

Notice Regarding Offers in the EEA and the UK

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Covered Bonds in any Member State of the European Economic Area or in the United Kingdom will be made pursuant to an exemption under Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”) or the Prospectus Regulation as it forms part of United Kingdom domestic law (the “UK Prospectus Regulation”) by virtue of the European Union (Withdrawal) Act 2018, as amended (the “EUWA”), as applicable, from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly, any person making or intending to make an offer in any Member State of the European Economic Area or in the United Kingdom of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or section 85 of the Financial Services and Markets Act 2000 (as amended) (the “FSMA”), as applicable, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation or the UK Prospectus Regulation, as applicable, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorized, nor do they authorize, the making of any offer of Covered Bonds in any other circumstances.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS.

The Covered Bonds 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 (the “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 Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 (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 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 Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS.

The Covered Bonds 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 United Kingdom (“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 domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of 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 domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (“CMHC”) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THESE FINAL TERMS. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

THE COVERED BONDS DESCRIBED IN THESE FINAL TERMS HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR THE SECURITIES LAWS OR “BLUE SKY” LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND, ACCORDINGLY, THE COVERED BONDS MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT THAT THE

COVERED BONDS MAY BE OFFERED, SOLD OR DELIVERED TO QUALIFIED INSTITUTIONAL BUYERS IN RELIANCE UPON RULE 144A UNDER THE SECURITIES ACT

The Guarantor is not now, and immediately after giving effect to any offer and sale of the Covered Bonds and application of proceeds thereof, will not be, a “covered fund” for purposes of regulations adopted under Section 13 of the U.S. Bank Holding Company Act of 1956, as amended, commonly known as the “Volcker Rule.” In reaching this conclusion, although other statutory or regulatory exemptions or exclusions may be available, the Guarantor has relied on the exemption from registration set forth in Section 3(c)(5)(C) of the U.S. Investment Company Act of 1940, as amended. See “Certain Volcker Rule Considerations” in the Prospectus dated July 31, 2024, as supplemented by the First Prospectus Supplement dated August 30, 2024, and by the Second Prospectus Supplement dated December 6, 2024.

Final Terms dated January 10, 2025



CANADIAN IMPERIAL BANK OF COMMERCE

(a Canadian chartered bank)

through its Head office of the Bank in Toronto

Legal Entity Identifier (LEI): 2IGI19DL77OX0HC3ZE78

Issue of USD 1,500,000,000 CBL59 4.876% Covered Bonds due January 14, 2030 (the “**Covered Bonds**”) under the

CAD 60,000,000,000

Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
CIBC COVERED BOND (LEGISLATIVE) GUARANTOR LIMITED PARTNERSHIP
(a limited partnership formed under the laws of Ontario)

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Prospectus dated July 31, 2024, the First Prospectus Supplement dated August 30, 2024, and the Second Prospectus Supplement dated December 6, 2024, which together constitute a base prospectus (the “**Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Prospectus in order to obtain all relevant information. The Prospectus, together with these Final Terms and all documents incorporated by reference therein, is available for viewing on the website of the Luxembourg Stock Exchange at <https://www.luxse.com> under the name Canadian Imperial Bank of Commerce and the headline “Documents” and copies may be obtained from the specified offices of the Issuer and the Issuing and Paying Agent, as set out at the end of the Prospectus.

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|--|----------------|
| 1. (i) Series Number: | CBL59 |
| (ii) Tranche Number: | 1 |
| (iii) Date on which the Covered Bonds become fungible: | Not Applicable |

2. Specified Currency or Currencies: U.S. Dollar (“USD”)
(Condition 1.10)
3. Aggregate Principal Amount:
(i) Series: USD 1,500,000,000
(ii) Tranche: USD 1,500,000,000
4. Issue Price: 100.000% of the Aggregate Principal Amount
5. (i) Specified Denominations: Minimum denomination of USD 200,000 and integral multiples of USD 1,000 in excess thereof
(Condition 1.08 or 1.09)
(ii) Calculation Amount: USD 1,000
6. (i) Trade Date: January 7, 2025
(ii) Issue Date: January 14, 2025
(iii) Interest Commencement Date: Issue Date
7. (i) Final Maturity Date: January 14, 2030
(ii) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: January 14, 2031
8. Interest Basis: 4.876% per annum Fixed Rate from, and including, the Interest Commencement Date to, but excluding, the Final Maturity Date.

