Management Proxy Circular

Pursuant to section 140 of the Companies Act, Chapter 308 of the laws of Barbados (the "Companies Act")

1. Name of Company:
   CIBC Caribbean Bank Limited
   Company No. 8521

2. Particulars of Meeting:
   Thirty-first annual meeting of the shareholders of the Company to be held in Barbados on Friday, March 14, 2025 at 10:00 am Barbados time.

3. Record Date and Voting of Shares
   The directors of the Company have fixed Friday, January 24, 2025 as the record date for the purpose of determining the shareholders entitled to receive notice of the meeting. Only the shareholders of record at the close of business on January 24, 2025 will be entitled to receive notice and vote at the meeting.

   The majority shareholder has indicated its intention to call for all matters to be voted on at the meeting by poll and consequently each shareholder will have one vote for each common share held.

4. Solicitation
   The management of the Company will be using this circular to solicit proxies from shareholders for use at the Meeting.

5. Any Director's Statement Submitted Pursuant to Section 71 (2) of the Companies Act:
   Under section 71(2) of the Companies Act, a director who receives a notice of a meeting of shareholders at which there will be an election of directors may submit a written statement giving the reasons why he opposes any proposed action or resolution. No statement has been received from any director pursuant to section 71(2) of the Companies Act.

6. Any Auditor's Statement Submitted Pursuant to Section 163 (1) of the Companies Act:
   Under section 163(1) of the Companies Act, an auditor who receives a notice of a meeting of shareholders at which there will be an appointment to fill the office of auditor, may submit a written statement giving the reasons why that auditor opposes any proposed action or resolution. No statement has been received from the auditors of the Company pursuant to section 163(1) of the Companies Act.

7. Any Shareholders' Proposal Submitted Pursuant to Section 112(a) and 113(2) of the Companies Act:
   Under section 112(a) of the Companies Act, a shareholder who is entitled to vote at an annual meeting of the shareholders may submit notice of any matter that he proposes to raise at the meeting (a "Proposal").

   Under section 113(2) of the Companies Act, a company must include a statement of the shareholder's support of a Proposal in a management proxy circular, if so requested by the shareholder.

   No Proposal or statement has been received from any shareholder pursuant to sections 112(a) and 113(2) of the Companies Act.

8. Governance
   The practices and procedures of the Company's board foster compliance with the Corporate Governance Recommendations for Listed Companies (the "Recommendations") of the Barbados Stock Exchange and the Corporate Governance Guideline (the "Guideline) of the Financial Services Commission. There are currently no significant differences between the Company's governance practices and the Recommendations and the Guideline.

9. Issued Shares

The Bank is entitled to issue an unlimited number of common shares with no par value. The Bank has 1,577,094,570 common shares issued and outstanding as at the end of the year.

Date
January 28, 2025

General Counsel & Group Corporate Secretary
CIBC Caribbean Bank Limited