



**FirstCaribbean**  
International Bank

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# Code of Conduct

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**Approved:** March 2023  
**Effective:** March 2023  
**Next Review:** March 2024  
**Version:** 6.0 (031523)

# Code of Conduct

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## A Message from the CEO

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At CIBC FirstCaribbean, we are focused on creating a values based culture for our clients, for our employees, contingent workers and for our communities. This starts with our shared values of trust, teamwork and accountability as well as being committed to earning a reputation for excellence with our stakeholders. Our intention is to build CIBC FirstCaribbean to be the number one financial services institution in the Region by putting our clients at the center of everything we do.

As we transform CIBC FirstCaribbean into an organization which provides our clients with modern, everyday banking solutions, it's incumbent upon every one of us to uphold the highest standards of ethical and professional behaviour. In fostering and maintaining this kind of environment, we will face many challenges - challenges where one must distinguish between right and wrong, identify conflicts of interest, and determine between making an ethical or an unethical business decision. We are certain that each of us will use our best judgment to arrive at the most appropriate conclusion. However, there will be times when the answer will not always be clear and we will need guidance to make the right choices.

The CIBC FirstCaribbean Code of Conduct ("the Code") is our guide. The Code is more than words on a page and will help us make sound decisions in our daily activities. That's why we are committed, and we are asking each of us to commit to reviewing this document each year.

As a valued team member, if you become aware of a violation of our Code, please speak up. You should feel confident that your concerns will be addressed and investigated.

Our actions affect the credibility and reputation of the Bank and we must endeavor to distinguish CIBC FirstCaribbean from our competitors, as a place where we give our very best to each other and where our clients receive the very best from all of us. I am proud to lead a team that's committed to a strong client focused culture built on our shared behaviours and strategic priorities.

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## Application of the Code

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### To whom does the Code apply?

The Code applies to all team members (employees and contingent workers) of FirstCaribbean International Bank Limited (“CIBC FirstCaribbean” or “the Bank”) and its subsidiaries including FirstCaribbean International Bank & Trust Company (Cayman) Limited and FirstCaribbean International Trust Company (Bahamas) Limited (collectively “CIBC FirstCaribbean”).

Many of the statements contained in this document use the terms “we” and “our” which refer to all team members of CIBC FirstCaribbean. The principles in CIBC FirstCaribbean Code of Conduct are the individual and collective responsibility of all team members.

The principles outlined in this document are intended to:

- a) Protect the business interests of CIBC FirstCaribbean, its employees and clients;
- b) Maintain CIBC FirstCaribbean’s reputation for integrity; and
- c) Ensure that CIBC FirstCaribbean through its team members complies with applicable legal, collective/industrial agreements and regulatory obligations.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### Further Guidance and Other Requirements

CIBC FirstCaribbean Code of Conduct outlines basic principles that apply generally across CIBC FirstCaribbean throughout the region. Some areas within CIBC FirstCaribbean may have supplementary codes of conduct, policies, procedures, standards and guidelines with additional requirements. Team Members who are subject to those additional requirements must conform to them, in addition to the principles set out in CIBC FirstCaribbean’s Code of Conduct. If there is any inconsistency between requirements, the higher standard will apply. The CIBC FirstCaribbean Code of Conduct does not cover every situation that we will encounter. If in doubt about what to do in a particular situation, we will seek assistance before continuing, by discussing the matter with our manager, Human Resource (HR) Consultant or by the local Human Resources personnel, outlined in [Section 7 - Annual Review and Confirmation \(Resources\)](#) of this document.

The Ethics Committee responsibilities include receiving reports on any incidents that can be deemed unethical and assessing these incidents to determine whether there is a risk to the Bank. All violations or suspected violations can be reported to the Ethics Committee as per the [Ethics Committee Mandate](#).

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### The Role of Managers

Managers play an important role in helping to ensure that the principles and standards of the Code are followed. They are role models for team members regarding acceptable standards of behavior and are the first point of contact for team members who have questions about the Code. Managers may also seek additional clarification (as outlined in [Section 7 - Annual Review and Confirmation \(Resources\)](#)) to help an employee to understand and act on the principles relating to any aspect of the Code of Conduct. They must also support and protect any team member who, in good faith, reports a potential violation of the Code.

### Minimum Standards

The Code represents the minimum standards regarding our conduct and CIBC FirstCaribbean’s obligations as a regulated financial institution. Employees who are licensed by a regulatory or professional body are also expected to adhere to any requirements imposed by those entities. In the unlikely event that there appears to be a conflict with CIBC FirstCaribbean’s requirements, employees should consult their manager and the Risk Management Services & Policy Governance team via the [Policies Mailbox](#) before taking action.

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In the case of contingent workers, the obligations set out in the Code are in addition to any obligations that are contained in the agreement that governs the relationship between the contingent worker and CIBC FirstCaribbean (referred to as “governing contract”).

### Ownership of the Code

The Chief Risk Officer (CRO) is the Executive Owner of the Code. The Code is approved by CIBC FirstCaribbean’s Board of Directors and is reviewed annually. This version of the Code is effective March 2023.

These principles will be revised from time to time due to changing legal, regulatory and market environments. Suggestions for changes should be directed to the Risk Management Services & Policy Governance team via the [Policies Mailbox](#).

### Communication of the Code

The CIBC FirstCaribbean Code of Conduct is communicated to all team members by way of their own electronic copy upon commencement of employment and is posted on the CIBC FirstCaribbean Intranet.

### Annual Review and Confirmation

On an annual basis, confirming our compliance with the CIBC FirstCaribbean Code of Conduct is mandatory for all team members. The annual review and confirmation process is facilitated through the annual Corporate Mandatory Training and Testing - Integrity Certification and Anti-Fraud module.

### Exceptions of Code

Some situations may justify making exceptions to the Code. All requests for exceptions must be discussed first with your manager. If your manager agrees to your request, then written approval (e-mail approval will suffice) must be obtained from the Risk Management Services & Policy Governance team via the [Policies Mailbox](#).

Exceptions for certain executive officers may be granted only by CIBC FirstCaribbean’s Board of Directors or by a committee of the Board.

In the case of contingent workers, exceptions to the Code may be permitted if the codes, policies, training and other practices of the contingent worker’s employer (a third party service provider) meet or exceed those of CIBC FirstCaribbean.

### Breach of CIBC FirstCaribbean’s Policies or Applicable Laws and Regulations

Violation of the laws or regulatory requirements can affect CIBC FirstCaribbean’s reputation and our ability to carry out business. Any violation of CIBC FirstCaribbean’s policies, procedures, standards or guidelines, or applicable laws and regulations, will be viewed as a contravention of the Code of Conduct and could result in disciplinary action, including dismissal without notice or payment in lieu of notice, depending on the severity of the situation. Depending on the violation, it may also result in civil and criminal penalties for example, fines and imprisonment. Employees and contingent workers are reminded of the consequences of breaches of the code under [Section 6 - Contravention of the Code](#).

### 1 Acting with Honesty and Integrity

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#### 1.1 Upholding the Law

Preserving trust and acting ethically are at the heart of what we do and how we do it. Each of us has a fundamental obligation to act honestly and with integrity at all times. This means respecting both the letter and the spirit of the Code in everything we do.

We are also required to uphold and comply with the law and any other requirements established or endorsed by CIBC FirstCaribbean (including CIBC FirstCaribbean policies, procedures and standards, and industry guidelines). The laws of each country in which we carry on business have an impact on the products and services we are able to offer and the ways in which we offer them. Some Caribbean jurisdictions use policy statements or guidelines, which may not be laws or regulations, but still must be followed. We understand that ignorance of the law is not a valid defense if the law has been contravened.

Failing to follow the Code or comply with the laws and regulations of the territories in which we conduct business, will expose CIBC FirstCaribbean, as well as its team members, to serious regulatory or legal consequences and reputational harm.

Since CIBC FirstCaribbean operates in a number of sovereign countries or dependent territories and may have dealings with citizens or corporations of other countries outside of the Caribbean, it may be difficult to determine which laws apply or how to manage a conflict among these laws. If an employee is unsure of how to interpret or manage a conflict with the relevant laws, they must seek the advice of their manager, Heads of HR, HR Manager and HR Consultants who will provide guidance, or contact the Legal Unit for direction on the matter.

We must not knowingly engage in, facilitate or benefit from any illegal transaction or activity. A team member who is charged with or found guilty of a criminal offence must immediately notify their manager who, in turn, must notify Corporate Security/Loss Management. Failure by the team member to notify their manager or inform the Bank will lead to disciplinary action up to and including termination of employment.

We must report any concerns about suspicious behavior relating to the honesty and integrity of CIBC FirstCaribbean, its team members, or any vendors, clients, government representatives or other third parties involved, directly or indirectly, in business dealings with CIBC FirstCaribbean. This includes reporting any situation where we believe, in good faith, that CIBC FirstCaribbean or any of the other parties mentioned above have violated or are about to violate.

Team members should report their concern to their manager or the appropriate contact listed in [Section 7 - Annual Review and Confirmation \(Resources\)](#); call the confidential [Ethics Hotline](#) or report through other avenues as outlined in the [Whistleblower Policy, Section 5.1 - Reporting](#). Should we suspect our manager to be in breach of the Code of Conduct, we should contact our Country Manager, who will in turn, report the matter to the Corporate Security/Loss Management Group.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

#### Dishonest Activity

A dishonest act may be, but is not limited to, an act or activity that is unethical, improper or illegal. Engaging in dishonest activity negatively affects team members and CIBC FirstCaribbean; it erodes client trust and may weaken our reputation within the community.

Involvement or even attempted involvement in dishonest activity is unacceptable. All communications must be truthful, and must not directly or indirectly mislead others.

If we suspect that a dishonest activity has been or is about to be committed, either by a team member or client we have a responsibility to report. Subject to the specific procedure relating to money laundering and terrorist financing, proliferation financing and sanction measures, we must report dishonest activity to either our manager [or report otherwise as outlined in the Whistleblower Policy, Section 5.1 - Reporting.](#)

[Refer to the Frequently Asked Questions Section for further clarification.](#)

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### 1.2.1 Preventing Corruption, Bribery, Fraud and Tax Evasion.

Achieving the highest standard of ethical behavior means that we will not engage, directly or indirectly, in bribery, kick-backs, facilitation payments or other fraudulent or corrupt business practices. Under no circumstances will we directly or indirectly offer or agree to accept a bribe (in the form of a payment, loan, reward or other advantage) or engage in extortion. Additional information on CIBC FirstCaribbean's stance on bribery and corruption can be found in the [Anti-Bribery & Anti-Corruption Policy](#).

