith, regardless of whether the information provided qualifies for legal whistleblower protection or not.

4.4. Significant Concerns

If ESG and Corporate Governance determines that a concern reported in accordance with this Policy contains allegations that pose potentially significant risk, including regulatory or reputational risk, to CIBC ("Significant Concerns"), ESG and Corporate Governance will notify the Senior Vice-President, ESG and Corporate Governance immediately⁵, who may notify representatives of senior management and any other representatives and/or the Audit Committee as deemed appropriate. The Senior Vice President, ESG and Corporate Governance may also engage an independent third-party as appropriate to advise on the investigation and resolution of any Significant Concern.

4.5. Requirement to protect anonymity and confidentiality

CIBC takes steps to protect the anonymity of individuals and the confidentiality of the concerns they report to CIBC, including:

- Strictly limiting access to all information received through whistleblower reporting mechanisms to those directly involved in managing and investigating the concerns raised
- Ensuring information received is handled and investigated by qualified team members
- Securely storing all paper and electronic documents and other materials relating to whistleblower reports
- Limiting the dissemination of personal and identifying information as much as possible (for example, redaction) and
- Ensuring all team members, including those involved in handling and investigating information received through whistleblower channels are bound by CIBC's Code and policies on confidentiality

Note

In certain cases, CIBC may disclose information including the identity of an individual reporting a concern (or information that could reasonably be expected to reveal their identity) to a regulator or law enforcement agency, if such a disclosure is necessary for purposes related to an investigation. In addition, the regulator or law enforcement agency may in turn disclose information disclosed by CIBC to each other.

⁵ If a Significant Concern contains an allegation involving the Senior Vice President, ESG and Corporate Governance, ESG and Corporate Governance will directly notify a representative of senior management in Corporate Security or Human Resources.

4.6. Requirement to treat individuals fairly

In accordance with legal and regulatory obligations, CIBC also takes steps to ensure that all individuals mentioned in, or the subject of, concerns or information reported in accordance with this Policy are treated fairly, including:

- Objective, fair and independent investigation process (for example, conflicts are outsourced internally or externally where identified)
- Independent review of investigation outcomes by ESG and Corporate Governance
- The objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported
- Determining facts and gathering evidence without notifying an implicated team member or their people leader as far as possible
- Advising an implicated team member as and when required by principles of natural justice and procedural fairness and prior to any actions being taken and
- Providing support services for all team members (for example, Employee Assistance Program)

4.7. Management reporting requirements

4.7.1. Audit Committee

ESG and Corporate Governance will report the results of CIBC's whistleblowing program to the Audit Committee comprising:

- Accounting, internal accounting controls or auditing matters reported in accordance with this Policy
- The status and outcome of all concerns raised through the Whistleblower Program, managed by ESG and Corporate Governance under this Policy, and any concerns raised in accordance with regional whistleblower policies
- The outcome of any root-cause analysis conducted on themes or trends identified among substantiated concerns
- Concerns that were raised in accordance with this Policy regarding Executives (Vice President (or equivalent) or above) that result in some form of disciplinary outcome beyond coaching and
- Management reports on the procedures established for the receipt, retention and treatment of complaints received by CIBC from team members or third parties, confidentially and anonymously, regarding accounting, internal accounting controls, or auditing matters

4.7.2. Corporate Governance Committee

On a quarterly basis, ESG and Corporate Governance will provide Whistleblower Program data pertaining to consumer protection to Canadian Retail Banking Compliance for onward reporting to the Corporate Governance Committee.

4.7.3. External auditors

On a quarterly basis, ESG and Corporate Governance will report to CIBC's external auditors on all accounting, internal accounting controls or auditing matters reported in accordance with this Policy.

5.0 Monitoring and oversight

Whistleblowing regulatory requirements and this Policy are subject to the following monitoring and oversight mechanisms:

- Management reporting to the Audit Committee in accordance with section 4.7 above
- The procedures in place to support the receipt, retention and treatment of concerns received by CIBC in accordance with section 6.2 below and
- Testing for compliance with the requirements of this Policy, conducted as part of the testing programs administered by groups including Risk Management and Internal Audit

6.0 Accountabilities

Note

This section outlines the main activities associated with the Whistleblower Program by ESG and Corporate Governance and associated groups in Canada. For additional accountabilities specific to certain regions, please refer to the Appendices.

6.1. CIBC Team Members

All CIBC team members must comply with this Policy and promptly report concerns about irregular business activities or wrongdoing that could put CIBC's integrity or reputation at risk in accordance with section 3.0 above.

