

**Pricing Supplement dated 22 May 2024**

**Canadian Imperial Bank of Commerce  
Legal Entity Identifier: 2IG19DL77OX0HC3ZE78**

**Issue of USD 1,610,000 Principal Protected  
Floored Floating Rate Notes due May 2027**

**under a Structured 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 29 to 94 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 2024 (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 is 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 (if any) 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.

|     |       |                                                                          |                                                                                                              |
|-----|-------|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| 1.  | (i)   | Issuer:                                                                  | Canadian Imperial Bank of Commerce                                                                           |
|     | (ii)  | Branch of Account:                                                       | Main branch, Toronto                                                                                         |
|     | (iii) | Definitive N Registered Notes<br>( <i>Namensschuldverschreibungen</i> ): | No                                                                                                           |
| 2.  | (i)   | Series Number:                                                           | SPEU 5362                                                                                                    |
|     | (ii)  | Tranche Number:                                                          | 1                                                                                                            |
| 3.  |       | Specified Currency or Currencies:                                        | United States Dollars ("USD")                                                                                |
| 4.  |       | Aggregate Nominal Amount of Notes:                                       | USD 1,610,000                                                                                                |
| 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:                                                 | USD 1,000                                                                                                    |
|     | (ii)  | Calculation Amount:                                                      | USD 1,000                                                                                                    |
| 8.  |       | Trade Date:                                                              | 13 May 2024                                                                                                  |
| 9.  |       | Strike Date/Pricing Date:                                                | Not Applicable                                                                                               |
| 10. | (i)   | Issue Date:                                                              | 28 May 2024                                                                                                  |
|     | (ii)  | Interest Commencement Date:                                              | Issue Date                                                                                                   |
|     | (iii) | CNY Issue Trade Date:                                                    | Not Applicable                                                                                               |
| 11. |       | Maturity Date:                                                           | 28 May 2027, subject to adjustment in accordance with the Business Day Convention                            |
| 12. | (i)   | Business Centre:                                                         | New York                                                                                                     |
|     | (ii)  | Business Day Convention                                                  | Following Business Day Convention                                                                            |
| 13. |       | Interest Basis:                                                          | Compounded SOFR, subject to a Minimum Rate of Interest (further particulars specified in paragraph 20 below) |

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|-----|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 principal amount |
|     | (ii) Capital Protection:                            | Applicable<br><br>USD 1,000 per Calculation Amount                                                                                                       |
| 15. | Change of Interest or Redemption/Payment Basis:     | Not Applicable                                                                                                                                           |
| 16. | Put/Call Options:                                   | Not Applicable                                                                                                                                           |
| 17. | Date Board approval for issuance of Notes obtained: | Not Applicable                                                                                                                                           |
| 18. | Bail-inable Notes:                                  | Yes                                                                                                                                                      |

