



Imperial Equity High Income Pool

Annual Management Report of Fund Performance

for the financial year ended December 31, 2016

All figures are reported in Canadian dollars unless otherwise noted.

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the investment fund. If you have not received a copy of the annual financial statements with this annual management report of fund performance, you can get a copy of the annual financial statements at your request, and at no cost, by calling us toll-free at 1-888-357-8777, by writing to us at CIBC, 18 York Street, Suite 1300, Toronto, Ontario, M5J 2T8, or by visiting www.cibc.com/mutualfunds or the SEDAR website at www.sedar.com.

Unitholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

Management Discussion of Fund Performance

Investment Objective and Strategies

Investment Objective: Imperial Equity High Income Pool (the *Pool*) seeks to generate a high level of current cash flow by investing primarily in income producing securities including Canadian income trusts, preferred shares, common shares, and fixed income securities.

Investment Strategies: The Pool invests primarily in securities that can provide a consistent long-term income stream and capital preservation while considering tax effectiveness.

Risk

The Pool is a Canadian dividend and income equity fund that is suitable for medium- to long-term investors who can tolerate medium investment risk.

For the period ended December 31, 2016, the Pool's overall level of risk remains as discussed in the simplified prospectus.

Results of Operations

The portfolio advisor of the Pool is CIBC Asset Management Inc. (*CAMI* or the *Portfolio Advisor*). The commentary that follows provides a summary of the results of operations for the period ended December 31, 2016. All dollar figures are expressed in thousands, unless otherwise indicated.

The Pool's net asset value increased by 22% during the period, from \$811,068 as at December 31, 2015 to \$987,537 as at December 31, 2016. Net sales of \$5,328 in the period included redemptions of \$14,299 due to rebalancing of a portfolio product that holds units of the Pool. Positive investment performance also contributed to an overall increase in net asset value.

Class A units of the Pool posted a return of 22.1% for the period. The Pool's primary benchmark, the S&P/TSX Composite Dividend Index (the *benchmark*), returned 24.0% for the same period. The Pool's return is after the deduction of fees and expenses, unlike the benchmark.

Early in the period, as the global economic outlook worsened, the expectation for higher interest rates gave way to a low-to-negative

interest-rate environment in a number of major financial markets. This resulted in a weaker U.S. dollar through most of 2016. As a result, gold prices climbed over most of the year, and gold equities outperformed.

However, following the surprising election of Donald Trump as U.S. president in November, there were expectations for higher U.S. economic growth, inflation, interest rates and government fiscal spending, along with lower corporate taxes. Consequently, the U.S. dollar appreciated and markets began to favour cyclical stocks over gold and other defensive and interest-sensitive stocks.

Also late in the year, the Organization of the Petroleum Exporting Countries (*OPEC*) struck an agreement with some non-OPEC producers to cut oil production for the first time in eight years, causing energy prices to recover from early-year lows.

As a result of these developments, Canada had the best-performing equity market among the developed economies in 2016, led primarily by the materials and energy sectors.

The Pool's large underweight positions in the materials and financials sectors detracted from its performance as those sectors outperformed. Significant individual detractors from performance included DH Corp., The North West Co. Inc. and Keyera Corp.

The share price of DH fell after successive disappointing financial results, which led to concerns about its high debt levels and dividend sustainability. Towards year-end DH announced it was evaluating potential buyout offers. North West's stagnant operational results caused relatively weak stock performance. The company has scaled back its growth capital expenditure program to control expenses, and the Portfolio Advisor expects it to maintain its above-average dividend yield. A weak natural gas liquids pricing environment, as well as low volumes and high inventories, restricted capital appreciation for Keyera. The Portfolio Advisor expects fundamentals to improve in 2017 as energy prices increase.

The Pool's modest overweight exposure to the outperforming energy sector and modest underweight exposure to the underperforming information technology sector contributed to its performance. Significant individual contributors to the Pool's performance included Labrador Iron Ore Royalty Corp., Manulife Financial Corp. and Pembina Pipeline Corp.