6.2. ESG and Corporate Governance

ESG and Corporate Governance ("ESG and Corporate Governance") is responsible for overseeing the operation CIBC's Whistleblower Program on an enterprise-wide basis, which in turn assists the Audit Committee in discharging certain responsibilities in the Audit Committee mandate.

Specifically, ESG and Corporate Governance is responsible for:

- Establishing Whistleblower Program procedures for the receipt, retention and treatment of concerns reported in accordance with this Policy
- Immediately escalating any Significant Concerns in accordance with Section 4.4
- Assigning and tracking investigations of concerns reported in accordance with this Policy and Whistleblower Program procedures as required
- Approving closure of all such investigations (other than those assigned to Human Resources for investigation)
- Reporting to the Audit Committee and CIBC's external auditors in accordance with section 5.0 above
- Providing US Region with a reconciliation of US-related matters for reporting on a monthly basis and upon request
- Retaining initial report of concerns received in accordance with this Policy, together with the outcome of investigations of such concerns, in accordance with CIBC's applicable internal policies
- Overseeing the activities of the Whistleblower Program phone hotline and web portal third-party supplier
- Ensuring delivery of up-to-date training and training materials in accordance with regulatory requirements
- Maintaining and updating this Policy in accordance with section 7.0 below
- Providing advice and guidance regarding this Policy and

- Monitoring and communicating whistleblowing regulatory requirement changes to relevant LOBs on a timely basis

6.3. Audit Committee

The Audit Committee shall:

- Review the results of CIBC's whistleblowing program
- Ensure procedures are established for the receipt, retention and treatment of complaints received by CIBC from team members or third parties, confidentially and anonymously, regarding accounting, internal accounting controls, or auditing matters and
- Review management reports on the procedures and investigations

6.4. Canadian Retail Banking Compliance

Canadian Retail Banking Compliance shall:

- Review and assess concerns referred by ESG and Corporate Governance for compliance with Canadian regulatory requirements
- Complete regulatory correspondence and filings where necessary (for example, reporting of material breaches of consumer provisions identified as a result of investigating a whistleblower report to the FCAC) and
- Provide quarterly reporting to the Corporate Governance Committee as set out in section 4.7.2

6.5. Corporate Security

Corporate Security shall:

- Investigate concerns assigned to Corporate Security under this Policy and report outcomes to ESG and Corporate Governance on a quarterly basis
- Inform ESG and Corporate Governance and Finance of any concerns regarding accounting, internal accounting controls or auditing matters reported to Corporate Security and
- Inform ESG and Corporate Governance of any other concerns reported to Corporate Security that involve an allegation of retaliation or an express or implied fear of retaliation as a result of reporting a concern, or for assisting in an investigation

6.6. Finance

Finance is responsible for supporting Corporate Security in their investigations of concerns regarding accounting, internal accounting controls or auditing matters, as requested by Corporate Security

6.7. Human Resources

Human Resources shall:

- Immediately inform Corporate Security of any concerns reported to Human Resources regarding accounting, internal accounting controls or auditing matters
- Investigate concerns assigned to Human Resources under this Policy and report outcomes to ESG and Corporate Governance on a quarterly basis and

- Inform ESG and Corporate Governance (for reporting purposes) on a quarterly basis of any concerns reported to Human Resources under this Policy regarding Executives that resulted in some form of disciplinary outcome beyond coaching

6.8. Fraud Management

Fraud Management shall:

- Investigate concerns assigned to Fraud Management under this Policy and report outcomes to ESG and Corporate Governance on a quarterly basis

6.9. Other Groups

The following groups shall immediately advise Corporate Security when they receive reports of concerns regarding accounting, internal accounting controls or auditing matters:

- Client Care
- Client Complaint Appeals Office
- Employee Complaint Appeals Office
- Corporate Services
- Corporate Secretary

7.0 Maintenance and review

The Executive Vice-President and Chief Legal Officer is the ExCo sponsor of this Policy and has delegated - ownership and recommendation of approval to the Vice President - Client Complaints Management and Appeals ("CCMA"). The Vice President - CCMA is responsible for the development, implementation, maintenance, review and recommending approval of this Policy.

This Policy will be reviewed every two years, and will be revised if necessary. The review and any substantive revisions will be submitted to the Audit Committee for approval. Non-material, interim changes may be approved by the Vice President, CCMA.

