

# **Information Statement**

**Dated March 11, 2009**



## **CIBC 3-YEAR GUARANTEED RETURN DEPOSIT NOTES, SERIES 1**

**Due April 16, 2012**

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**Price: \$100.00 per Deposit Note**

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*Canadian Imperial Bank of Commerce ("CIBC") has taken all reasonable care to ensure that the facts stated in this Information Statement in relation to the Deposit Notes (as defined below) are true and accurate in all material respects and that there are no other material facts in relation to the Deposit Notes the omission of which would make any statement herein, whether of fact or opinion, misleading as of the date hereof.*

*No person has been authorized to give any information or to make any representations other than those that may be contained in:*

- (a) this Information Statement,*
- (b) any amendments made from time to time to this Information Statement, or*
- (c) any supplementary terms and conditions provided in any related global deposit note lodged with a depository or other definitive replacement deposit note therefor,*

*in connection with the offering or sale of the Deposit Notes and, if given or made, such information or representations must not be relied upon as having been authorized. Neither the delivery of this Information Statement nor the issue of the Deposit Notes nor any sale thereof will, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of CIBC since the date hereof.*

*This Information Statement does not constitute an offer or invitation by anyone in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Information Statement and the offering or sale of the Deposit Notes in some jurisdictions may be restricted by law. Persons into whose possession this Information Statement comes are required by CIBC and the Selling Agent to inform themselves about and to observe any such restriction. This Information Statement constitutes an offering of the Deposit Notes only in those jurisdictions and to those persons where and to whom they may be lawfully offered for sale, and then only through persons duly qualified to effect such sales.*

*The Deposit Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and subject to certain exceptions, may not be offered or sold within the United States or to U.S. persons as contemplated under the U.S. Securities Act and the regulations thereunder.*

*No securities commission or similar authority has in any way passed upon the merits of the Deposit Notes and any representation to the contrary may be an offence.*

*In this Information Statement, capitalized terms will have the meanings ascribed to them and references to "\$" are to Canadian dollars, "US\$" are to U.S. dollars, "CHF" are to Swiss Francs, "€" are to Euros, "£" are to British pounds and "GBP" are to British pounds expressed as pence.*

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## SUMMARY

The following is a summary only and is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in this Information Statement. Capitalized terms that are used but not defined in this summary are defined elsewhere in this Information Statement. See page 28 for an index of defined terms.

CIBC 3-Year Guaranteed Return Deposit Notes, Series 1 (each a "Deposit Note") are issued by Canadian Imperial Bank of Commerce. A Deposit Note entitles the holder to payment at maturity of an amount in Canadian dollars consisting of (i) the Principal Amount, (ii) a minimum guaranteed return of 4.50% of the Principal Amount, and (iii) a potential additional return of up to 15.00% of the Principal Amount, determined by reference to the price performance of an equally-weighted global portfolio of shares (each a "Share" and collectively the "Shares") of the following 10 companies:

- ▶ Wal-Mart Stores, Inc.
- ▶ Novartis AG
- ▶ Apple Inc.
- ▶ E.ON AG
- ▶ AstraZeneca PLC
- ▶ Royal Bank of Canada
- ▶ EnCana Corporation
- ▶ Groupe Danone SA
- ▶ Barrick Gold Corporation
- ▶ Research In Motion Limited

Variable Interest payable at maturity will be equal to the Principal Amount times the sum of the Portfolio Return and the Guaranteed Return. The Guaranteed Return will be 4.50% regardless of the price performance of the Shares. The Portfolio Return will be equal to the sum of the Valuation Period Returns for the three (3) Valuation Periods during the term of the Deposit Notes. The Valuation Period Return for a Valuation Period will be a percentage amount equal to the average of the 10 Share Returns in respect of such Valuation Period, determined as follows:

- o where the Share's closing price has increased between the Issue Date and the Valuation Date for such Valuation Period, the Share Return for determining the Valuation Period Return will be 5.00%, regardless of the extent of the increase in the Share's closing price (e.g., whether the increase is 1.00% or 10.00%);
- o where the Share's closing price has not increased between the Issue Date and the Valuation Date for such Valuation Period, the Share Return for determining the Valuation Period Return will be the change in the Share's closing price expressed as a percentage (this value being zero or negative), provided that a Valuation Period Return cannot be less than zero.

Accordingly, in order for an Investor to achieve the maximum Valuation Period Return of 5.00% for a Valuation Period, every Share's closing price must increase, measured from the Issue Date to the relevant Valuation Date. If, on the other hand, the average of the Share Returns is zero or negative, the Valuation Period Return will be zero for such Valuation Period. If the sum of the Valuation Period Returns for the three (3) Valuation Periods is zero, the Portfolio Return will be zero and Variable Interest payable at maturity will be equal to \$4.50 per Deposit Note. The maximum amount of Variable Interest that may be payable at maturity is \$19.50 per Deposit Note (i.e., Guaranteed Return of 4.50% and Portfolio Return of 15.00% (Valuation Period Return of 5.00% for each Valuation Period)).

Prospective Investors should carefully consider with their advisors the suitability of the Deposit Notes in light of their investment objectives and the information in this Information Statement, and should carefully consider certain risk factors associated with an investment in the Deposit Notes, including those set out under "RISK FACTORS TO CONSIDER".

The Deposit Notes mature on April 16, 2012.

**Issuer:** The Deposit Notes will be issued by Canadian Imperial Bank of Commerce ("CIBC").

**Principal Amount:** The Deposit Notes will be sold in a denomination of \$100.00 per Deposit Note (the "Principal Amount"), with a minimum subscription of 50 Deposit Notes per holder (each an "Investor").

|                     |  |                           |  |
|---------------------|--|---------------------------|--|
| <b>Issue Price:</b> | <u>Price to an Investor</u> <sup>(1)</sup> | <u>Selling Agent Fees</u> | <u>Proceeds to CIBC</u> <sup>(2)</sup> |
|                     | \$100.00 (Par) per Deposit Note            | \$1.50                    | \$98.50                                |

(1) The price to be paid by each Investor upon issuance (the "Issue Price") has been determined by negotiation between CIBC and CIBC World Markets Inc. (the "Selling Agent").

(2) Before deduction of expenses of issue that will be paid by CIBC out of its general funds.

**Issue Date:** The Deposit Notes will be issued on or about April 15, 2009 (the actual date of issuance being the "Issue Date").

**Maturity Date/Term:** The Deposit Notes will mature on April 16, 2012 (the "Maturity Date"), resulting in a term to maturity of three (3) years.

**Amounts Payable At Maturity:** The amount payable per Deposit Note on the Maturity Date will be equal to the sum of (i) the Principal Amount, plus (ii) Variable Interest (subject to the provisions outlined under "DESCRIPTION OF THE DEPOSIT NOTES – *Special Circumstances*").

**Principal Amount Repayment:** On the Maturity Date, the full Principal Amount of \$100.00 per Deposit Note will be repaid, regardless of the price performance of the Shares. The Deposit Notes cannot be redeemed or retracted prior to the Maturity Date. CIBC will repay the Principal Amount of the Deposit Notes to CDS or its nominee and CIBC understands that such payments will be credited by CDS or its nominee in the appropriate amounts to the relevant CDS participants. See "DESCRIPTION OF THE DEPOSIT NOTES – *Forms of the Deposit Notes*" for further details.

**Variable Interest Payment:** An Investor will be paid interest ("Variable Interest") in Canadian dollars on the Maturity Date (subject to the provisions outlined under "DESCRIPTION OF THE DEPOSIT NOTES – *Special Circumstances*"). Variable Interest per Deposit Note payable on the Maturity Date will be an amount in Canadian dollars, rounded to the nearest cent, equal to the result obtained using the following formula:

$$\text{Variable Interest} = \$100.00 \times (\text{Portfolio Return} + \text{Guaranteed Return})$$

The Guaranteed Return will be 4.50% regardless of the price performance of the Shares. Generally stated, the Portfolio Return will be equal to the sum of the Valuation Period Returns for the three (3) Valuation Periods during the term of the Deposit Notes. The Valuation Period Return for a Valuation Period will be a percentage amount equal to the average of the 10 Share Returns in respect of such Valuation Period (one for each Share, each of which may be positive or negative), in each case determined by that Share's percentage increase or decrease from its Closing Price on the Issue Date to the applicable Valuation Date, provided that a Valuation Period Return cannot be less than zero. A Share Return for a Share on any Valuation Date will be determined by the Share Performance, provided that (i) if the Share Performance for a Share is greater than zero, the Share Return will be 5.00% (regardless of the extent that the Share Performance is positive), and (ii) if the Share Performance for a Share is zero or negative, the Share Return will be the Share Performance. It should be noted that, although the Share Return for any Share cannot exceed 5.00% regardless of the percentage increase in the Share's Closing Price from the Issue Date, there is no minimum Share Return for any Share. Any Variable Interest payable in respect of the Deposit Notes will not reflect any dividends declared on the Shares.

The maximum amount of Variable Interest that may be payable at maturity is \$19.50 per Deposit Note (i.e., Guaranteed Return of 4.50% and Portfolio Return of 15.00% (Valuation Period Return of 5.00% for each Valuation Period)). In order for an Investor to receive the maximum Variable Interest of \$19.50 on the Maturity Date, every Share's closing price must increase, measured from the Issue Date to the Valuation Date for each Valuation Period. If, on the other hand, the average of the Share Returns is zero or negative on any Valuation Date, then the Valuation Period Return for such Valuation Period will be zero. If the sum of the Valuation Period Returns for the three (3) Valuation Periods is zero, the Portfolio Return will be zero. However, an Investor will still receive the Guaranteed Return of 4.50%, resulting in Variable Interest payable at maturity of \$4.50 per Deposit Note.

An Investor cannot elect to receive Variable Interest prior to the Maturity Date. See "CALCULATION OF VARIABLE INTEREST" for the precise formula for determining Variable

Interest and for example calculations. CIBC will pay any Variable Interest to CDS or its nominee and CIBC understands that payment of such Variable Interest will be credited by CDS or its nominee in the appropriate amount to the relevant CDS participants. See "DESCRIPTION OF THE DEPOSIT NOTES" for further details.

**The Portfolio:**

The notional portfolio (the "Portfolio") consists of the shares of the following companies (each a "Share" and collectively, the "Shares", and the respective issuers thereof being each a "Company" and collectively, the "Companies"):

- ▶ Wal-Mart Stores, Inc.
- ▶ Novartis AG
- ▶ Apple Inc.
- ▶ E.ON AG
- ▶ AstraZeneca PLC
- ▶ Royal Bank of Canada
- ▶ EnCana Corporation
- ▶ Groupe Danone SA
- ▶ Barrick Gold Corporation
- ▶ Research In Motion Limited

Each of the Shares is more completely described under "THE PORTFOLIO". The Portfolio is a notional portfolio only. Investors will not have any direct or indirect ownership interest or rights (including, without limitation, voting rights or rights to receive dividends) in the Shares. Investors will not have any direct or indirect recourse to any of the Companies or the Shares, and will only have a right against CIBC to be repaid the Principal Amount at maturity together with Variable Interest.

**Special Circumstances:**

If a Market Disruption Event in respect of a Share occurs on a day on which the Closing Price of such Share is to be determined for calculating a Share Performance, determination of that Closing Price will be postponed to a later date. The occurrence of an Extraordinary Event may accelerate the payment of Variable Interest and change the manner in which Variable Interest is calculated. However, the Principal Amount of each Deposit Note will not be repaid until the Maturity Date regardless of the occurrence of a Market Disruption Event or Extraordinary Event. Upon the occurrence of certain events in respect of a Company, such as a merger or nationalization, CIBC may add a new share to the Portfolio as a replacement for the Share of such Company, and may accordingly make other adjustments. In other circumstances, such as a stock split or extraordinary dividend in respect of a Share in the Portfolio, CIBC may adjust any one or more of the Initial Price or the formula for calculating its Share Return, or another component or variable relevant to the determination of Variable Interest to account for those circumstances. See "DESCRIPTION OF THE DEPOSIT NOTES – *Special Circumstances*".

**Eligibility for Investment:**

The Deposit Notes, if issued on the date of this Information Statement, would be qualified investments under the *Income Tax Act* (Canada) (the "Act") for trusts governed by registered retirement savings plans ("RRSPs"), registered retirement income funds ("RRIFs"), registered education savings plans ("RESPs"), registered disability savings plans ("RDSPs") deferred profit sharing plans ("DPSPs") (other than a trust governed by a DPSP to which contributions are made by CIBC or a person or partnership with which CIBC does not deal at arm's length within the meaning of the Act) and for tax-free savings accounts ("TFSA"). Provided that the holder of a TFSA does not hold a significant interest (as defined in the Act) in CIBC or any person or partnership that does not deal at arm's length with CIBC within the meaning of the Act, and provided that such holder deals at arm's length with CIBC within the meaning of the Act, the Deposit Notes will not be a prohibited investment for a trust governed by such TFSA. Where an Investor purchases Deposit Notes through dealers and other firms that use the FundSERV Inc. ("FundSERV") network to facilitate order flow and payments, such dealers or other firms may not be able to accommodate a purchase of Deposit Notes through certain registered plans. Investors should consult their financial advisors as to whether their orders for Deposit Notes will be made using the FundSERV network and any limitations on their ability to purchase Deposit Notes through registered plans.

**Secondary Market:**

The Deposit Notes will not be listed on any stock exchange. CIBC World Markets Inc. will maintain a secondary market for the Deposit Notes, but reserves the right not to do so in the future in its sole discretion, without providing prior notice to Investors.