The prevention, detection and management of fraud require an ongoing commitment from us to ensure we uphold our brand and reputation. Further guidance on the management of fraud can be found within the [Fraud Management Policy](#).

Tax evasion is an illegal action in which a person or entity deliberately avoids paying a true tax liability. CIBC FirstCaribbean will not engage (actively or passively) in any transaction/relationship that the bank believes will aid a client in tax evasion. Any uncertainty or clarification of a tax treatment for a transaction/relationship should be consulted with the appropriate persons as outlined within the [Reputational and Legal Risks Policy](#).

If you are approached by a team member, CIBC FirstCaribbean director, supplier, client, public official or agency, or other third party to engage in acts which may indicate corruption, bribery, fraud or tax evasion, this must be reported to the [Ethics Hotline](#) or email [or report through other avenues as outlined in the Whistleblower Policy, Section 5.1 - Reporting](#).

### 1.2 Money Laundering, Terrorist Financing, Proliferation Financing and Sanctions

We will follow Bank policies and procedures that are designed to ensure CIBC FirstCaribbean complies with all applicable regulatory requirements pertaining to Anti-Money Laundering, Anti-Terrorist Financing, Anti-Proliferation Financing and Sanctions Measures (AML/ATF/APF). Any queries or comments related to these areas should be directed to the Compliance Unit via the [Compliance Helpdesk](#) or visit the [Compliance homepage](#) for the related Policies and Standards.

In no circumstances may we alert ('Tip off') a client or other party of an actual or potential criminal investigation.

All team members are required to be familiar with and apply the requirements of the [Anti-Money Laundering and Anti-Terrorist Financing Policy](#) as well as its accompanying Standards and Guidelines. Team members are required to confirm their knowledge and awareness annually through the completion of the mandatory AML E-Learning course as part of the Corporate Mandatory Training and Testing program. Additional AML/ATF training requirements for team members can be found within the [AML/ATF Training Standard](#).

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### 1.3 Management of Employee Accounts

#### Employee Chequing Accounts and Overdraft Facilities

Employees are required to manage their chequing accounts to ensure that there will be sufficient funds to cover all transactions, as the Bank cannot process cheques on employee accounts that do not have sufficient funds to cover the cheque.

Cheques will be processed for employees with overdraft facilities; however, employees are expected to manage their overdraft in alignment with the limit and the terms and conditions within their facility letter.

#### Employee Loans

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Employees are expected to effectively manage their financial obligations. However, employees in financial difficulty, who have already defaulted on loans, are encouraged to discuss their situation and seek assistance through their manager (managers can contact HR for assistance in dealing with this matter) or account manager. Client Credit Management will flag these accounts and monitor closely to resolution.

### Use of Employee Accounts for Processing Third Party Transactions

Employees are required to effectively manage their accounts in alignment with the Bank's account opening standards including facilitating transactions for third parties who have not been assessed as part of the Bank's due diligence process. Facilitating such transactions can expose the bank to undue reputational risk and based on investigations may lead to disciplinary action.

### **1.4 Exchange Controls**

Some of the jurisdictions where CIBC FirstCaribbean does business have exchange controls or other restrictions that may limit the ability of CIBC FirstCaribbean or its clients to import, export, hold or convert certain currencies in that jurisdiction. Those governments consider that these regulations are important tools in preserving foreign exchange reserves and economic stability of the jurisdiction.

These rules can be quite complex and may apply differently depending on the type of transaction or client. It is important to consult operating procedures or our manager if we need guidance on particular circumstances.

We will ensure CIBC FirstCaribbean complies with applicable exchange control legislation and regulatory requirements.

### **1.5 Protecting Data, Privacy and Confidentiality**

We will follow Bank policy and procedures that are designed to ensure CIBC FirstCaribbean complies with its contractual, common law, regulatory, governmental and statutory obligations to keep all information about the banker/client and team member/employer relationships confidential. We will view, use or share client or team member information only when we have consent and a business purpose for doing so and in compliance with applicable law. We understand that CIBC FirstCaribbean may monitor account inquiries for the purpose of detecting unauthorized use, sharing or access. Our duty regarding confidentiality continues even after we leave CIBC FirstCaribbean.

We will preserve the confidentiality of supplier and CIBC FirstCaribbean information. For example, we will not use, for our benefit or those of friends, relatives or other parties, confidential information without consent.

#### Guidelines for Protecting Confidential Information

Safeguarding confidential information is important whether it be on CIBC FirstCaribbean property, in our home or remote office or in transit as we travel to and from work. It is important that we comply with the bank's standard on Data Protection, Privacy and Confidentiality which are contained in the [Confidentiality, Privacy and Data Protection Policy](#).

#### Information Security

We will maintain our knowledge of and comply with [CIBC FirstCaribbean's Information Security policies and procedures](#) as they apply to our position. This includes applying classification standards and respecting access rights and controls.

CIBC FirstCaribbean controls and monitors the use of its network (including all forms of electronic messages), computing facilities and voicemail system, and can restrict use of or withdraw access privileges to these systems and facilities without prior notice. In addition, CIBC FirstCaribbean may conduct investigations of potential violations of any CIBC FirstCaribbean policy based on this information.

We are accountable for all activity carried out using our individual network or application IDs or passwords and we will not share our IDs or passwords with anyone for any reason.

#### Information Requests from Government Agencies, Regulators and Legal Authorities

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When we communicate with a government agency, regulator or official, we must avoid any suggestion that we are communicating on CIBC FirstCaribbean's behalf unless it's within our delegated authority.

CIBC FirstCaribbean will comply with valid requests from government agencies, legal authorities and regulators. It is important that we are aware of CIBC FirstCaribbean's practices regarding such requests.

When we receive a subpoena, summons or other legal demand for information, we will always (except where established policies and procedures exist in our business area. Refer to [Customer Account Holds and Restrictions Policy](#)) seek guidance from the Legal Unit before:

- a) Discussing any information with the requesting party or confirming that any particular information exists;
- b) Providing the information requested in the summons or other legal demand for information; or
- c) Telling any affected clients or suppliers about the demand.

Any unwarranted disclosure of information may amount to a breach of CIBC FirstCaribbean's duty of confidentiality and may expose CIBC FirstCaribbean to liability.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### 1.6 Competing Fairly

CIBC FirstCaribbean vigorously competes in the marketplace and does so ethically, fairly and legally. We can, and do, gather data about our competitors; however, we will not communicate, acquire or use trade secrets or proprietary information of others unless we have the right to do so.

Anti-trust and competition laws may prohibit CIBC FirstCaribbean from engaging in activities that lessen competition. These include:

- a) Agreeing with other financial institutions or businesses on the terms of a transaction, product or service to be offered to clients, vendors or other third parties (such as interest rates, prices, charges or types of services); and
- b) Agreeing with other financial institutions or businesses to avoid competing for clients in particular product categories or geographic markets.

Therefore, based on the principle of competing fairly:

- i. We will not communicate, acquire or use trade secrets of others, unless CIBC FirstCaribbean has acquired the legal rights to do so.
- ii. We will never engage in illegal or unethical activities to gain proprietary information, such as inducing a team member of a competitor to provide confidential information, nor will we induce team members of CIBC FirstCaribbean to engage in such activity.
- iii. We will not request or obtain confidential information about or any property belonging to the previous employer when we hire or re-hire a team member.

In addition, certain "tied selling" regulatory requirements prohibit us from proposing or entering into transactions with clients that require the clients to:

- a) Bring additional business to CIBC FirstCaribbean;
- b) Purchase additional products from CIBC FirstCaribbean; or
- c) Agree not to purchase a competitor's products.

Where permitted, cross selling and relationship pricing are not considered "tied selling", and are therefore not prohibited under the Code. Competition guidelines are very complex and some exceptions may apply. Any concerns about proposed dealings with competitors should be discussed with the Legal Unit.

### 1.7 Respecting Copyright

Printed, broadcast, recorded or online materials and software are usually protected by copyright law. We must exercise caution and may need to seek prior approval from the copyright holder before copying, distributing or otherwise using such material. If there is any doubt, consult the Legal Unit.

## 2 Conflict of Interest

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A conflict of interest occurs when the interests of one party conflict or appear to conflict with those of another. Conflicts can occur between the interests of team members, CIBC FirstCaribbean, clients and suppliers.

To protect CIBC FirstCaribbean's reputation, we will take care to ensure that we identify and actively manage any situation of actual or perceived conflict of interest. Even when we believe that our actions would not be influenced, we must take steps to ensure that even an appearance of conflict is adequately addressed. In some cases, where a conflict exists, another team member will have to take conduct of the transaction or manage the account.

Team members must adhere to the requirements of the Bank's [Related Party Policy](#) when conducting any business or transactions with related parties. We must discuss or report any actual, potential or perceived conflict of interest situation with our manager, Compliance [or report otherwise as outlined the Whistleblower Policy, Section 5.1 - Reporting](#) so that steps can be taken to address the situation.

In any situation where the conflict is between CIBC FirstCaribbean's interests and our own, CIBC FirstCaribbean's interests must take precedence.

CIBC FirstCaribbean manages conflicts of interest between itself and clients fairly. In assessing whether a conflict of interest has arisen, consideration is given to whether there is a material risk of damage to the client, taking into account whether CIBC FirstCaribbean or a team member:

- a) is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- b) has a personal interest in the outcome of a service provided to the client or of a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome;
- c) has a financial or other incentive to favor the interest of another client or group of clients over the interest of the client;
- d) carries on the same business as the client;
- e) receives or will receive from a person other than the client, an inducement in relation to a service provided to the client in the form of monies, goods or services, other than a standard commission or fee for that service.

As it is not always readily apparent that a conflict of interest exists or may arise, a team member may contact Compliance via the [Compliance Programs](#) mailbox for explanations on potential conflict of interest situations or see the [Conflict of Interest Guide](#).

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### 2.1 Managing Inside Information and Personal Securities Trading

CIBC FirstCaribbean has a duty to minimize the risk of failing to comply with applicable Insider Trading Legislation, Regulations and Guidelines with respect to securities trades. All team members are responsible for knowing and strictly complying with the laws and policies applicable to the handling of inside information and personal account trading activities in securities.

In the course of our employment with CIBC FirstCaribbean, we may come into possession of "inside information" based on our job functions ("Insiders"). Persons who are deemed Insiders must follow the Bank's policies and rules when handling this information. Team members must ensure that any trading activities are conducted in such a way as not to conflict with the performance of their duties at CIBC FirstCaribbean.

