



**Charles Sirois**  
Chair of the Board  
Annual General Meeting  
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*Check against delivery*

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Thank you Gerry. I would now like to speak briefly about some of the key areas of focus for your Board during the last year.

The end of 2009 marks the completion of my 12<sup>th</sup> year as a CIBC Board member and my first year as Board chair. During this time, the global financial services industry – and CIBC – have each changed in significant ways.

The road, for both the industry and CIBC, has not always been smooth, but today CIBC stands as one of the strongest banks in North America, with a solid balance sheet, a clear strategy, and an attractive opportunity to grow in its core Canadian banking operations, and abroad.

The job of a corporate director has changed immensely in my twelve years on CIBC's Board, but

the primary duty remains the same as it was when I first joined – and the same as it has always been. That is: to supervise the management of CIBC's business and affairs.

Your Board had a full and active agenda in 2009. We focused our attention in several key areas:

- We continued our efforts to strengthen CIBC's governance systems and enhance risk management oversight throughout the bank.
- We worked to ensure the Board's composition and capabilities are current with CIBC's needs and the demands of a changing world.
- We devoted considerable time and attention to increase stakeholder engagement, worked closely with CIBC management to devise a strategy for CIBC's long-term success, and redesigned our senior executive compensation framework to bring it more in line with CIBC's strategic imperative of consistent and sustainable earnings.

I am proud of the work we have done and the progress we have made. Let me speak briefly to each of these areas in turn.

Defining a clear corporate strategy and executing against it is a key determinant of shareholder value. Although strategy is management's responsibility, your Board is an active and ongoing participant in the process. Our directors bring experience, insight

and perspective to CIBC's strategy planning work. You have already heard from Gerry regarding CIBC's strategy, but let me say that I believe we have achieved clarity, specificity and a high degree of confidence in CIBC's future plans and potential.

Central to our strategy is the risk appetite statement that the Board approved in 2008. This is a policy statement that says CIBC aims to be a financial institution that delivers high-quality earnings while maintaining a lower than average risk profile.

As part of CIBC's annual financial and strategic planning process, the Board approved refinements to the risk appetite statement to maintain the strong alignment between risk and business strategy. The changes recognize CIBC's plans to grow in selected businesses within the scope of our goal to be a lower-risk Canadian bank.

We continue to view our risk appetite statement as an important tool to support a risk culture across the organization that is aligned with our broader strategic objectives.

Board renewal is an ongoing priority for CIBC. A board is only as good as its members, the diversity of their respective skills sets and the degree to which they are encouraged and able to share their perspectives and express their views around the board table and with management. CIBC has long put a heavy emphasis on these factors to produce

what we believe is a high quality and well-functioning board.

During 2009, four long-serving directors – Ivan Duvar, former Chair Bill Etherington, John Lacey and Steve Snyder -- retired from the Board. Bill Duke has also decided to retire and is not standing for reelection. All five provided many years of outstanding service to CIBC, for which I want to thank and recognize them.

In their place, three outstanding new directors – Patrick Daniel, Luc Desjardins and Jane Peverett -- were added to the Board, and a fourth, Dominic D'Alessandro, stands for election here today. We are fortunate to have the services of these four highly accomplished people, and I thank them for committing themselves to CIBC.

As the Board renews, we are committed to ensuring that we have the right mix of skills and experience to effectively carry out our mandate.

Let me turn now to two areas that have long been central to the Board's focus and mandate, but which received special attention in fiscal 2009. These are: stakeholder engagement and executive compensation.

CIBC's Board has always made it a priority to maintain an ongoing dialogue with our investors and other key stakeholders. In 2009, we formalized an

engagement framework that will enable us to be even more proactive and focused in this regard.

During the past year I met personally with shareholders, shareholder advocacy organizations and other investment community stakeholders. This is not a new practice for CIBC's Board Chair but we gave it more structure this year than in the past. Working with CIBC's Investor Relations team, we have broadened the scope of our engagement plan and increased the timeliness of these discussions. Everyone involved found value in these meetings. In 2010, stakeholder engagement will remain an area of focus for me and your Board.

These discussions helped inform your Board's role as an active participant alongside management in the development of CIBC's governance framework, as well as our thinking on executive compensation.

In 2009, your Board of Directors undertook another initiative in support of our continued efforts to reduce risk and achieve CIBC's strategic imperative of consistent and sustainable earnings, which was to strengthen the connection between the way we compensate our senior executives and the kind of performance we – and our fellow shareholders – want CIBC to sustain over time.

We believe the approach we have taken responds to investor demands for:

- stronger linkages between executive pay and the creation of long-term value;
- incentives that reward performance without encouraging undue risk-taking; and
- greater simplicity and clarity.

Above all, we believe this approach is right for CIBC given our risk appetite and the priority we place on the consistency and sustainability of our earnings.

The changes are described more fully in our proxy circular, but in summary, we have worked to address both the structure and level of executive pay for our most senior officers. In addition, for our wholesale banking operations, we have increased the amount and length of the compensation deferral to better match the risk horizon of the business.

Overall, we have reduced the range of pay for CIBC's senior executives, as well as the potential for significant swings in compensation payouts from one year to the next.

The Management Resources and Compensation Committee of the Board, its independent advisor -- Watson Wyatt -- and members of management are to be commended for their hard work and achievements in bringing CIBC's compensation program in line with CIBC's strategy and emerging best practices in the marketplace.

You have also had the opportunity to give us your views on the approach we have taken and we will be announcing the results of the non-binding advisory vote later in the meeting.

In all, 2009 has been a productive year for your Board and one of progress for CIBC. I would like to take this opportunity to recognize Gerry, his management team and all employees at CIBC for their continued efforts on behalf of our clients and shareholders this year. I would also like to express gratitude to my fellow directors and shareholders for their support during my first year as Chair of the Board.

I look forward to reporting our continued progress next year.