

**Final Terms dated 13 December 2021**

**Canadian Imperial Bank of Commerce (the "Issuer")**  
**Branch of Account: Main Branch, Toronto**  
**Legal Entity Identifier: 2IGI19DL77OX0HC3ZE78**  
**Issue of EUR 165,000,000 0.80% Senior Notes due December 2033**  
**under a US\$20,000,000,000 Note Issuance Programme**

**MIFID II product governance /Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

**UK MIFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of United Kingdom ("**UK**") domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**") ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**UK distributor**") should take into consideration the manufacturer's target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PRIIPs REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2016/97/EU as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**UK PRIIPs REGULATION - PROHIBITION OF SALES TO UK RETAIL INVESTORS**

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act, 2000 (as amended, the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation

(EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of UK domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**The Notes are Bail-inable Notes and subject to conversion in whole or in part – by means of a transaction or series of transactions and in one or more steps – into common shares of the Issuer or any of its affiliates under subsection 39.2(2.3) of the Canada Deposit Insurance Corporation Act (the “CDIC Act”) and to variation or extinguishment in consequence, and subject to the application of the laws of the Province of Ontario and the federal laws of Canada applicable therein in respect of the operation of the CDIC Act with respect to the Notes.**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Prospectus dated 25 June 2021 and the supplements to the Prospectus dated 27 August 2021 and 3 December 2021, which together constitute a base prospectus (the "**Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplements to the Prospectus are available for viewing during normal business hours at and copies may be obtained from the registered office of the Issuer at 199 Bay St., Toronto, Canada M5L 1A2, and at the office of the Fiscal Agent, Deutsche Bank AG, London Branch at Winchester House, 1 Great Winchester Street, London EC2N 2DB and may also be viewed on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu) under the name of the Issuer.

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|-----------|------------------------------------|---|
| <b>1.</b> | (i) Series Number:                 | 253   |
|           | (ii) Tranche Number:               | 1   |
| <b>2.</b> | Specified Currency or Currencies:  | Euro (" <b>EUR</b> ")                             |
| <b>3.</b> | Aggregate Nominal Amount of Notes: |   |
|           | (i) Series:                        | EUR 165,000,000                                   |
|           | (ii) Tranche:                      | EUR 165,000,000                                   |
| <b>4.</b> | Issue Price:                       | 100.000 per cent. of the Aggregate Nominal Amount |
| <b>5.</b> | (i) Specified Denominations:       | EUR 100,000 and integral multiples thereof        |
|           | (ii) Calculation Amount:           | EUR 100,000                                       |
| <b>6.</b> | (i) Issue Date:                    | 16 December 2021                                  |
|           | (ii) Interest Commencement Date:   | Issue Date  |

(iii)	CNY Issue Trade Date:	Not Applicable
7.	Maturity Date:	16 December 2033
8.	Interest Basis:	0.80 per cent. Fixed Rate <i>(see paragraph 15 below)</i>
9.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10.	Change of Interest Basis:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	Status of the Notes:	Senior Notes
13.	Date Board approval for issuance of Notes obtained:	Not Applicable
14.	Bail-inable Notes:	Yes

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	<b>Fixed Rate Note Provisions:</b>	Applicable
(i)	Rate of Interest:	0.80 per cent. per annum payable annually in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	16 December in each year, commencing on 16 December 2022, up to and including the Maturity Date, adjusted for payment purposes only in accordance with the Business Day Convention set out in paragraph (vii) below.
(iii)	Fixed Coupon Amount:	EUR 800.00 per Calculation Amount
(iv)	Broken Amount:	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA), unadjusted
(vi)	Determination Dates:	16 December in each year
(vii)	Business Day Convention:	Following Business Day Convention
16.	<b>Floating Rate Note Provisions:</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions:</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION OR CONVERSION**

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|--|--|
| <b>18. Call Option:</b>  | Not Applicable                                       |
| <b>19. Put Option:</b>   | Not Applicable                                       |
| <b>20. Bail-inable Notes – TLAC Disqualification Event Call Option:</b>          | Not Applicable                                       |
| <b>21. Early Redemption on Occurrence of Special Event (Subordinated Notes):</b> | Not Applicable; the Notes are not Subordinated Notes |
| <b>22. Final Redemption Amount of each Note:</b>                                 | EUR 100,000 per Calculation Amount                   |
| <b>23. Early Redemption Amount:</b>  | EUR 100,000 per Calculation Amount                   |
| <b>24. Provisions relating to Automatic Conversion:</b>                          | Not Applicable: the Notes are not Subordinated Notes |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|---|--|
| <b>25. Form of Notes:</b>   | <b>Bearer Notes:</b><br><br>Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note  |
| <b>26. New Global Note:</b>   | Yes  |
| <b>27. Financial Centre(s) or other special provisions relating to payment dates:</b> | TARGET2, Toronto, London, New York   |
| <b>28. Talons for future Coupons to be attached to Definitive Notes:</b>              | No   |
| <b>29. Governing Law and Jurisdiction:</b>  | Laws of the Province of Ontario and the federal laws of Canada applicable therein. Each Holder or beneficial owner of any Bail-inable Notes attorns to the jurisdiction of the courts in the Province of Ontario with respect to the operation of the CDIC Act |

**PROVISIONS RELATED TO RMB DENOMINATED NOTES:**

Not Applicable

Signed on behalf of the Issuer:



By: .....  
Duly authorized

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the official list of the Luxembourg Stock Exchange and admitted to trading on the Luxembourg Stock Exchange's regulated market with effect from 16 December 2021.
- (ii) Estimate of total expenses related to admission to trading: EUR 6,500

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated as follows:

Moody's: A2

Fitch: AA-

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer in the ordinary course.

### 4. USE OF PROCEEDS:

Use of Proceeds: As set out in the Prospectus

Estimated Net Proceeds: EUR 164,752,500

### 5. YIELD

Indication of yield: The yield for the Notes will be 0.80 per cent. per annum

### 6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2421385548
- (ii) Common Code: 242138554
- (iii) CFI: DTFXFB
- (iv) FISN: CIBC CANADA/1 MTN 20331216
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A./ The Depository Trust Company and the relevant identification number(s): Not Applicable

(vi) Delivery:	Delivery against payment
(vii) Calculation Agent:	Not Applicable
(viii) Registrar:	Not Applicable
(ix) Paying Agent:	Deutsche Bank AG, London Branch
(x) Names and addresses of additional Paying Agent(s)/Registrar (if any):	Not Applicable
(xi) Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 7. DISTRIBUTION

(i) Method of distribution:	Non-syndicated
(ii) If syndicated, names of Managers:	Not Applicable

## 8. THIRD PARTY INFORMATION

Not Applicable

## 9. GENERAL

(i) Governing Law:	Ontario Law
(ii) Applicable TEFRA exemption:	TEFRA D Rules
(iii) US Selling Restrictions:	Reg. S Compliance Category 2
(iv) Prohibition of Sales to EEA Retail Investors:	Applicable
(v) Prohibition of Sales to UK Retail Investors:	Applicable

## 10. BENCHMARKS

Not Applicable