Team members are expected to follow rules for personal transactions in securities of publicly traded companies, including CIBC FirstCaribbean International Bank Limited in order to guide appropriate

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behaviour and to safeguard the reputation of CIBC FirstCaribbean. These rules are set out in the Bank's [Insider Trading Policy, Employee Personal Trading Standard](#) and any other related policy or Guidance issued on Personal Trading.

### Managing Inside Information

Team members are prohibited from disclosing inside information, except as required in the normal course of business and/or in the execution of their governing contract.

We will comply with information barriers that have been established to control the flow of inside information. We must also inform anyone who receives inside information from us that they are subject to the same restrictions regarding its disclosure. We will not procure, influence or counsel any person or company to recommend, deal or execute transactions in securities about which we have inside information.

We will not accept a securities order from a client if we have reason to believe that the client is acting on the basis of inside information.

We will presume that any non-public information we know about the company is inside information when entering into a securities transaction for ourselves. If this information could in any way be material, we will not trade.

Team members who customarily come into possession of inside information about public companies may be issued specific guidelines that govern their personal trading, to manage risks regarding inside information. Team members to whom those guidelines apply must ensure that they carefully adhere to them.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### Trading Securities

- a) If we have inside information about a public company, we will not deal, execute or recommend transactions in any securities of that company or a related company on behalf of anyone. This includes transactions for CIBC FirstCaribbean or a client or for ourselves, a friend or relative, or a company in which we have an interest.

We may also be subject to additional trading restrictions because of our involvement with a particular company or CIBC FirstCaribbean line of business. This includes situations in which:

- i. We have or support an account relationship with a company;
- ii. We have or support account relationship management responsibilities of a company (government debt issuers are excepted); or
- iii. We are otherwise involved with a company or transaction on behalf of CIBC FirstCaribbean;
- iv. We believe that there is a potential for or perception of a conflict of interest with a client, supplier or CIBC FirstCaribbean.

If we engage in personal trading at work, we will ensure that it does not interfere or conflict with our regular job duties.

- b) Trading CIBC FirstCaribbean Shares

Trading in FirstCaribbean International Bank Limited shares is subject to a number of restrictions in addition to those that apply to trading shares of other companies. These additional restrictions apply to all CIBC FirstCaribbean team members when trading in CIBC FirstCaribbean shares and are defined in the Bank's [Insider Trading Policy](#).

### Disclosing Inside Information to Others

In most cases, inside information about a public company cannot be shared with anyone. The only time it is permissible is when it is in the necessary course of that company's business. If we find the course of business requires us to disclose inside information, we must advise the recipient that the information they are being provided with is inside information. We must also tell the recipient that he or she is

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subject to the same restrictions on disclosing the inside information to other parties. Inside information should never be communicated through voice mail or e-mail messages. This applies to disclosing CIBC FirstCaribbean information within as well as outside CIBC FirstCaribbean.

### Information Barriers

As a diversified financial institution, different business areas within CIBC FirstCaribbean may be involved in different ways with the securities of a public company. One business area may have material, non-public information about a public company, while another business area may be involved in buying and selling securities of that company on behalf of clients. To enable different business areas to carry on these functions, internal information barriers (also known as “firewalls”) are established. These barriers consist of procedures that are implemented in a business area to ensure confidentiality of the information is maintained within the area, and is not disclosed to anyone without a need to know.

Team members who are subject to these procedures must ensure that they are strictly followed at all times.

## **2.2 Offering and Accepting Gifts, Benefits and Entertainment Offers**

We will not give or accept gifts, benefits or entertainment - from existing or potential clients, suppliers or their employees if any of the following criteria is contravened:

- a) It is not of nominal value (e.g., pens, notepads, modest articles or desk ornaments) or promotional items of nominal value that display the Company’s logo (e.g., umbrellas, tote bags or shirts);
- b) It exceeds the Annual Maximum Value of US\$100.00 i.e. the aggregate value of all gifts given to or received from one person over the course of a calendar year;
- c) It is not given or received in return for doing business with a client or supplier. (For example, we will not accept a gift, benefit or entertainment in return for a credit-related transaction or contract with a supplier);
- d) It is not given or received in return for the referral of business;
- e) It is not otherwise offered with an ulterior motive, such as an attempt to influence any other type of decision made in the course of regular work duties;
- f) If knowledge of the situation were to become public, it would adversely affect CIBC FirstCaribbean’s reputation;
- g) It is illegal; or
- h) It will violate the business practices of the other party.

See Appendix 2 of the [Anti-Bribery and Anti-Corruption Policy](#) for more information.

Gifts of cash or cash equivalents for which there is no third party record such as vouchers can never be accepted from clients or potential clients (personal cheques are not prohibited as they indicate the transferor, transferee and value).

[Refer to the Frequently Asked Questions Section for further clarification.](#)

## **2.3 Personal Borrowing and Lending**

Borrowing or lending our personal funds to an existing or potential client or supplier can be seen as a conflict of interest, even though our actions may be sincere. This action could affect a team member’s image and objectivity in performing their duties at CIBC FirstCaribbean.

We will not borrow from or lend personal funds or other personal property to any client, vendor or supplier with whom we have an ongoing or potential relationship at CIBC FirstCaribbean. This restriction does not apply to:

- a) transactions with family members; or
- b) transactions with clients who are financial intermediaries (such as department stores or other financial institutions) if the transaction is conducted on market terms and conditions.

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We will avoid borrowing or lending personal funds to another team member, particularly someone we supervise.

### 2.4 Bequests and Personal Appointments

There may be situations when a client seeks to make us a beneficiary in a will or trust. In other cases, a client may seek to appoint us as a personal representative to act on their behalf. Such actions raise the potential for conflict of interest. Although it would be an honour to be made a beneficiary under a client's will, this may create the appearance that improper influence was exercised.

If a CIBC FirstCaribbean team member learns that a client, other than a family member, is considering making the team member a beneficiary in a will or trust or appointing him or her as a personal representative (such as a trustee, executor or under a power of attorney), the team member must advise his or her manager and make every effort to prevent/discourage the client from making the bequest or appointment. Team members will not prepare wills for client unless approval is obtained from their Manager.

If a team member learns that a client, other than a family member, has **already** made the CIBC FirstCaribbean team member a beneficiary or personal representative, the team member must advise his or her manager in writing, and the manager must consult with Legal Unit. If it is determined that a real or apparent conflict of interest may exist, the team member may need to renounce the bequest or appointment or stop processing transactions or managing accounts for the client.

CIBC FirstCaribbean will only act as trustee through its subsidiaries or branches that are licensed to carry on trust business, and must never be appointed as a trustee or other personal representative of a client or other party.

We will not act as a witness to any powers of attorney in which a CIBC FirstCaribbean subsidiary or branch is appointed under a power of attorney on behalf of a client.

Accepting signing authority or accepting a grant of power of attorney from a client regarding a client's account (other than that of a family member) typically creates a conflict of interest and should be avoided. If we discover that such an appointment or assignment of authority has been made, we must immediately inform our manager and ask the client to revoke the authority or appointment. Legal Unit's approval is required for any exceptions.

CIBC FirstCaribbean reserves the right to require a team member to renounce any bequest or appointment or to remove him or herself from dealing with a client's estate where there is an actual, potential or perceived conflict of interest.

### 2.5 Community Activity

#### Non-profit Organizations

As an active member of the community, CIBC FirstCaribbean encourages and recognizes its team members for their volunteer work.

Donations are a big part of support for non-profit organizations, including the causes that CIBC FirstCaribbean supports as an organization. However, we must be aware that in some cases generating donations while at work can suggest to our clients or suppliers that they have an obligation to support a non-profit organization in order to maintain their relationship with CIBC FirstCaribbean. Similarly, soliciting donations from fellow team members may impair working relationships if team members feel obligated to contribute.

We can personally promote charitable causes to clients, suppliers and our CIBC FirstCaribbean colleagues as long as we make it clear that we are contacting them on behalf of the charity. We must make it clear that there is no obligation to contribute and that not supporting those causes will not result in any adverse consequences to their relationship with CIBC FirstCaribbean.

We will refer all donation and sponsorship requests to the relevant approvers as outlined in the [Corporate Social Responsibility and Donations Policy](#).

#### Political Activity

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## Code of Conduct

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We are strictly prohibited from making contributions on behalf of CIBC FirstCaribbean in support of a political cause, candidate or any person who runs for or holds a public office whether as a member of a political party, independent or otherwise. See the Bank's [Political Donations Policy](#) for further guidance.

We must also exercise caution in engaging in political rallies, including running for public office or campaigning on behalf of persons running for political office, where such activity may lead to a conflict of interest or breach of the code.

### Community Service

As part of CIBC FirstCaribbean's mission to make a real difference in our communities, CIBC FirstCaribbean supports our involvement in community activities. We must be aware of the fact that by participating in those activities, we are, or may be perceived to be, representatives of CIBC FirstCaribbean.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

## 2.6 Processing Personal Transactions

Processing transactions for ourselves or persons close to us can be seen as a conflict of interest. If there is a perceived conflict in any transaction the officer should introduce objectivity into the transaction. We must not personally process transactions for:

- a) Ourselves;
- b) A relative/member of our immediate family;
- c) Any party with whom we share a significant financial interest;
- d) Anyone for whom we are serving as a personal representative (such as trustee, executor, guardian, or through the grant of a power of attorney); or
- e) Anyone with whom we share a close personal relationship.

Where possible, these transactions must be processed by officers who report indirectly to us and who has the appropriate authority to do so. In addition, if the officer processing the transaction on our behalf reports directly to us approval must be obtained from independent officers (with the appropriate authority) for the transaction to proceed. This Code does not apply to lending transactions, only routine in branch transactions.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

## 2.7 Employment and Outside Activities whilst at CIBC FirstCaribbean

Team members are expected to avoid any positions, associations, investments or other activities outside of their CIBC FirstCaribbean work responsibilities that might interfere with, or might be perceived to interfere with, the independent exercise of their judgment regarding the best interests of CIBC FirstCaribbean and its clients, vendors, team members ("outside activities"). Outside activities may include and are not limited to outside directorships, second jobs, pet projects, consulting activities, book publishing, public speaking, or teaching a course in an Educational Institution or privately. Outside interests extend to any situation in which sensitive information may be shared, even if it is not divulged maliciously, see Section 4.3 - Employment and Outside Activities whilst employed at CIBC FirstCaribbean of the [Conflict of Interest Guide](#).

