MIFID II 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 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

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.

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 2024

Canadian Imperial Bank of Commerce
Branch of Account: Main Branch, Toronto
Legal Entity Identifier: 2IGI19DL77OX0HC3ZE78
Issue of EUR 500,000,000 Floating Rate Notes due January 2027
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 and 4 December 2023 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. 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 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.

1.	(i)	Series Number:	314
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2.		Specified Currency or Currencies:	Euro ("**EUR**" or "**€**")
3.		Aggregate Nominal Amount of Notes:	EUR 500,000,000
4.		Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
5.	(i)	Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000
	(ii)	Calculation Amount:	EUR 1,000
6.		Trade Date	22 January 2024
7.	(i)	Issue Date:	29 January 2024
	(ii)	Interest Commencement Date:	Issue Date
	(iii)	CNY Issue Trade Date:	Not Applicable
8.		Maturity Date:	The Interest Payment Date falling in or nearest to January 2027
9.		Interest Basis:	3 month EURIBOR + 0.70 per cent. Floating Rate *(see paragraph 17 below)*
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:**		Not Applicable
17.	**Floating Rate Note Provisions:**		Applicable
	(i)	Interest Payment Dates:	29 January, 29 April, 29 July and 29 October in each year commencing 29 April 2024 up to and including the Maturity Date, adjusted for calculation of interest and for payment purposes in accordance with the Business Day Convention set out below
	(ii)	Interest Period Date(s):	Not Applicable
	(iv)	Interest Accrual Period End Date(s):	Not Applicable
	(vi)	Business Day Convention:	Modified Following Business Day Convention
	(vii)	Business Centre(s):	TARGET, Toronto, London
	(viii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(ix)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent):	Not Applicable
	(x)	Screen Rate Determination:	Applicable
		- Reference Rate:	3 month EURIBOR
		- Relevant Screen Page:	Reuters Page EURIBOR01
		- Interest Determination Date(s):	The second TARGET Business Day prior to the start of each Interest Period
		- Index Determination:	Not Applicable
		- Observation Look-Back Period:	Not Applicable
		- Observation Period:	Not Applicable
		- Observation Method:	Not Applicable
		- Lookback Number of U.S. Government Securities Business Days:	Not Applicable
		- Rate Cut-Off Date:	Not Applicable

	- Suspension Period:	Not Applicable
	- Fallback Screen Page:	Not Applicable
	- Relevant Financial Centre:	Euro-zone
	- Relevant Time:	11:00 am (Brussels time)
(xi)	ISDA Determination:	Not Applicable
(xii)	Linear Interpolation	Not Applicable
(xiii)	Margin(s):	+ 0.70 per cent. per annum
(xiv)	Interest Amount(s):	Not Applicable
(xv)	Minimum Rate of Interest	Not Applicable
(xvi)	Maximum Rate of Interest:	Not Applicable
(xvii)	Day Count Fraction:	Actual/360
(xix)	Benchmark Discontinuation – Independent Adviser	Applicable
(xx)	Benchmark Discontinuation – Compounded SOFR	Not Applicable

18.	**Zero Coupon Note Provisions:**	Not Applicable

PROVISIONS RELATING TO REDEMPTION OR CONVERSION

19.	**Call Option:**	Not Applicable
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:**	EUR 1,000 per Calculation Amount
24.	**Early Redemption Amount:**	EUR 1,000 per Calculation Amount
25.	**Provisions relating to Automatic Conversion:**	Not Applicable: the Notes are not Subordinated Notes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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:	TARGET, Toronto, London
29.	Talons for future Coupons to be attached to Definitive Notes:	No
30.	Governing Law and Jurisdiction:	Ontario Law. 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 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 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 29 January 2024.

(ii) Estimate of total expenses related to admission to trading: EUR 2,525

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 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:	The net proceeds from the issue of the Notes are intended, as of the Issue Date, to be applied by the Issuer to the financing and/or refinancing, in whole or in part, of loans, investments or internal or external projects that fall within the scope of the Eligibility Criteria as outlined in the section of the Prospectus titled "Use of Proceeds – Green Bonds, Social Bonds and Sustainability Bonds" and such Notes will therefore be Green Bonds. See the sections of the Prospectus titled "Use of Proceeds" and the risk factor titled "Notes issued as "green", "social", "sustainable" or other equivalently-labelled notes" may not be a suitable investment for all investors seeking exposure to eligible assets".
Estimated net proceeds:	EUR 499,125,000

5. YIELD

Indication of yield:	Not Applicable

6. OPERATIONAL INFORMATION

(i) ISIN Code:	XS2755443459
(ii) Common Code:	275544345
(iii) CFI:	DTVUFB, 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/VAR MTN 20270129, 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:	Deutsche Bank AG, London Branch
(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:	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:	BNP Paribas Canadian Imperial Bank of Commerce, London Branch Deutsche Bank AG, London Branch DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main NatWest Markets Plc ABN AMRO Bank N.V. Natixis

8. THIRD PARTY INFORMATION

The description of ratings in Item 2 of Part B has been extracted from the website of S & P USA, Moody's USA and Fitch respectively. 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 S & P USA, Moody's USA and Fitch respectively, no facts have been

omitted which would render the reproduced information inaccurate or misleading.

9. GENERAL

(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
(v)	Singapore Sales to Institutional Investors and Accredited Investors only:	Applicable

10. BENCHMARKS

EURIBOR is provided by EMMI. As at the date hereof, EMMI appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of the EU Benchmarks Regulation