

**Final Terms dated 15 December 2023**

**Canadian Imperial Bank of Commerce  
Branch of Account: Main Branch, Toronto  
Legal Entity Identifier: 2IGI19DL77OX0HC3ZE78  
Issue of USD50,000,000 Callable and Puttable Zero Coupon Notes due 28 December 2043  
under a US\$40,000,000,000 Note Issuance Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the Prospectus dated 29 June 2023 and the supplement to the Prospectus dated 1 September 2023, 27 September 2023 and 4 December 2023 which together constitute a base prospectus (the “**Prospectus**”) for the purposes of the Prospectus Regulation *Regulation (EU) 2017/1129* (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplement to the Prospectus are available for viewing during normal business hours at and copies may be obtained from the registered office of the Issuer at 81 Bay Street, CIBC Square, Toronto, Canada M5J 0E7, and at the office of the Fiscal Agent, Deutsche Bank AG, London Branch at Winchester House, 1 Great Winchester Street, London EC2N 2DB and may also be viewed on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com) under the name of the Issuer.

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|-----------|-------|--|--|
| <b>1.</b> | (i)   | Series Number:   | 313  |
|           | (ii)  | Tranche Number:  | 1  |
|           | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable                                   |
| <b>2.</b> |       | Specified Currency or Currencies:                                      | US Dollars (“ <b>USD</b> ”)                      |
| <b>3.</b> |       | Aggregate Nominal Amount of Notes:                                     | USD50,000,000                                    |
|           | (i)   | Series:  | USD50,000,000                                    |
|           | (ii)  | Tranche:   | USD50,000,000                                    |
| <b>4.</b> |       | Issue Price:   | 100.00 per cent. of the Aggregate Nominal Amount |
| <b>5.</b> | (i)   | Specified Denominations:   | USD1,000,000                                     |
|           | (ii)  | Calculation Amount:  | USD1,000,000                                     |
| <b>6.</b> |       | Trade Date   | 12 December 2023                                 |

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|-----|---|---|
| 7.  | (i) Issue Date:                                       | 28 December 2023  |
|     | (ii) Interest Commencement Date:                      | Not Applicable  |
|     | (iii) CNY Issue Trade Date:                           | Not Applicable  |
| 8.  | Maturity Date:  | 28 December 2043  |
| 9.  | Interest Basis:                                       | Zero Coupon<br><br><i>(see paragraph 18 below)</i>  |
| 10. | Redemption/Payment Basis:                             | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 323.142726 per cent. of their nominal amount |
| 11. | Change of Interest Basis:                             | Not Applicable  |
| 12. | Put/Call Options:                                     | Put Option<br>Call Option   |
| 13. | Status of the Notes:                                  | Senior Notes  |
| 14. | Date [Board] approval for issuance of Notes obtained: | Not Applicable  |
| 15. | Bail-inable Notes:                                    | No  |

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

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|-----|--|--------------------------|
| 16. | <b>Fixed Rate Note Provisions:</b>                               | Not Applicable           |
| 17. | <b>Floating Rate Note Provisions:</b>                            | Not Applicable           |
| 18. | <b>Zero Coupon Note Provisions:</b>                              | Applicable               |
|     | (i) Amortization Yield:  | 6.04 per cent. per annum |
|     | (ii) Day Count Fraction in relation to Early Redemption Amounts: | 30/360 (Fixed)           |

**PROVISIONS RELATING TO REDEMPTION OR CONVERSION**

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|-----|----------------------------------|---|
| 19. | <b>Call Option:</b>              | Applicable  |
|     | (i) Optional Redemption Date(s): | Subject any adjustments in accordance with the Business Day Convention every 28 December of each year from and including 28 December 2031 to and including 28 December 2042 |

- (ii) Optional Redemption Amount(s) of each Note: The Issuer may redeem all, but not some only, of the Notes on any Optional Redemption Date, at the relevant Optional Redemption Amount as specified in Annex 1 attached thereto
- (iii) If redeemable in part:
  - (a) Minimum Redemption Amount: Not Applicable
  - (b) Maximum Redemption Amount: Not Applicable
- (iv) Notice period: Not less than 15 Business Days and not more than 30 Business Days prior to the relevant Optional Redemption Date

**20. Put Option:**

Applicable

- (i) Optional Redemption Date(s): 28 June 2024, subject to any adjustments in accordance with the Business Day Convention