If an team member is engaged in outside activities, or is seeking to become engaged in outside activities, this must be disclosed by completing the [Outside Activities or Investment Disclosures/ Approval Request Form](#) and submitting directly to Compliance via the [Compliance Programs mailbox for review and to make a determination on the matter](#). Please refer to Section 4.3 - Employment and Outside Activities whilst employed at CIBC FirstCaribbean of the Conflict of Interest Guide for further guidance on the treatment of Outside Activities.

## Code of Conduct

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[Refer to the Frequently Asked Questions Section for further clarification.](#)

### 2.8 Recommending Services to Clients

While we are allowed to provide the names of several suggested external service providers, we will not give a recommendation for a specific service provider to a client. There are cases where CIBC FirstCaribbean establishes a list of approved service providers which clients must use regarding a particular product or service. In those cases, we can and should make such a list known to clients, even though it may limit the client's potential choice of service providers.

We will not provide external service providers with the names of clients we believe would benefit from their services. We will let our clients control their relationships.

We will not accept a gift, benefit or entertainment of any kind from any external service provider in return for suggesting their services.

### 2.9 Purchasing and Selling Assets and Services

When we personally - or others close to us - purchase or sell assets or services of or to clients or suppliers of CIBC FirstCaribbean, it may create the appearance that favorable terms have been obtained because of our position with CIBC FirstCaribbean.

We will avoid any conflicts of interest in:

- a) Purchasing assets and services of CIBC FirstCaribbean, clients or suppliers; and
- b) Selling assets and services of CIBC FirstCaribbean.

We cannot personally, nor can close family members, friends or persons acting on our behalf, purchase:

- c) Assets of CIBC FirstCaribbean, unless the purchase is made:
  - i. As part of an approved CIBC FirstCaribbean offer;
  - ii. At an advertised public auction; and
  - iii. With our manager's agreement that the price is fair and reasonable.
- d) Assets from clients with whom we or any employee we supervise have an ongoing CIBC FirstCaribbean relationship (this does not prevent us from conducting "arm's length" retail transactions with our business clients);
- e) Assets on which we know CIBC FirstCaribbean is realizing a security interest; or
- f) Real estate or a business that we know through our duties that CIBC FirstCaribbean or a client is considering or is likely to consider purchasing.

### 2.10 Personal Relationships in the Workplace

#### Potential Conflict Situations

Team members may work with other team members with whom they have a personal relationship, provided none of the following conditions exist:

- a) There is a direct reporting relationship between the team members in question;
- b) One of the team members has influence over, or is part of a group which has influence over, any aspect of the other team member's compensation, performance management, career advancement, training opportunities or the administration of disciplinary action;
- c) One of the team members is usually responsible for, or is part of a group that is usually responsible for, the determination of the outcome of an audit or investigation in which the other employee is involved or has full or partial responsibility;
- d) One of the team members is usually responsible for, or is part of a group that is usually responsible for, the allocation of work, scheduling of hours or the evaluation of the standard of work of the other employee;

## Code of Conduct

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- e) One employee is expected to check and report on the work of the other employee in the carrying out of his/her normal duties;
- f) Either employee is required to act in a dual custody situation with the other employee.

### Notification

Where team members believe there is, or the potential exists for there to be a conflict of interest based on their personal relationship in the workplace, they must bring it to the attention of their immediate supervisor and Heads of HR, HR Consultants or HR managers for review. Each incident will be dealt with on a case by case basis.

Failure to disclose personal relationships which exist and place the Bank at risk, due to proven inequity or unfairness, will lead to disciplinary action up to and including termination.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

## **3 Workplace Behaviors**

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The workplace means any place where we conduct business or socialize on behalf of CIBC FirstCaribbean, or are present as a result of being employed by CIBC FirstCaribbean. The workplace includes:

- a) All CIBC FirstCaribbean premises including but not limited to branches, offices, meeting rooms and immediate surrounding areas;
- b) All non CIBC FirstCaribbean premises, (hotels, airplanes, meeting and training facilities), while working or travelling on company business; and
- c) All CIBC FirstCaribbean-related activities including; dinners, sponsored events, sales meetings, lunches, conventions and conferences.

As part of CIBC FirstCaribbean's mission to "create an environment where all employees and contingent workers can excel", CIBC FirstCaribbean is committed to diversity, inclusion and employment equity in the workplace. Each of us has the right to be treated fairly, with decency and with respect and we must treat others, including team members, clients, vendors and the public in the same way.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### **3.1 Harassment and Discrimination**

Discrimination and harassment of any sort is strictly prohibited. Retaliation for reporting alleged discrimination or harassment is also strictly prohibited. We must familiarize ourselves with, and follow the [Anti-Discrimination and Anti-Harassment in the Workplace Policy](#).

At CIBC FirstCaribbean, each one of us has the right to be respected and to receive fair and equitable treatment.

For further information refer to the policy or consult with Human Resources.

If you need to report harassment or discrimination but prefer to remain anonymous, you may do so by contacting the Whistleblower Hotline.

### **3.2 Safety and Security in the Workplace**

#### Violence in the Workplace

Each of us has the right to work in an environment that is safe and free of violence. At CIBC FirstCaribbean, we define violence as an attempt, threat or actual conduct or communication that causes or is likely to cause physical harm, injury or illness. This includes any threatening statement or behavior which would give a person reasonable cause to believe that they are at risk of injury regardless of whether an overt action has occurred. It also includes intentional damage or threats to damage CIBC FirstCaribbean property or that of an employee, contingent worker, client or visitor in the workplace. We must familiarize ourselves and follow the requirements of the [Violence in the Workplace Policy](#).

#### Premises Access

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At CIBC FirstCaribbean, we have a responsibility to ensure that only authorized persons are allowed access to the Bank's premises. Team Members must follow the Bank's procedures when receiving a visitor. We must familiarize ourselves and follow the requirements of CIBC First Caribbean's [Health & Safety Policy](#).

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### 3.3 Alcohol and Drug Use

We will not possess or consume alcohol in CIBC FirstCaribbean facilities unless our manager has given approval. Managers must have approval from their managers. Illegal drugs, and prescription drugs without a prescription, must not be possessed or consumed in the workplace at any time.

Managers responsible for a function at which alcohol will be served must ensure that reasonable procedures and safeguards are in place so that any serving and consumption of alcohol are done safely and responsibly.

If alcohol is consumed in the workplace (under management approval), we are fully accountable for our behavior including, following all applicable laws (for example, laws regarding legal drinking age, drinking in public, impaired driving and abusive or violent behavior) and ensuring we will not engage in unprofessional behavior or harassment.

If we become aware of any such behavior in CIBC FirstCaribbean facilities or at a CIBC FirstCaribbean related activity, we will take steps to address it responsibly or report it to management.

While on CIBC FirstCaribbean premises, participating in a CIBC FirstCaribbean-sponsored activity, working on behalf of CIBC FirstCaribbean, or otherwise representing or being seen as representing CIBC FirstCaribbean, we are not allowed to be:

- a) Impaired by alcohol or drugs; or
- b) In possession of illegal drugs or prescription drugs without a prescription

For further information, please consult with Human Resources.

### 3.4 Religious Activity

While CIBC FirstCaribbean respects our right to our individual religious beliefs and practices, we must not carry on these practices in a way that reflects upon CIBC FirstCaribbean as an organization, or that affects other CIBC FirstCaribbean team members.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

## 4 Providing Service to our Clients

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### 4.1 Client Service

In order to deliver on our vision to be "the first choice for financial services in the region by putting our clients at the center of everything we do" we must all commit to serving our clients by creating a personalized, responsive and easy experience.

We will:

- a) Make client's goals our priority and respond to clients with urgency;
- b) Provide clients with dependable, timely, responsive and reliable service catered to suit their needs;
- c) Treat clients with courtesy, professionalism, respect as well as show appreciation to them and their business;
- d) Fully and honestly disclose rates, terms and conditions of products and services; and
- e) Keep clients informed by providing simple and sound options, information and advice.

## Code of Conduct

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We will take responsibility for any CIBC FirstCaribbean errors. We will promptly resolve client complaints made to us, whether or not they originate in our business area. Since we will not always be in a position to resolve client complaints, we will involve our manager or other team member, as required. When client concerns are not satisfied, we will advise clients how to pursue their complaint within CIBC FirstCaribbean.

We will ensure we understand the features of CIBC FirstCaribbean's products and services and make it easy for clients to obtain the products, services and people they need.

We will adhere to all operational, credit and compliance policies and procedures. We will at all times act within our delegated authorities.

If CIBC FirstCaribbean is unable to provide a particular product or service, it is our duty to explain the reason to the client and offer any available alternatives.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

### Scope of Employment Duties

We will act within the scope of our employment duties, including acting within our delegated authorities and the scope of activity which can be carried on by the legal entity (either CIBC FirstCaribbean or a subsidiary) where we work. When we refer clients to another Strategic Business Unit (SBU) or CIBC FirstCaribbean entity for other services, we will not disclose our clients' information to that SBU or entity without obtaining the client's authorisation.

### Use of personal cell phones and other devices during working hours

Based on your role in the Bank, usage of cell phone and other personal devices should be limited during working hours so as to not interfere with your job responsibilities or work related needs. For some Strategic Business or Support Units the use of personal cell phones and other devices maybe restricted.

### Licensing and Accreditation

We will maintain all licenses and accreditation required to perform our duties. We will inform our manager immediately of any circumstances that might affect our ability to retain that license or accreditation.

### Selling Mutual Funds

We will ensure that we know our client and the essential facts regarding their financial circumstances, risk tolerances and investment objectives when selling mutual funds. We will also ensure that recommendations are suitable given the client's circumstances, risk tolerances and objectives. We will clearly inform the client of the risks involved in such investments.

### Giving Advice

Dealing with clients will often involve giving advice; in the normal course of events advice on banking products such as loans, mortgages and term deposits will not result in liability for the Bank. Where, however, we give specialized advice based on an in-depth review of a client's particular situation the court might find that a "fiduciary relationship" has arisen, we will do the following:

- a) Only give advice if our job duties allow and we will not give advice beyond the scope of those duties.
- b) Advise clients fully, honestly and in good faith.
- c) Carefully position our advice with the client so they understand that we are providing suggestions only and that the final decision is always theirs.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

Since determination of what may comprise a fiduciary relationship can be difficult and open to interpretation, the Legal Unit should be contacted if in doubt.

Most business areas that provide advice have supplementary codes that cover requirements regarding advisory responsibilities in more detail. Team members in those business areas must ensure that they understand and follow those codes.

### 5 Protecting CIBC FirstCaribbean Assets

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#### 5.1 CIBC FirstCaribbean's Assets

CIBC FirstCaribbean's facilities, equipment, supplies, name and other assets (including CIBC FirstCaribbean information and information systems) can only be used for conducting CIBC FirstCaribbean business. They may be used for charitable or other activities that do not conflict with CIBC FirstCaribbean's interests, as long as our manager authorizes their use.

