

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each 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 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 manufacturers' 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 manufacturers' 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 Directive 2014/65/EU (as amended, "**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 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 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.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to Sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore)(as modified or amended from time to time, the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

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.

Final Terms dated 25 January 2022

Canadian Imperial Bank of Commerce
Branch of Account: Main Branch, Toronto
Legal Entity Identifier: 2IG19DL77OX0HC3ZE78
Issue of GBP325,000,000 1.875 per cent. Senior Notes due 27 January 2026
under a US\$20,000,000,000 Note Issuance Programme

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. 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. The Prospectus is 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 under the name of the Issuer.

- | | | |
|----|------------------------------------|---|
| 1. | (i) Series Number: | 259 |
| | (ii) Tranche Number: | 1 |
| 2. | Specified Currency or Currencies: | British Pounds Sterling (“ GBP ”) |
| 3. | Aggregate Nominal Amount of Notes: | GBP325,000,000 |
| 4. | Issue Price: | 99.643 per cent. of the Aggregate Nominal Amount |
| 5. | (i) Specified Denominations: | GBP 100,000 and integral multiples of GBP 1,000 in excess thereof |
| | (ii) Calculation Amount: | GBP1,000 |
| 6. | (i) Issue Date: | 27 January 2022 |
| | (ii) Interest Commencement Date: | Issue Date |
| | (iii) CNY Issue Trade Date: | Not Applicable |
| 7. | Maturity Date: | 27 January 2026 |
| 8. | Interest Basis: | 1.875 per cent. Fixed Rate |
- (see paragraph 15 below)

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.	Fixed Rate Note Provisions:	Applicable
(i)	Rate of Interest:	1.875 per cent. per annum payable annually in arrear on each Interest Payment Date
(ii)	Interest Payment Dates:	27 January in each year, commencing on 27 January 2023, up to and including the Maturity Date
		The Interest Payment Dates will be adjusted for payment purposes only in accordance with the Business Day Convention set out at paragraph 15(vi) below.
(iii)	Fixed Coupon Amount:	GBP18.75 per Calculation Amount
(iv)	Broken Amount:	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	27 January in each year
(vii)	Business Day Convention:	Following Business Day Convention
16.	Floating Rate Note Provisions:	Not Applicable
17.	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION OR CONVERSION

18.	Call Option:	Not Applicable
19.	Put Option:	Not Applicable
20.	Bail-inable Notes – TLAC Disqualification Event Call Option:	Not Applicable

- | | |
|--|--|
| 21. Early Redemption on Occurrence of Special Event (Subordinated Notes): | Not Applicable |
| 22. Final Redemption Amount of each Note: | GBP1,000 per Calculation Amount |
| 23. Early Redemption Amount: | GBP1,000 per Calculation Amount |
| 24. Provisions relating to Automatic Conversion: | Not Applicable: the Notes are not Subordinated Notes |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | |
|---|--|
| 25. Form of Notes: | Registered Notes

Unrestricted Global Registered Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg |
| 26. New Global Note: | No |
| 27. Financial Centre(s) or other special provisions relating to payment dates: | London, Toronto, TARGET2 |
| 28. Talons for future Coupons to be attached to Definitive Notes: | Not Applicable |
| 29. Governing Law and Jurisdiction: | Ontario Law Each Holder or beneficial owner of any Bail-in-able Notes attorns to the jurisdiction of the courts in the Province of Ontario with respect to the operation of the CDIC Act |

PROVISIONS RELATING 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 has been 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 27 January 2022.
- (ii) Estimate of total expenses related to admission to trading: EUR1,800

2. RATINGS

Ratings:

The Notes to be issued have been rated:

Moody's USA: A2

Moody's has in its 2 November 2021 publication "Rating Symbols and Definitions" described a rating of "A2" in the following terms:

"Obligations rated A are considered upper medium-grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category. Additionally, a "(hyb)" indicator is appended to all ratings of hybrid securities issued by banks, insurers, finance companies, and securities firms."

S & P USA: BBB+

S&P has in its 10 November 2021 publication "S&P Global Ratings Definitions" described a rating of BBB in the following terms:

"An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories."

Fitch: AA-

Fitch has in its 10 November 2021 publication "Rating Definitions" described a rating of "AA" in the following terms: "AA' ratings denote expectations of very low credit risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. Within rating categories, Fitch may use modifiers. The modifiers "+" or "-" may be appended to a

rating to denote relative status within major rating categories.”

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their 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 AND ESTIMATED NET PROCEEDS

Use of proceeds: As set out in the Prospectus

Estimated net proceeds: GBP 323,108,500

5. YIELD

Indication of yield: 1.969 per cent. per annum

6. OPERATIONAL INFORMATION

(i) ISIN Code: XS2437353514

(ii) Common Code: 243735351

(iii) CFI: 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: 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) 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: Deutsche Bank Luxembourg S.A.

(ix) Paying Agent and Transfer 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: | No. While 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 Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time 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: | Syndicated |
| (ii) If syndicated, names of Managers: | Barclays Bank PLC
Canadian Imperial Bank of Commerce, London Branch
HSBC Bank plc
NatWest Markets Plc

Credit Suisse International
Lloyds Bank Corporate Markets plc |

8. THIRD PARTY INFORMATION

The rating definitions provided in Part B, Item 2 of these Final Terms have been extracted from the websites of Moody's, S&P and Fitch. The Issuer confirms 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, S&P and Fitch (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

9. GENERAL

- | | |
|--|------------------------------|
| (i) Governing Law: | Ontario Law |
| (ii) Applicable exemption: | TEFRA Excluded Issue |
| (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