This Policy was approved by the Audit Committee on October 19, 2022. Updated for organizational changes in July 2023. The next full review will be in October 2024.

8.0 Related materials

- [CIBC Code of Conduct](#)
- Whistleblower Program webpages ([internal](#) / [external](#))
- [Supplier Code of Conduct](#)

Appendix A – Australia

Purpose

This Appendix A provides supplementary information for individuals located in Australia. It is intended to satisfy the requirements for whistleblower policies set out in the Australian Corporations Act 2001, as amended. In the event of a conflict between Appendix A and this Policy in Australia, Appendix A prevails.

Qualifying for Legal Protection as a Whistleblower in Australia

To qualify for legal protection as a whistleblower under Australian law, you must meet 3 criteria:

1. **You must be a whistleblower in relation to CIBC.** This means you are a current or former CIBC:
 - Officer or employee
 - Supplier or supplier employee (whether paid or unpaid)
 - Associate or
 - A relative, dependent or spouse of an individual listed above
2. **Your concern must be about certain types of misconduct.** For clarity, this may include:
 - Illegal conduct (for example, fraud, theft, violence or breaches of Australian securities or banking laws or regulations) or
 - Conduct that is not unlawful but indicates a systemic issue or an improper state of affairs (for example, business behaviour and practices that may cause consumer harm, a danger to the public or the financial system)

Reporting such misconduct qualifies for protection under Australian law even if your allegations turn out to be incorrect.

Conversely, Australian law provides no whistleblower protection for reporting other types of concerns, such as:

- Purely personal work-related grievances (for example, interpersonal conflicts at work) or
- Violations of the CIBC Code or policies that are not illegal, systemic in nature or have harmful impacts outside of CIBC

Note

In accordance with this Policy, CIBC will appropriately investigate all concerns reported in good faith, regardless of whether the information provided qualifies for legal protection in Australia or not.

3. **You must report your concern directly to certain individuals.** Individuals authorized to receive a CIBC whistleblower report (anonymously or otherwise) may be:
 - Designated by CIBC (see applicable methods in section 4.1.2, the [internal](#) / [external](#) Whistleblower Program webpages, and the Australia-specific contact information below) or

- External to CIBC (for example, legal practitioners⁶ and regulatory bodies (such as ASIC, APRA or the ATO) or, in certain circumstances⁷, parliamentarians and journalists)

Contact Information for reporting a concern in Australia

- **Human Resources** – in your regional office (Asia, Pacific and Caribbean) (if you need assistance with employment or other workplace issues)
- **Corporate Security** – Corporate Security, Mailbox (if your concern is about criminal activity such as fraud, theft, kickbacks, bribery, corruption and manipulation of data)
- **Whistleblower Program** (for reporting concerns such as accounting, internal accounting controls or auditing matters, or concerns that are reportable under applicable whistleblower legislation):
 - Web portal: www.clearviewconnects.com, click "Submit a Report" and search for CIBC
 - Phone hotline: 1300-849-145

General questions about this Policy or the Whistleblower Program can be directed to Whistleblower, Mailbox

- In addition, whistleblowers in Australia may report concerns to internal or external auditor (including a member of an audit team conducting an audit) or an actuary of CIBC

Note

Contact information may change from time to time. Please visit CIBC's Whistleblower Program webpage ([internal / external](#)) to confirm the most up-to-date contact information.

Individuals requiring additional information prior to raising their concern may contact Whistleblower, Mailbox for assistance.

Legal protections available to whistleblowers in Australia

Whistleblowers in Australia are legally protected in various ways. For example, it is illegal in Australia (except in limited circumstances) for a person to identify a whistleblower, or disclose information that is likely to lead to their identification. It is also illegal to retaliate against a whistleblower in Australia. See sections 4.2 and 4.3, above, for further information regarding the practical steps CIBC takes to ensure whistleblowers remain protected.

Under Australian law, a person can also seek compensation and other remedies through the courts if they suffer loss, damage or injury for whistleblowing caused by a failure to take reasonable steps to prevent retaliation. Australian law also protects whistleblowers from civil, criminal and administrative liability in relation to their whistleblowing. However, this does not grant immunity for any misconduct engaged in by the whistleblower that is revealed by their whistleblowing.

⁶ Reporting a concern to a legal practitioner for the purposes of obtaining legal advice or legal representation regarding the operation of the whistleblower provisions in the Corporations Act are protected even if the legal practitioner concludes that the concern is not about a type of misconduct that qualifies for legal protection.