An Investor who sells a Deposit Note to CIBC World Markets Inc. prior to the Maturity Date will receive sales proceeds equal to the bid price for the Deposit Note (which may be less than \$100.00 per Deposit Note) minus any applicable Early Trading Charge. See "DESCRIPTION OF THE DEPOSIT NOTES – *Secondary Trading of Deposit Notes*". A sale of Deposit Notes originally purchased using the FundSERV network will be subject to certain additional procedures and limitations established by the FundSERV network. See "DESCRIPTION OF THE DEPOSIT NOTES – *The FundSERV network*".

**Book-Entry Registration:** The Deposit Notes will be evidenced by a single global deposit note held by a depository, initially being CDS Clearing and Depository Services Inc. ("CDS"), or its nominee on its behalf, as registered holder of the Deposit Notes. Registration of interests in and transfers of the Deposit Notes will be made only through the depository's book-entry registration and transfer system. Subject to certain limited exceptions, no Investor will be entitled to any certificate or other instrument from CIBC or the depository evidencing the ownership thereof and no Investor will be shown on the records maintained by the depository except through an agent who is a participant of the depository.

**Ongoing Information about the Deposit Notes:** Certain ongoing information regarding the Deposit Notes will be available to Investors at [www.cibcnotes.com](http://www.cibcnotes.com), including:

- the current Closing Prices of the Shares;
- the formula for determining Variable Interest of the Deposit Notes; and
- if available, CIBC World Markets Inc.'s most recent secondary market bid price for the Deposit Notes (and the applicable Early Trading Charge).

Investors may also contact their investment advisor to request any of the above information.

**Status:** The Deposit Notes will constitute direct, unsubordinated and unsecured obligations of CIBC ranking *pari passu* among themselves with all other direct, unsubordinated and unsecured indebtedness of CIBC from time to time outstanding, including its deposit liabilities. The Deposit Notes are not insured by the Canada Deposit Insurance Corporation or any other entity.

**Credit Rating:** The Deposit Notes have not been and will not be specifically rated by any rating agency. However, the deposit liabilities of CIBC with a term to maturity of one year or more (which would include CIBC's obligations under the Deposit Notes) are rated AA (negative outlook) by DBRS, Aa2 (negative outlook) by Moody's Rating Service, AA- (Rating Watch – Negative) by Fitch Ratings and A+ (negative outlook) by Standard & Poor's. A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.

**Tax Considerations:** An individual Investor will be required to include in computing the Investor's income for a taxation year such portion of the Guaranteed Return component of Variable Interest that accrued to the end of the "anniversary day" in respect of a Deposit Note (i.e. 1.50% of the Principal Amount) that falls during such taxation year, to the extent that such amount was not otherwise included in computing the Investor's income for the taxation year or a preceding taxation year. In addition to the Guaranteed Return component of Variable Interest, an individual Investor will also be required to include in computing the Investor's income for a taxation year the Valuation Period Return that accrued to the end of the "anniversary day" in respect of a Deposit Note that falls during such taxation year. An Investor should also consider the income tax consequences of a disposition of the Deposit Notes prior to maturity. See "CANADIAN FEDERAL INCOME TAX CONSIDERATIONS" for a summary of certain Canadian federal income tax considerations generally applicable to a Canadian resident individual who invests in the Deposit Notes.

**Risk Factors:** An investor should consider carefully certain risk factors set out on page 29 and elsewhere in this Information Statement before reaching a decision to buy the Deposit Notes.

## CALCULATION OF VARIABLE INTEREST

### *How Variable Interest is Calculated*

Each Deposit Note will bear interest (referred to as Variable Interest) payable in Canadian dollars, without any need for the Investor to elect or otherwise take any action. Variable Interest will be paid on the Maturity Date (subject to (i) postponement of the determination of the amount of Variable Interest due to a Market Disruption Event or (ii) the earlier occurrence of an Extraordinary Event, as described below).

Variable Interest per Deposit Note payable on the Maturity Date will be an amount in Canadian dollars, rounded to the nearest cent, equal to the result obtained using the following formula:

$$\text{Variable Interest} = \$100.00 \times (\text{Portfolio Return} + \text{Guaranteed Return})$$

Where:

"Banking Day" means a day (other than a Saturday or a Sunday) on which commercial banks are open for business (including for foreign exchange transactions in U.S. dollars) in Toronto, Ontario.

"Closing Price" means, in respect of a Share, the official closing price for that Share as announced by the relevant Exchange, provided that, if on or after the Issue Date such Exchange materially changes the time of day at which such official closing price is determined or no longer announces such official closing price, CIBC may thereafter deem the Closing Price to be the price of that Share as of the time of day used by such Exchange to determine the official closing price prior to such change or failure to announce.

"Exchange" means, in respect of a Share, the exchange or trading system identified under the relevant Company information set out in "THE PORTFOLIO" provided that if such exchange or trading system is no longer the primary exchange for the trading of that Share, as CIBC may determine, CIBC may designate another exchange or trading system as the relevant Exchange for such Share.

"Exchange Day" means, in respect of a Share, any day on which the Exchange and each Related Exchange for that Share are scheduled to be open for trading during their respective regular trading sessions, notwithstanding any such Exchange or Related Exchange closing prior to its Scheduled Closing Time.

"Guaranteed Return" means 4.50%.

"Initial Price" means, in respect of a Share, the Closing Price of that Share on the Issue Date, provided that, if the Issue Date is not an Exchange Day in respect of that Share, then the Initial Price in respect of that Share means the Closing Price of that Share for the immediately following Exchange Day, and further subject to the provisions set out under "DESCRIPTION OF THE DEPOSIT NOTES – *Special Circumstances*".

"Portfolio Return" means the sum of the Valuation Period Returns for the three (3) Valuation Periods.

"Related Exchange" means, in respect of a Share, any exchange or trading system on which futures or options contracts on that Share are listed from time to time.

"Scheduled Closing Time" means, in respect of an Exchange or Related Exchange and an Exchange Day, the scheduled weekday closing time of the Exchange or Related Exchange on that Exchange Day, without regard to after hours or any other trading outside of the regular trading session hours.

"Share Performance" means, in respect of a Share and the determination of the relevant Valuation Period Return for a Valuation Period, a number, (which may be positive or negative), expressed as a percentage calculated as follows:

$$\text{Share Performance} = \frac{\text{Valuation Price} - \text{Initial Price}}{\text{Initial Price}}$$

"Share Return" means, in respect of a Share and the determination of the relevant Valuation Period Return for a Valuation Period:

- (i) where the applicable Share Performance is greater than zero, the Share Return will be 5.00%; and
- (ii) where the applicable Share Performance is zero or negative, the Share Return will be such Share Performance.

“Valuation Date” means in respect of a Share, (i) April 14<sup>th</sup>, 2010 and April 14<sup>th</sup>, 2011, provided that, if any such day is not an Exchange Day in respect of a Share, the Valuation Date in respect of such Share will be the immediately following Exchange Day for such Share; and (ii) the third Banking Day immediately preceding the Maturity Date (April 11<sup>th</sup>, 2012), for purposes of determining the Share Performance of a Share on the final Valuation Date, provided that, if such day is not an Exchange Day in respect of a Share, then such Valuation Date will be the immediately preceding Exchange Day for such Share, subject to the provisions set out under “DESCRIPTION OF THE DEPOSIT NOTES – *Special Circumstances*”.

“Valuation Period” means each period from and including the Issue Date to and including each Valuation Date.

“Valuation Period Return” means, in respect of a Valuation Period, the average (which may be positive or negative), expressed as a percentage, of the 10 Share Returns for the Shares determined on the Valuation Date corresponding to such Valuation Period, provided that if the average is zero or negative, the Valuation Period Return will be zero.

“Valuation Price” means, in respect of a Share and the determination of the relevant Valuation Period Return for a Valuation Period, the Closing Price of that Share on the Valuation Date corresponding to such Valuation Period, subject to the provisions set out under “DESCRIPTION OF THE DEPOSIT NOTES – *Special Circumstances*”.

**The amount of Variable Interest that may be payable on the Maturity Date is uncertain. There is a possibility that an Investor may only receive the guaranteed minimum amount of Variable Interest of \$4.50 per Deposit Note at maturity. An Investor will be paid only the minimum amount of Variable Interest at maturity (\$4.50 per Deposit Note) if the Portfolio Return is zero (i.e., the Valuation Period Return for each Valuation Period is zero).**

### ***Hypothetical Example Calculations***

The examples set out below demonstrate how Variable Interest is to be calculated pursuant to the above formula and are included for illustration purposes only. The prices of the Shares used to illustrate the calculation of Variable Interest are hypothetical and are not estimates or forecasts of the prices of the Shares for the various Valuation Dates. The examples assume the Investor has purchased a single Deposit Note.

***Example #1: Assumes overall positive price performance of the Portfolio and Variable Interest in excess of \$4.50 being paid on the Maturity Date.***

| Company Name<br>(currency)    | Initial Price | Valuation Prices for Valuation Periods |          |          |
|-------------------------------|---------------|--|----------|----------|
|                               |               | Year 1                                 | Year 2   | Year 3   |
| Wal-Mart Stores Inc. (US\$)   | 49.24         | 48.09                                  | 50.00    | 51.48    |
| Novartis AG (CHF)             | 42.68         | 59.93                                  | 51.96    | 44.00    |
| Apple (US\$)                  | 89.31         | 90.19                                  | 90.27    | 91.89    |
| E.ON AG (€)                   | 20.41         | 24.43                                  | 20.82    | 24.56    |
| AstraZeneca PLC (GBp)         | 2,243.00      | 2,295.00                               | 2,222.00 | 2,521.00 |
| Royal Bank of Canada (\$)     | 30.92         | 36.56                                  | 38.19    | 35.17    |
| EnCana Corporation (\$)       | 50.20         | 53.19                                  | 56.21    | 55.21    |
| Group Danone SA (€)           | 37.85         | 41.19                                  | 42.84    | 48.83    |
| Barrick Gold Corporation (\$) | 38.45         | 37.49                                  | 38.80    | 40.52    |
| Research in Motion Ltd. (\$)  | 50.84         | 50.99                                  | 50.95    | 52.19    |

*Given the hypothetical Closing Prices from the table above, the table below demonstrates how Variable Interest is calculated. Each Share Return is measured from the Deposit Note's Issue Date to the relevant Valuation Date. If the Share Performance of a Share is positive, the Share Return for the Share is 5.00%. If the Share Performance of a Share is zero or negative, the Share Return for the Share is the Share Performance. The Valuation Period Return is the average of the ten Share Returns for a Valuation Period. The Portfolio Return is the sum of the Valuation Period Returns for the three (3) Valuation Periods.*

| Company Name                   | Year 1  |              | Year 2            |              | Year 3            |              |
|--------------------------------|---|--------------|-------------------|--------------|-------------------|--------------|
|                                | Share Performance   | Share Return | Share Performance | Share Return | Share Performance | Share Return |
| Wal-Mart Stores Inc.           | -2.34%  | -2.34%       | 1.54%             | 5.00%        | 4.54%             | 5.00%        |
| Novartis AG                    | 40.42%  | 5.00%        | 21.74%            | 5.00%        | 3.09%             | 5.00%        |
| Apple                          | 0.99%   | 5.00%        | 1.07%             | 5.00%        | 2.89%             | 5.00%        |
| E.ON AG                        | 19.70%  | 5.00%        | 2.03%             | 5.00%        | 20.33%            | 5.00%        |
| AstraZeneca PLC                | 2.32%   | 5.00%        | -0.94%            | -0.94%       | 12.39%            | 5.00%        |
| Royal Bank                     | 18.24%  | 5.00%        | 23.51%            | 5.00%        | 13.76%            | 5.00%        |
| EnCana                         | 5.96%   | 5.00%        | 11.98%            | 5.00%        | 9.99%             | 5.00%        |
| Group Danone SA                | 8.82%   | 5.00%        | 13.18%            | 5.00%        | 29.02%            | 5.00%        |
| Barrick Gold Corp              | -2.50%  | -2.50%       | 0.91%             | 5.00%        | 5.38%             | 5.00%        |
| Research in Motion             | 0.30%   | 5.00%        | 0.22%             | 5.00%        | 2.66%             | 5.00%        |
| <b>Valuation Period Return</b> | <b>3.52%</b>  |              | <b>4.41%</b>      |              | <b>5.00%</b>      |              |
| <b>Portfolio Return</b>        | =sum of Valuation Period Returns<br>= 3.52% + 4.41% + 5.00%<br>= 12.93%   |              |                   |              |                   |              |
| <b>Variable Interest</b>       | =Principal Amount x (Portfolio Return + Guaranteed Return)<br>= \$100.00 x (12.93% + 4.50%)<br>= \$100.00 x 17.43%<br>= \$17.43 |              |                   |              |                   |              |

In the hypothetical example above, Variable Interest payable at maturity would represent a total return of 17.43% (i.e., Guaranteed Return of 4.50% and Valuation Period Returns of 3.52%, 4.41% and 5.00%). The performance of the Deposit Notes in this example represents an annually compounded rate of return equal to 5.50% per annum. The Investor would also receive the original Principal Amount of \$100.00 on maturity.

