

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 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 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.

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 10 June 2024

Canadian Imperial Bank of Commerce
Branch of Account: Main Branch, Toronto
Legal Entity Identifier: 2IGI19DL77OX0HC3ZE78
Issue of JPY 3,000,000,000 1.54 per cent. Senior Notes due 12 June 2034
under a US\$40,000,000,000 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 June 29, 2023 and the supplements to the Prospectus dated 1 September 2023, 27 September 2023, 4 December 2023, 29 February 2024 and 31 May 2024 which together constitute a base prospectus (the “**Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (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 81 Bay Street, CIBC Square, Toronto, Canada M5J 0E7, 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.luxse.com under the name of the Issuer.

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| 1. | (i) | Series Number: | 319 |
| | (ii) | Tranche Number: | 1 |
| 2. | | Specified Currency or Currencies: | Japanese Yen (“ JPY ”) |
| 3. | | Aggregate Nominal Amount of Notes: | |
| | (i) | Series: | JPY 3,000,000,000 |
| | (ii) | Tranche: | JPY 3,000,000,000 |
| 4. | | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 5. | (i) | Specified Denominations: | JPY 20,000,000 |
| | (ii) | Calculation Amount: | JPY 20,000,000 |
| 6. | | Trade Date | 5 June 2024 |
| 7. | (i) | Issue Date: | 12 June 2024 |
| | (ii) | Interest Commencement Date: | Issue Date |
| | (iii) | CNY Issue Trade Date: | Not Applicable |

8.	Maturity Date:	12 June 2034
9.	Interest Basis:	1.54 per cent. Fixed Rate <i>(see paragraph 16 below)</i>
10.	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
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Senior Notes
14.	Date Board approval for issuance of Notes obtained:	Not Applicable
15.	Bail-inable Notes:	Yes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	1.54 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	12 June and 12 December in each year, commencing on 12 December 2024, 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 (vii) below.
	(iii) Fixed Coupon Amount:	JPY 154,000 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Business Day Convention:	Modified Following Business Day Convention
17.	Floating Rate Note Provisions:	Not Applicable
18.	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION OR CONVERSION

19.	Call Option:	Not Applicable
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| 20. Put Option: | Not Applicable |
| 21. Bail-inable Notes – TLAC Disqualification Event Call Option: | Not Applicable |
| 22. Early Redemption on Occurrence of Special Event (Subordinated Notes): | Not Applicable |
| 23. Final Redemption Amount of each Note: | JPY 20,000,000 per Calculation Amount |
| 24. Early Redemption Amount: | JPY 20,000,000 per Calculation Amount |
| 25. Provisions relating to Automatic Conversion: | Not Applicable: the Notes are not Subordinated Notes |
| Specified Time: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 26. Form of Notes: | Bearer Notes:

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. |
| 27. New Global Note: | No |
| 28. Financial Centre(s) or other special provisions relating to payment dates: | New York, Tokyo and Toronto |
| 29. Talons for future Coupons to be attached to Definitive Notes: | No |
| 30. Governing Law and Jurisdiction: | Ontario Law |

PROVISIONS RELATING TO RMB DENOMINATED NOTES:

Not Applicable

Signed on behalf of the Issuer:

By:



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Duly authorized

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Not Applicable

2. RATINGS

Ratings:

The Notes to be issued have been rated:

S & P USA: A-

Moody's USA: A2

Fitch: AA-

S&P in its November 10, 2021 publication defines its ratings as follows:

An obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong.

Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or a minus (-) sign to show relative standing within the rating categories.

Moody's USA defines its ratings as follows:

Obligations rated A are considered upper-medium-grade and are subject to low credit risk.

Moody's appends numerical modifiers to each generic rating classification from Aa to Caa. The modifier 2 indicates a mid range ranking.

Fitch in its March 21, 2022 publication defines its ratings as follows:

AA: Very High Credit Quality. '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 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 AND ESTIMATED NET PROCEEDS

Use of proceeds: The net proceeds from the issue of the Notes are intended, as of the Issue Date, to be applied by the Issuer for its general corporate purposes.

Estimated net proceeds: JPY 2,995,500,000

5. YIELD

Indication of yield: 1.54 per cent. per annum

6. OPERATIONAL INFORMATION

(i) ISIN Code: XS2839197493

(ii) Common Code: 283919749

(iii) CFI: DTFXFB, 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: CIBC CANADA/1.54 MTN 20340612 REGS, 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) 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

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| (viii) Registrar: | Not Applicable |
| (ix) Paying/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

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| (i) Method of distribution: | Non-syndicated |
| (ii) If non-syndicated, name of relevant Dealer: | RBC Europe Limited |

8. THIRD PARTY INFORMATION

Not Applicable

9. GENERAL

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

10. BENCHMARKS

Not Applicable