⁷ Legal protection applies whether concerns are reported internally (using CIBC's designated whistleblower channels) or externally, however there are important criteria for making public interest and emergency disclosures set out in the Corporations Act.

Links to related materials & policies

The [Whistleblower Policy](#) is available to CIBC team members via CIBC Today and is available to third parties upon request by emailing [Whistleblower, Mailbox](#). CIBC's Whistleblower Policy may also be referenced by CIBC team members from the [CIBC Code of Conduct](#) and within mandatory annual training modules.

The Whistleblower Program webpages are available both [internally](#) and [externally](#).

Appendix B – Canada

Purpose

This Appendix B provides supplementary information for individuals located in Canada. It is intended to satisfy the requirements applicable to those whistleblower complaints CIBC receives that are subject to the Financial Consumer Agency of Canada (FCAC) Guideline on Whistleblowing Procedures for Banks and Authorized Foreign Banks. In the event of a conflict between Appendix B and this Policy in Canada, Appendix B prevails.

Contact information for reporting a concern in Canada

- **Human Resources** – Employee Relations (ER), Mailbox (if you need assistance with employment or other workplace issues)
- **Corporate Security** – Corporate Security, Mailbox (if your concern is about criminal activity such as fraud, theft, kickbacks, bribery, corruption and manipulation of data)
- **Whistleblower Program** (for reporting concerns such as accounting, internal accounting controls or auditing matters, or concerns that are reportable under applicable whistleblower legislation):
 - Web portal: www.clearviewconnects.com, click "Submit a Report" and search for CIBC
 - Phone hotline: 1-866-881-9430

General questions about this Policy or the Whistleblower Program can be directed to Whistleblower, Mailbox

- In addition to reporting internally to CIBC, individuals in Canada may also report their concerns directly to any government agency or body that regulates or supervises financial institutions, or a law enforcement agency. For example:
 - Commissioner of the Financial Consumer Agency of Canada (online or by mail to Financial Consumer Agency of Canada, Enforcement Division, 427 Laurier Avenue West, 6th Floor, Ottawa ON K1R 1B9)
 - Office of the Superintendent of Financial Institutions (OSFI) (in writing only, by email or mail to Office of the Superintendent of Financial Institutions, 255 Albert Street, 12th Floor, Ottawa ON K1A 0H2)

Note

Contact information may change from time to time. Please visit CIBC's Whistleblower Program webpage (internal / external) to confirm the most up-to-date contact information.

Disclosure of information received to a regulator or law enforcement agency

As noted in section 4.5, CIBC may disclose the identity of an employee, and/or information that could reasonably be expected to reveal their identity to a government agency or body (for example, in Canada, the FCAC or OSFI), or a law enforcement agency, if the disclosure is necessary for the purposes related to an investigation. The persons or entities notified may, in turn, disclose to each other the identity of an individual reporting a concern and/or information that could reasonably be expected to reveal their identity.

In such cases, and if a means to contact are provided to CIBC, CIBC shall inform the individual that made the whistleblower report when their identity or information that could reveal their identity has been disclosed by CIBC, and to whom (unless CIBC is precluded from doing so for legal or regulatory reasons).

Appendix C – Luxembourg

Purpose

This Appendix C provides supplementary information for individuals located in Luxembourg, including team members of CIBC Capital Markets (Europe) S.A. (CIBC Europe). It is intended to satisfy the provisions set forth by the Commission de Surveillance du Secteur Financier (CSSF) Circular 12/552, as amended and by the AML/CFT law dated 25 March 2020. In the event of a conflict between Appendix C and this Policy in Luxembourg, Appendix C prevails.

This Appendix C becomes effective upon formal approval by the CIBC Europe Board of Directors and will be reviewed on a bi-annual basis at least or when required by major changes in the Bank (internal governance framework) and operational processes of CIBC Europe and affiliated entities. Any amendments will be formally reviewed by CIBC Europe management and formally approved by the CIBC Europe Board of Directors.

