

Final Terms dated 31 January 2022

Canadian Imperial Bank of Commerce (the "Issuer")
Branch of Account: Main Branch, Toronto
Legal Entity Identifier: 2IG19DL77OX0HC3ZE78
Issue of U.S. \$250,000,000 1.878% Senior Notes due February 2025
under a U.S. \$20,000,000,000 Note Issuance Programme

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 under the name of the Issuer.

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| 1. | (i) Series Number: | 260 |
| | (ii) Tranche Number: | 1 |
| 2. | Specified Currency or Currencies: | United States Dollars (" U.S. \$ ") |
| 3. | Aggregate Nominal Amount of Notes: | |
| | (i) Series: | U.S. \$250,000,000 |
| | (ii) Tranche: | U.S. \$250,000,000 |
| 4. | Issue Price: | 100.000 per cent. of the Aggregate Nominal Amount |
| 5. | (i) Specified Denominations: | U.S. \$200,000 and integral multiples of U.S. \$1,000 in excess thereof |
| | (ii) Calculation Amount: | U.S. \$1,000 |
| 6. | (i) Issue Date: | 2 February 2022 |
| | (ii) Interest Commencement Date: | Issue Date |
| | (iii) CNY Issue Trade Date: | Not Applicable |
| 7. | Maturity Date: | 3 February 2025 |
| 8. | Interest Basis: | 1.878 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. **Fixed Rate Note Provisions:** Applicable
- (i) Rate of Interest: 1.878 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 3 February and 3 August in each year, commencing on 3 August 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.
- There will be a long first coupon for the period from (and including) the Issue Date to (but excluding) the First Interest Payment Date.
- (iii) Fixed Coupon Amount: U.S. \$9.39 per Calculation Amount
- (iv) Broken Amount: U.S. \$9.44 per Calculation Amount, payable on the First Interest Payment Date
- (v) Day Count Fraction: 30/360, unadjusted
- (vi) Determination Dates: Not Applicable
- (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; the Notes are not Subordinated Notes
22. **Final Redemption Amount of each Note:** U.S. \$1,000 per Calculation Amount
23. **Early Redemption Amount:** U.S. \$1,000 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

Rule 144A Notes: Restricted Global Registered Note registered in the name of a nominee of DTC

Reg S Notes: Unrestricted Global Registered Note registered in the name of a nominee of DTC

26. New Global Note:

No

27. Financial Centre(s) or other special provisions relating to payment dates:

New York, Toronto

28. Talons for future Coupons to be attached to Definitive Notes:

No

29. Governing Law and Jurisdiction:

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

Not Applicable

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: U.S. \$249,625,000

5. YIELD

Indication of yield: The yield for the Notes will be 1.878 per cent. per annum

6. OPERATIONAL INFORMATION

(i) ISIN Code: Rule 144A: US13607GSA30
Regulation S: USC24285Y410

(ii) Common Code: Not Applicable

(iii) CFI: Not Applicable

(iv) FISN: Not Applicable

(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): Cusip Number:
Rule 144A: 13607GSA3
Regulation S: C24285Y41

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| (vi) Delivery: | Delivery free of payment |
| (vii) Calculation Agent: | Deutsche Bank Trust Companies Americas |
| (viii) Registrar: | Deutsche Bank Trust Companies Americas |
| (ix) Paying Agent: | Deutsche Bank Trust Companies Americas |
| (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 |

7. DISTRIBUTION

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

8. THIRD PARTY INFORMATION

Not Applicable

9. GENERAL

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| (i) Governing Law: | Laws of the Province of Ontario and the federal laws of Canada applicable therein |
| (ii) Applicable TEFRA exemption: | Not Applicable |
| (iii) US Selling Restrictions: | Rule 144A eligible/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