Labrador Iron's share price rebounded from low 2015 levels as iron ore and related commodity prices increased over 2016. The company has no debt and a sustainable dividend at current commodity prices. The expectation late in the year of higher interest rates resulted in a strong stock price recovery for Manulife. Pembina benefited from the stronger energy price outlook.

Several of the Pool's holdings were increased over the period. The Pool participated in TransCanada Corp.'s equity issue to fund the acquisition of Columbia Pipeline Group Inc., and the Portfolio Advisor expects further dividend growth. Suncor Energy Inc. was increased for strong financial position and free cash flow profile post-2018. Boardwalk REIT, which the Portfolio Advisor believes offers attractive long-term growth prospects, was trading below its estimated net asset value as a result of its exposure to the weak Alberta economy. The Portfolio Advisor expects Granite REIT to sell some of its assets and increase its payout ratio. Manulife was trading at an attractive discount to book value. The Portfolio Advisor expects Canadian Natural Resources Ltd. to benefit from higher commodity prices, given a strong long-term production outlook and the cash flow to fund share buybacks and dividend increases.

Potash Corp. of Saskatchewan Inc. was eliminated from the Pool as a result of weak demand and excess industry capacity. Capital Power Corp. was eliminated on concerns that power prices in Alberta will remain low given weak demand and overcapacity, as well as changes in the regulatory landscape.

Several of the Pool's holdings were reduced over the period. The National Bank of Canada's oil and gas loan exposures and below-average capital structure concern the Portfolio Advisor. The Pool took profits on Cineplex Inc., on the view that capital appreciation is limited as the company diversifies away from box-office revenues and into other media businesses. The holding RioCan REIT was trimmed in favour of other stocks, and the holding in Sun Life Financial Inc. was reduced after strong price performance.

Recent Developments

Effective April 27, 2016, the composition of the Independent Review Committee (*IRC*) changed. John Crow resigned his position as member and Chair. Marcia Lewis Brown was appointed as member and Don Hunter was appointed as Chair.

Related Party Transactions

Canadian Imperial Bank of Commerce (*CIBC*) and its affiliates have the following roles and responsibilities with respect to the Pool, and receive the fees described below in connection with their roles and responsibilities.

Manager

CIBC is the Manager of the Pool. CIBC receives management fees with respect to the day-to-day business and operations of the Pool. The Pool pays the Manager a maximum annual management fee rate of 0.25% of the net asset value of the Pool, as described in the section entitled *Management Fees*.

Trustee

CIBC Trust Corporation (*CIBC Trust*), a wholly-owned subsidiary of CIBC, is the trustee (the *Trustee*) of the Pool. The Trustee holds title to the property (cash and securities) of the Pool on behalf of its unitholders.

Portfolio Advisor

The portfolio advisor provides, or arranges to provide, investment advice and portfolio management services to the Pool. CAMI, a wholly-owned subsidiary of CIBC, is the portfolio advisor of the Pool.

Discretionary Managers

As at the date of this report, units of the Pool are offered through discretionary investment management services provided by certain subsidiaries of CIBC (collectively, the *Discretionary Managers*). The Discretionary Managers may include CIBC Trust and CAMI. The Discretionary Managers arrange to purchase, switch, and redeem units of the Pool on behalf of their clients who have entered into discretionary investment management agreements with one of the Discretionary Managers. The Discretionary Managers are the registered unitholders of the Pools for the purposes of receiving all unitholder materials and having the right to vote all proxies with respect to units of the Pool. Units of the Pool are also offered to investors in connection with certain products offered by affiliated dealers pursuant to the terms of the account agreements governing such products. There are no compensation arrangements with these dealers in respect of the sale of units of the Pool. However, CIBC Trust receives fees from its clients for offering discretionary management services and, from these fees, CIBC Trust may pay affiliated dealers and other CIBC members for services provided in connection with the client's discretionary investment managed account, which may hold units of the Pool.