**Example #2: Assumes overall poor price performance of the Portfolio and Variable Interest of \$4.50 being paid on the Maturity Date.**

| Company Name<br>(currency)    | Initial Price | Valuation Prices for Valuation Periods |          |          |
|-------------------------------|---------------|--|----------|----------|
|                               |               | Year 1                                 | Year 2   | Year 3   |
| Wal-Mart Stores Inc. (US\$)   | 49.24         | 46.19                                  | 48.78    | 48.30    |
| Novartis AG (CHF)             | 42.68         | 58.49                                  | 56.56    | 54.87    |
| Apple (US\$)                  | 89.31         | 70.49                                  | 83.08    | 65.34    |
| E.ON AG (€)                   | 20.41         | 30.19                                  | 20.80    | 23.89    |
| AstraZeneca PLC (GBP)         | 2,243.00      | 2,291.00                               | 2,211.00 | 2,255.00 |
| Royal Bank of Canada (\$)     | 30.92         | 45.99                                  | 45.99    | 35.99    |
| EnCana Corporation (\$)       | 50.20         | 47.49                                  | 55.34    | 58.03    |
| Group Danone SA (€)           | 37.85         | 34.99                                  | 33.69    | 32.68    |
| Barrick Gold Corporation (\$) | 38.45         | 35.79                                  | 33.44    | 33.77    |
| Research in Motion Ltd. (\$)  | 50.84         | 51.09                                  | 52.61    | 47.35    |

Given the hypothetical Closing Prices from the table above, the table below demonstrates how Variable Interest is calculated. Each Share Return is measured from the Deposit Note's Issue Date to the relevant Valuation Date. If the Share Performance of a Share is positive, the Share Return for the Share is 5.00%. If the Share Performance of a Share is zero or negative, the Share Return for the Share is the Share Performance. The Valuation Period Return is the average of the ten Share Returns for a Valuation Period. The Portfolio Return is the sum of the Valuation Period Returns for the three (3) Valuation Periods.

| Company Name                   | Year 1  |              | Year 2            |              | Year 3            |              |
|--------------------------------|---|--------------|-------------------|--------------|-------------------|--------------|
|                                | Share Performance   | Share Return | Share Performance | Share Return | Share Performance | Share Return |
| Wal-Mart Stores Inc.           | -6.19%  | -6.19%       | -0.93%            | -0.93%       | -1.92%            | -1.92%       |
| Novartis AG                    | 37.04%  | 5.00%        | 32.53%            | 5.00%        | 28.55%            | 5.00%        |
| Apple                          | -21.07%   | -21.07%      | -6.98%            | -6.98%       | -26.84%           | -26.84%      |
| E.ON AG                        | 47.92%  | 5.00%        | 1.92%             | 5.00%        | 17.06%            | 5.00%        |
| AstraZeneca PLC                | 2.14%   | 5.00%        | -1.43%            | -1.43%       | 0.53%             | 5.00%        |
| Royal Bank                     | 48.74%  | 5.00%        | 48.74%            | 5.00%        | 16.40%            | 5.00%        |
| EnCana                         | -5.40%  | -5.40%       | 10.24%            | 5.00%        | 15.60%            | 5.00%        |
| Group Danone SA                | -7.56%  | -7.56%       | -10.98%           | -10.98%      | -13.65%           | -13.65%      |
| Barrick Gold Corp              | -6.92%  | -6.92%       | -13.03%           | -13.03%      | -12.16%           | -12.16%      |
| Research in Motion             | 0.49%   | 5.00%        | 3.49%             | 5.00%        | -6.86%            | -6.86%       |
| <b>Valuation Period Return</b> | <b>0.00%</b>  |              | <b>0.00%</b>      |              | <b>0.00%</b>      |              |
| <b>Portfolio Return</b>        | =sum of Valuation Period Returns<br>= <b>0.00%</b>  |              |                   |              |                   |              |
| <b>Variable Interest</b>       | =Principal Amount x (Portfolio Return + Guaranteed Return)<br>= \$100.00 x (0.00% + 4.50%)<br>= \$100.00 x 4.50%<br>= <b>\$4.50</b> |              |                   |              |                   |              |

*In the hypothetical example above, the Portfolio Return (sum of the Valuation Period Returns) is zero. However, an Investor would still receive the Guaranteed Return of 4.50%, resulting in Variable Interest payable at maturity of \$4.50. The performance of the Deposit Notes in this example represents an annually compounded rate of return equal to 1.48% per annum. The Investor would also receive the original Principal Amount of \$100.00 on maturity. As such, the Investor would receive a total payment of \$104.50 per Deposit Note on the Maturity Date.*

### ***What should be learned from the Examples and formula for Variable Interest***

**Investors should note that, although Variable Interest is generally linked to the future price performance of the Shares, the amount of Variable Interest payable will depend upon the timing and extent of the rises and falls in the prices of the Shares over the term to maturity. Specifically:**

- **The full Principal Amount per Deposit Note will be repaid on the Maturity Date regardless of the price performance of the Shares.**
- **A minimum amount of Variable Interest (i.e., \$4.50 per Deposit Note) will be payable at maturity, regardless of the price performance of the Shares.**
- **The maximum Valuation Period Return for any Valuation Period is 5.00%, even if the average of the actual Share Performances of the Shares for the relevant Valuation Period is greater than 5.00%. Therefore, the Valuation Period Return for any Valuation Period may be less than the average of the actual Share Performances of the Shares up to that time.**
- **A positive Share Performance from the Issue Date to the relevant Valuation Date will result in a Share Return of 5.00%. The extent to which the Share Performance is positive will not factor into the determination of the Share Return and the Valuation Period Return.**
- **Conversely, the full amount of any negative Share Performance will directly affect the Share Return. Any negative Share Performance will adversely affect the Valuation Period Return and thus the Variable Interest payable on the Maturity Date. A Valuation Period Return cannot be less than zero.**
- **In order to achieve the maximum Valuation Period Return of 5.00% for any Valuation Period, the actual Share Performance of every Share must be positive at the end of the relevant Valuation Period.**
- **The maximum amount of Variable Interest that theoretically may be payable is \$19.50 per Deposit Note (i.e., Guaranteed Return of 4.50% and Portfolio Return of 15.00% (maximum Valuation Period Return of 5.00% in each Valuation Period)).**
- **Variable Interest payable on the Deposit Notes and the value of the Deposit Notes will not track the price performance of the Shares.**

- Investing in the Deposit Notes is subject to various risks. See "RISK FACTORS TO CONSIDER".

## DESCRIPTION OF THE DEPOSIT NOTES

### ***Issue***

CIBC 3-Year Guaranteed Return Deposit Notes, Series 1 will be issued by CIBC on the Issue Date. CIBC reserves the right to issue the Deposit Notes in an aggregate number as CIBC may determine in its absolute discretion.

### ***Principal Amount and Minimum Subscription***

Each Deposit Note will be issued in a face amount of \$100.00 (also referred to as the Principal Amount). The minimum subscription per Investor will be 50 Deposit Notes (\$5,000.00).

### ***Maturity & Repayment of Principal Amount***

Each Deposit Note matures on the Maturity Date, on which date the Principal Amount will be repaid (i.e., \$100.00 per Deposit Note). However, if the Maturity Date does not occur on a Banking Day, then the Maturity Date will be deemed to occur on the immediate following Banking Day and no interest or other compensation will be paid in respect of such postponement. CIBC will repay the Principal Amount of the Deposit Notes to CDS or its nominee and CIBC understands that such payments will be credited by CDS or its nominee in the appropriate amounts to the relevant CDS participants. See "DESCRIPTION OF THE DEPOSIT NOTES – *Forms of the Deposit Notes*" for further details.

### ***Variable Interest***

Variable Interest payable on the Maturity Date will be determined by CIBC in accordance with the formula and related definitions specified under "CALCULATION OF VARIABLE INTEREST".

**The amount of Variable Interest that may be payable on the Maturity Date is uncertain. There is a possibility that an Investor may only receive the guaranteed minimum amount of Variable Interest of \$4.50 per Deposit Note at maturity. An Investor will only be paid the minimum amount of Variable Interest (\$4.50 per Deposit Note) if the Portfolio Return is zero (i.e., the Valuation Period Return for each Valuation Period is zero).**

Variable Interest will be paid on the Maturity Date without any need for the Investor to elect or otherwise take any action (subject to the provisions outlined under "DESCRIPTION OF THE DEPOSIT NOTES - *Special Circumstances*"). However, the timing and manner of determining Variable Interest may be affected by the occurrence of certain unusual events. Generally stated, payment of Variable Interest will be made by CIBC on the third Banking Day immediately following the determination of the Valuation Period Return for the final Valuation Period, which may be later than the Maturity Date. Generally stated, the payment date for Variable Interest will be the Maturity Date, provided that the scheduled date on which the Valuation Price for the last Valuation Date is determined (i.e., the third Banking Day immediately before the Maturity Date) is not changed as described under "DESCRIPTION OF THE DEPOSIT NOTES - *Special Circumstances*". In no event will any Variable Interest be paid by CIBC earlier than the third Banking Day immediately following the determination of all Closing Prices used in the calculation of Variable Interest.

### ***Secondary Trading of Deposit Notes***

#### ***Secondary Market***

An Investor cannot elect to receive the Principal Amount prior to the Maturity Date and the Deposit Notes will not be listed on any stock exchange. However, Investors may be able to sell them prior to maturity in any available secondary market. CIBC World Markets Inc. will maintain a secondary market for the Deposit Notes, but reserves the right not to do so in the future in its sole discretion, without providing prior notice to the Investors. See also "DESCRIPTION OF THE DEPOSIT NOTES – *The FundSERV network*" for details in respect of secondary market trading where the Deposit Notes are held by participants using the FundSERV network. The sale of a Deposit Note to CIBC World Markets Inc. will be effected at a price equal to (i) the bid price for the Deposit Note (which may be less than \$100.00 per Deposit Note) minus (ii) any applicable Early Trading Charge. If available, CIBC World Markets Inc.'s most recent secondary market bid price for the Deposit Notes (and the applicable Early Trading Charge) will be provided to Investors at [www.cibcnotes.com](http://www.cibcnotes.com).

The bid price of a Deposit Note at any time will be dependent upon, among other things, (i) the price returns of the Shares since the Issue Date, (ii) the fact that the \$100.00 Principal Amount of the Deposit Note will be repaid on the

Maturity Date regardless of the Closing Price or price performance of any Share at any time and regardless of the aggregate price performance of the Shares up to such time, (iii) the fact that there is a minimum amount of Variable Interest (\$4.50 per Deposit Note) payable on the Maturity Date regardless of the price performances of the Shares, (iv) the fact that Valuation Period Returns cannot exceed 5.00% or be less than zero for each Valuation Period, and (iv) a number of other interrelated factors, including, without limitation, volatility in the prices of the Shares, prevailing interest rates, the dividend yields of the Shares, the time remaining to the Maturity Date, and the market demand for the Deposit Notes. The relationship among these factors is complex and may also be influenced by various political, economic and other factors that can affect the trading price of a Deposit Note. In particular, Investors should realize that (a) the trading price, especially during the first few years of the term, (i) might have a non-linear sensitivity to the rises and falls in the prices of the Shares (i.e., the trading price of a Deposit Note might increase and decrease at a different rate compared to the respective percentage increases and decreases in the prices of the Shares) and (b) may be substantially affected by changes in the level of interest rates independent of the price performance of the Shares.

A sale of a Deposit Note to the Selling Agent prior to the Maturity Date may be subject to an early trading charge ("Early Trading Charge"). If a Deposit Note is sold to the Selling Agent within the first 360 days the proceeds from the sale of the Deposit Note will be reduced by an Early Trading Charge equal to a percentage of the Principal Amount of the Deposit Note determined as follows:

| <i><b>If Sold Within</b></i> | <i><b>Early Trading Charge</b></i> |
|------------------------------|------------------------------------|
| 0 - 60 days                  | 2.00%                              |
| 61 - 120 days                | 1.70%                              |
| 121 - 180 days               | 1.35%                              |
| 181 - 240 days               | 1.05%                              |
| 241 - 300 days               | 0.70%                              |
| 301 - 360 days               | 0.35%                              |
| Thereafter                   | Nil                                |

These Early Trading Charges are payable to the Selling Agent and are specifically applicable only with respect to sales of the Deposit Notes to the Selling Agent in the secondary market. Sales to other parties may or may not be subject to early trading charges that, if applicable, are not determined or maintained by the Selling Agent.

Investors should be aware that any valuation price for the Deposit Notes appearing on their investment account statement, as well as any bid price quoted to Investors to sell their Deposit Notes within the first 360 days, will be before the application of any applicable Early Trading Charge. Investors wishing to sell Deposit Notes prior to the Maturity Date should consult with their investment advisor regarding any applicable Early Trading Charge.

Investors should consult their investment advisor on whether it would be more favourable in the circumstances at any time to sell the Deposit Note (assuming the availability of a secondary market) or hold the Deposit Note until the Maturity Date. Investors should also consult their tax advisor as to the income tax consequences arising from a sale prior to the Maturity Date as compared to holding the Deposit Note until the Maturity Date (see "CANADIAN FEDERAL INCOME TAX CONSIDERATIONS").

## ***Special Circumstances***

### ***Good Faith Determinations***

CIBC's calculations and determinations in respect of the Deposit Notes will, absent manifest error, be final and binding on the Investors.

### ***Potential Adjustment Event***

Following the declaration by a Company of the terms of any Potential Adjustment Event in respect of its Share, CIBC will determine whether such Potential Adjustment Event has a diluting or concentrating effect on the theoretical value of the relevant Share and, if so, will (i) make the corresponding adjustments, if any, to any one or more of the Initial Price of such Share, the formula for calculating the Share Return of such Share, or any other component or variable relevant to the determination of Variable Interest as CIBC determines appropriate to account for the diluting or concentrating effect and (ii) determine the effective date of the adjustments. CIBC may (but need not) determine any appropriate adjustments by reference to the adjustments in respect of such Potential Adjustment Event made by an options exchange to options on the relevant Share traded on such options exchange. Save as expressly provided below, CIBC will make no adjustment in respect of any distribution of cash.