If applicable in accordance with paragraph 14 below, Compounded Daily SOFR + 0.71% payable monthly in arrear and accruing from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date.
9. Redemption/Payment Basis: Redemption at par
10. Change of Interest Basis: Applicable if and only to the extent that item 14 below applies to the Covered Bonds
11. Put/Call Options: Not Applicable
12. Date of Board approval for issuance of Covered Bonds obtained: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. Fixed Rate Covered Bond Provisions: Applicable from, and including, the Interest Commencement Date to, but excluding, the Final Maturity Date
(Condition 5.02)
(i) Rate of Interest: 4.876% per annum payable semi-annually in arrear during the period from, and including, the Interest Commencement Date to, but excluding, the Final Maturity Date

(ii) Interest Payment Dates:	January 14 and July 14 in each year, with payment made in accordance with the Following Business Day Convention in paragraph 13(iii) below, up to, and including, the Final Maturity Date commencing on July 14, 2025
(iii) Business Day Convention:	Following Business Day Convention (unadjusted)
(iv) Fixed Coupon Amount:	USD 24.38 per Calculation Amount
(v) Broken Amount(s):	Not Applicable
(vi) Day Count Fraction:	30/360
(vii) Determination Dates:	Not Applicable
14. Floating Rate Covered Bond Provisions:	Applicable from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date to the extent payment of the Final Redemption Amount is deferred until the Extended Due for Payment Date in accordance with Condition 6.01
(Condition 5.03)	
(i) Interest Period(s):	The period from, and including, each Interest Period End Date (or the Final Maturity Date in the case of the initial Interest Period during the Extended Period) to, but excluding, the next succeeding Interest Period End Date (or the Extended Due for Payment Date, if applicable) in the case of the final Interest Period)
(ii) Interest Period End Date:	The second U.S. Government Securities Business Day prior to each Interest Payment Date
(iii) Rate Cut-Off Date:	The second U.S. Government Securities Business Day prior to the Extended Due for Payment Date, if applicable
(iv) Specified Interest Payment Dates:	The Specified Interest Payment Dates shall be monthly on the 14 th day of each month from, but excluding, the Final Maturity Date to, and including, the Extended Due for Payment Date, subject, in each case, to adjustment in accordance with the Business Day Convention specified in paragraph 14(v) below
(v) Business Day Convention:	Modified Following Business Day Convention (adjusted)
(vi) Financial Centre(s):	Toronto, New York City and London
(vii) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issuing and Paying Agent):	Not Applicable
(ix) Screen Rate Determination:	Applicable
– Reference Rate:	SOFR

– Compounded Daily SOFR Convention:	Observation Shift Convention
– Calculation Method:	Compounded Daily Rate
– Observation Method:	Not Applicable
– Observation Look-back Period:	Not Applicable
– Observation Period Shift:	Two U.S. Government Securities Business Days
– Relevant Number:	Not Applicable
– Interest Determination Date(s):	One U.S. Government Securities Business Day after each Interest Period End Date
– Relevant Screen Page:	Website of the New York Federal Reserve, currently at http://www.newyorkfed.org , or any successor source
– Relevant Time:	5:00 pm New York City time
– Reference Banks:	Not Applicable
– Financial Centre(s):	Toronto, New York City and London
(x) ISDA Determination:	Not Applicable
(xi) Margin(s):	+ 0.71% per annum
(xii) Linear Interpolation: (Condition 5.10)	Not Applicable
(xiii) Minimum Interest Rate: (Condition 5.05)	0.00% per annum
(xiv) Maximum Interest Rate: (Condition 5.05)	An annual percentage rate of 35%, or any other rate as may be prescribed from time to time pursuant to applicable Canadian federal usury laws
(xv) Day Count Fraction:	Actual/360 (Fixed)
15. Zero Coupon Covered Bond Provisions: (Condition 5.11)	Not Applicable

PROVISIONS RELATING TO REDEMPTION

16. Call Option (Condition 6.03)	Not Applicable
17. Put Option (Condition 6.06)	Not Applicable
18. Final Redemption Amount of each Covered Bond	USD 1,000 per Calculation Amount

19. Early Redemption Amount: USD 1,000 per Calculation Amount
- Early Redemption Amount(s) payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default and/or the method of calculating the same:
(Conditions 6.02, 6.13 or 7)