CIBC receives fees from CIBC Trust for the services of CIBC advisors that assist investors with opening discretionary investment management accounts where CIBC Trust acts as the Discretionary Manager and for acting as the investors' ongoing relationship manager. CIBC is responsible for the remuneration of the CIBC advisors and may pay the CIBC advisors out of such fees. Further details of the arrangement between CIBC and CIBC Trust may be found in the discretionary investment management agreement between CIBC Trust and investors. CAMI receives fees from their clients for offering discretionary investment managed accounts, which may hold units of the Pool, and may pay a portion of such fees to their investment counsellors.

Brokerage Arrangements and Soft Dollars

The Portfolio Advisor makes decisions, including the selection of markets and dealers and the negotiation of commissions, with respect to the purchase and sale of portfolio securities, certain derivative products and the execution of portfolio transactions. Brokerage business may be allocated by the Portfolio Advisor to CIBC World Markets Inc. (CIBC WM) and CIBC World Markets Corp., each a subsidiary of CIBC. CIBC WM and CIBC World Markets Corp. may also earn spreads on the sale of fixed income and other securities and certain derivative products to the Pool. A spread is the difference between the bid and ask prices for a security in the applicable marketplace, with respect to the execution of portfolio transactions. The spread will differ based upon various factors such as the type and liquidity of the security.

Dealers, including CIBC WM and CIBC World Markets Corp., may furnish goods and services other than order execution to the Portfolio Advisor in partial exchange for processing trades through them (referred to in the industry as “soft dollar” arrangements). These goods and services are paid for with a portion of the brokerage commissions and assist the Portfolio Advisor with investment decision-making services for the Pool or relate directly to the execution of portfolio transactions on behalf of the Pool.

In addition, CIBC may enter into commission recapture arrangements with certain dealers with respect to the Pool. Any commission recaptured will be paid to the Pool.

During the period, the Pool did not pay any brokerage commissions or other fees to CIBC WM or CIBC World Markets Corp. Spreads associated with fixed income and other securities are not ascertainable and, for that reason, cannot be included when determining these amounts.

Pool Transactions

The Pool may enter into one or more of the following transactions (the *Related Party Transactions*) in reliance on the standing instructions issued by the IRC:

- invest in or hold equity securities of CIBC or issuers related to a portfolio sub-advisor;
- invest in or hold non-exchange-traded debt securities of CIBC or an issuer related to CIBC in a primary offering and in the secondary market;
- invest in or hold debt securities of CIBC or issuers related to a portfolio sub-advisor purchased in the secondary market;
- make an investment in the securities of an issuer for which CIBC WM, CIBC World Markets Corp., or any affiliate of CIBC (a *Related Dealer*) acts as an underwriter during the offering of the securities at any time during the 60-day period following the completion of the offering of such securities (in the case of a “private placement” offering, in accordance with the exemptive relief order granted by the Canadian securities regulatory authorities and in accordance with the policies and procedures relating to such investment);

- purchase equity or debt securities from or sell them to a Related Dealer, where it is acting as principal;
- undertake currency and currency derivative transactions where a Related Dealer is the counterparty; and
- purchase securities from or sell securities to another investment fund or a managed account managed by the Manager or an affiliate of the Manager.

At least annually, the IRC reviews the Related Party Transactions for which they have issued standing instructions. The IRC is required to advise the Canadian securities regulatory authorities, after a matter has been referred or reported to the IRC by the Manager, if it determines that an investment decision was not made in accordance with conditions of its approval.

Custodian

CIBC Mellon Trust Company is the custodian of the Pool (the *Custodian*). The Custodian holds all cash and securities for the Pool and ensures that those assets are kept separate from any other cash or securities that the Custodian might be holding. The Custodian also provides other services to the Pool including record-keeping and processing of foreign exchange transactions. The Custodian may hire sub-custodians for the Pool. The fees and spreads for services of the Custodian directly related to the execution of portfolio transactions by the Pool are paid by CAMI and/or dealer(s) directed by CAMI, up to the amount of the credits generated under soft dollar arrangements from trading on behalf of the Pool during that month. All other fees and spreads for the services of the Custodian are paid by the Manager and charged to the Pool on a recoverable basis. CIBC owns a 50% interest in the Custodian.