"Potential Adjustment Event" means, in respect of a Share, the occurrence of any of the following events:

- (a) a subdivision, consolidation or reclassification of relevant Shares (unless resulting in a Merger Event), or a free distribution or dividend of any such Shares to existing holders by way of bonus, capitalization or similar issue;
- (b) a distribution, issue or dividend to existing holders of the relevant Shares of (i) such Shares, or (ii) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the applicable Company equally or proportionately with such payments to holders of such Shares, or (iii) share capital or other securities of another issuer acquired or owned (directly or indirectly) by the applicable Company as a result of a spin-off or other similar transaction, or (iv) any other type of securities, rights or warrants or other assets, in any case for payment (cash or other consideration) at less than the prevailing market price as determined by CIBC;
- (c) an extraordinary dividend in respect of such Shares (where the characterization of a dividend as "extraordinary" will be determined by CIBC);
- (d) a call by the applicable Company in respect of the relevant Shares that are not fully paid;
- (e) a repurchase by the applicable Company or any of its subsidiaries of the relevant Shares whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;
- (f) in respect of the applicable Company, an event that results in any shareholder rights being distributed or becoming separated from shares of common stock or other shares of the capital stock of such Company pursuant to a shareholder rights plan or arrangement directed against hostile takeovers that provides upon the occurrence of certain events for a distribution of preferred stock, warrants, debt instruments or stock rights at a price below their market value, as determined by CIBC, provided that any adjustment effected as a result of such an event will be readjusted upon any redemption or such rights; or
- (g) any other event that may have a diluting or concentrating effect on the theoretical value of the relevant Shares.

***Merger Event and Tender Offer***

On or after a Merger Date or Tender Offer Date, CIBC will either (i) (A) make adjustment(s), if any, to any one or more of the Initial Price of the relevant Share, the formula for calculating the Share Return of such Share, or any other component or variable relevant to the determination of Variable Interest as CIBC determines appropriate to account for the economic effect on the Deposit Notes of the relevant Merger Event or Tender Offer, which may, but need not, be determined by reference to the adjustments made in respect of such Merger Event or Tender Offer by an options exchange to options on the relevant Shares traded on such options exchange and (B) determine the effective date of the adjustments, or (ii) if CIBC determines that no adjustments that it could make under (i) will produce a commercially reasonable result, CIBC may deem the relevant Merger Event or Tender Offer to be a Substitution Event subject to the provisions described under "DESCRIPTION OF THE DEPOSIT NOTES - *Substitution Event*".

"Merger Event" means, in respect of a Share, any (i) reclassification or change of the relevant Shares that results in a transfer of or an irrevocable commitment to transfer all of such Shares outstanding to another entity or person, (ii) consolidation, amalgamation, merger or binding share exchange of the relevant Company with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which such Company is the continuing entity and which does not result in a reclassification or change of all of such Shares outstanding), (iii) takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100% of the outstanding Shares of such Company that results in a transfer of or an irrevocable commitment to transfer all such Shares (other than such Shares owned or controlled by such other entity or person), or (iv) consolidation, amalgamation, merger or binding share exchange of such Company or its subsidiaries with or into another entity in which such Company is the continuing entity and which does not result in a reclassification or change of all such Shares outstanding but results in the outstanding Shares (other than Shares owned or controlled by such other entity) immediately prior to such event collectively representing less than 50% of the outstanding Shares immediately following such event (commonly referred to as a "reverse merger"), in each case if the Merger Date is on or before the date on which the Share Return in respect of such Share is determined.

"Merger Date" means the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by CIBC.

"Tender Offer" means, in respect of a Share, a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10% and less than 100% of the outstanding relevant Shares of the applicable Company, as determined by CIBC, based upon the making of filings with governmental or self-regulatory agencies or such other information as CIBC deems relevant.

"Tender Offer Date" means, in respect of a Tender Offer, the date on which the relevant Shares in the amount of the applicable percentage threshold are actually purchased or otherwise obtained (as determined by CIBC).

### ***Substitution Event***

Upon CIBC becoming aware of the occurrence of a Substitution Event in respect of a Share in the Portfolio (the "Deleted Share"), the following will apply, effective on a date as determined by CIBC (the "Substitution Date"):

- (a) any adjustments set out in "*Potential Adjustment Event*" in respect of such Share will not apply;
- (b) CIBC may choose (in its absolute discretion) a new share (the "Replacement Share") of a large company listed on a major exchange or market quotation system as a substitute for such Deleted Share;
- (c) such Deleted Share will be deleted from the Portfolio and will not be considered a Share for purposes of determining Variable Interest on or after the Substitution Date;
- (d) the Replacement Share will be a Share in the Portfolio, the issuer of such Replacement Share will be the Company in respect of such Replacement Share, and the primary exchange or market quotation system on which such Replacement Share is listed will be the Exchange in respect of such Replacement Share; and
- (e) CIBC will determine in its discretion the Initial Price of such Replacement Share by taking into account all relevant market circumstances, including the Initial Price of such Deleted Share and the Closing Price or estimated value on the Substitution Date of the Deleted Share and the Closing Price on the Substitution Date of the Replacement Share, and will make adjustments, if any, to any one or more of the formula for calculating the Share Return of such Replacement Share, or any other component or variable relevant to the determination of Variable Interest as CIBC determines appropriate to account for the economic effect on the Deposit Notes of the relevant Substitution Event (including adjustments to account for changes in volatility, expected dividends, stock loan rate or liquidity relevant to the applicable substitution).

The Replacement Share chosen by CIBC may be any share of a large company listed on a major exchange or market quotation system that offers sufficient liquidity in order for CIBC to place, maintain or modify hedges in respect of such shares, and may be a company that was the continuing entity in respect of a Merger Event. If CIBC determines that there are no appropriate shares of a company that meet the foregoing criteria, CIBC may determine that an Extraordinary Event has occurred, as set out under "DESCRIPTION OF THE DEPOSIT NOTES – *Extraordinary Event*".

"Substitution Event" means, in respect of a Share, any Nationalization, Insolvency or Delisting in respect of such Share, or any Merger Event or Tender Offer in respect of such Share that is deemed by CIBC to be a Substitution Event, or the occurrence and continuation for at least eight consecutive applicable Exchange Days of a Market Disruption Event in respect of such Share.

"Nationalization" means, in respect of a Share, that all such Shares or all the assets or substantially all the assets of the applicable Company are nationalized, expropriated or otherwise required to be transferred to any governmental agency, authority or entity.

"Insolvency" means, in respect of a Share, that by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting the applicable Company, (i) all the relevant Shares of such Company are required to be transferred to a trustee, liquidator or other similar official or (ii) holders of the Shares of such Company become legally prohibited from transferring them.

"Delisting" means, in respect of a Share, that the relevant primary Exchange announces that pursuant to the rules of such Exchange, the Shares cease (or will cease) to be listed, traded or publicly quoted on such Exchange for any reason (other than a Merger Event or Tender Offer) and are not immediately re-listed, re-traded or re-quoted on an exchange or quotation system located in the same country as such Exchange.

### ***Market Disruption Event***

If CIBC determines that a Market Disruption Event (as defined below) in respect of a Share has occurred and is continuing on any date that but for that event would be a Valuation Date in respect of such Share, then the applicable Valuation Period Return will be calculated (and the applicable Closing Price will be determined) on the basis that such Valuation Date will be postponed to the next Exchange Day on which there is no Market Disruption Event in effect in respect of such Share.

However, there will be a limit for postponement of any Valuation Date. If on the eighth Exchange Day following the date originally scheduled as a Valuation Date, such Valuation Date has not occurred, then despite the occurrence of any Market Disruption Event in respect of such Share on or after such eighth Exchange Day:

- (i) such eighth Exchange Day will be the Valuation Date in respect of such Share, and
- (ii) where on that eighth Exchange Day a Market Disruption Event in respect of such Share has occurred and is continuing, then the Closing Price of such Share for such Valuation Date used for determining the relevant value of such Share in the calculation of the Valuation Period Return will be a value equal to CIBC's estimate of the Closing Price of such Share as at such Valuation Date reasonably taking into account all relevant market circumstances.

A Market Disruption Event may delay the determination of a Share Return and consequently the calculation of a Valuation Period Return. Payment of Variable Interest will be made on the third Banking Day after all Share Returns used in the calculation of the Valuation Period Return in the final Valuation Period have been determined.

"Market Disruption Event" means, in respect of a Share, any bona fide event, circumstance or cause (whether or not reasonably foreseeable) beyond the reasonable control of CIBC or any person that does not deal at arm's length with CIBC which has or will have a material adverse effect on the ability of equity dealers generally to place, maintain or modify hedges of positions in respect of such Share. A Market Disruption Event may include, without limitation, any of the following events:

- (a) any failure of trading to commence, or the permanent discontinuation of trading, or any suspension of or limitation imposed on trading by the relevant Exchange or Related Exchange or otherwise and whether by reason of movements in price exceeding limits permitted by the relevant Exchange or Related Exchange or otherwise (i) relating to the Share(s) on the Exchange(s), or (ii) in futures or options contracts relating to the relevant Share(s) on any relevant Related Exchange;
- (b) the closure ("Early Closure") on any Exchange Day of the relevant Exchange(s) or any Related Exchange(s) prior to its Scheduled Closing Time unless such earlier closing time is announced by such Exchange(s) or Related Exchange(s) at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such Exchange(s) or Related Exchange(s) on such Exchange Day and (ii) the submission deadline for orders to be entered into the Exchange or Related Exchange system for execution at the close of trading on such Exchange Day;
- (c) any event (other than an Early Closure) that disrupts or impairs (as determined by CIBC) the ability of market participants in general (i) to effect transactions in, or obtain market values for, the Share(s) on the Exchange(s), or (ii) to effect transactions in, or obtain market values for, futures or options contracts relating to the Share(s) on any relevant Related Exchange;
- (d) the failure on any Exchange Day of the relevant Exchange(s) of the relevant Share(s) or any Related Exchange to open for trading during its regular trading session;
- (e) the enactment, publication, decree or other promulgation of any statute, regulation, rule or order of any court or other governmental authority which would make it unlawful or impracticable for CIBC to perform its obligations under the Deposit Notes or for equity dealers generally to place, maintain or modify hedges of positions in respect of such Share;
- (f) the taking of any action by any governmental, administrative, legislative or judicial authority or power of Canada or any other country, or any political subdivision thereof, which has a material adverse effect on the financial markets of Canada or a country in which any applicable Exchange or Related Exchange is located; or
- (g) any outbreak or escalation of hostilities or other national or international calamity or crisis (including, without limitation, natural calamities) which has or would have a material adverse effect on the ability of CIBC to perform its obligations under the Deposit Notes or of equity dealers generally to place, maintain or modify hedges of positions with respect to such Share or a material and adverse effect on the Canadian economy or the trading of securities generally on any relevant Exchange or Related Exchange.

### ***Extraordinary Event***

If CIBC determines that a Market Disruption Event in respect of a Share has occurred and has continued for at least eight consecutive Exchange Days, and CIBC has decided not to choose a Replacement Share as a substitute for such Share on the grounds CIBC has determined that there are no appropriate shares of a large company listed on a major exchange or market quotation system which offer sufficient liquidity in order for CIBC to place, maintain or modify hedges in respect of such shares (an "Extraordinary Event"), then CIBC may, as of an Exchange Day (such date being the "Extraordinary Event Date") elect to accelerate the determination and payment of Variable Interest (and thus discharge its obligations in respect of Variable Interest). Upon such election, Variable Interest per Deposit note will be determined as of the Extraordinary Event Notification Date, subject to the following:

- (a) The amount of Variable Interest payable by CIBC will not be calculated in accordance with the provisions set out in "CALCULATION OF VARIABLE INTEREST". Instead, the amount of Variable Interest per Deposit Note payable by CIBC will be equal to an amount (the "Estimated Variable Interest Amount"), based on the estimate by CIBC of the fair and reasonable amount that a Third Party Dealer (as defined below) would pay on the Extraordinary Event Date, taking into account all relevant market circumstances, for a right to receive on the Maturity Date an amount equal to the amount of Variable Interest per Deposit Note that, but for such occurrence of the Extraordinary Event, would have been payable in respect of each Deposit Note on the Maturity Date.
- (b) Payment of the Estimated Variable Interest Amount will be made on the tenth Banking Day after the Extraordinary Event Notification Date.

In these circumstances, payment of the Principal Amount per Deposit Note will not be accelerated and will remain due and payable on the Maturity Date.

"Third Party Dealer" means a person or company (other than CIBC or any of its affiliates) that is an active participant in equity markets relevant to the Shares.

### ***Forms of the Deposit Notes***

Each Deposit Note will generally be represented by a global deposit note representing the entire issuance of Deposit Notes. CIBC will issue Deposit Notes evidenced by certificates in definitive form to a particular Investor only in limited circumstances. Both any certificated Deposit Notes in definitive form and any global deposit note will be issued in registered form, whereby CIBC's obligation will run to the holder of the security named on the face of the security. Definitive Deposit Notes if issued will name Investors or nominees as the owners of the Deposit Notes, and in order to transfer or exchange these definitive Deposit Notes or to receive payments other than interest or other interim payments, the Investors or nominees (as the case may be) must physically deliver the Deposit Notes to CIBC. A global deposit note will name a depository or its nominee as the owner of the Deposit Notes, initially to be CDS or its nominee. Each Investor's beneficial ownership of Deposit Notes will be shown on the records maintained by the Investor's broker/dealer, bank, trust company or other representative that is a participant in the relevant depository, as explained more fully below. Interests of participants will be shown on the records maintained by the relevant depository. Neither CIBC nor any depository will be bound to see to the execution of any trust affecting the ownership of any Deposit Note or be affected by notice of any equity that may be subsisting with respect to any Deposit Note.

#### ***Global Deposit Note***

CIBC will issue the registered Deposit Notes in the form of a fully registered global deposit note that will be deposited with a depository (initially being CDS) and registered in the name of such depository or its nominee in a denomination equal to the aggregate Principal Amount of the Deposit Notes. Unless and until the registered global note is exchanged in whole for Deposit Notes in definitive registered form, the registered global deposit note may only be transferred in whole and with the prior written consent of CIBC.