Contact information for reporting a concern in Luxembourg

The [Whistleblower Program webpage](#) sets out different methods for reporting concerns, including:

- **Corporate Security** – [Corporate Security, Mailbox \(if your concern is about criminal activity such as fraud, theft, kickbacks, bribery, corruption and manipulation of data\)](#)
- **Whistleblower Program** ([for reporting concerns such as accounting, internal accounting controls or auditing matters, or concerns that are reportable under applicable whistleblower legislation](#)):
 - Web portal: www.clearviewconnects.com, click "Submit a Report" and search for CIBC
 - Phone hotline: 1-866-881-9430

General questions about this Policy or the Whistleblower Program can be directed to [Whistleblower, Mailbox](#)

Individuals in Luxembourg may also report their concerns directly to CIBC Europe's Chief Compliance Officer or any Director of the CIBC Europe Board of Directors. Additionally, concerns can be reported to the CSSF or to any local authority (for example, Financial Intelligence Unit, Ministry of Finance (FIU)) at any time (even without first initiating an internal report):

- [CSSF Whistleblowing procedure](#)
- [CSSF Whistleblowing Form](#)

Note

Contact information may be updated from time to time. Please visit CIBC's Whistleblower Program webpage ([internal / external](#)) to confirm the most up-to-date contact information and contact [Whistleblower, Mailbox](#) if further assistance is required.

Accountabilities

For clarity, in addition to the accountabilities set out in section 6.0, above:

- ESG and Corporate Governance and CIBC Europe shall notify each other of concerns reported to ensure appropriate tracking and investigation / handling
- CIBC Europe management shall be responsible for ensuring investigation outcomes are reported to the corresponding body (CIBC Europe management and Board of Directors or CSSF) to take corrective actions when applicable. Upon receipt of the whistleblowing concern, initial assessment will be made by

the CCO and will then contact the relevant CIBC case officer. The case officer will be informed of any escalations so far and any immediate decisions and/or actions taken

- Should the concern involve AML/CFT, the primary authority that needs to be informed in Luxembourg is the local FIU and in the case of sanctions, the Ministry of Finance
- The CIBC Europe Annual Compliance Report will need to include any whistleblowing report pertaining to Luxembourg

The whistleblower will be informed in writing that their concern will be considered and escalated as appropriate.

Appendix D – United Kingdom

For information about whistleblowing in the United Kingdom, refer to the Speak Up Policy (United Kingdom).

Appendix E – United States of America

Purpose

This Appendix E provides supplementary information for individuals located in United States of America ("USA" or "US"), including employees of CIBC Bancorp USA Inc. and its consolidating subsidiaries (including, without limitation, CIBC Bank USA, CIBC National Trust Company, CIBC Private Wealth Advisors, Inc. CIBC Delaware Trust Company, CIBC World Markets Corp. and CIBC Inc.) as well as the US branch(es) of Canadian Imperial Bank of Commerce, collectively referred to as the combined US operations ("CUSO"). It is intended to satisfy the provisions set forth by the US Standards Relating to Audit Committees (as added by Section 301 of the Sarbanes-Oxley Act of 2002), US Whistleblower Sections 1513 (e), 1514A, 1514A (a) (1), 1514A (a) (2), 1514A (a) (b), 12 U.S. Code 5567 - Employee Protection, 29 CFR Part 1985 - Obligations and Prohibited Acts, 12 U.S. Code § 1831j - Depository institution employee protection remedy, and US Dodd-Frank Non-retaliation Section 922. In the event of a conflict between Appendix E and this Policy, Appendix E prevails.

This Appendix E becomes effective upon review by CUSO management and acknowledgement by the CIBC Bancorp USA Inc. Board of Directors ("US Board"). This Appendix will be reviewed on a biennial basis at least or when required by major changes in the Bank (internal governance framework) and operational processes of CUSO.

Contact information for reporting a concern in the US

As noted in Section 4.0, CIBC offers a variety mechanisms for reporting irregular business activities or wrongdoing on its Whistleblower Program webpage ([internal](#) / [external](#)). For convenience, the contact information most relevant for individuals located in the US wishing to report concerns through whistleblower and other channels is listed below.

- **Human Resources (US)** – HR@cibc.com (if you need assistance with employment or other workplace issues)
- **Corporate Security** – Mailbox.USCorpSecurityIntake@cibc.com (if your concern is about criminal activity such as fraud, theft, kickbacks, bribery, corruption and manipulation of data)
- **Whistleblower Program** (for reporting concerns such as accounting, internal accounting controls or auditing matters, or concerns that are reportable under applicable whistleblower legislation):
 - Web portal: www.clearviewconnects.com, click "Submit a Report" and search for CIBC
 - Phone hotline: 1-866-881-9430

General questions about this Policy or the Whistleblower Program can be directed to [USWhistleblower, Mailbox](#)

- **Contact any member of the US Region Executive Committee, or any member of the U.S. Board** – by writing to the US Corporate Secretary at 120 South LaSalle Street, Suite 400, Chicago, Illinois 60603 USA

Note

While every effort is made to ensure accuracy, contact information may be updated from time to time. Please see CIBC's Whistleblower Program webpage ([internal](#) / [external](#)) for the most up-to-date contact information. Contact [Whistleblower, Mailbox](#) if further assistance is required.

