

**Pricing Supplement dated 2 March 2023
(as amended 16 March 2023)**

**Canadian Imperial Bank of Commerce
Legal Entity Identifier: 2IGI19DL77OX0HC3ZE78**

**Issue of EUR 39,000,000 Issuer Callable Principal Protected
Fixed Rate Notes due March 2026
under a US\$7,500,000,000 Note Issuance Programme**

The Prospectus referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area ("EEA") or in the United Kingdom ("UK") (each, a "Relevant State") will be made pursuant to an exemption under Regulation (EU) 2017/1129 (the "Prospectus Regulation") or the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation") from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in a Relevant State of the Notes 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, as applicable, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation or the UK Prospectus Regulation, 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 Notes in any other circumstances.

MIFID II product governance / Retail investors, professional investors and ECPs 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 eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice and portfolio management, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

UK MIFIR product governance / Retail investors, professional investors and ECPs 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 retail clients, 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 European Union (Withdrawal) Act 2018 ("EUWA"), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS") and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("UK MIFIR"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice and portfolio management, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable. 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, subject to the UK distributor's suitability and appropriateness obligations under COBS, as applicable.

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.

The purchase of Notes involves substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the Notes. Before making an investment decision, prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risks and that they consider carefully, in the light of their own financial circumstances, financial condition and investment objectives, all the information set forth in the Prospectus (including “Risk Factors” on pages 27 to 90 thereof) and this Pricing Supplement.

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 10 May 2022 and the supplements to the Prospectus dated 27 May 2022, 26 August 2022, 5 December 2022 and 27 February 2023 (the “**Prospectus**”). This document constitutes the final terms of the Notes described herein 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 this Pricing Supplement 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, Ontario, Canada M5J 0E7, and at the specified office of the Paying Agents, for the time being in London and Luxembourg and copies may be obtained from 150 Cheapside, London, EC2V 6ET.

References herein to numbered Conditions are to the “*Terms and Conditions of the Notes*” and words and expressions defined in such Conditions shall bear the same meaning in this Pricing Supplement, save as where otherwise expressly provided.

No person has been authorized to give any information or make any representation not contained in or not consistent with this Pricing Supplement, or any other information supplied in connection with the Notes and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer or any Dealer.

By investing in the Notes each investor represents that:

- (a) **Non-Reliance.** It is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgment and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or any Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the terms and conditions of the Notes shall not be considered to be investment advice or a recommendation to invest in the Notes. No communication (written or oral) received from the Issuer or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.
- (b) **Assessment and Understanding.** It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.
- (c) **Status of Parties.** Neither the Issuer nor any Dealer is acting as a fiduciary for or adviser to it in respect of the investment in the Notes.

The provisions of Annex A apply to this Pricing Supplement and such documents shall be read together.

The purchase of Notes issued under the Programme is associated with certain risks. Each prospective investor in Notes must ensure that the complexity and risks inherent in the Notes are suitable for its investment objectives and are appropriate for itself or the size, nature and condition of its business, as the case may be. No person should deal in the Notes unless that person understands the nature of the relevant transaction and the extent of that person's exposure to potential loss. Each prospective purchaser of Notes should consider carefully whether the Notes are suitable for it in light of its circumstances and financial position. Prospective investors in Notes should consult their own legal, tax, accountancy and other professional advisers to assist them in determining the suitability of the Notes for them as an investment.

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| 1. | (i) Issuer: | Canadian Imperial Bank of Commerce |
| | (ii) Branch of Account: | Main branch, Toronto |
| | (iii) Definitive N Registered Notes
(<i>Namensschuldverschreibungen</i>): | No |
| 2. | Series Number: | SPEU 4380 |
| 3. | Specified Currency or Currencies: | Euros (" EUR ") |
| 4. | Aggregate Nominal Amount of Notes: | EUR 39,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | Protected Principal Amount: | 100 per cent. of the Calculation Amount |
| 7. | (i) Specified Denominations: | EUR 1,000 |
| | (ii) Calculation Amount: | EUR 1,000 |
| 8. | Trade Date: | 21 February 2023 |
| 9. | Strike Date/Pricing Date: | Not Applicable |
| 10. | (i) Issue Date: | 7 March 2023 |
| | (ii) Interest Commencement Date: | Issue Date |
| | (iii) CNY Issue Trade Date: | Not Applicable |
| 11. | Maturity Date: | 9 March 2026, subject to adjustment in accordance with the Business Day Convention |
| 12. | (i) Business Centre: | Not Applicable |
| | (ii) Business Day Convention | Following Business Day Convention, where Business Day means a TARGET Business Day |
| 13. | Interest Basis: | 3.00 per cent. Fixed Rate

(further particulars specified at paragraph 19 below) |
| 14. | (i) 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 |
| | (ii) Principal Protected: | Applicable |

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| | (iii) Protection Amount: | EUR 1,000 per Calculation Amount |
| 15. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 16. | Put/Call Options: | Call Option