CIBC anticipates that the following provisions will apply to all arrangements in respect of a depository.

Ownership of beneficial interests in a global deposit note will be limited to persons, called participants (which will typically be an Investor's broker, bank, trust company or other investment entity), that have accounts with the relevant depository or persons that may hold interests through participants. Upon the issuance of a registered global deposit note, the depository will credit, on its book-entry registration and transfer system, the participants' accounts with the respective Principal Amounts of the Deposit Notes beneficially owned by the participants. Any dealers, underwriters or agents participating in the distribution of the Deposit Notes will designate the accounts to be credited. Ownership of beneficial interests in a registered global deposit note will be shown on, and the transfer of

ownership interests will be effected only through, records maintained by the depository, with respect to interests of participants, and on the records of participants, with respect to interests of persons holding through participants.

So long as the depository, or its nominee, is the registered owner of a registered global deposit note, that depository or its nominee, as the case may be, will be considered the sole owner or holder of the Deposit Notes represented by the registered global deposit note for all purposes. Except as described below, owners of beneficial interests in a registered global deposit note will not be entitled to have the Deposit Notes represented by the registered global deposit note registered in their names, will not receive or be entitled to receive physical delivery of the Deposit Notes in definitive form and will not be considered the registered owners or registered holders of Deposit Notes. Accordingly, each person owning a beneficial interest in a registered global deposit note must rely on the procedures of the depository for that registered global deposit note and, if that person is not a participant, on the procedures of the participant through which the person owns its interest, to exercise any rights of a holder. CIBC understands that under existing industry practices, if CIBC requests any action of holders or if an owner of a beneficial interest in a registered global deposit note desires to give or take any action that a holder is entitled to give or take in respect of the Deposit Notes, the depository for the registered global deposit note would authorize the participants holding the relevant beneficial interests to give or take that action, and the participants would authorize beneficial owners owning through them to give or take that action or would otherwise act upon the instructions of beneficial owners holding through them.

Payments on the Deposit Notes represented by a registered global deposit note registered in the name of a depository or its nominee will be made to the depository or its nominee, as the case may be, as the registered owner of the registered global deposit note. CIBC will not have any responsibility or liability whatsoever for any aspect of the records relating to payments made on account of beneficial ownership interests in the registered global deposit note or for maintaining, supervising or reviewing any records relating to those beneficial ownership interests.

CIBC expects that the depository for any of the Deposit Notes represented by a registered global deposit note, upon receipt of any payment on the Deposit Notes, will immediately credit participants' accounts in amounts proportionate to their respective beneficial interests in that registered global deposit note as shown on the records of the depository. CIBC also expects that payments by participants to owners of beneficial interests in a registered global deposit note held through participants will be governed by standing customer instructions and customary practices, as is now the case with the securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of those participants.

#### ***Definitive Deposit Notes***

If the depository for any of the Deposit Notes represented by a registered global deposit note is at any time unwilling or unable to continue to properly discharge its responsibilities as depository, and a successor depository is not appointed by CIBC within 90 days, CIBC will issue Deposit Notes in definitive form in exchange for the registered global deposit note that had been held by the depository.

In addition, CIBC may at any time and in its sole discretion decide not to have any of the Deposit Notes represented by one or more registered global deposit notes. If CIBC makes that decision, CIBC will issue Deposit Notes in definitive form in exchange for all of the registered global deposit notes representing the Deposit Notes.

Except in the circumstances described above, beneficial owners of the Deposit Notes will not be entitled to have any portions of such Deposit Notes registered in their name, will not receive or be entitled to receive physical delivery of the Deposit Notes in certificated, definitive form and will not be considered the owners or holders of a global deposit note.

Any Deposit Notes issued in definitive form in exchange for a registered global deposit note will be registered in the name or names that the depository gives to CIBC or its agent, as the case may be. It is expected that the depository's instructions will be based upon directions received by the depository from participants with respect to ownership of beneficial interests in the registered global deposit note that had been held by the depository.

The text of any Deposit Notes issued in definitive form will contain such provisions, as CIBC may deem necessary or advisable. CIBC will keep or cause to be kept a register in which will be recorded registrations and transfers of Deposit Notes in definitive form if issued. Such register will be kept at the offices of CIBC, or at such other offices notified by CIBC to Investors.

No transfer of a definitive Deposit Note will be valid unless made at such offices upon surrender of the certificate in definitive form for cancellation with a written instrument of transfer in form and as to execution satisfactory to CIBC or its agent, and upon compliance with such reasonable conditions as may be required by CIBC or its agent and with any requirement imposed by law, and entered on the register.

Payments on a definitive Deposit Note will be made by cheque mailed to the applicable registered Investor at the address of the Investor appearing in the aforementioned register in which registrations and transfers of Deposit Notes are to be recorded or, if requested in writing by the Investor at least five Banking Days before the date of the payment and agreed to by CIBC, by electronic funds transfer to a bank account nominated by the Investor with a bank in Canada. Payment under any definitive Deposit Note is conditional upon the Investor first delivering the Deposit Note to CIBC who reserves the right to mark on the Deposit Note that Variable Interest has been paid in full, or, in the case of payment of Variable Interest and the Principal Amount under the Deposit Note in full when due, to retain the Deposit Note and mark the Deposit Note as cancelled.

### ***Status and Credit Rating***

The Deposit Notes will constitute direct, unsubordinated and unsecured obligations of CIBC ranking *pari passu* among themselves with all other direct, unsubordinated and unsecured indebtedness of CIBC outstanding from time to time, including its deposit liabilities. The Deposit Notes are not insured by the Canada Deposit Insurance Corporation or any other entity.

The Deposit Notes have not been and will not be specifically rated by any rating agency. However, the deposit liabilities of CIBC with a term to maturity of one year or more (which would include CIBC's obligations under the Deposit Notes) are rated AA (negative outlook) by DBRS, Aa2 (negative outlook) by Moody's Rating Service, AA- (Rating Watch – Negative) by Fitch Ratings and A+ (negative outlook) by Standard & Poor's. A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.

### ***Plan of Distribution***

Each Deposit Note will be issued for an Issue Price of 100% of the Principal Amount thereof (i.e., \$100.00). The Issue Price was determined by negotiation between CIBC and the Selling Agent.

Under an agreement (the "Agency Agreement") between CIBC and the Selling Agent, the Selling Agent has agreed to offer the Deposit Notes for sale on a best efforts basis, if, as and when issued by CIBC in accordance with the provisions of the Agency Agreement. During the selling period and before the Issue Date, the continuing obligations of the Selling Agent under the Agency Agreement may be terminated and the Selling Agent may withdraw all subscriptions for Deposit Notes on behalf of the subscribers at its discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of other stated events.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Upon receipt of a subscription, the Selling Agent will send out or cause to be sent out a confirmation of receipt by prepaid mail or other means of delivery to the subscriber. An Investor in Deposit Notes will receive from CIBC credit for interest accruing on funds deposited with a distributor on the FundSERV network pending closing of the offering at a rate of 1.75% per annum. For funds deposited on or prior to the Thursday of a given week, interest will accrue from and including the first Banking Day of such week to but excluding the Issue Date. For funds deposited after the Thursday of a given week, interest will accrue from and including the first Banking Day of the next following week to but excluding the Issue Date. Such interest will be payable solely by the issuance of additional Deposit Notes (or fractions of Deposit Notes) in respect of an investment in Deposit Notes and, for the avoidance of doubt, will not be payable in cash or in any other manner. CIBC shall issue to each Investor in Deposit Notes entitled to such interest a number of additional Deposit Notes (or fractions of Deposit Notes) equal to the amount of such interest (net of applicable non-resident withholding tax, if any) due to such Investor divided by 100, rounded to three decimal places. A Canadian resident investor will be required to include the full amount of such interest in the Investor's income in computing its income for the taxation year of the Investor that includes the Issue Date for purposes of the Income Tax Act (Canada). No other interest or other compensation will be paid to the Investor in respect of delivered funds or to the distributor on the FundSERV network representing such Investor. Notwithstanding the above, if for any reason Deposit Notes are not issued to a person who has deposited funds with a distributor on the FundSERV network for the subscription of Deposit Notes, such funds will be forthwith returned, without any interest, to the prospective investor's distributor on the FundSERV network. Fractional ownership interests in the Deposit Notes of Investors or their nominees will be recorded and maintained by CIBC in its records of beneficial ownership of Deposit Notes. The payment of any interest, whether or not in the form of additional Notes, is the responsibility of CIBC, and the Selling Agent has no responsibility for the payment of such interest.

The Selling Agent will receive an upfront sales fee of 1.50% of the Principal Amount payable on the Issue Date. The fee payable to the Selling Agent will be paid on account of services rendered in connection with the offering. Dealers and other firms will sell the Deposit Notes to Investors. The Selling Agent will pay from the upfront sales fee received

an upfront commission to these dealers and firms in connection with the sale of Deposit Notes to Investors. These dealers and other firms may pay a portion of these commissions to their advisors who sell the Deposit Notes.

Dealers may from time to time purchase and sell Deposit Notes in any available secondary market but are not obligated to do so. The offering price and other selling terms for such sales in a secondary market may, from time to time, be varied by such dealers.

CIBC reserves the right to issue additional Deposit Notes of this series or a series previously issued, and other debt securities which may have terms substantially similar to the terms of the Deposit Notes offered hereby, which may be offered by CIBC concurrently with the offering of Deposit Notes. CIBC further reserves the right to purchase for cancellation at its discretion any amount of Deposit Notes in a secondary market, without notice to the Investors in general.

### ***The FundSERV network***

Some Investors may purchase Deposit Notes through dealers and other firms that use the FundSERV network to facilitate order flow and payments of the Deposit Notes. The following FundSERV information is pertinent for such Investors. Investors should consult with their financial advisors as to whether their Deposit Notes have been purchased from a distributor on the FundSERV network and to obtain further information on FundSERV procedures applicable to those Investors.

Where an Investor's purchase order for Deposit Notes is effected by a dealer or other firm using the FundSERV network, such dealer or other firm may not be able to accommodate a purchase of Deposit Notes through certain registered plans for purposes of the *Income Tax Act* (Canada). Investors should consult their financial advisors as to whether their orders for Deposit Notes will be made using the FundSERV network and any limitations on their ability to purchase Deposit Notes through certain registered plans.

#### ***General Information***

The FundSERV network is owned and operated by both fund sponsors and distributors and provides distributors of funds and certain other financial products (including brokers and dealers who sell investment funds, companies who administer registered plans that include investment funds and companies who sponsor and sell financial products) with online order access to such financial products. The FundSERV network was originally designed and is operated as a mutual fund communications network facilitating members in electronically placing, clearing and settling mutual fund orders. In addition, the FundSERV network is currently used in respect of other financial products that may be sold by financial planners, such as the Deposit Notes. The FundSERV network enables its participants to clear certain financial product transactions between participants, to settle the payment obligations arising from such transactions, and to make other payments between themselves.

#### ***FundSERV-enabled Deposit Notes held through CIBC, a CDS Participant***

As stated above, all Deposit Notes will initially be issued in the form of a fully registered global deposit note that will be deposited with CDS. Deposit Notes purchased using the FundSERV network ("FundSERV-enabled Deposit Notes") will be evidenced by that global deposit note, as are all other Deposit Notes. See "FORMS OF THE DEPOSIT NOTES" for further details on CDS as a depository and related matters with respect to the global deposit note. Investors holding FundSERV-enabled Deposit Notes will therefore have an indirect beneficial interest in the global deposit note. That beneficial interest will be recorded in CDS as being owned by CIBC as a direct participant in CDS. CIBC in turn will record in its records respective beneficial interests in the FundSERV-enabled Deposit Notes. An Investor should understand that CIBC will make such recordings as instructed using the FundSERV network by the Investor's financial advisor.

#### ***Purchase using the FundSERV network***

In order to complete the purchase of FundSERV-enabled Deposit Notes, the full Issue Price (i.e., the aggregate Principal Amount therefor) must be delivered to CIBC in immediately available funds by no later than 3 Banking Days prior to the Issue Date. Despite delivery of such funds, CIBC reserves the right not to accept any offer to purchase FundSERV-enabled Deposit Notes. If FundSERV-enabled Deposit Notes are not issued to the Investor for any reason, such funds will be returned forthwith to the Investor. In any case, whether or not the FundSERV-enabled Deposit Notes are issued, no interest or other compensation will be paid to the Investor on such funds.

A dealer or other firm that places and clears its purchase orders using the FundSERV network may not accommodate a purchase of Deposit Notes through certain registered plans. Generally, a dealer or firm may effect a purchase of Deposit Notes through (i) a client account (a "client-name" purchase) or (ii) a nominee or trust account held by the dealer or firm on behalf of the Investor (a "nominee" purchase). CIBC offers a self-directed RRSP for client-name

purchases using the FundSERV network. A dealer or other firm may, at its discretion, accommodate nominee purchases using the FundSERV network using other registered plans, such as RRIFs, RESPs, RDSPs, DPSPs or TFSAs. Investors should consult their financial advisors as to whether their orders for Deposit Notes will be made using the FundSERV network and any limitations on their ability to purchase Deposit Notes through registered plans.