The US Conduct and Culture Risk team is responsible for overseeing the operation of Whistleblower Program functions in the US Region. The Audit Committee of the CIBC Bancorp USA, Inc. Board of Directors ("US Audit

Committee") executes certain responsibilities under this Policy / Appendix E as discharged by the Audit Committee of the CIBC Board of Directors.

Significant Concerns

In the event that US Conduct and Culture Risk determines that a concern contains allegations of a Significant Concern, US Conduct and Culture Risk will immediately assess the Significant Concern with ESG and Corporate Governance (who will in turn follow Section 4.4) and notify the US Chief Compliance Officer ("US CCO") and the US Chief Risk Officer ("US CRO") of the Significant Concern shortly thereafter⁸.

The US CRO and US CCO may notify representatives of senior management and any other representatives and/or the US Audit Committee as deemed appropriate. The US CRO may also engage an independent third party as appropriate to advise on the investigation and resolution of any Significant Concern.

Accountabilities for US-related whistleblower concerns

Further to the accountabilities outlined in section 6.0, the following accountabilities apply with respect to handling US-related concerns (that is, concerns raised in accordance with this Policy that pertain to CUSO):

US Conduct and Culture Risk is responsible for:

- Establishing US Region Whistleblower Program procedures for the receipt, retention and treatment of US-related concerns
- Assigning to and/or collaborating with stakeholders to appropriate groups for investigation, US-related concerns received by US Conduct and Culture Risk in accordance with this Policy, as needed
- Notifying and/or escalating to appropriate groups as needed in accordance with the Whistleblower Program procedures
- Tracking investigations of US-related concerns and reporting status to ESG and Corporate Governance on a monthly basis
- Reviewing investigation findings / outcomes for US-related concerns with ESG and Corporate Governance prior to submission to ESG and Corporate Governance for closure (per section 6.2, ESG and Corporate Governance is responsible for retention following closure)
- Immediately informing Corporate Security of any other concerns that are reported to US Conduct and Culture Risk (that is, outside of the reporting mechanisms listed in section 4.1.2) regarding accounting, internal accounting controls or auditing matters
- Informing ESG and Corporate Governance of any other concerns reported anonymously to US Conduct and Culture Risk (that is, outside of the reporting mechanisms listed in section 4.1.2) that allege misconduct described in section 4.1.1;
Note: For the avoidance of doubt, concerns reported to US Conduct and Culture Risk (for example, Conduct and Culture Risk investigations) are considered not to qualify under this Policy unless they contain an element of a type of misconduct listed in section 4.1.1)
- Reporting to US Audit Committee on a quarterly basis the following:
 - Accounting, internal accounting controls or auditing matters reported to Corporate Security from any source or through the Whistleblower Program
 - The status and outcome of all US-related concerns raised under this Policy

⁸ If a Significant Concern contains an allegation involving the CRO - US Region, US Conduct and Culture Risk will directly notify President & CEO, CIBC Bank USA, SEVP and Group Head, US Region.

- The outcome of any root-cause analysis conducted on themes or trends identified among substantiated concerns and
- Whistleblower concerns regarding the US Operating Committee and Executive Committee members that result in some form of disciplinary outcome beyond coaching
- Reporting to the US Management Risk Committee

US Audit Committee shall:

- Provide oversight over, and review on a bi-annual basis, this Policy / Appendix E
- Ensure that procedures have been established for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls, or auditing matters
- The confidential, anonymous submission of concerns regarding questionable accounting or auditing matters
- Review and discuss management reports on the procedures and any covered complaints received

Corporate Security

Corporate Security is responsible for immediately informing US Conduct and Culture Risk of any concerns reported to Corporate Security regarding accounting, internal accounting controls or auditing matters.

Other US Region groups

The following US Region groups shall immediately inform US Conduct and Culture Risk when they receive reports of concerns regarding accounting, internal accounting controls or auditing matters and support US Region investigations as needed:

- US Finance
- US Client Support Center
- US Vendor Risk Management (includes Procurement)
- US Corporate Secretary
- US Human Resources