



COMPENSATION COMMITTEE MANDATE

1. PURPOSE

The primary function of the Compensation Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of CIBC Caribbean Bank Limited (the “**Company**”) in fulfilling its governance and supervisory responsibilities relating to (i) compensation of the Company’s Chief Executive Officer, the Chief Financial Officer and FCIB’s other executive officers (collectively, the “**Executive Officers**”) and Senior Management (as defined herein), and (ii) strategic oversight of the Company’s human capital, including overall employee compensation, the levels and degrees of participation in incentive compensation programs, including bonuses and stock plans, and oversight of management’s progress in employee development and relations, and their alignment with the Company’s strategy of consistent, sustainable performance, its’ risk appetite and risk and control governance framework.

The following legal entities together form the “**Group**”:

- 1.1 CIBC Caribbean Bank (Barbados) Limited;
- 1.2 CIBC Caribbean Wealth Management Bank (Barbados) Limited;
- 1.3 CIBC Caribbean Bank (Bahamas) Limited;
- 1.4 FirstCaribbean International Bank (Cayman) Limited;
- 1.5 FirstCaribbean International Bank (Jamaica) Limited;
- 1.6 CIBC Caribbean Bank (Trinidad and Tobago) Limited;
- 1.7 FirstCaribbean International Bank (Curacao) NV;
- 1.8 FirstCaribbean International Trust Company (Bahamas) Limited; and
- 1.9 CIBC Caribbean Bank and Trust Company (Cayman) Limited.

2. MEMBERSHIP AND ORGANIZATION

2.1 General

The organization of the Committee, including the number of Committee meetings, residency requirements of members, quorum requirements, meeting procedures and notices of meetings are as established by the by-laws of the Company, as duly in effect from time to time (the “**By-Laws**”). Any actions, determinations and responsibilities of the Committee will be subject to review and reconsideration by the Board, in its discretion, and in the event of any conflict, the actions, determinations and responsibilities of the Board will take precedence over those of the Committee, except to the extent that applicable law requires that the Committee make such determinations.

2.2 Composition

The Committee shall consist of at least three directors from the Board. A majority of the Committee members must be independent directors and each Committee member must satisfy all applicable requirements of law, rules, regulations or other requirements of governmental or



regulatory bodies (including laws and regulations applicable to financial institutions), all as in effect from time to time and applicable to the membership of the Committee. At the invitation of the Committee, all directors of the Company may attend and participate in Committee meetings but only members of the Committee are allowed to vote on any resolution placed before the Committee. At the invitation of the Committee, members of the Company and the Group management and others may attend Committee meetings, as the Committee considers necessary or desirable.

2.3 Appointment, Removal and Resignation of Committee Members

Each member of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee on an annual basis and shall serve at the pleasure of the Board, or until the earlier of

- 2.3.1 the close of the next annual meeting of shareholders of the Company at which the member's term of office expires,
- 2.3.2 the election and qualification of such member's successor;
- 2.3.3 the death of the member; or
- 2.3.4 the resignation, disqualification or removal of the member from the Committee or from the Board.

Any member of the Committee may be removed with or without cause by a majority of the Board.

All vacancies in the Committee shall be filled by the Board.

A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board.

2.4 Chair

At the time of the annual appointment of the members of the Committee, the Board shall appoint a chair of the Committee (the "Chair" or "Committee Chair"). The Committee Chair shall be a non-executive director, who has been assessed by the Board as having the requisite skill and experience to chair the Committee. The Committee Chair (or, in the absence of the Chair, the Chair's alternate) shall:

- 2.4.1 be a member of the Committee;
- 2.4.2 preside over all Committee meetings;
- 2.4.3 coordinate the Committee's compliance with this mandate;
- 2.4.4 work with management to develop the Committee's agendas and annual work-plan;
- 2.4.5 provide reports of the Committee to the Board if the Committee meets separately from the Board; and
- 2.4.6 keep the boards of the other members of the Group fully informed of the proceedings of the Committee, whether by provision of reports, extracts of Committee minutes or otherwise as the Chair considers appropriate.



3. MEETINGS

3.1 Meeting Attendance and Preparation

The Committee shall meet as often as it determines necessary to carry out its responsibilities, but not less frequently than quarterly in conjunction with Board meetings. Meetings of the Committee shall be called by the Group Corporate Secretary at the request of the Committee Chair or any two members of the Committee with at least three business days' notice being given, where practical. The Committee may invite or require other persons to attend meetings where appropriate to assist the Committee in fulfilling its duties. Prior to each quarterly meeting, the Group Corporate Secretary will produce a package consisting of a meeting agenda, accurate minutes of the previous quarterly meeting(s) and any interim meetings since the last quarterly meeting in draft form, and reports consistent with the meeting agenda. Members of the Committee are expected to attend meetings of the Committee and to review related meeting materials in advance. Alternates for Committee members will not be accepted (except as provided in Section 3.3 below). The Chair shall chair all Committee meetings that he or she attends, and in the absence of the Chair, the members of the Committee present may appoint an alternate Chair from their number for a meeting.