(further particulars specified at paragraph 23 below) |
| 17. | Date Board approval for issuance of Notes obtained: | Not Applicable |
| 18. | Bail-inable Notes: | Yes |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 19. | Fixed Rate Notes: | Applicable |
| | (i) Rate of Interest: | 3.00 per cent. per annum payable annually in arrear on each Interest Payment Date, subject to the Call Option provisions below. |
| | (ii) Interest Payment Date(s): | 7 March 2024, 7 March 2025 and the Maturity Date, adjusted for payment purposes only in accordance with the Business Day Convention |
| | (iii) Fixed Coupon Amount(s): | EUR 30.00 per Calculation Amount |
| | (iv) Broken Amount(s): | EUR 30.17 per Calculation Amount payable on the Maturity Date |
| | (v) Day Count Fraction: | 30/360 |
| | (vi) Determination Dates: | Not Applicable |
| | (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable |
| 20. | Floating Rate Note Provisions: | Not Applicable |
| 21. | Zero Coupon Note Provisions: | Not Applicable |
| 22. | Interest Linked to one or more Reference Items provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 23. | Call Option: | Applicable |
| | (i) Optional Redemption Date(s): | 7 March 2024 and 7 March 2025, subject to adjustment in accordance with the Business Day Convention |
| | (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): | The Issuer, may at its option, redeem all, but not some only, of the Notes on any Optional Redemption Date at EUR 1,000 per Calculation Amount, together with, for the avoidance of doubt, any accrued interest calculated in accordance with paragraph 19 above, which shall be due and payable on such Optional Redemption Date. For the avoidance of doubt, the Notes are not subject to redemption at the option of the Noteholders |
| | (iii) If redeemable in part: | Not Applicable |

(iv) Notice period: Notice of any Optional Redemption shall be given by the Issuer on or before any relevant Valuation Date (as defined below), provided always that such notice shall not be less than 10 days and not more than 30 days prior to the relevant Optional Redemption Date.

Where:

“Valuation Date” means each of 1 February 2024 and 31 January 2025, subject to adjustment in accordance with the Business Day Convention

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| 24. Put Option: | Not Applicable |
| 25. Automatic Redemption (Autocall) | Not Applicable |
| 26. Final Redemption Amount of each Note: | EUR 1,000 per Calculation Amount |
| 27. Bail-inable Notes – TLAC Disqualification Event Call Option: | Not Applicable |
| 28. Early Redemption Amount: | Market Value less Associated Costs per Calculation Amount: With respect to each Calculation Amount, such amount(s) determined by the Calculation Agent which shall represent the fair market value of such Calculation Amount on the date of redemption, including accrued interest (if any), adjusted to account fully for any losses, expenses and costs to the Issuer (or any of its Affiliates) of unwinding any underlying or related hedging and funding arrangements, all as determined by the Calculation Agent in its sole and absolute discretion. For the purposes hereof: |
| Early Redemption Amount(s) of each Note: payable on redemption for taxation reasons, or on event of default or illegality or other early redemption in accordance with the Conditions | <p>(i) the references to “, together with interest accrued, if any, to (but excluding) the date fixed for redemption” shall be deemed to be deleted from each of Condition 5(c), Condition 5(d) and Condition 5(e); and</p> <p>(ii) the references to “together with accrued interest to the date of payment” shall be deemed to be deleted from Condition 18</p> |

PROVISIONS RELATING TO THE TYPE OF NOTES

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| 29. Commodity Linked Notes: | Not Applicable |
| 30. Index Linked Notes: | Not Applicable |
| 31. Equity Linked Notes: | Not Applicable |
| 32. FX Linked Notes: | Not Applicable |
| 33. Fund Linked Conditions: | Not Applicable |
| 34. Inflation Linked Notes: | Not Applicable |
| 35. Preference Share Linked Notes: | Not Applicable |
| 36. Dual Currency Note Provisions: | Not Applicable |

37. Other variable-linked interest Note Provisions: Not Applicable

38. Physical Delivery Notes: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 39. Form of Notes: | Registered Notes

Unrestricted Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg |
| 40. New Global Note/New Safekeeping Structure: | No |
| 41. Financial Centre(s) or other special provisions relating to payment dates: | TARGET Business Days, London, Toronto |
| 42. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 43. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 44. Details relating to Instalment Notes: | Not Applicable |
| 45. Redenomination, renominatisation, and reconventioning provisions: | Not Applicable |
| 46. Consolidation provisions: | Not Applicable |
| 47. Governing Law and Jurisdiction: | English 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. |
| 48. Other Terms: | Not Applicable |
| 49. Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 19(a): | Not Applicable |
| 50. Belgian Securities Annex: | Not Applicable |

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue of the Notes described herein pursuant to the US\$7,500,000,000 Note Issuance Programme of Canadian Imperial Bank of Commerce.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:



By:

Duly authorized



By:

Duly authorized

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Not Applicable

2. RATINGS

Ratings: The Notes to be issued have not been rated

3. INFORMATION REGARDING UNDERLYING

Not Applicable

4. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS2567268318 |
| (ii) | Common Code: | 256726831 |
| (iii) | Valoren: | 112287151 |
| (iv) | CFI | Not Applicable |
| (v) | FISN | Not Applicable |
| (vi) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): | Not Applicable |
| (vii) | Delivery: | Delivery against payment |
| (viii) | Calculation Agent: | Canadian Imperial Bank of Commerce (Toronto, Main Branch) |
| (ix) | Paying Agent: | Deutsche Bank AG, London Branch |
| (x) | Names and addresses of additional Paying Agent(s) (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 this 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 intraday 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. |

5. DISTRIBUTION

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

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| (iii) | If non-syndicated, name of Dealer: | CIBC Capital Markets (Europe) S.A. |
| (iv) | Stabilizing Manager(s) (if any): | Not Applicable |
| (v) | US Selling Restrictions: | Reg. S Compliance Category 2 |
| (vi) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (vii) | Prohibition of Sales to UK Retail Investors: | Not Applicable |
| (viii) | Prohibition of Sales to Belgian Consumers: | Applicable |
| (ix) | Applicable TEFRA exemption: | Excluded Issue |
| (x) | Additional Selling Restrictions: | Not Applicable |

6. GENERAL

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| (i) | The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of EUR 1.00 / US\$1.061947, producing a sum of: | US\$ 41,415,933 |
| (ii) | Additional Tax Considerations: | Section 871(m) Internal Revenue Code: Not Applicable |