(ii)	Optional Redemption Amount(s) of each Note:	<p>The Redemption Amount will be calculated by the Calculation Agent in good faith and on such basis as it, in its sole and absolute discretion, considers fair and reasonable in the circumstances taking into account a number of factors that it deems relevant, which may include, without limitation, prevailing interest rates, the time remaining to the Maturity and any Unwind Costs of the Issuer'</p> <p>Where</p> <p><b>"Calculation Agent"</b> means Canadian Imperial Bank of Commerce, Toronto Branch</p> <p><b>"Unwind Costs"</b> means an amount determined by the Calculation Agent equal to the aggregate sum of (without duplication) all costs (including loss of funding and margin), fees, charges, expenses, tax and duties incurred by the Issuer and/or any of its affiliates in connection with the early redemption of the Notes and the related termination, liquidation, transfer, settlement or re-establishment (whether in whole or in part) of any Hedging Arrangements.</p> <p><b>"Hedging Arrangements"</b> means any underlying or related transaction(s), swap(s), asset(s), option(s), financing or other arrangement(s) or trading position(s) the Issuer and/or any of its affiliates or agents may enter into or hold from time to time (including, if applicable, on a portfolio basis) to hedge directly or indirectly and whether in whole or in part the credit or other price risk or funding of the Issuer issuing and performing its obligations with respect to the Notes</p>
(iii)	Notice period:	Not less than 15 Business Days and not more than 30 Business Days prior to the Optional Redemption Date
21.	Bail-inable Notes – TLAC Disqualification Event Call Option:	Not Applicable
22.	<b>Early Redemption on Occurrence of Special Event (Subordinated Notes):</b>	Not Applicable
23.	<b>Final Redemption Amount of each Note:</b>	Except in case of exercise of a Call Option or a Put Option, the Final Redemption Amount of each Note should USD3,231,427.26 per Calculation Amount
24.	<b>Early Redemption Amount:</b>	As per Condition 5(b)(i)
25.	<b>Provisions relating to Automatic Conversion:</b>	Not Applicable: the Notes are not Subordinated Notes

Specified Time: Not Applicable


**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|---|--|
| <b>26.</b> Form of Notes:   | <b>Exchangeable Bearer Notes:</b><br><br>Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note |
| <b>27.</b> New Global Note:   | No   |
| <b>28.</b> Financial Centre(s) or other special provisions relating to payment dates: | Taipei, New York, London and Toronto<br><br>Business Day Convention refers to Modified Following Business Day Convention   |
| <b>29.</b> Talons for future Coupons to be attached to Definitive Notes:              | No   |
| <b>30.</b> Governing Law and Jurisdiction:  | Ontario Law  |

**PROVISIONS RELATING TO RMB DENOMINATED NOTES:**

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|---|----------------|
|   | Not Applicable |
| <b>31.</b> RMB Currency Event:  | Not Applicable |
| <b>32.</b> Spot Rate (if different from that set out in Condition 6(c): | Not Applicable |
| <b>33.</b> Party responsible for calculating the Spot Rate:             | Not Applicable |
| <b>34.</b> RMB Settlement Centre(s):                                    | Not Applicable |

Signed on behalf of the Issuer:

By: 

Duly authorized

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the official list of the Luxembourg Stock Exchange and admitted to trading on the Luxembourg Stock Exchange's regulated market with effect from the Issue Date.
  
- (ii) Estimate of total expenses related to admission to trading: EUR8,950

### 2. RATINGS

Ratings: Not Applicable

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer in the ordinary course.

### 4. USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

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

Estimated net proceeds: USD49,975,000

### 5. YIELD

Indication of yield: Not Applicable

### 6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2736028791
- (ii) Common Code: 273602879
- (iii) CFI: DTFXFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: CIBC CANADA/6.04 MTN 20431228, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

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|--|---|
| (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A./ The Depository Trust Company and the relevant identification number(s): | Not Applicable  |
| (vi) Delivery:   | Delivery against payment  |
| (vii) Calculation Agent:   | Deutsche Bank AG, London Branch unless a Put Option is exercised, in such case Canadian Imperial Bank of Commerce, Toronto Branch would act as Calculation Agent  |
| (viii) Registrar:  | Not Applicable  |
| (ix) PayingAgent:  | Deutsche Bank AG, London Branch   |
| (x) Names and addresses of additional Paying Agent(s)/Registrar (if any):  | Not Applicable  |
| (xi) Intended to be held in a manner which would allow Eurosystem eligibility:   | No. While the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

## 7. DISTRIBUTION

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|--------------------------------------|--|
| (i) Method of distribution:          | Non-syndicated                                   |
| (ii) If syndicated, names of Dealer: | KGI Securities Co. Ltd. Offshore Securities Unit |

## 8. THIRD PARTY INFORMATION

Not Applicable

## 9. GENERAL

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

(iv) Prohibition of Sales to UK Retail Investors: Applicable

(v) Additional Selling Restrictions: Taiwan

The Notes have not been, and shall not be offered, sold or resold, directly or indirectly to investors other than "professional institutional investors" as defined under Paragraph 2 of Article 4 of the Financial Consumer Protection Act of the ROC ("Professional Institutional Investors"). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to Professional Institutional Investors.

**10. BENCHMARKS**

Not Applicable



## Annex 1

### Optional Redemption Amount of the Notes as per Clause 19(ii)

Optional Redemption Date	Optional Redemption Price	Optional Redemption Amount per Calculation Amount (USD)
28-Dec-2031	159.866606%	1,598,666.06
28-Dec-2032	169.522549%	1,695,225.49
28-Dec -2033	179.761711%	1,797,617.11
28-Dec -2034	190.619318%	1,906,193.18
28-Dec -2035	202.132725%	2,021,327.25
28-Dec -2036	214.341542%	2,143,415.42
28-Dec -2037	227.287771%	2,272,877.71
28-Dec -2038	241.015952%	2,410,159.52
28-Dec -2039	255.573316%	2,555,733.16
28-Dec -2040	271.009944%	2,710,099.44
28-Dec -2041	287.378945%	2,873,789.45
28-Dec -2042	304.736633%	3,047,366.33