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS


20. Form of the Covered Bonds: Registered Covered Bonds:
- Regulation S Global Covered Bond registered in the name of a nominee for DTC and exchangeable only after an Exchange Event.
- Rule 144A Global Covered Bond registered in the name of a nominee for DTC and exchangeable only after an Exchange Event.
21. New Global Covered Bond: No
22. Financial Centre(s) or other special provisions relating to payment dates: New York City, London and Toronto
23. Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature):
(Condition 1.06) No
24. Details relating to Instalment Covered Bonds: amount of each instalment, date on which each payment is to be made:
(Condition 6.12) (i) Instalment Amount(s): Not Applicable
(ii) Instalment Date(s): Not Applicable

THIRD PARTY INFORMATION


The ratings explanations set out in Item 2. “Ratings” of Part B have been extracted from the websites of Moody’s Investors Service, Inc. (“**Moody’s**”) and Fitch Ratings, Inc. (“**Fitch**”) (as applicable), as indicated. The Issuer and the Guarantor confirm that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody’s and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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Signed on behalf of the Issuer:

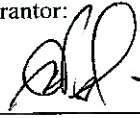
By: 

Duly authorized


By: 

Duly authorized

Signed on behalf of the Managing GP for and on behalf of the Guarantor:

By: 

Duly authorized

By: 

Duly authorized

PART B-OTHER INFORMATION

1. LISTING

- (i) Listing/Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from January 14, 2025.
- (ii) Estimate of total expenses related to admission to trading: EUR 4,325

2. RATINGS

The Covered Bonds to be issued are expected to be rated:
Moody's: Aaa

Obligations rated "Aaa" are judged to be of the highest quality, with minimal risk (Source: Moody's, <https://ratings.moody's.io/ratings>).

Fitch: AAA

Obligations rated "AAA" denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events. (Source: Fitch, <https://www.fitchratings.com/products/rating-definitions>).

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

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and their affiliates.

4. FIXED RATE COVERED BONDS ONLY – YIELD

Indication of yield based on the Issue Price: 4.876% per annum in respect of the period from, and including, the Issue Date to, but excluding, the Final Maturity Date.

The yield is calculated at the Issue Date for the period to the Final Maturity Date on the basis of the Issue Price. It is not an indication of future yield.

5. DISTRIBUTION

- (i) US Selling Restrictions: Regulation S compliance Category 2; TEFRA rules not applicable; Rule 144A eligible
- (ii) Additional Selling Restrictions: Covered Bonds may only be offered, sold or distributed by the Managers on such basis and in such provinces of Canada as, in each case, are agreed with the Issuer and in compliance with any applicable securities laws of Canada or any province, to the extent applicable
- (iii) Prohibition of Sales to EEA Retail Investors: Applicable
- (iv) Prohibition of Sales to UK Retail Investors: Applicable
- (v) Singapore Sales to Institutional Investors and Accredited Investors only: Applicable

6. OPERATIONAL INFORMATION

- (i) ISIN Code: Reg S: USC2428PBN09
144A: US13607PVU55
- (ii) Common Code: Reg S: 297812203
144A: 297812220
- (iii) CFI: DBFUFRR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: CDN IMP BK COMM/BD 20300114 S CBL59, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) CUSIP: Reg S: C2428P BN0
144A: 13607P VU5
- (vi) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A., DTC, or CDS their addresses and the relevant identification number(s): Not Applicable
- (vii) Delivery: Delivery against payment
- (viii) Name and address of initial Paying Agent, Registrar, Exchange Agent and Transfer Agent: U.S. Registrar, Transfer Agent and U.S. Exchange Agent:
HSBC Bank USA, National Association
452 Fifth Avenue, 3rd Floor
New York, New York
10018-2706
- (ix) Name(s) and address(es) of additional or substitute Paying Agent(s) or Transfer Agent(s): Issuing and Paying Agent, European Registrar, Transfer Agent, Calculation Agent and European Exchange Agent:
HSBC Bank plc
8 Canada Square
London E14 5HQ
- (x) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Covered Bonds are capable of meeting them the Covered Bonds may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Covered Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

7. PROCEEDS

- (i) Use of net proceeds: As specified in the Prospectus
- (ii) Estimated net proceeds: USD 1,496,250,000

8. UNITED STATES TAX CONSIDERATIONS

For U.S. federal income tax purposes, the Issuer intends to treat the Covered Bonds as fixed-rate debt.