We will not remove any CIBC FirstCaribbean property from CIBC FirstCaribbean premises, except with our manager's authorization. If we have been authorized to use CIBC FirstCaribbean property off-site, we will keep the property safe by knowing and following [CIBC FirstCaribbean's security policies and procedures](#).

We must adhere to control measures that have been implemented to protect CIBC FirstCaribbean property. These measures may include use of security equipment such as safes or vaults, physical or logical access control, or other security-related processes.

At any time during or following our employment or contractual engagement, CIBC FirstCaribbean may require us to:

- a) Return or destroy any CIBC FirstCaribbean property in our possession or control; or
- b) Stop using, accessing or disseminating such property.

This applies regardless of where the property is located or stored and regardless of the reasons for the cessation of our employment or contractual engagement. In the case of contingent workers, this requirement is also subject to the terms and conditions of the contingent worker's governing contract.

#### 5.2 Computer and Other Bank Authorized Devices

We will only access and use CIBC FirstCaribbean's computer resources if we have prior authorization, and use as part of our regular duties with CIBC FirstCaribbean.

We will not install software acquired for personal use on any CIBC FirstCaribbean computing device or other Bank's authorized device or allow the device to be used by non CIBC FirstCaribbean individuals.

We may use personal devices authorized for business use (PDAB) when working remotely provided all confidential information is protected from unauthorized access, theft, misuse, loss or corruption.

CIBC FirstCaribbean licenses various software and other intellectual property for use by Team members. These licenses often restrict the manner in which the products can be used or copied, and it is illegal to use or copy contrary to those terms.

We will at all times use software and other intellectual property consistently with licenses' terms, including copying and using software for personal use.

#### 5.3 Electronic Communication

##### Communicating Through E-Mail, Voice Mail and other Collaboration Tools

CIBC FirstCaribbean recognizes that incidental or occasional personal use of their e-mail and voice mail systems is unavoidable; however, CIBC FirstCaribbean reserves the right to access and monitor both internal and external e-mail and voice mail, including stored messages, and to restrict use of both, without prior notice. When we leave e-mail and voice mail messages within CIBC FirstCaribbean, we should be aware that these messages may be seen or heard by others on occasion and that in some cases they may be subject to production in legal proceedings. When communicating outside of CIBC FirstCaribbean, we will not leave confidential telephone messages, which could be accessed by other parties. We will not leave messages that are profane, illegal, unethical or in poor taste, offensive, discriminatory, harassing or abusive.

We will ensure that the content of e-mail and voice mail messages is accurate and consistent with CIBC FirstCaribbean Code of Conduct.

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We will use caution so that we have the correct e-mail addresses of recipients prior to transmitting information via the Internet, and should advise recipients of the security limitations of the Internet. We will only use the Internet for communicating confidential information through a secure gateway and only where management has authorized this. Internet facilities maintained by CIBC FirstCaribbean provide a secure gateway for communicating confidential information.

**Note:** Unencrypted messages sent through the Internet are accessible to anyone who comes into contact with them. Even encrypted data may be accessible, given the proper tools and time.

When using other approved electronic communications/tools (e.g. instant messaging, audio, video) while in office or when working remotely refer to the [Meeting Guidelines and the Appropriate Use of Collaboration Tools](#).

Additional Policy requirements relating to electronic communication are provided within the [Acceptable Use of CIBC FirstCaribbean Information and Information Systems Policy](#)

### Accessing Information

CIBC FirstCaribbean recognizes that there is a wealth of information available through the Internet. That's why personal use at CIBC FirstCaribbean is acceptable but must be limited. Our use of the Internet on CIBC FirstCaribbean authorized devices (desktop, laptops, mobile devices, tablets etc.) is also subject to review for compliance with CIBC FirstCaribbean Information Security policies.

We will not access, download or distribute information from the Internet that could be illegal, fraudulent, malicious, involve harassment of another team member or client or may harm CIBC FirstCaribbean's reputation. This applies in particular to information that may be considered indecent, offensive or misrepresentative of CIBC FirstCaribbean values, including pornography.

We will scan any file downloaded from the Internet with anti-virus software before use.

## 5.4 Dealing with our Suppliers

In many situations, CIBC FirstCaribbean purchases goods or services from suppliers. Employees and contingent workers involved in making those arrangements need to understand and follow certain principles. We will follow the procedures in our business area regarding contracts with suppliers.

### Treatment and Selection of Suppliers

At CIBC FirstCaribbean, suppliers are treated fairly and equitably and their selection is based strictly on value, quality, service and price. CIBC FirstCaribbean strives to deal with suppliers that have high standards of business conduct that align to CIBC FirstCaribbean's standard and other the requirements set out in the [Procurement Policy](#).

### Conflict of Interest

We will avoid the potential conflicts of interest, or will disclose such a conflict as part of the vendor onboarding process (See [New Vendor Information Form \(Pay Supplier\)](#)) with suppliers as outlined elsewhere in CIBC FirstCaribbean Code of Conduct. Also refer to Section 2.8 - Purchasing and Selling Assets and Services.

### Processing Client Information

When using suppliers to process client information, we will establish the identity and integrity of the provider and ensure the provider agrees to:

- a) Maintain a level of privacy, confidentiality and security over the information equivalent to that of CIBC FirstCaribbean;
- b) Allow CIBC FirstCaribbean and their regulators to examine the confidentiality and security arrangements and records where necessary;
- c) Retain the information only as long as needed to perform the services; and
- d) Use the information only for CIBC FirstCaribbean purposes.

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### Monitoring and Testing

Relationship Managers will perform monitoring and testing as necessary to ensure suppliers adhere to the terms of agreements with CIBC FirstCaribbean.

### Outsourcing Requirements

Certain regulatory requirements apply when we make an agreement to have a supplier or business partner perform material business functions that CIBC FirstCaribbean would otherwise perform itself. We will ensure that we comply outsourcing requirements covered in the [Third Party Risk Management Policy](#).

## 5.5 Following the Expense Management Policy

While we may claim reasonable business expenses, we will avoid making excessive or unnecessary claims. If we incur expenses or approve expenses on behalf of CIBC FirstCaribbean, including expenses incurred through the use of a corporate credit card, we will comply with the requirements outlined in the [Expense Management Policy](#). This includes ensuring that all such expenses are for a valid business purpose and are reasonable in relation to the business requirements and the goods and/or services being provided. In the case of contingent workers, the requirements in this section are also subject to the terms of the contingent worker's governing contract.

- a) We will not make fictitious expense claims. Our preferred method of payment is corporate credit cards for business use and it is never to be used for personal reasons. We will pay the balance on or before the monthly due date.

## 5.6 CIBC FirstCaribbean's Image

In the eyes of our clients and the community, each of us represents CIBC FirstCaribbean. As employees and contingent workers, it is CIBC FirstCaribbean Code of Conduct and commitment to protect CIBC FirstCaribbean's reputation and image.

CIBC FirstCaribbean's brand name and trademarks will only be used in accordance with corporate standards and in compliance with all legal requirements. The approval of the Legal Unit and Marketing and Communications, CIBC FirstCaribbean must be obtained. Clearance from the CIBC FirstCaribbean Marketing Department is necessary for third party endorsements or naming or branding initiatives within CIBC FirstCaribbean.

We will not use CIBC FirstCaribbean's name, or our position with CIBC FirstCaribbean, for personal advantage in political, religious, investment or retail purchasing transactions or similar activities.

We will not use our connection with CIBC FirstCaribbean so that we - or others related to us can borrow from, or become indebted to or have personal dealings with, existing or prospective clients.

We will not participate in social media platforms or forums in discussions relating to CIBC FirstCaribbean or its securities. If an employee becomes aware of any negative comment made about the Bank, its brand, products or services on any social media they will not respond directly, but inform the Digital Marketing Team immediately via the [Social Media Mailbox](#).

### Personal Views

Each of us have the right to publicly express our personal views as long as it is made clear that these views do not necessarily represent CIBC FirstCaribbean's views.

We will make it clear that the views we express are our own and not those of CIBC FirstCaribbean when our audience knows that we're a CIBC FirstCaribbean employee.

We will never disclose confidential information when expressing our views publicly.

### Speaking on Behalf of CIBC FirstCaribbean

Any type of speech, communication with the media or other public statement we make on behalf of CIBC FirstCaribbean must be cleared in advance with written approval by the employee's manager and the Director, Corporate Communications. Only specifically designated officers may discuss CIBC FirstCaribbean matters with bank analysts and institutional investors.

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We may accept an honorarium for any speaking engagement or written presentation we make on behalf of CIBC FirstCaribbean, as long as it is within the principles regarding Gifts and Benefits outlined in Code 2.1 of the CIBC FirstCaribbean Code of Conduct. However, if the honorarium is financial in nature, it must be given to CIBC FirstCaribbean.

Employees will use CIBC FirstCaribbean's brand name and trademarks outside CIBC FirstCaribbean only as part of the regular duties of their job or at an external function where CIBC FirstCaribbean's participation has been previously approved.

Contingent workers will use the CIBC FirstCaribbean brand name and trademarks outside of CIBC FirstCaribbean, only with consent of CIBC FirstCaribbean, or as otherwise provided in the terms and conditions of their governing contract.

For further information on the use of CIBC FirstCaribbean's brand name and trademarks by a vendor or other third party please refer to the [Internal and External Communications Policy or contact Corporate Communications](#).

### Court Preparation and Appearance

Employees are occasionally required to testify as witnesses in court proceedings as it relates to CIBC FirstCaribbean matters. When employees testify in either a civil or criminal court proceedings, they are visible representatives of the Bank.

When an employee receives a Court Order (subpoena), prior to appearing in court, the person testifying should contact the Bank's Legal Unit and HR Department, for the purposes of:

- a) Informing the Legal Unit and HR Department of the Order;
- b) Reviewing the circumstances of the Order and the evidence being sought.

Employees are required to review their statements prior to appearing in court. When actually testifying in court, the employee should answer all questions truthfully and to ONLY the best recollection of their knowledge.

### Advertising and Promotional Materials

Providing advertising and promotional information is a highly regulated activity. The purpose of many of these requirements is in part to ensure that our clients, investors and the public are protected against misleading statements and that clients receive sufficient information to make informed decisions.

Other requirements ensure that advertisements must be in generally accepted good taste and must not infringe on copyrights and trademarks.

