



BOARD COMMITTEE CHAIR MANDATE

1. PURPOSE

The primary functions of a chair of a committee of the Board of Directors (“**Board**”) of CIBC Caribbean Bank Limited (the “**Company**”) are to provide effective leadership of the Board committee for which he or she is appointed chair, facilitate the operations and deliberations of that committee and oversee the satisfaction of that committee’s functions and responsibilities under its mandate.

2. GENERAL

2.1 Appointment and Removal of a Committee Chair

The chair of a Board committee (the “**Committee Chair**”) shall be appointed annually by the members of the Board at the time of the annual appointment of the members of the relevant committee or upon the resignation, death, disqualification or removal of the Committee Chair. The Committee Chair may be appointed annually for up to five consecutive years unless the Board determines that the Committee Chair’s term should be extended. The Committee Chair shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Committee Chair or the resignation, disqualification or removal of the Committee Chair from the Board.

2.2 Qualifications

The Committee Chair shall be a member of the Board and satisfy any standards (independence or otherwise) established by the Board and any additional independence standards required for a Board committee under applicable law.

2.3 Access to Management and Outside Advisors

The Committee Chair shall have unrestricted access to management and employees of the Company. The Committee Chair shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist him or her in fulfilling his or her responsibilities and to set and pay compensation for these advisors without consulting or obtaining the approval of the Board or any officer of the Company. The Company shall provide appropriate funding, as determined by the Committee Chair, for the services of these advisors.

3. ACCOUNTABILITIES AND RESPONSIBILITIES

The Committee Chair shall have the accountabilities and responsibilities set out below as well as any other matters that are specifically delegated to the Committee Chair by the Board. In addition to these accountabilities and responsibilities, the Committee Chair shall perform any duties required of a Committee Chair by the committee’s mandate, the requirements of the stock exchanges on which the securities of the Company are listed, and all other applicable laws.



3.1 Committee Management

3.1.1 Chair of Committee Meetings – The Committee Chair shall chair meetings of the committee for which he or she is appointed as chair.

3.1.2 Vote – The Committee Chair may vote on any matter requiring a vote at a meeting of the committee for which he or she is appointed as chair.

3.1.3 Committee Meetings – The Committee Chair shall work with the chair of the Board to schedule meetings for each meeting of the committee for which he or she is appointed as chair and shall set the agenda for each committee meeting. Each committee meeting agenda shall include reviews of appropriate operating and strategic issues, plus any other matters requiring approval of, or consideration by, the committee under the committee’s mandate and allot sufficient time for the committee to complete these matters.

3.1.4 Committee Workplan – The Committee Chair shall co-ordinate compliance by the Board committee for which he or she is appointed as chair with the committee’s mandate and work with management to develop the committee’s annual workplan.

3.2 Advisory Matters

The Committee Chair may meet with the applicable management representative to provide feedback and advice on behalf of the committee for which he or she is appointed as chair regarding concerns or comments of the committee, shareholders or other stakeholders.

3.3 Succession

The Committee Chair shall participate and provide input, as required, on succession plans in respect of that committee chair position.

4. **REPORTING TO THE BOARD**

The Committee Chair shall report to the Board on material matters addressed by the committee for which he or she is appointed as chair and shall make available to the Board the presentations considered by the committee and the minutes of the meeting. The Committee Chair shall not be required to report to the Board on Board committee proceedings if such proceedings were held in joint sessions with the Board.

5. **COMMITTEE CHAIR MANDATE REVIEW**

The Nominating and Corporate Governance Committee shall review this mandate on an annual basis.

6. **CHANGES TO THE COMMITTEE CHAIR MANDATE**

This mandate may be amended, supplemented or waived from time to time by the Board.

7. **CURRENCY OF THE COMMITTEE CHAIR MANDATE**

This mandate was last revised and approved by the Board on September 12, 2024.