3.2 Secretary and Minutes

The Group Corporate Secretary, his or her designate or any other person the Committee requests, shall act as secretary of the Committee meetings. The Group Corporate Secretary shall record and maintain minutes of the Committee meetings and subsequently present to the Committee for approval. The Group Corporate Secretary will produce accurate summary minutes of its proceedings in draft form to the Committee members for approval prior to the subsequent quarterly meeting, and shall, at the direction of the Committee Chair, promptly distribute to Committee members after each meeting a report summarizing the key matters discussed and resolved at such meeting.

3.3 Quorum

A majority of members of the Committee shall constitute a quorum provided that the majority of the Committee members present shall be non-residents of Canada and satisfy any other requirements of the By-Laws. If a quorum cannot be obtained for a meeting, members of the Board who would qualify as members of the Committee may, at the request of the Committee Chair or chair of the Board, serve as members of the Committee for that meeting. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee.

3.4 Access to Management and Outside Advisors

The Committee shall have unrestricted access to management and employees of the Group. The Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors, but only after taking into consideration all factors relevant to the adviser's independence from management, without consulting or obtaining the approval of the Board or any officer of the Company to assist it in fulfilling its responsibilities and to set and pay the compensation of these advisors. The General Counsel shall be notified prior to counsel or external advisors being engaged. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

3.5 Meetings without Management

The Committee shall hold unscheduled or regularly scheduled meetings or portions of regularly scheduled meetings, at which management is not present.



3.6 Access to Other Committees

The Chair or any member of the Committee may request the input of a member of another Board committee on any accountability or responsibility set out in this mandate.

3.7 Assessment of Regulatory Compliance

The Committee shall review management's assessment of compliance with laws and regulations as they pertain to responsibilities under this mandate, report any material findings to the Board and recommend changes it considers appropriate.

3.8 Delegation

The Committee may delegate authority to act upon specific matters within determined parameters to a Committee consisting of one or more members, consistent with applicable law. Any such Committee shall report any action to the full Committee at its next meeting.

4. ACCOUNTABILITIES AND RESPONSIBILITIES

The Committee shall have the accountabilities and responsibilities set out below as well as any other matters that are specifically delegated to the Committee by the Board or such other responsibilities and matters as are designated, from time to time, by the Board. In addition to these accountabilities and responsibilities, the Committee shall perform the duties required of the Committee by all applicable laws and regulatory requirements across the region in the territories in which the Group operates, including the binding requirements of the stock exchanges on which the securities of the Company are listed and the applicable law and rules and regulations promulgated by any other regulatory authority required of the Committee.

4.1 Chief Executive Officer Employment Arrangements, Performance, and Compensation

- 4.1.1 Employment Arrangements – The Committee shall review, and, if advisable, approve and recommend for Board approval any arrangement with the Chief Executive Officer relating to employment terms, multi-jurisdictional employment arrangements, termination, severance, change in control or any similar arrangements. In undertaking this review, the Committee shall take into account the overall structure, costs and general implications of these arrangements.
- 4.1.2 Performance Goals – At least annually, the Committee shall review and, if advisable, approve and recommend for Board approval strategic, annual business and individual performance goals for the Chief Executive Officer.
- 4.1.3 Performance Evaluation – At least annually, the Committee shall assess the individual performance of the Chief Executive Officer in relation to the strategic, annual business and individual performance goals, including financial performance, control matters, customer satisfaction and employee satisfaction.
- 4.1.4 Compensation – At least annually, the Committee shall review, and, if advisable, approve and recommend for Board approval compensation for the Chief Executive Officer. The compensation recommendations shall be based on the performance assessments conducted pursuant to this mandate, as well as other factors and criteria, as may be determined by the Committee from time to time.

4.2 Employment Arrangements, Performance, and Compensation

4.2.1 Organization Structure – At least annually, the Committee shall review the the Company’s senior management (“**Senior Management**”) organization structure.

“Senior Management” shall include:

- the Executive Officers;
- any other officer who performs a policy-making function or any other person who performs similar policy-making functions; and
- any other roles the Committee may determine.

4.2.2 Organization Change – The Committee shall review, and if advisable, approve and recommend for Board approval the creation of any new roles, or material changes to role responsibility or reporting lines, of Senior Management.

4.2.3 Senior Management Appointments and Employment Arrangements – The Committee shall review, and if advisable, approve and recommend for Board approval any arrangement relating to Senior Management appointments.

In undertaking these reviews, the Committee shall review all employment terms, multi-jurisdictional employment and compensation arrangements, termination, severance, change in control, or any other employment related arrangement and shall take into account the overall structure, costs and general implications of these arrangements.

4.2.4 Performance Goals and Performance Evaluation – At least annually, the Committee shall review annual business performance goals for the Company and its key businesses, including financial performance, control matters including the execution of the Company’s risk appetite, customer satisfaction goals, employee satisfaction goals and individual performance goals of the Company’s Senior Management and any other role the Committee may determine, and shall review the performance of these officers in relation to their performance goals.