All advertising and promotional information will only be placed through CIBC FirstCaribbean Marketing and Communications group to ensure that these requirements are met.

### Representatives of CIBC FirstCaribbean

All employees are required to conduct themselves professionally within or outside the Bank. We must not participate in activities or engage in behaviours, which compromises CIBC FirstCaribbean image or reputation. This includes activities that would disparage, defame, embarrass or harass employees or contingent workers, or CIBC FirstCaribbean clients or vendors. We are or may be perceived to be representatives of CIBC FirstCaribbean in the eyes of external parties (e.g. clients, suppliers, competitors) and as such we must be cautious and act in a manner that reflects the Bank's values and protects the Bank's image.

## **5.7 Environmental Responsibility**

CIBC FirstCaribbean is committed to acting responsibly in all of its activities by:

- a) Protecting and conserving the environment;
- b) Safeguarding the interests of all CIBC FirstCaribbean stakeholders against unacceptable levels of environmental risk; and

## Code of Conduct

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- c) Supporting the principles of sustainable development.

Each of us is responsible for taking reasonable care to ensure that CIBC FirstCaribbean's business activities are conducted in an environmentally prudent way.

### 5.8 Internal and External Investigations

To uphold our commitment to stakeholders, it is necessary for CIBC FirstCaribbean at times to conduct internal investigations.

We have a duty to cooperate fully with Internal Audit, Corporate Security/Loss Management, Legal Unit, Compliance Unit, Human Resources, and other areas of CIBC FirstCaribbean that audit, test or investigate issues within CIBC FirstCaribbean; as well as with any applicable disciplinary meetings.

We will also cooperate with lawful investigations and inquiries from third parties, including regulators, enforcement agencies, or parties involved in litigation. If we receive any kind of demand or request for information from a third party, we must contact the appropriate CIBC FirstCaribbean department as follows:

- a) For search warrants, contact the Corporate Security/Loss Management Group and the Legal Unit;
- b) For regulatory requests or notices of investigation, contact the Legal Unit, Regulatory Affairs or Compliance Unit immediately;
- c) For all other demands or requests, follow existing business procedures or contact the Legal Unit or Compliance Unit.

In all cases, we will contact the appropriate department before we tell the requesting party whether the information exists at all, discuss any information with the requesting party, and provide the information requested, or inform any affected employee, contingent worker, client or vendor about the request.

We are prohibited from obstructing, delaying, preventing or perverting such an investigation.

### 5.9 Maintaining Records

We must ensure that all CIBC FirstCaribbean client, employee, contingent worker, vendor, general and corporate records comply with CIBC FirstCaribbean's [Records Management Policy](#), which addresses the identification, retention, preservation and destruction of records. Each of us is responsible for the integrity of books and records under our control.

- a) We will exercise care and diligence in maintaining documentary and electronic records.
- b) We will follow all applicable record-keeping procedures, including obtaining all required information from our clients, verifying it as required and recording it accurately.
- c) We will never make false or misleading entries for our benefit or for any other party.
- d) We will not misrepresent assets or liabilities in a client application; nor our own, nor will we enter incorrect or misleading information to bypass account-opening requirements or facilitate the sale of a product or service.
- e) We will never establish or operate a fictitious account or use an account for purposes other than that for which it was intended.
- f) We will not conceal any unrecorded account, fund, asset or liability.
- g) We will never forge, or cut and paste the signature of a client or anyone else.
- h) We will not use or accept documents signed in blank and we will not witness any document unless we have actually seen the document signed.

### 6 Contravention of the Code

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Contravention of any provision of the Code by an employee may result in disciplinary action up to and including termination of employment for cause, without notice or pay in lieu of notice, in addition to possible civil, criminal or regulatory action. Such conduct may also affect individual performance assessment and compensation.

Contravention of any provision of the Code by a contingent worker may result in action by CIBC FirstCaribbean up to and including termination of the individual's governing contract without notice as well as possible civil, criminal or regulatory action.

#### Our Obligation to Report Violations

As part of being accountable to each other and to CIBC FirstCaribbean, each of us has an obligation to report all actual or potential violations of the Code or violations of a law or regulation ("violations"). Report a violation by:

- a) Speaking to our manager or to the appropriate contact listed in [Section 7 - Annual Review and Confirmation \(Resources\)](#);
- b) Calling the confidential [Ethics Hotline](#);
- c) Reporting to the Board or Executive Committee (ExCo) in writing; or
- d) By using the reporting procedures as otherwise set out in the Code or in an applicable CIBC FirstCaribbean policy such as Section 5.1 - Reporting of the [Whistleblower Policy](#).

This reporting obligation applies to all types of violations, including those that involve the actions of CIBC FirstCaribbean, or the actions of a CIBC FirstCaribbean employee, contingent worker, client or supplier. Any such report will be treated confidentially to the extent possible and in a manner consistent with CIBC FirstCaribbean's responsibility to address the issue raised.

#### Protection from Retaliation

No one may suspend, discharge, discriminate against, harass, or threaten, in any manner, or otherwise retaliate against an employee or contingent worker for:

- a) Reporting a violation in good faith (including where the report is made to a regulator); or
- b) Providing information or assistance for an internal or external investigation of a violation.

If we believe that we are being retaliated against as a result of reporting a violation, we should immediately contact our manager, Compliance Unit and local Human Resources representative or report this through the Ethics Hotline, or report through other avenues as outlined the Whistleblower Policy, Section 5.1 - Reporting.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

## Code of Conduct

### 7 Annual Review and Confirmation

Keeping our commitments to our stakeholders' means reviewing the CIBC FirstCaribbean Code of Conduct - Employee Summary upon receipt and on an annual basis.

Each employee and contingent worker must also:

- a) Seek any assistance necessary from the sources noted in this document to gain a full understanding of these principles; and
- b) On an annual basis, attest via online the Corporate Mandatory Training and Testing (CMTT) module in the following words:

*I certify that I have read and understood and I will abide by the contents of the Code of Conduct.*

#### Resources

The following units can provide support to employees, contingent workers and managers on the below areas of concern:

Area of Concern	Unit
General	Legal Unit and Risk Management Services & Policy Governance team
Conflicts of Interest and Whistleblowing	Legal Unit, Compliance Unit, Ethics Committee and Human Resources
Confidentiality Privacy and Data Protection	Compliance Unit
Bribery and Corruption	Compliance Unit
Information Security	Enterprise Security, Fraud and Supplier Risk Management
Information Integrity	Enterprise Security, Fraud and Supplier Risk Management
Breaches of CIBC FirstCaribbean Code of Conduct	Human Resources, Ethics Committee, and Compliance Unit
Insider Trading and Personal Securities Trading	Compliance Unit
Dishonest Activity	Corporate Security/Loss Management, Ethics Committee
Money Laundering, Terrorist Financing and Sanctions	Money Laundering Reporting Officers and Compliance Unit.
Workplace Behavior	Human Resources and Corporate Security/Loss Management
Advertising, Brand Names	Marketing and Communication
Unlawful behavior	Corporate Security/Loss Management and Ethics Committee

Employees and contingent workers are able to report any of the areas above to the Bank's [Ethics Hotline](#) or report through other avenues as outlined the Whistleblower Policy, Section 5.1 - Reporting.

[Refer to the Frequently Asked Questions Section for further clarification.](#)

8 Appendix 1 - Frequently Asked Questions

<p><b>Section</b> <b>Application of the Code</b> <a href="#">To whom does the Code Apply?</a></p>	<p><b>Q: What does it mean to respect the “spirit” of the code?</b></p> <p><b>A:</b> Respecting the spirit of the Code means following the principles and values upon which the Code is based - acting ethically and professionally, and honoring our core values of trust, teamwork and accountability - <i>even when the Code does not specifically address a particular situation.</i></p> <p><b>Q: Do we as team members <u>have</u> to follow the principles in the Code of Conduct or are these principles mainly suggestions?</b></p> <p><b>A:</b> The principles in CIBC FirstCaribbean Code of Conduct are extremely important to everyone in CIBC FirstCaribbean. We must be familiar with and carefully follow them in our daily activities. All of us must act, and must also be seen by our stakeholders to be acting, according to these principles.</p> <p>We also must understand and follow the requirements set out in employment agreements signed on being hired by CIBC FirstCaribbean.</p> <p><b>Q: What are some of the factors that may help me identify potential violations of the Code of Conduct?</b></p> <p><b>A:</b> To help identify potential Code of Conduct violations, ask yourself the following questions:</p> <ul style="list-style-type: none"> <li>- Does this feel right?</li> <li>- Is this legal?</li> <li>- Is this fair and ethical?</li> <li>- Would CIBC FirstCaribbean’s reputation be harmed if this situation were to become public?</li> <li>- Could this situation create any conflict between my own interest and CIBC FirstCaribbean’s interest? Could this create the appearance of a conflict?</li> </ul> <p>If in doubt, speak to your Line manager, or a representative of the Risk Management Services &amp; Policy Governance Unit.</p> <p><b>Q: I have been charged with a criminal offence but there has not yet been a trial to determine if I am guilty of committing the offence. Do I still need to disclose the criminal charge to my manager?</b></p> <p><b>A:</b> Yes. You must notify your manager as soon as you are charged with a criminal offence.</p>
<p><b>Section</b> <a href="#">Further Guidance and other Requirements</a></p>	<p><b>Q: Where can I find further information on areas I may be unclear on?</b></p> <p><b>A:</b> Many sections of the Code include a link to related policies and procedures that provide detailed guidance on specific topics. You may also contact the Risk Management Services &amp; Policy Governance team via the <a href="#">Policies Mailbox</a>.</p> <p>The Ethics Committee is responsible for receiving reports on any incidents which could be deemed unethical, assessing these incidents to determine the risk to the Bank and what actions can be taken. Any employee can contact the committee for assistance or report concerns through other avenues as outlined in the Whistleblower Policy, Section 5.1 - Reporting.</p>
<p><b>Section 1.1.</b></p>	<p><b>Q: Are there any consequences to breaching the requirements documented in the Code of Conduct?</b></p>