Service Provider

CIBC Mellon Global Securities Services Company (*CIBC GSS*) provides certain services to the Pool, including securities lending, fund accounting and reporting, and portfolio valuation. Such servicing fees are paid by the Manager and charged to the Pool on a recoverable basis. CIBC indirectly owns a 50% interest in CIBC GSS.

Imperial Equity High Income Pool

Financial Highlights

The following tables show selected key financial information about the Pool and are intended to help you understand the Pool's financial performance for the period ended December 31.

The Pool's Net Assets per Unit¹ - Class A Units

	2016	2015	2014	2013	2012
Net Assets, beginning of period	\$ 12.51	\$ 14.66	\$ 14.40	\$ 13.68	\$ 13.16
Increase (decrease) from operations:					
Total revenue	\$ 0.52	\$ 0.52	\$ 0.55	\$ 0.49	\$ 0.45
Total expenses	(0.02)	(0.03)	(0.03)	(0.03)	(0.03)
Realized gains (losses) for the period	—	(0.65)	0.15	0.36	(0.04)
Unrealized gains (losses) for the period	2.17	(1.08)	0.51	0.90	1.07
Total increase (decrease) from operations²	\$ 2.67	\$ (1.24)	\$ 1.18	\$ 1.72	\$ 1.45
Distributions:					
From income (excluding dividends)	\$ 0.13	\$ 0.09	\$ 0.09	\$ 0.05	\$ 0.03
From dividends	0.37	0.40	0.44	0.40	0.37
From capital gains	—	—	—	—	—
Return of capital	0.46	0.47	0.43	0.51	0.56
Total Distributions³	\$ 0.96	\$ 0.96	\$ 0.96	\$ 0.96	\$ 0.96
Net Assets, end of period	\$ 14.22	\$ 12.51	\$ 14.66	\$ 14.40	\$ 13.66

¹ This information is derived from the Pool's audited annual financial statements. The Pool adopted International Financial Reporting Standards (*IFRS*) on January 1, 2014. Previously, the Pool prepared its financial statements in accordance with Canadian Generally Accepted Accounting Principles (*GAAP*) as defined in Part V of the CPA Canada Handbook. Under Canadian GAAP, the Pool measured fair values of its investments in accordance with CICA Handbook Section 3855 which required the use of bid prices for long positions and ask prices for short positions. As such, the net assets per unit figure presented in the financial statements may differ from the net asset value calculated for fund pricing purposes. An explanation of these differences can be found in the notes to the financial statements issued prior to January 1, 2014. Upon adoption of IFRS, the Pool measures the fair value of its investments by using the close market prices, where the close market price falls within the bid-ask spread. As such, the Pool's accounting policies for measuring the fair value of investments in the financial statements are consistent with those used in measuring the net asset value for transactions with unitholders. Accordingly, the opening net asset figure as at January 1, 2013 was restated to reflect accounting policy adjustments made in accordance with IFRS. All figures presented for periods prior to January 1, 2013 were prepared in accordance with Canadian GAAP and subsequent thereto were prepared in accordance with IFRS.

² Net assets and distributions are based on the actual number of units outstanding at the relevant time. The total increase (decrease) from operations is based on the weighted average number of units outstanding during the period.

³ Distributions were paid in cash, reinvested in additional units of the Pool, or both.