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |     |                                                                                                                   |                                                                                                                                                                                                                                                                                                                 |
|-----|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 19. | <b>Fixed Rate Notes:</b>                                                                                          | Not Applicable                                                                                                                                                                                                                                                                                                  |
| 20. | <b>Floating Rate Note Provisions:</b>                                                                             | Not Applicable                                                                                                                                                                                                                                                                                                  |
|     | (i) Interest Periods:                                                                                             | The period commencing on (and including) the Interest Commencement Date to (but excluding) the first Interest Payment Date and each subsequent period commencing on (and including) an Interest Payment Date to (but excluding) the next succeeding Interest Payment Date (each an “ <b>Interest Period</b> ”). |
|     | (ii) Interest Payment Dates:                                                                                      | 28 February, 28 May, 28 August and 28 November in each year, commencing on (and including) 28 August 2024 up to (and including) the Maturity Date, subject to adjustment for payment purposes only in accordance with the Business Day Convention set out below. The Interest Periods will not be adjusted.     |
|     | (iii) Interest Accrual Period:                                                                                    | Not Applicable                                                                                                                                                                                                                                                                                                  |
|     | (iv) Business Day Convention:                                                                                     | Following Business Day Convention                                                                                                                                                                                                                                                                               |
|     | (v) Business Centres:                                                                                             | New York, Toronto                                                                                                                                                                                                                                                                                               |
|     | (vi) Manner in which the Rate(s) of Interest is/are to be determined:                                             | Screen Rate Determination                                                                                                                                                                                                                                                                                       |
|     | (vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent): | Canadian Imperial Bank of Commerce (Toronto)                                                                                                                                                                                                                                                                    |
|     | (viii) Screen Rate Determination:                                                                                 | Applicable                                                                                                                                                                                                                                                                                                      |
|     | - Reference Rate:                                                                                                 | SOFR: Compounded SOFR with Lookback                                                                                                                                                                                                                                                                             |
|     | - Relevant Screen Page:                                                                                           | Not Applicable                                                                                                                                                                                                                                                                                                  |
|     | - Interest Determination Dates:                                                                                   | 5 U.S. Government Securities Business Days prior to each Interest Payment Date                                                                                                                                                                                                                                  |
|     | - Index Determination:                                                                                            | Not Applicable                                                                                                                                                                                                                                                                                                  |

|                                                                                                                                                                                                              |                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| - Observation Period:                                                                                                                                                                                        | Not Applicable                                                                 |
| - Observation Method:                                                                                                                                                                                        | Not Applicable                                                                 |
| - Lookback Number of U.S. Government Securities Business Days:                                                                                                                                               | 5 U.S. Government Securities Business Days                                     |
| - Rate Cut Off Date:                                                                                                                                                                                         | Not Applicable                                                                 |
| - Interest Accrual Period:                                                                                                                                                                                   | Not Applicable                                                                 |
| - Suspension Period:                                                                                                                                                                                         | Not Applicable                                                                 |
| - Look-Back Period:                                                                                                                                                                                          | Applicable                                                                     |
| - Observation Look-Back Period:                                                                                                                                                                              | 5 U.S. Government Securities Business Days prior to each Interest Payment Date |
| - Rate Multiplier:                                                                                                                                                                                           | Not Applicable                                                                 |
| - Specified Financial Centre:                                                                                                                                                                                | New York, Toronto                                                              |
| - Relevant Time:                                                                                                                                                                                             | Not Applicable                                                                 |
| (ix) ISDA Determination:                                                                                                                                                                                     | Not Applicable                                                                 |
| (x) CMS Rate:                                                                                                                                                                                                | Not Applicable                                                                 |
| (xi) Linear Interpolation                                                                                                                                                                                    | Not Applicable                                                                 |
| (xii) Margin(s):                                                                                                                                                                                             | + 0.63 per cent.                                                               |
| (xiii) Interest Amount(s):                                                                                                                                                                                   | Calculated in accordance with Condition 4(j)                                   |
| (xiv) Minimum Rate of Interest:                                                                                                                                                                              | 0.00 per cent. per annum                                                       |
| (xv) Maximum Rate of Interest:                                                                                                                                                                               | Not Applicable                                                                 |
| (xvi) Day Count Fraction:                                                                                                                                                                                    | 30/360                                                                         |
| (xvii) Benchmark Discontinuation – Independent Adviser                                                                                                                                                       | Not Applicable                                                                 |
| Benchmark Discontinuation – Compounded SOFR                                                                                                                                                                  | Not Applicable                                                                 |
| (xviii) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: | Not Applicable                                                                 |
| <b>21. Range Accrual Note Provisions:</b>                                                                                                                                                                    | Not Applicable                                                                 |
| <b>22. Range Notes:</b>                                                                                                                                                                                      | Not Applicable                                                                 |
| <b>23. Reverse Floating Rate Coupon Notes:</b>                                                                                                                                                               | Not Applicable                                                                 |
| <b>24. Steeper Coupon Notes:</b>                                                                                                                                                                             | Not Applicable                                                                 |
| <b>25. Zero Coupon Note Provisions:</b>                                                                                                                                                                      | Not Applicable                                                                 |