4.2.5 Senior Management Compensation and Employment Arrangements – At least annually, the Committee shall review and, if advisable, approve and recommend for Board approval the compensation and other employment arrangements of Senior Management. The annual compensation recommendations shall be based on the performance review conducted pursuant to this mandate, as well as other factors and criteria, as may be determined by the Committee from time to time.

4.2.6 Compensation Reviews –When the Committee reviews annual compensation recommendations, it shall review the appropriateness of compensation relative to actual business performance and business risks undertaken by taking account of:

- 4.2.6.1 the report from the Chief Financial Officer on sustainability of earnings;

- 4.2.6.2 the report from the Chief Risk Officer on any current and future risks that should impact compensation decisions;
- 4.2.6.3 the report on compliance with governance, control and policy requirements; and
- 4.2.6.4 vendor reports on customer and employee satisfaction results.

The Committee shall then review and, if advisable, approve and recommend for Board approval aggregate annual incentive compensation allocations for each business unit and infrastructure group. The Committee shall review a report from management verifying the actual annual incentive compensation expense. This review shall be conducted at the next regularly scheduled Committee meeting immediately following any grant of annual incentive compensation.

In addition, the Committee shall review and, if advisable, approve and recommend for Board approval compensation for any individual whose total direct compensation is above a certain materiality threshold, as defined by the Committee, or whose compensation exceeds approved compensation policies and guidelines.

In approving compensation for these individuals, the Committee shall review financial performance, business risks, control matters, as well as other factors and criteria, as may be determined by the Committee.

- 4.2.7 Severance –The Committee shall review any individual severance arrangements for Senior Management and shall review and, if advisable, approve all individual severance arrangements.
- 4.2.8 The Committee shall oversee the Company’s compliance with applicable rules and regulations regarding executive compensation matters.
- 4.2.9 The Committee shall periodically review and approve the form and amounts of non-employee director compensation and make recommendations to the Board with respect thereto.

4.3 Compensation Philosophy, and Plans, including Incentive Compensation Plans

- 4.3.1 Compensation Principles, Philosophy, Methodology and Governance – At least annually, the Committee shall review and, if advisable, approve and recommend for Board approval the Company’s compensation principles, philosophy, methodology and governance practices.
- 4.3.2 Compensation Policies and Plans – The Committee shall review and, if advisable, approve and recommend for Board approval any new compensation policies and plans that are material in nature. The Committee shall review existing compensation policies and plans in accordance with the established review cycle and, if advisable, approve any material changes to these policies and plans. In reviewing any new or amended policies and plans, the Committee must review a report containing management’s assessment by the Company’s control functions of compliance with regulatory requirements, and the Company’s risk management, governance, control and policy requirements.

4.4 The Company's Pension Funds and Pension Plans

- 4.4.1 Plan Oversight – The Committee, at least annually, shall review the performance, including the funded status, investment performance, material risks of the Company's pension plans, and the governance structures relating to the Company's pension plans and shall, if advisable, approve and recommend for Board approval changes to the governance of such plans, other than governance changes relating to the role of the Committee.
- 4.4.2 Plan Design – The Committee shall review and, if advisable, approve and recommend for Board approval any material amendments to the Company's pension plans, including design changes, mergers, bulk transfer out of assets to other pension plans, admission of associated companies to participate in the plans, terminations or wind-ups affecting existing plans, and shall review and approve any new pension plans.

4.5 Benefit Plans

The Committee shall review and, if advisable, approve and recommend for Board approval any new plans or material amendments to the Company's non-pension benefit plans.

4.6 Human Resources Philosophy, and Principles

- 4.6.1 The Committee shall ensure that fair and effective compensation practices are implemented in the Company, consistent with the Company's culture, long-term objectives, strategy and control environment.
- 4.6.2 The Committee shall review and, if advisable, approve and recommend for Board approval any changes in human resources philosophy or principles.
- 4.6.3 The Committee shall review general issues, such as employee development programs, turnover, employee engagement and diversity.

4.7 Training and Staff Development Principles

At least annually, the Committee shall review and, if advisable, approve and recommend for Board approval the Company's training and development principles. The Committee shall oversee the development and implementation of these training and development principles.

4.8 Employee Relations

At least annually, the Committee shall review significant matters relating to employee relations, including collective representation through trade union recognition.

5. **REPORTING TO THE BOARD**

The Chair shall report to the Board at a meeting of the Board on material matters arising at Committee meetings and, where applicable, shall present the Committee's recommendations to the Board for its approval. The Committee Chair shall not be required to report to the Board on Committee proceedings if such proceedings were held in joint sessions with the Board.



6. COMMITTEE MEMBER DEVELOPMENT AND PERFORMANCE REVIEW

The Committee will evaluate its performance on an annual basis to determine whether it is functioning effectively, and will evaluate its compliance with the Committee's mandate on an annual basis. The Committee will also review the Committee's mandate on an annual basis.

The Chair shall co-ordinate orientation and continuing director development programs relating to this mandate for Committee members.

7. CHANGES TO THE COMMITTEE MANDATE

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

8. CURRENCY OF THE COMMITTEE MANDATE

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