Ratios and Supplemental Data - Class A Units

	2016	2015	2014	2013	2012
Total Net Asset Value (000s)⁴	\$ 987,537	\$ 811,068	\$ 851,940	\$ 755,727	\$ 639,511
Number of Units Outstanding⁴	69,444,875	64,853,921	58,107,863	52,492,140	46,747,972
Management Expense Ratio⁵	0.17%	0.17%	0.17%	0.19%	0.19%
Management Expense Ratio before waivers or absorptions⁶	0.33%	0.33%	0.41%	0.44%	0.43%
Trading Expense Ratio⁷	0.01%	0.01%	0.02%	0.02%	0.02%
Portfolio Turnover Rate⁸	2.66%	3.32%	7.95%	13.84%	8.05%
Net Asset Value per Unit	\$ 14.22	\$ 12.51	\$ 14.66	\$ 14.40	\$ 13.68

⁴ This information is presented as at December 31 of the period(s) shown.

⁵ Management expense ratio is based on the total expenses of the pool (excluding commissions and other portfolio transaction costs), incurred by or allocated to a class of units for the period shown, expressed as an annualized percentage of the daily average net asset value of that class during the period.

⁶ The decision to waive and/or absorb management fees and operating expenses is at the discretion of the Manager. The practice of waiving and/or absorbing management fees and operating expenses may continue indefinitely or may be terminated at any time without notice to unitholders.

⁷ The trading expense ratio represents total commissions and other portfolio transaction costs before income taxes expressed as an annualized percentage of the daily average net asset value during the period. Spreads associated with fixed income securities trading are not ascertainable and, for that reason, are not included in the trading expense ratio calculation.

⁸ The portfolio turnover rate indicates how actively the portfolio advisor and/or portfolio sub-advisor manages the portfolio investments. A portfolio turnover rate of 100% is equivalent to a fund buying and selling all of the securities in its portfolio once in the course of the period. The higher a portfolio turnover rate in a period, the greater the trading costs payable by a fund in the period, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

Management Fees

The Pool, either directly or indirectly, pays an annual management fee to CIBC to cover the costs of managing the Pool. Management fees are based on the net asset value of the Pool and are calculated daily and paid monthly. Management fees are paid to CIBC in consideration for providing, or arranging for the provision of, management, distribution, and portfolio advisory services. Advertising and promotional expenses, office overhead expenses, trailing commissions, and the fees of the portfolio sub-advisor(s) are paid by CIBC out of the management fees received from the Pool. The Pool is required to pay applicable taxes on the management fees paid to CIBC. Refer to the Simplified Prospectus for the maximum annual management fee rate.

For the period ended December 31, 2016, 100% of the management fees collected from the Pool was attributable to general administration, investment advice, and profit.

Past Performance

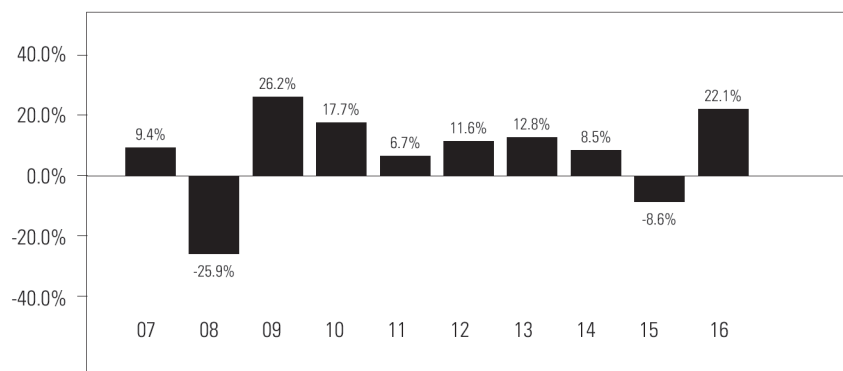
The performance data provided assumes reinvestment of distributions only and does not take into account sales, redemption, distribution, or other optional charges payable by any unitholder that would have reduced returns. Past performance does not necessarily indicate how a fund will perform in the future.

The Pool's returns are after the deduction of fees and expenses. See the section entitled *Financial Highlights* for the management expense ratio.

Year-by-Year Returns

The bar chart shows the annual performance of the Pool for each of the periods shown, and illustrates how the performance has changed from period to period. The bar chart shows, in percentage terms, how an investment made on January 1 would have increased or decreased by December 31, unless otherwise indicated.