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<p><a href="#">Upholding the Law</a></p>	<p><b>A:</b> Many of the requirements in CIBC FirstCaribbean Code of Conduct involve legal and regulatory obligations that apply to CIBC FirstCaribbean and its employees and contingent workers and violation of these laws or regulatory requirements can affect CIBC FirstCaribbean’s reputation and our ability to carry out business. Ignorance of the law is not a valid defense if the law has been contravened. If you require information or clarification of the laws and regulations that apply to our business area we should contact our manager or one of the resources outlined at the end of CIBC FirstCaribbean Code of Conduct.</p>
<p><b>Section 1.2</b> <a href="#">Acting with Honesty and Integrity</a></p>	<p><b>Q: What are some examples of dishonest activity that will not be tolerated at CIBC FirstCaribbean?</b></p> <p><b>A:</b> Listed Below</p> <p>a) <b>Theft and Fraud</b> - We will not steal from or commit fraud against CIBC FirstCaribbean, clients, employees or other parties, or attempt or assist others to do so.</p> <p>b) <b>Kiting</b> - “Kiting” is fraudulently obtaining unauthorized credit or cash by manipulating the clearing system or banking machines. This activity is a criminal act and will not be tolerated, even if it does not cause a loss to CIBC FirstCaribbean. We will not engage in “kiting” and we will be alert to detect and respond to “kiting” by clients. An example of “kiting” is writing a cheque against an account with insufficient funds and depositing the cheque in another account to create a false balance against which debit items are processed. This transaction would be improper even if it is anticipated that there would be sufficient funds to cover the cheque at a future date. An example of activity that does not amount to kiting is writing a post-dated cheque payable on a date when funds are expected to be deposited into an account.</p> <p>c) <b>Trust Activity</b> - Where we know that an account is a trust account, we should ensure the account is noted accordingly. If CIBC FirstCaribbean is asked to carry out a seemingly unusual transaction, we have a duty to enquire as to its purpose, the circumstances surrounding it and who will benefit from it. An example of an unusual transaction might be one that appears to be solely in the trustee’s interest or contrary to the interests of the beneficiaries.</p> <p>Trustees have a legal obligation to act solely for the benefit of the beneficiaries of the trust. If appropriate, we should seek the beneficiaries’ consent to a transaction. We are entitled to refrain from carrying out the requested instructions until we have satisfied that duty to enquire. If we cannot reasonably satisfy ourselves as to the appropriateness of the transaction, we should seek guidance from our manager who, if necessary would seek guidance of the Legal Unit.</p> <p>d) <b>Bribery</b> - “Bribery” generally means giving or receiving a financial or other advantage, directly or indirectly, in order to induce or reward the improper performance of any activity. Bribery does not have to involve an actual payment and can take many forms such as a gift, a business opportunity, or travel and entertainment.</p> <p>e) <b>Kick Backs</b> - We will not kick back a portion of a contract payment to employees of the other contracting party or utilize other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payments to government officials or to employees of the other contracting party, their relatives or business associates. We will not accept kickbacks if they are offered to us. If we are approached by an employee, contingent worker, vendor, client, government representative, or other third party with an opportunity to engage in such activity, we will report the incident to our manager, Corporate Security/Loss Management</p>

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	<p>or the confidential <a href="#">Ethics Hotline</a> or email <a href="mailto:tnwclaims@tnwinc.com">tnwclaims@tnwinc.com</a> or <a href="#">report through other avenues outlined in the Whistleblower Policy, Section 5.1 - Reporting.</a></p>
<p><b>Section 1.3</b> <a href="#">Money Laundering, Terrorist Financing and Sanctions</a></p>	<p><b>Q: What is the aim of Money Laundering and where can I find additional information on the prevention of Money Laundering?</b></p> <p>A: The financial system is a magnet that attracts criminals who wish to use our industry to conceal or legitimize cash that has been generated from a criminal activity. Typically, the aim of the criminal is to convert illegally obtained funds into some form of a bank deposit or security, which can be used without suspicion. This activity, called money laundering, is illegal and many countries have imposed legislation, which places legal obligations on financial institutions like CIBC FirstCaribbean to guard against and detect money laundering. CIBC First Caribbean’s Board of Directors has adopted policy statements on money laundering which are contained within the <a href="#">Anti-money Laundering and Anti-terrorist Financing policy.</a></p>
<p><b>Section 1.6</b> <a href="#">Protecting Data, Privacy and Confidentiality</a></p>	<p><b>Q: Do we have to keep information about our suppliers, employees and clients confidential</b></p> <p>A: In all jurisdictions where CIBC FirstCaribbean does business, we have a legal obligation to keep all information about our suppliers, employees and clients confidential. This duty of confidentiality is based on English common law as well as well as on data protection laws in many of our jurisdictions, and covers all information arising out of the contract and banker/client relationship. Any breach of this common law duty of confidentiality makes CIBC FirstCaribbean potentially liable for legal and administrative penalties, such as monetary fines and in some cases, imprisonment.</p> <p>The duties of confidentiality and Privacy to our clients begin at the time when a client applies for a banking product or service and continues even after the banking relationship ends We will presume that information about our clients and information received from them is confidential unless they indicate otherwise.</p> <p><b>Q: What are some measures we can take to ensure confidentiality of information?</b></p> <p>A: When in doubt about how to handle confidential information, seek guidance before using or disclosing it.</p> <ol style="list-style-type: none"> <li>a) Always control access to confidential information that is in our possession.</li> <li>b) Only access client information on a need to know basis.</li> <li>c) Exercise care when discussing confidential information with clients to ensure their concerns about confidentiality of information are dealt with appropriately.</li> <li>d) Do not discuss confidential information in elevators, restaurants or any other public place.</li> <li>e) Keep your documents in the workplace safe and away from areas where they can be lost, stolen or viewed by CIBC FirstCaribbean employees without a need to know, or by outsiders.</li> <li>f) Secure sensitive information when our desk is unattended.</li> <li>g) Safeguard documents we carry away from the office.</li> <li>h) We should be aware that conversations on cellular phones may not be confidential and may be overheard by other parties and act accordingly.</li> <li>i) Ensure we use the correct fax number of recipients when faxing information.</li> </ol>

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	<p>j) Ensure confidential information is or will be shredded or otherwise made inaccessible prior to disposal.</p> <p>k) Do not leave computers unattended and accessible to CIBC FirstCaribbean employees or to outsiders.</p> <p>l) Do not share confidential information about CIBC FirstCaribbean with companies that are or may be seeking to provide products or services to CIBC FirstCaribbean, except as required in the bidding process.</p> <p><b>Q: How to report breaches of Confidentiality and Privacy?</b></p> <p>A: Any concerns regarding the protection of CIBC FirstCaribbean Information or any actual, suspected or potential breach must be immediately reported to the <a href="mailto:FCIBPrivacy@cibcfib.com">FCIBPrivacy@cibcfib.com</a> which is managed by the Compliance Unit by completing and emailing the <a href="#">Confidentiality and Privacy Incident Escalation Template</a>. Refer to the <a href="#">Confidentiality, Privacy and Data Protection Policy</a> for further details.</p>
<p><b>Section 2</b></p> <p><a href="#">Conflicts of Interest</a></p>	<p><b>Q: What is a Conflict of Interest?</b></p> <p>A: A conflict of interest occurs when the interests of one party conflicts or appears to conflict with those of another. Conflicts can occur between the interests of employees, CIBC FirstCaribbean, clients and suppliers. It may be financial or non-financial, direct or indirect. Avoiding conflicts of interest goes a long way towards ensuring that we avoid behavior that is unethical or that otherwise contravenes the Code. We must avoid any situation where our personal interest may conflict, or could be perceived to conflict, with the interests of CIBC FirstCaribbean or of a client or vendor of CIBC FirstCaribbean. Concern over conflicts of interest is the source of many of the principles outlined in this document.</p>
<p><b>Section 2.1</b></p> <p><a href="#">Offering and Accepting Gifts, Benefits and Entertainment Offers</a></p>	<p><b>Q: Can we accept gifts; benefits or entertainment offers from clients?</b></p> <p>A: We can accept gifts that are valued at a maximum value of \$100 USD; however, we will not give or receive a gift, benefit or entertainment offer when we know that doing so will violate the business practices of the other party.</p> <ul style="list-style-type: none"> <li>• What is a Benefit? <p>“Benefit” means any other offer made to us which provides us with a benefit or advantage, such as a discount from a client or supplier. (For example, the general rule outlined above in this section prevents us from making a business decision in favor of a client in return for a personal discount.)</p> </li> <li>• What is an Entertainment Offer? <p>To assist in understanding the distinction between gifts and entertainment, consider an example where a client has tickets to an event. If the client gives us the tickets but does not attend with us, the client has given us a gift. If the client invites us to attend the event with him or her, the client has offered entertainment.</p> </li> <li>• Can we accept Travel and Accommodation Offers? <p>We will never accept travel and accommodation offered for our personal use. This means, for example, that we will not accept free use of a vacation condominium for our family from a client or supplier. If it is in the interests of both CIBC FirstCaribbean and a client, and if we obtain prior approval from our manager, it may be permissible to accept partial payment from a client for our own travel and accommodation to a business function. Client payment of travel expenses for our spouse or family members is prohibited.</p> </li> <li>• Can I accept a gift, benefit or entertainment offer that exceeds the nominal value?</li> </ul>

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	<p>We may encounter a situation where refusal of a gift, benefit or entertainment of more than a nominal value may jeopardize our relationship with a client. In this situation, we must consult with our manager as soon as possible to get their guidance. Our manager may in turn need to consult with his or her manager on whether the gift, benefit or entertainment can be accepted.</p> <ul style="list-style-type: none"> <li>• Can I pay for gifts and entertainment for a client?</li> </ul> <p>If we give a gift or provide entertainment to a client or supplier in the course of our duties at CIBC FirstCaribbean, the expenses we incur in doing so must conform to CIBC FirstCaribbean’s expense procedures. We should speak to our manager to obtain additional information.</p>
<p><b>Section 2.4</b> <a href="#">Community Activity (Political Donations)</a></p>	<p><b>Q: I’ve been asked to solicit a political donation from CIBC FirstCaribbean, what should I do?</b></p> <p><b>A:</b> CIBC FirstCaribbean does not contribute to politicians or political parties or to foundations or other entities associated with politicians or political parties at any level in any of the jurisdictions in which we operate. All employees and contingent workers are strictly prohibited from making a contribution on behalf of CIBC FirstCaribbean in support of a political cause, candidate or any person who runs for or holds a public office whether as a member of a political party, independent or otherwise. Those who are unsure of the process for dealing with requests for political donations should contact the Legal Unit for further clarification. Refer to the Bank’s <a href="#">Political Donations Policy</a> for further guidance.</p>
<p><b>Section 2.5</b> <a href="#">Processing Personal Transactions</a></p>	<p><b>Q: I am a Senior Officer (Customer Services Manager, Branch Manager) within the Branch, and require persons reporting direct to me within the Branch to process a transaction for me, what is the correct course of action?</b></p> <p><b>A:</b> Where a Customer Service Manager requires a transaction to be processed on their behalf, authorization from the Branch Manager must be provided and evidenced to the officer prior to processing of the transaction, likewise, if a Branch Manager requires a transaction to be processed on their behalf, authorization must be provided by Senior Management personnel (within the branch or country, the authorizer can be at the same location or situated within another branch, e.g. Corporate Manager, Sales Team Lead, District Manager) In an instance where the authorizer is not present at the branch, such approvals may not be ‘a physical sign-off’ and the electronic evidence should be printed and attached to the voucher. Authorization must be provided before any of the above mentioned transactions are processed</p> <p><b>Q: What are examples of routine in branch transactions?</b></p> <p><b>A:</b> These include cheques, cash transactions, debit cards, manager’s cheques, foreign currency transactions etc.</p>
<p><b>Section 2.6</b> <a href="#">Employment and Outside Activities whilst at CIBC FirstCaribbean</a></p>	<p><b>Q: What does CIBC FirstCaribbean consider outside activities?</b></p> <p><b>A:</b> Outside activities include but are not limited to engaging in the following:</p> <ol style="list-style-type: none"> <li>a) Accepting an additional position or employment outside of CIBC FirstCaribbean;</li> <li>b) Carrying on business activities outside of CIBC FirstCaribbean;</li> </ol>