### ***Sale using the FundSERV network***

An Investor wishing to sell FundSERV-enabled Deposit Notes prior to the Maturity Date is subject to certain procedures and limitations to which an Investor holding Deposit Notes through a "full service broker" with direct connections to CDS may not be subject. Investors wishing to sell a FundSERV-enabled Deposit Note should consult with their financial advisor in advance in order to understand the timing and other procedural requirements and limitations of selling. Investors must sell FundSERV-enabled Deposit Notes by using the "redemption" procedures of the FundSERV network; any other sale or redemption is not possible. Accordingly, an Investor will not be able to negotiate a sales price for FundSERV-enabled Deposit Notes. Instead, the financial advisor for the Investor will need to initiate an irrevocable request to "redeem" the FundSERV-enabled Deposit Note in accordance with the then established procedures of the FundSERV network. Generally, this will mean the financial advisor will need to initiate such request by 1:00 p.m. (Toronto time) on a Banking Day (or such other time as may hereafter be established by the FundSERV network). Any request received after such time will be deemed to be a request sent and received on the next following Banking Day. Sale of the FundSERV-enabled Deposit Note will be effected at a sale price equal to (i) the "net asset value" of a Deposit Note as of the close of business on the applicable Banking Day as posted to the FundSERV network by CIBC World Markets Inc., minus (ii) any applicable Early Trading Charge (as outlined under "DESCRIPTION OF THE DEPOSIT NOTES - *Secondary Trading of Deposit Notes*"). The Investor should be aware that, although the "redemption" procedures of the FundSERV network would be utilized, the FundSERV-enabled Deposit Notes of the Investor will not be redeemed by CIBC, but rather will be sold in the secondary market to CIBC World Markets Inc. In turn, CIBC World Markets Inc. will be able in its discretion to sell those FundSERV-enabled Deposit Notes to other parties at any price or to hold them in its inventory.

Investors should also be aware that from time to time such "redemption" mechanism to sell FundSERV-enabled Deposit Notes may be suspended for any reason without notice, thus effectively preventing Investors from selling their FundSERV-enabled Deposit Notes. Potential Investors requiring liquidity should carefully consider this possibility before purchasing FundSERV-enabled Deposit Notes.

CIBC World Markets Inc. is the "fund sponsor" for the FundSERV-enabled Deposit Notes within the FundSERV network. It is required to post a "net asset value" for the FundSERV-enabled Deposit Notes on a daily basis, which value may also be used for valuation purposes in any statement sent to Investors. See "DESCRIPTION OF THE DEPOSIT NOTES - *Secondary Trading of Deposit Notes*" for some of the factors that will determine the "net asset value" or bid price of the Deposit Notes at any time. The sale price will actually represent CIBC World Markets Inc.'s bid price for the Deposit Notes as of the close of business for the applicable Banking Day less any applicable Early Trading Charge. There is no guarantee that the sale price for any day is the highest bid price possible in any secondary market for the Deposit Notes, but will represent CIBC World Markets Inc.'s bid price generally available to all Investors as at the relevant close of business, including clients of CIBC World Markets Inc.

An Investor holding FundSERV-enabled Deposit Notes should realize that such FundSERV-enabled Deposit Notes may not be transferable to another dealer, if the Investor were to decide to move his or her investment account to such other dealer. In that event, the Investor would have to sell the FundSERV-enabled Deposit Notes pursuant to the procedures outlined above.

### ***Dealings With Companies***

CIBC may from time to time, in the course of its normal business operations, hold interests linked to any Share or hold securities of, extend credit to or enter into other business dealings with one or more of the Companies. CIBC has agreed that all such actions taken by it will be taken based on normal commercial criteria in the particular circumstances and will not take into account the effect, if any, of such actions on the value of any Share or the amount of Variable Interest that may be payable on the Deposit Notes.

### ***Notification***

CIBC will provide notice to Investors of certain events relating to the Deposit Notes as required by applicable regulations. All such notices will be mailed or otherwise delivered directly by CIBC to Investors.

## ***Amendments***

Terms of the Deposit Notes may be amended without notice to Investors by agreement between CIBC and the Selling Agent if, in the reasonable opinion of CIBC and the Selling Agent, the amendment would not have an impact on any Variable Interest payable under the Deposit Notes. In all other cases, CIBC will provide notice to Investors of the amendment prior to making the amendment or without delay after the amendment is made.

## ***Investors' Right of Cancellation***

An Investor may cancel an order to purchase a Deposit Note (or cancel the purchase of a Deposit Note if the Deposit Note has been issued) by providing instructions to CIBC through his or her investment advisor any time up to 48 hours after the later of (i) the day on which the agreement to purchase the Deposit Note is entered into and (ii) deemed receipt of this Information Statement.

The agreement to purchase the Deposit Notes will be entered into (i) if the order to purchase is received via telephone or electronic means, on the day on which the order to purchase is received, and (ii) if the order to purchase is received in person, on the later of the second day following (a) the day of deemed receipt of this Information Statement and (b) the day on which the order to purchase is received.

An Investor will be deemed to have received the Information Statement (i) on the day recorded as the time of sending by the server or other electronic means, if provided by electronic means; (ii) on the day recorded as the time of sending by fax machine, if provided by fax; (iii) five business days after the postmark date, if provided by mail, and (iv) when it is received, in any other case.

Upon cancellation, the Investor is entitled to a refund of the Principal Amount and any fees relating to the purchase that have been paid by the Investor. This right of cancellation does not extend to Investors buying a Deposit Note in the secondary market.

## CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following summary describes the principal Canadian federal income tax considerations generally applicable to an individual Investor who purchases a Deposit Note at the time of its issuance and who, for the purposes of the *Income Tax Act* (Canada) (the "Act"), is an individual resident of Canada who deals at arm's length with, and is not affiliated with CIBC and holds a Deposit Note as capital property. This summary does not apply to an Investor that is a corporation, partnership, unit trust or trust of which a corporation or partnership is beneficiary, including a "financial institution" within the meaning of section 142.2 of the Act. This summary is based on the Act and the regulations made under the Act (the "Regulations") as in force on the date of this Information Statement, all specific proposals (the "Proposals") to amend the Act or Regulations publicly announced by the Minister of Finance prior to the date of this Information Statement and the administrative policies and assessing practices of the Canada Revenue Agency ("CRA") as made publicly available by it prior to the date of this Information Statement. Except for the Proposals, this summary does not take into account or anticipate any changes to the law or the CRA's administrative policies and assessing practices whether by legislative, governmental, administrative or judicial action. Provincial, territorial and foreign income tax considerations are not addressed. This summary is not intended to constitute, nor should it be relied upon as, tax advice to any particular Investor. All Investors should consult their own tax advisors with respect to their tax positions. In particular, Investors should consult their tax advisors as to whether they will hold the Deposit Notes as capital property for purposes of the Act, which determination should take into account, among other factors, whether the Deposit Notes are acquired with the intention or secondary intention of selling them prior to the Maturity Date, and as to whether the Investor is eligible for and should file an election under subsection 39(4) of the Act to treat every "Canadian security" owned by the Investor, including the Deposit Notes, as capital property.

### ***Variable Interest***

#### ***Generally***

In the event that an Investor holds a Deposit Note until the Maturity Date, the full amount of Variable Interest generally will be included in the Investor's income in the Investor's taxation year that includes the Maturity Date except to the extent that some part or all of any minimum amount of Variable Interest or any other amount of Variable Interest has already been included in the Investor's income for that or a preceding taxation year. Where payment of the Variable Interest takes place prior to the Maturity Date as a result of an Extraordinary Event, the full amount of such payment will be included in the Investor's income in the Investor's taxation year in which the Variable Interest becomes calculable except to the extent that any minimum amount of Variable Interest has already been included in the Investor's income for that or a preceding taxation year.

Counsel to CIBC has advised that the CRA is reviewing whether the existence of a secondary market for "prescribed debt obligations" such as the Deposit Notes should be taken into consideration in determining whether interest is deemed to accrue on such obligation. This review could result in changes to the existing published administrative position of the CRA and the tax consequences to an Investor as described herein.

#### ***Guaranteed Return***

An Investor that is an individual will be required to include in computing the Investor's income for a taxation year such portion of the Guaranteed Return component of Variable Interest on a Deposit Note (i.e., 4.50% of the Principal Amount to be paid on the Maturity Date) that accrued to the Investor to the end of the "anniversary day" in respect of a Deposit Note which day falls during such taxation year, to the extent that such amount was not otherwise included in computing the Investor's income for the taxation year or a preceding taxation year. For these purposes, the "anniversary day" in respect of a Deposit Note held by an Investor is the day that is one year after the day immediately preceding the date of issuance of the Deposit Note, the day that occurs at every successive one-year interval from such day and the day on which the Deposit Note is disposed of by such Investor. CIBC intends to treat the Guaranteed Return component of Variable Interest for tax reporting purposes as accruing for individuals at the rate of 1.50% per annum.

#### ***Additional Amounts of Variable Interest***

In addition to the Guaranteed Return component of Variable Interest discussed above, an Investor that is an individual will be required to include in computing the Investor's income for a taxation year such Valuation Period Return that accrued to the Investor to the end of the "anniversary day" in respect of a Deposit Note which day falls during such taxation year, to the extent that such amount was not otherwise included in computing the Investor's income for the taxation year or a preceding taxation year.

### ***Disposition of Deposit Notes***

On any disposition or deemed disposition of a Deposit Note by an Investor (other than a purchase by CIBC) prior to the Maturity Date, while the matter is not free from doubt, the Investor should realize a capital gain (or capital loss) to the extent that the proceeds of disposition, net of any amount required to be included in the income of the Investor as interest as described herein and net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base of the Deposit Note to the Investor.

In the year of a disposition or a deemed disposition of a Deposit Note, an Investor will generally be required to include in income the portion of the Guaranteed Return component of Variable Interest as well as any other amount of Variable Interest considered to have accrued on the Deposit Note to the date of disposition to the extent that such amounts have not otherwise been included in the Investor's income for the taxation year or a previous taxation year. Any amount included in the income of an Investor as interest as described herein will generally be deducted in computing the proceeds of disposition of the Deposit Note for the purposes of computing any capital gain or loss as described above.

Where an Investor disposes of a Deposit Note, whether at maturity or otherwise, for an amount equal to its fair market value, the Investor will generally be entitled to a deduction in computing the Investor's income for the taxation year in which the disposition occurs equal to the amount, if any, by which the total of amounts that were included in the Investor's income as interest for the year of disposition or a preceding year in respect of Variable Interest exceeds the amount that was received or became receivable by the Investor in respect of Variable Interest.

Investors who dispose or are deemed to dispose of a Deposit Note, particularly those who dispose of a Deposit Note shortly prior to the Maturity Date, should consult their own tax advisors with respect to their particular circumstances.

### ***Eligibility for Investment***

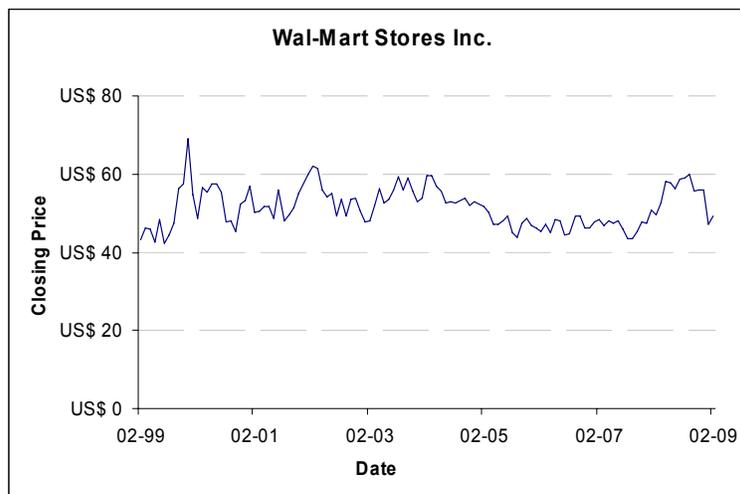
The Deposit Notes, if issued on the date hereof, would be qualified investments under the Act for trusts governed by RRSPs, RRIIFs, RESPs, RDSPs and DPSPs (other than a trust governed by a DPSP to which contributions are made by CIBC or a person or partnership with which CIBC does not deal at arm's length within the meaning of the Act), and for TFSAs. Provided that the holder of a TFSA does not hold a significant interest (as defined in the Act) in CIBC or any person or partnership that does not deal at arm's length with CIBC within the meaning of the Act, and provided that such holder deals at arm's length with CIBC within the meaning of the Act, the Deposit Notes will not be a prohibited investment for a trust governed by such TFSA.

## THE PORTFOLIO

All information in this Information Statement relating to the Shares is derived from publicly available sources and is presented in this Information Statement in summary form. As such, neither CIBC nor any investment dealer, broker or agent selling the Deposit Notes assumes any responsibility for the accuracy or completeness of such information. The charts showing historical price performances of the various Shares include month-end Closing Prices from and including, February 26, 1999 to and including February 27, 2009. The average dividend yield for the Portfolio is 3.51% as of March 11, 2009. The average dividend yield for the Portfolio is based on aggregate dividends, as applicable, during the 12-month period ending March 11, 2009 divided by market price on March 11, 2009. The price performance of the Shares in the Portfolio will not include any dividends declared on the Shares. Historical price performance of a Share will not necessarily predict future price performance of the Share. Market capitalization data is as of March 11, 2009. It is important to note that it is very unlikely that any Variable Interest payable in respect of the Deposit Notes and the value of the Deposit Notes themselves will track the future price performance of any Share individually or the Shares collectively.