Class A Units



Annual Compound Returns

This table shows the annual compound return of each class of units of the Pool for each indicated period ended on December 31, 2016. The annual compound total return is also compared to the Pool's benchmark(s).

The Pool's primary benchmark is the S&P/TSX Composite Dividend Index.

The Pool's blended benchmark (*Blended Benchmark*) is comprised of the following:

- 70% S&P/TSX Composite Dividend Index
- 30% S&P/TSX Capped REIT Index

Imperial Equity High Income Pool

	1 Year	3 Years	5 Years	10 Years*	or	Since Inception*	Inception Date
Class A units	22.1%	6.6%	8.8%	7.0%			November 24, 2003
S&P/TSX Composite Dividend Index	24.0%	8.3%	9.3%	5.5%			
Blended Benchmark	22.2%	8.1%	8.6%	5.9%			

* If a class of units has been outstanding for less than 10 years, the annual compound return since inception is shown.

S&P/TSX Capped REIT Index is intended to represent the Canadian real estate sector and includes companies listed on the TSX that are engaged in real estate management and development. Any constituent's relative weight is capped at 25%.

S&P/TSX Composite Dividend Index aims to provide a broad-based benchmark of Canadian dividend-paying stocks. It includes all stocks in the S&P/TSX Composite Index with positive annual dividend yields as of the latest rebalancing of the S&P/TSX Composite Index.

A discussion of the relative performance of the Pool compared to its primary benchmark(s) can be found in *Results of Operations*.

Imperial Equity High Income Pool

Summary of Investment Portfolio (as at December 31, 2016)

The summary of investment portfolio may change due to ongoing portfolio transactions of the investment fund. A quarterly update is available by visiting www.cibc.com/mutualfunds. The Top Positions table shows a fund's 25 largest positions. For funds with fewer than 25 positions in total, all positions are shown. Cash and cash equivalents are shown in total as one position.

<i>Portfolio Breakdown</i>	<i>% of Net Asset Value</i>	<i>Top Positions</i>	<i>% of Net Asset Value</i>
Real Estate	28.4	Canadian Apartment Properties REIT	6.1
Financials	27.6	Toronto-Dominion Bank (The)	6.1
Energy	23.9	CREIT	5.8
Telecommunication Services	5.6	Granite REIT, Stapled Units	5.3
Consumer Discretionary	3.5	Royal Bank of Canada	5.1
Cash & Cash Equivalents	2.6	RioCan REIT	4.1
Materials	2.6	H&R REIT	4.1
Consumer Staples	2.0	Manulife Financial Corp.	4.1
Information Technology	1.6	TELUS Corp.	3.7
Utilities	1.5	Canadian Imperial Bank of Commerce	3.6
Industrials	0.7	Suncor Energy Inc.	3.5
		Keyera Corp.	3.3
		Sun Life Financial Inc.	3.1
		Boardwalk REIT	3.0
		Pembina Pipeline Corp.	2.8
		TransCanada Corp.	2.8
		Bank of Montreal	2.7
		Cash & Cash Equivalents	2.6
		Inter Pipeline Ltd.	2.6
		Bank of Nova Scotia	2.5
		North West Co. Inc. (The)	2.0
		ARC Resources Ltd.	1.9
		BCE Inc.	1.9
		AltaGas Ltd.	1.8
		Cineplex Inc.	1.8

The management report of fund performance may contain forward-looking statements. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, or other similar wording. In addition, any statements that may be made concerning future performance, strategies, or prospects and possible future actions taken by the fund, are also forward-looking statements. These statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results and achievements of the fund to differ materially from those expressed or implied by such statements. Such factors include, but are not limited to: general economic, market, and business conditions; fluctuations in securities prices, interest rates, and foreign currency exchange rates; changes in government regulations; and catastrophic events. We do not undertake, and specifically disclaim, any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments, or otherwise prior to the release of the next management report of fund performance.

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