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	<p>c) Investing in a business, other than a company that is publicly traded on a recognized stock exchange;</p> <p>d) Holding a controlling interest in a public or private business;</p> <p>e) Serving as a personal representative (such as trustee, executor, guardian, or through the grant of a power of attorney) for a client (other than a family member) with whom we or our business unit have a business relationship;</p> <p>f) Acting as a party in a client's estate or tax planning arrangement (other than a family member's arrangement) e.g., acting as a settlor, donor, or subscriber of shares;</p> <p>g) Commencing a campaign for election or appointment to public office, whether paid or unpaid; or</p> <p>h) Holding directorship or serving on the board of a company or organization other than CIBC FirstCaribbean.</p> <p>i) <b>Q: If CIBC FirstCaribbean asks me to sit on the board of another company, is written approval still required?</b></p> <p><b>A:</b> Yes approval/notification in writing to the employee is required. Sometimes, we consider sitting as a director on the board of an outside company, either at the request of CIBC FirstCaribbean or on our own initiative. A director's first loyalty should be to the company on whose board they serve. Unfortunately, this loyalty can at times place the employee in a conflict between the interests of CIBC FirstCaribbean and the outside company. This especially happens when CIBC FirstCaribbean has a business relationship with the company or one of its competitors.</p> <p><b>Q: Can you provide some examples of Outside employment?</b></p> <p><b>A:</b> Examples of outside employment or business activities which involve a conflict of interest are those that:</p> <p>a) Affect the objectivity and independence of the performance of an employee's duties and responsibilities at CIBC FirstCaribbean;</p> <p>b) Conflict with the time required to complete an employee's duties at CIBC FirstCaribbean;</p> <p>c) Involve the use of any information about CIBC FirstCaribbean or its clients, suppliers or employees;</p> <p>d) Place the employee in a position that gives the appearance that the employee represents CIBC FirstCaribbean;</p> <p>e) Imply that CIBC FirstCaribbean endorses a particular product, service or company; or</p> <p>Involve conducting outside business activity on CIBC FirstCaribbean time or using computers, software or other assets of CIBC FirstCaribbean for that outside activity.</p> <p>The <a href="#">Outside Activities or Investments Disclosure/Approval Request Form</a> should be completed and submitted directly to your Supervisor/Line Manager if you are engaged or engaging in outside activities so that any potential conflicts of interests can be addressed.</p> <p><b>Q: Can you confirm whether prior approval is required to serve as a director of a civic or non-profit organization?</b></p> <p><b>A:</b> Yes. Prior approval is required to serve as a director of a civic or non-profit organization. You must therefore avoid appointments or any activity, once</p>
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	<p>appointed, that would put you in an actual or apparent conflict of interest with your duties at CIBC FirstCaribbean.</p>
<p><b>Section 2.9</b> <a href="#">Personal Relationships in the Workplace</a></p>	<p><b>Q: Can you define a Personal Relationship in the workplace?</b></p> <p><b>A:</b> We recognize that there are employees who have personal relationships with other employees working in the Bank. The Bank considers an employee to be in a personal relationship with another employee if the employees are:</p> <ul style="list-style-type: none"> <li>a) Blood relatives or relatives by marriage;</li> <li>b) Part of the same household i.e. live together though not related or in an intimate relationship;</li> <li>c) Domestic/common law partners; or</li> <li>d) Engaged in an intimate/romantic relationship.</li> </ul>
<p><b>Section 3</b> <a href="#">Workplace behaviors</a></p>	<p><b>Q: My co-worker often sends emails that include profanities. Is this allowed under the Code?</b></p> <p><b>A:</b> No. Treating everyone with respect includes exercising good judgement and being respectful in all of our communications. This applies when we are communicating by any means, including in person, by telephone, or electronically (e.g. e-mail, instant messaging, mobile messages and social networking).</p> <p><b>Q: Does the Code of Conduct apply when I am on business travel or at a social event?</b></p> <p><b>A:</b> Yes. The Code requirement to avoid activities that may compromise CIBC’s image or reputation applies under any circumstance, including while you are on business travel or at a social event.</p>
<p><b>Section 3.2</b> <a href="#">Safety and Security in the Workspace</a></p>	<p><b>Q: What role can I play in ensuring the building I work in remains secure?</b></p> <p><b>A:</b> Employees and contingent workers can help to ensure the building remains secure by:</p> <ul style="list-style-type: none"> <li>a) Take responsibility for the safety and appropriate use of access cards/codes and will not share with any party (i.e. employee or non-employees). If at any point in time the access card is lost, we will report this to the Administrator to have the card deactivated.</li> <li>b) Ensure that access cards are not left unattended at any point in time. Access codes will not be written down.</li> <li>c) Ensure that at no point in time, we will open the doors of the building to provide access to strangers or others persons who are neither recognized clients or employees.</li> <li>d) Ensure that all internal doors are kept closed when not in use.</li> <li>e) Ensure that during normal business hours, visitors wait at front desk until the party or parties with whom they are meeting have been contacted. Once contacted visitors will be asked to sign-in if they wish to conduct Business inside.</li> <li>f) Ensure that children are not left unsupervised and are accompanied by an adult at all times.</li> <li>g) Ensure that in the event of employee’s resignation, the access card will be returned as part of the Exit Interview.</li> </ul>

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	<p>h) Inform HR of any request for vendors or other service providers to showcase products, distribute literature or any other services.</p>
<p><b>Section 3.4</b> <a href="#">Religious Activity</a></p>	<p><b>Q: What is CIBC FirstCaribbean’s position on my Religious beliefs?</b></p> <p><b>A:</b> We may not engage in religious advocacy on CIBC FirstCaribbean premises or facilities unless approval is provided to do so (this includes seeking contributions, campaigning and promoting religious causes, beliefs or practices). This in no way limits your rights to observe your individual political or religious beliefs and practices in a private manner that does not affect other CIBC FirstCaribbean employees or contingent workers.</p>
<p><b>Section 4.1</b> <a href="#">Client Service</a></p>	<p><b>Q: Is it acceptable to skip a step required by a CIBC FirstCaribbean policy or procedure to save time for a client?</b></p> <p><b>A:</b> No. Remember that policies and procedures have been carefully designed to support compliance with the law and the protection of CIBC FirstCaribbean’s reputation.</p> <p>Skipping a step could put you, CIBC FirstCaribbean or our clients at risk. You are expected to act in accordance with the Code and CIBC FirstCaribbean’s policies and procedures at all times, even if a client, fellow employee or contingent worker suggests a different course of action. If you have a question or comment concerning a policy or procedure, discuss this with your manager or raise it with the owner of the policy or procedure.</p> <p><b>Q: Can you tell me a bit about Fiduciary relationships?</b></p> <p><b>A:</b> Generally, fiduciary relationships arise where there is a particular relationship of trust and confidence placed by the client in the adviser, where the client expects the adviser to act exclusively in the client’s best interest. It is very important that the client’s needs and expectations are clear and that the adviser is aware of and is qualified to meet them. There is significant potential liability if advice is not given properly when a fiduciary relationship exists.</p> <p>Given the risks of legal liability that can arise from giving specialized advice, clients who request investment, trust or specialized advisory services (which could involve fiduciary responsibilities) should be referred to those CIBC FirstCaribbean business units that are authorized to carry out this type of business.</p>
<p><b>Section 4.2</b> <a href="#">Managing Inside Information and Personal Securities Trading</a></p>	<p><b>Q: I am unsure what constitutes inside information, can you define?</b></p> <p><b>A:</b> Inside information is material, non-public information about a public company.</p> <p>“Material” means that the information would likely influence a person’s decision to buy or sell securities of that company or another public company. In other words, information which would likely affect the price of those securities. Information ceases to be inside information only when it has been generally disclosed to the public or is no longer material.</p> <p>Inside information may be about CIBC FirstCaribbean, its subsidiaries, clients, suppliers or any other public company. It can include information about a possible take-over or merger, issuance of securities, change in dividends, litigation, product innovation, change in operating results, refinancing, forecasts or a change in executive management. It can also include information about one company that may affect the price of securities of another company.</p> <p><b>Q: I have inside information about a company. Can I tell my spouse to buy or sell shares of this company?</b></p>

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	<p><b>A:</b> No. You cannot buy or sell any shares of this company or advise anyone else to do so until the information has been generally disclosed to the public</p>
<p><b>Section 6</b> <a href="#">Contravention of the Code</a></p>	<p><b>Q:</b> I am not comfortable discussing potential code violations with my manager. What should I do?</p> <p><b>A:</b> If you do not feel comfortable reporting a potential Code violation to your manager, you should speak to your manager’s manager about the situation. If this is also a concern, you may report the issue to the Risk Management Services &amp; Policy Governance Unit or if you wish to remain anonymous or if you feel that someone has not responded appropriately to your report, you may call the confidential Whistleblower Hotline, or report through the avenues outlined in the Whistleblower Policy, Section 5.1 - Reporting. All reports of violations, made in good faith, are confidential, taken seriously and investigated fully.</p>
<p><b>Section 7</b> <a href="#">Annual Review and Confirmation</a></p>	<p><b>Q:</b> I am a contingent worker. Do I need to complete the annual Code of Conduct training and certification component of the CIBC FirstCaribbean Mandatory Training and Testing (CMTT) program?</p> <p><b>A:</b> Yes. Whenever your contract last for more than thirty days, you must complete the certification component of the CMTT program.</p>