26. **Interest Linked to one or more Reference Items provisions:** Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

27. **Call Option:** Not Applicable
28. **Put Option:** Not Applicable
29. **Bail-inable Notes – TLAC Disqualification Event Call Option:** Not Applicable
30. **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, TLAC Disqualification Event Call Option or on event of default or illegality or other early redemption in accordance with the Conditions (other than, for the avoidance of doubt, where paragraph 35 applies)
- (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
- (ii) the references to “together with accrued interest to the date of payment” shall be deemed to be deleted from Condition 18
31. **Automatic Redemption (Autocall) (Annex 1, Condition 2(a))** Not Applicable
32. **Fast Autocall Early Redemption (Annex 1, Condition 2(b))** Not Applicable
33. **Final Redemption Amount of each Note:** USD 1,000 per Calculation Amount

#### PROVISIONS RELATING TO THE TYPE OF NOTES

34. **Commodity Linked Notes:** Not Applicable
35. **Index Linked Notes:** Not Applicable
36. **Equity Linked Notes:** Not Applicable
37. **FX Linked Notes:** Not Applicable
38. **Fund Linked Notes:** Not Applicable
39. **Inflation Linked Notes:** Not Applicable
40. **Bond Linked Notes:** Not Applicable
41. **Preference Share Linked Notes:** Not Applicable
42. **Dual Currency Note Provisions:** Not Applicable

**43. Other variable-linked interest Note Provisions:** Not Applicable

**44. Physical Delivery Notes:** Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>45. Form of Notes:</b>                                                                                                                                                                                                                                                              | <b>Registered Notes</b><br><br>Unrestricted Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg                  |
| <b>46. New Global Note:</b>                                                                                                                                                                                                                                                            | No                                                                                                                                                                                        |
| <b>47. Financial Centre(s) or other special provisions relating to payment dates:</b>                                                                                                                                                                                                  | New York                                                                                                                                                                                  |
| <b>48. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):</b>                                                                                                                                                           | No                                                                                                                                                                                        |
| <b>49. 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:</b> | Not Applicable                                                                                                                                                                            |
| <b>50. Details relating to Instalment Notes:</b>                                                                                                                                                                                                                                       | Not Applicable                                                                                                                                                                            |
| <b>51. Redenomination, renominatisation, and reconventioning provisions:</b>                                                                                                                                                                                                           | Not Applicable                                                                                                                                                                            |
| <b>52. Consolidation provisions:</b>                                                                                                                                                                                                                                                   | Not Applicable                                                                                                                                                                            |
| <b>53. Governing Law and Jurisdiction:</b>                                                                                                                                                                                                                                             | 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. |
| <b>54. Unavailability of Currency:</b>                                                                                                                                                                                                                                                 | Condition 16(e) applies                                                                                                                                                                   |

**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 accuracy of such extraction but accepts no further or other responsibility in respect of such information.

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. USE OF PROCEEDS

As specified in the Prospectus.

### 4. INFORMATION REGARDING UNDERLYING

Not Applicable

### 5. OPERATIONAL INFORMATION

- |        |                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|--------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)    | ISIN Code:                                                                                                                     | XS2824054741                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| (ii)   | Common Code:                                                                                                                   | 282405474                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| (iii)  | Valoren:                                                                                                                       | 112288254                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| (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, Main Branch Toronto                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| (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 Pricing Supplement, 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, and registered in the name of a nominee of one of the ICSDs acting 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. |

**6. DISTRIBUTION**

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

**7. GENERAL**

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|------|------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|
| (i)  | The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [ ], producing a sum of: | Not Applicable                                       |
| (ii) | Additional Tax Considerations:                                                                                               | Section 871(m) Internal Revenue Code: Not Applicable |