### ***Wal-Mart Stores, Inc.***

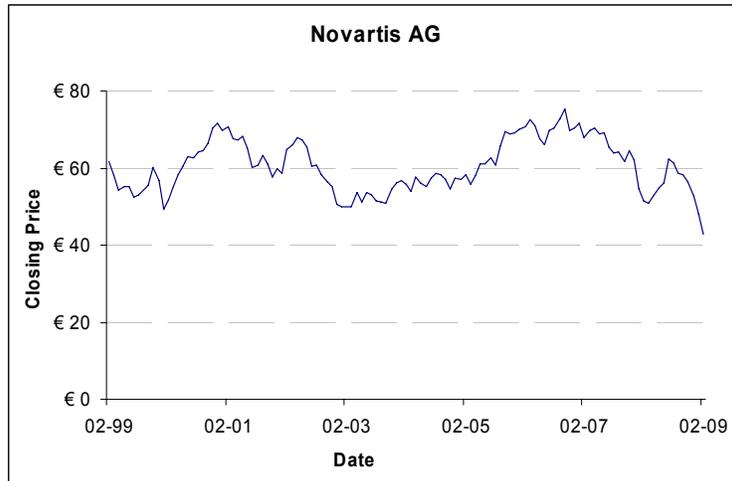
Wal-Mart Stores, Inc. ("Wal-Mart"), incorporated in October 1969, operates retail stores in various formats around the world. Wal-Mart earns the trust of its customers every day by providing an assortment of merchandise and services at every day low prices, while fostering a culture that rewards and embraces mutual respect, integrity and diversity. Wal-Mart's operations comprise three business segments: Wal-Mart Stores, Sam's Club and International. Its Wal-Mart Stores segment is the largest segment of the Company's business. Market capitalization is approximately US\$186.4 billion. The Exchange for the applicable Share is the New York Stock Exchange, trading under the symbol WMT.



Source: Bloomberg

## Novartis AG

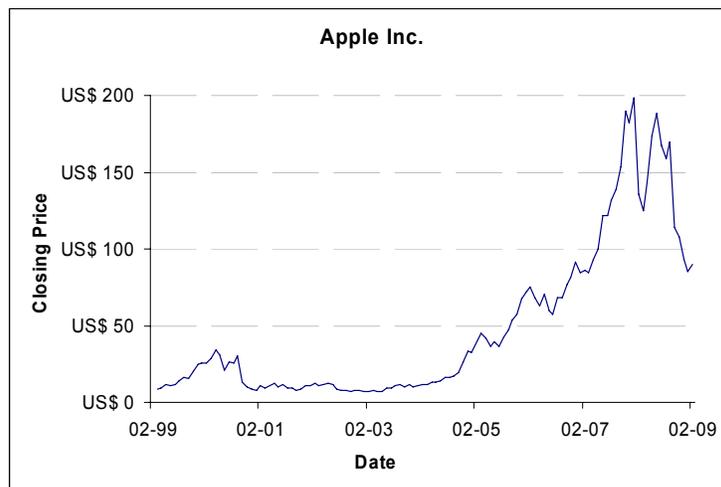
Novartis AG ("Novartis") is a Switzerland-based holding company that through its subsidiaries is engaged in research, development, manufacturing and marketing of healthcare products. Novartis' healthcare solutions portfolio includes medicines, preventive vaccines and diagnostic tools, generic pharmaceuticals and consumer health products. The businesses are divided on a worldwide basis into four operating divisions: Pharmaceuticals, which comprises brand-name patented pharmaceuticals; Vaccines and Diagnostics, which focuses on human vaccines and blood-testing diagnostics; Sandoz, which consists of generic pharmaceuticals; and Consumer Health, which includes over-the-counter medicines, animal health medicines, and contact lenses and lens-care products. Market capitalization is approximately CHF91.9 billion. The Exchange for the applicable Share is the SWX Europe Limited, trading under the symbol NOVN.



Source: Bloomberg

## Apple Inc.

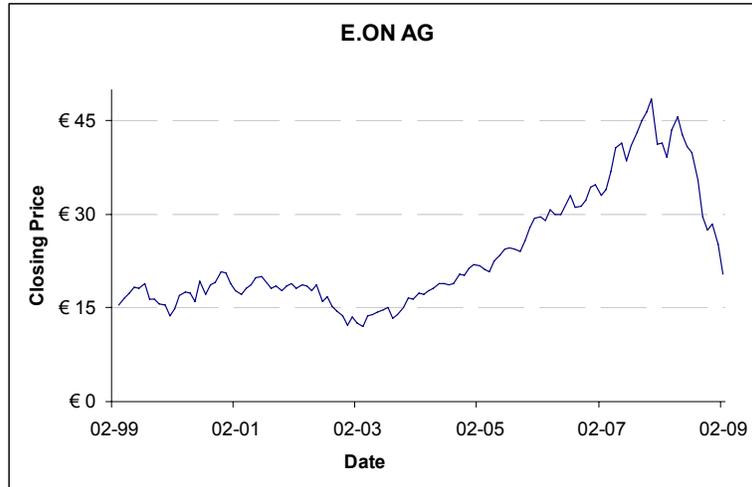
Apple Inc. ("Apple"), formerly Apple Computer Inc., designs, manufactures, markets and sells worldwide personal computers and related software, peripherals and personal computing and communicating solutions. Apple also designs, develops, markets and sells worldwide a line of portable digital music players along with related accessories and services including the online distribution of third-party music, audio books, music videos, short films and television shows. Apple's products and services include the Macintosh line of desktop and notebook computers, the iPod line of portable digital music players, the iTunes Store, a portfolio of peripherals that support and enhance the Macintosh and iPod product lines and a variety of other service and support offerings. Market capitalization is approximately US\$74.0 billion. The Exchange for the applicable Share is the NASDAQ Stock Exchange, trading under the symbol AAPL.



Source: Bloomberg

## **E.ON AG**

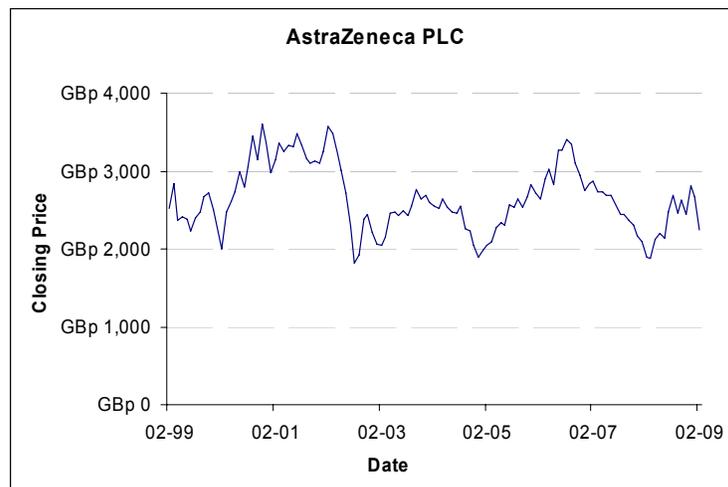
E.ON AG ("EON") is an industrial group in Germany, primarily engaged in the energy business. The Company's operations are organized into separate market units: Central Europe, providing energy in the Netherlands, Hungary, Slovakia, the Czech Republic and Switzerland; Pan-European Gas, which is a natural gas importer and provider; U.K., providing power and gas services to customers in the United Kingdom; Nordic, which generates, distributes and markets electricity and gas in northern Europe; U.S. Midwest, focusing primarily on the regulated electricity and gas utility sectors in Kentucky; Energy Trading, combining all E.ON's European trading activities, including electricity, gas, coal, oil and carbon dioxide allowances; Climate and Renewables, responsible for managing the E.ON's global renewable resources business; Russia, overseeing the E.ON's power business in Russia, and Italy, managing its power and gas business in Italy. E.ON is based in Dusseldorf. Market capitalization is approximately €37.1 billion. The Exchange for the applicable Share is the Xetra Stock Exchange, trading under the symbol EOAN.



Source: Bloomberg

## **AstraZeneca PLC**

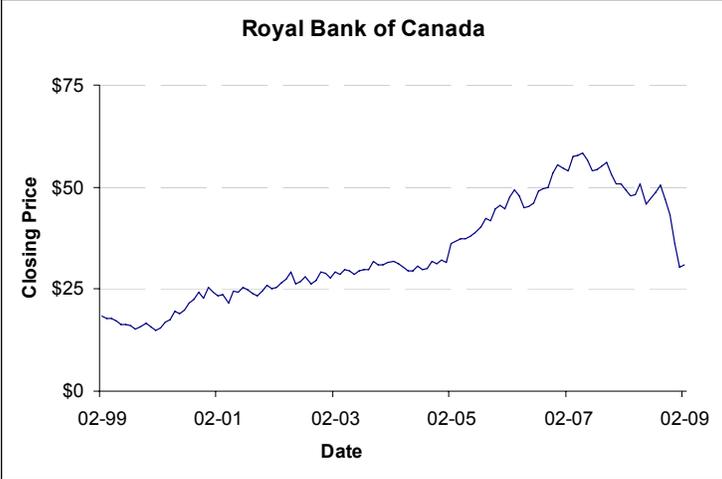
AstraZeneca PLC ("AstraZeneca"), incorporated on June 17, 1992, is engaged in the discovery, development, manufacturing and marketing of prescription pharmaceuticals and biological products for important areas of healthcare: Cardiovascular, Gastrointestinal, Infection, Neuroscience, Oncology, and Respiratory and Inflammation. AstraZeneca's product portfolio comprise: Arimidex, Crestor, Nexium, Seroquel and Symbicort. AstraZeneca has operations in various markets, such as China, United Kingdom, Sweden and the United States. It has 26 manufacturing sites in 18 countries. Market capitalization is approximately £32.2 billion. The Exchange for the applicable Share is the London Stock Exchange, trading under the symbol AZN.



Source: Bloomberg

**Royal Bank of Canada**

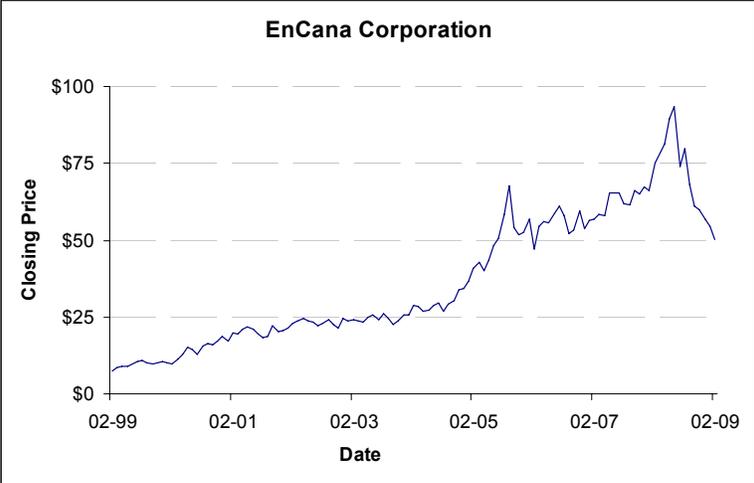
Royal Bank of Canada ("Royal Bank"), operating under the brand name of RBC Financial Group, is a financial services company. Royal Bank provides personal and commercial banking, wealth management, insurance, corporate and investment banking and transaction processing services on a global basis. Royal Bank has aligned its operations into three business segments: RBC Canadian Personal and Business, RBC U.S. and International Personal and Business, and RBC Capital Markets. All enterprise-level activities that are not allocated to these three business segments are consolidated under its fourth segment, Corporate Support. Market capitalization is approximately \$31.2 billion. The Exchange for the applicable Share is the Toronto Stock Exchange trading under the symbol RY.



Source: Bloomberg

**EnCana Corporation**

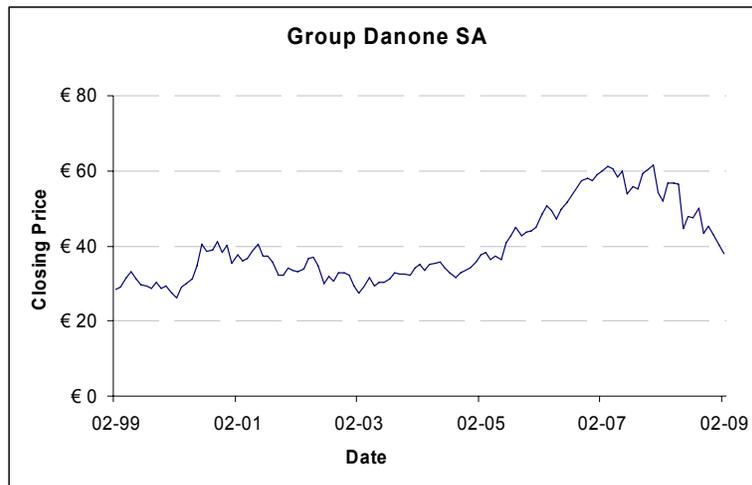
EnCana Corporation ("EnCana") is an independent crude oil and natural gas exploration and production company. EnCana's key land holdings are in Western Canada, the United States (Rocky Mountains), Ecuador, the United Kingdom (central North Sea), offshore Canada's East Coast and the Gulf of Mexico. EnCana explores for, produces and markets natural gas, crude oil and natural gas liquids in Canada and the United States. EnCana is also engaged in exploration and production activities internationally including production from Ecuador and the United Kingdom central North Sea. EnCana has interests in midstream operations and assets, including natural gas storage, NGL gathering and processing facilities, power plants and pipelines. Market capitalization is approximately \$28.2 billion. The Exchange for the applicable Share is the Toronto Stock Exchange, trading under the symbol ECA.



Source: Bloomberg

## **Groupe Danone SA**

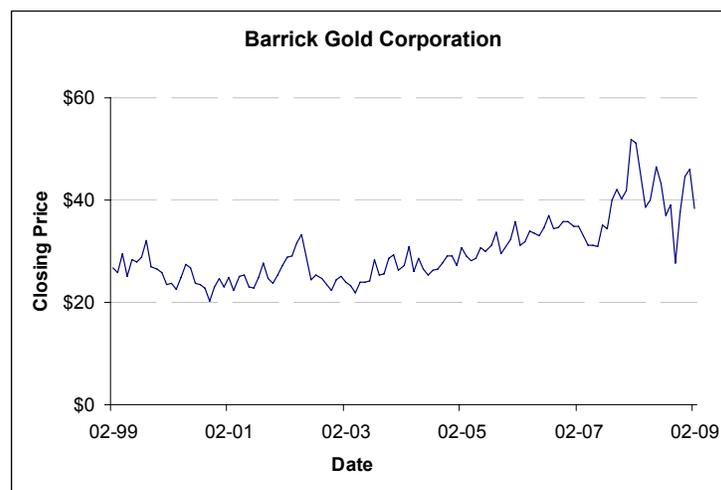
Groupe Danone SA ("Danone") is a France-based company engaged in the food processing sector. Danone produces fresh dairy products, beverages, baby food and clinical nutrition products. Danone's portfolio of brands and products includes Activia, a probiotic dairy product line; Danette, a brand of cream desserts; Nutricia, an infant product line; Danonino, a brand of yogurts, and Evian, a brand of bottled water, among others. Danone operates worldwide through a number of subsidiaries, comprising the wholly owned Danone GmbH, Rodich, Danone Hayat and Zywiec Zdroj, as well as 98.85%-owned Nutricia France SAS and Milupa Commercial SA. Market capitalization is approximately €16.6 billions. The Exchange for the applicable Share is the Euronext Paris, trading under the symbol DANO.



Source: Bloomberg

## **Barrick Gold Corporation**

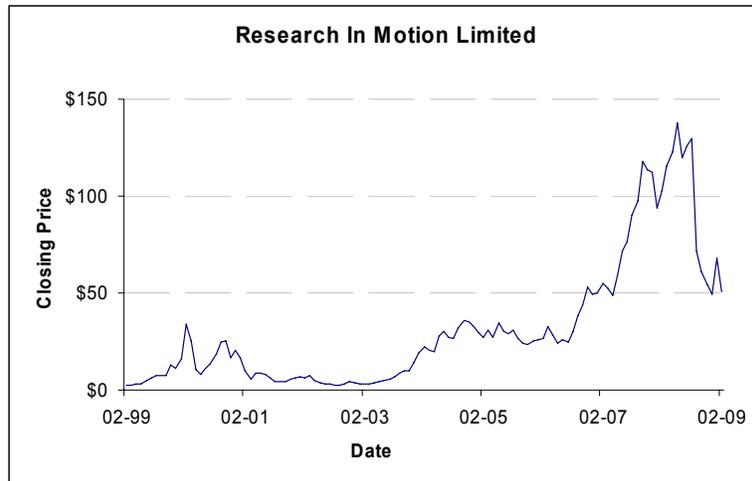
Barrick Gold Corporation ("Barrick") is a gold mining company. Barrick generates revenue and cash flow from the production and sale of gold and copper. Barrick sells its production in the world market through three primary distribution channels: gold bullion is sold in the gold spot market; gold and copper concentrate is sold to independent smelting companies; and gold bullion and copper cathode is sold under gold and copper cathode sales contracts between Barrick and various third parties. Barrick has four regional business units: North America, South America, Australia Pacific and Africa. Market capitalization is approximately \$24.4 billion. The Exchange for the applicable Share is the Toronto Stock Exchange, trading under the symbol ABX.



Source: Bloomberg

### ***Research In Motion Limited***

Research In Motion Limited ("RIM") is a designer, manufacturer and marketer of wireless solutions for the worldwide mobile communications market. Through the development of integrated hardware, software and services that support multiple wireless network standards, RIM provides platforms and solutions for access to time-sensitive information, including email, phone, short message service messaging, Internet and intranet-based applications. RIM technology also enables an array of third-party developers and manufacturers to enhance their products and services with wireless connectivity to data. RIM's primary revenue stream is generated by the BlackBerry wireless solution. The BlackBerry wireless solution consists of wireless devices, software and services. Market capitalization is approximately \$19.9 billion. The Exchange for the applicable Share is the Toronto Stock Exchange under the symbol RIM.



Source: Bloomberg

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## **RISK FACTORS TO CONSIDER**

### ***Suitability of Deposit Notes for Investment***

Investors should reach a decision to invest in the Deposit Notes after carefully considering, with their advisors, the suitability of the Deposit Notes in light of their investment objectives and the information set out in this Information Statement. An investment in the Deposit Notes is suitable only for Investors prepared to assume risks with respect to a return linked to the price performance of the Shares in the Portfolio. The Deposit Notes are designed for Investors who are prepared to hold the Deposit Notes to maturity. An investment in the Deposit Notes is not suitable for an Investor looking for a guaranteed return beyond the minimum guaranteed return of 4.50% per Deposit Note. The Deposit Notes are not suitable for Investors who do not understand the terms of the Deposit Notes or the risks involved in holding the Deposit Notes. CIBC makes no recommendation as to the suitability of the Deposit Notes for investment.

### ***Non-Conventional Investment***

The Deposit Notes have certain investment characteristics that differ from conventional fixed income investments. The Deposit Notes do not provide Investors with an income stream or return prior to the Maturity Date, nor do they provide a return on or following the Maturity Date that is calculated or determined by reference to a fixed or floating rate of interest. A Deposit Note's return is reflected in the amount of Variable Interest payable at maturity, which will depend on the price performance of the Shares in the Portfolio (other than the 4.50% Guaranteed Return payable at maturity) as described in this Information Statement. At maturity, an Investor is entitled to be repaid their initial investment of \$100.00 per Deposit Note.

### ***Variable Interest may not be Payable in Excess of \$4.50 per Deposit Note and the Maximum Variable Interest that may be Payable is \$19.50 per Deposit Note***

It is uncertain as to the amount of Variable Interest payable in excess of the Guaranteed Return of 4.50% per Deposit Note, as the additional return, if any, is linked to the average of 10 Share Returns (one for each Share, each of which may be positive or negative) for each Valuation Period, subject to a maximum Valuation Period Return of 5.00%. There is a possibility that Variable Interest payable on the Maturity Date will be limited to \$4.50 per Deposit Note. It should also be noted that although the Share Return for any Share cannot exceed 5.00% regardless of the percentage increase in a Share's Closing Price from the Issue Date, there is no minimum Share Return for any Share. The maximum amount of Variable Interest that may be payable is \$19.50 per Deposit Note (i.e., Guaranteed Return of 4.50% plus a Portfolio Return of 15.00% (maximum Valuation Period Return of 5.00% in each Valuation Period)). See "CALCULATION OF VARIABLE INTEREST" for examples.

### ***No Ownership of, or Recourse to Shares Comprising the Portfolio***

The Deposit Notes will not reflect the return an Investor would realize if the Investor actually owned the Shares in the Portfolio. The Portfolio is a notional portfolio only. Investors will not have, and the Deposit Notes will not represent, any direct or indirect ownership interest or rights (including, without limitation, voting rights or rights to receive dividends) in the Shares in the Portfolio, other than a right to be paid a return on the Deposit Notes based on the price performance of the Portfolio. Variable Interest payable in respect of the Deposit Notes will not reflect any dividends declared on the Shares. There will be no control over the management of any entity whose securities are reflected in the Portfolio. The success of the Deposit Notes will depend in part on the ability and success of the management of the Companies in addition to general economic and market factors. Investors will have no recourse to any of the Companies represented by the Shares.

### ***Equity Risk***

CIBC is not affiliated with any of the Companies and has not performed any due diligence investigation or review of them. CIBC assumes no responsibility for the adequacy of the information concerning the Companies contained in this Information Statement or publicly available. An Investor should undertake an independent investigation of the Companies as they deem necessary to allow them to make an informed decision with respect to an investment in the Deposit Notes.

### ***Credit Risk***

The Deposit Notes will constitute direct unconditional obligations of CIBC. The Deposit Notes will be issued on an unsubordinated basis and, as among themselves, will rank *pari passu* with other deposit liabilities of CIBC and will be payable rateably without any preference or priority. The Deposit Notes will not be insured by the Canada Deposit Insurance Corporation or any other entity. The likelihood that the Investors will receive the payment owing to them in connection with the Deposit Notes will be dependent upon the financial health and creditworthiness of CIBC.

### ***Secondary Market***

The Principal Amount and Variable Interest per Deposit Note are only payable at maturity (subject, in the case of Variable Interest, to the occurrence of an Extraordinary Event). The Investor cannot elect to receive the Principal Amount or Variable Interest prior to the Maturity Date. The Deposit Notes will not be listed on any stock exchange. However, CIBC World Markets Inc. will maintain a secondary market for the Deposit Notes, but reserves the right not to do so in the future in its sole discretion, without providing prior notice to the Investors. Investors may sell the Deposit Notes in any such secondary market prior to maturity. Any secondary trading price will be dependent on many factors and their relationship and may be less than \$100.00 per Deposit Note. In particular, Investors should realize that the trading price, especially during the first few years of the term, (i) might have a non-linear sensitivity to the rises and falls in the prices of the Shares (i.e., the trading price of a Deposit Note might increase and decrease at a different rate compared to the respective percentage increases and decreases in the prices of the Shares) and (ii) may be substantially affected by changes in the level of interest rates independent of the price performance of the Shares. See "DESCRIPTION OF THE DEPOSIT NOTES – *Secondary Trading of Deposit Notes*". A sale of Deposit Notes originally purchased using the FundSERV network will be subject to certain additional procedures and limitations. An Investor who sells a Deposit Note to the Selling Agent prior to the Maturity Date may have to pay an Early Trading Charge of up to 2.00% of the Principal Amount. See "DESCRIPTION OF THE DEPOSIT NOTES – *Secondary Trading of Deposit Notes*".

### ***Income Tax Considerations***

An individual Investor will be required to include in computing the Investor's income for a taxation year such portion of the Guaranteed Return component of Variable Interest that accrued to the end of the "anniversary day" in respect of a Deposit Note (i.e. 1.50% of the Principal Amount) that falls during such taxation year, to the extent that such amount was not otherwise included in computing the Investor's income for the taxation year or a preceding taxation year. In addition to the Guaranteed Return component of Variable Interest, an individual Investor will also be required to include in computing the Investor's income for a taxation year the Valuation Period Return that accrued to the end of the "anniversary day" in respect of a Deposit Note that falls during such taxation year. An Investor should also consider the income tax consequences of a disposition of the Deposit Notes prior to maturity. Counsel to CIBC has advised that the CRA is reviewing whether the existence of a secondary market for "prescribed debt obligations" such as the Deposit Notes should be taken into consideration in determining whether interest is deemed to accrue on such obligation. This review could result in changes to the existing published administrative position of the CRA and the tax consequences to an Investor as described herein. See "CANADIAN FEDERAL INCOME TAX CONSIDERATIONS" for a summary of certain Canadian federal income tax considerations generally applicable to a Canadian resident individual who invests in the Deposit Notes.

### ***Market Disruption or Extraordinary Event***

If a Market Disruption Event occurs on a day on which the Closing Price of a Share is to be determined for calculating a Share Performance, determination of that Closing Price may be delayed. Fluctuations in the Closing Price of the Share may occur in the interim. In certain unusual circumstance, CIBC may estimate the Closing Price for a Share, replace an existing Share with a new share, or accelerate the payment of Variable Interest and change the manner in which Variable Interest is calculated. However, the Principal Amount of a Deposit Note will not be repaid prior to the Maturity Date regardless of the occurrence of a Market Disruption Event or Extraordinary Event.

### ***Adjustments in Special Circumstances***

In certain circumstances such as the merger, nationalization or insolvency of a Company, CIBC may replace the applicable Share in the Portfolio with the share of another large company listed on a major exchange or market quotation system as chosen by CIBC. In other circumstances, such as a stock split or extraordinary dividend in respect of a Share, CIBC may adjust any one or more of the Initial Price for the Share, the formula for calculating its Share Return, or another component or variable relevant to the determination of Variable Interest to account for those circumstances. See "DESCRIPTION OF THE DEPOSIT NOTES – *Special Circumstances*".

### ***Potential Conflicts of Interest between the Investor and CIBC***

CIBC is the issuer of the Deposit Notes. CIBC or one or more of its affiliates may, at present or in the future, publish research reports with respect to the Shares. This research is modified from time to time without notice and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Deposit Notes. Any of these activities may affect the market value of the Portfolio or the Deposit Notes.

CIBC will also calculate the amount of Variable Interest paid to Investors on the Maturity Date. In so doing, CIBC may be required to exercise its judgment in relation to the Deposit Notes from time to time. CIBC may have to determine whether an event potentially requiring adjustment described under "DESCRIPTION OF THE DEPOSIT NOTES – *Special Circumstances*" has occurred, and may, as a consequence, have to make certain calculations and determinations. All of CIBC's calculations and determinations will be final and binding on Investors, absent manifest error, without any liability on CIBC's part, and Investors will not be entitled to any compensation from CIBC for any loss suffered as a result of any of CIBC's calculations and determinations. Since CIBC's calculations and determinations may affect the market value of the Deposit Notes, CIBC may have a conflict of interest if CIBC needs to make any such calculations and determinations.

In addition, CIBC World Markets Inc., an affiliate of CIBC, provides the bid price and facilitates sales of the Deposit Notes in a secondary market as described under "DESCRIPTION OF THE DEPOSIT NOTES – *Secondary Trading of Deposit Notes*" and, in providing such bid price and facilitating such sales, may have economic interests that are adverse to those of Investors.

### ***Changes in Economic Conditions***

Changes in economic conditions, including, for example, interest rates, inflation rates, industry conditions, competition, technological developments, political and diplomatic events and trends, war, tax laws and innumerable other factors, can affect substantially and adversely the business and prospects of the Companies and their Shares in the Portfolio. None of these conditions are within the control of CIBC.

### ***Legislative, Administrative and Regulatory Change***

Changes may be made to federal and provincial legislation, regulations or administrative practices, including with respect to taxation, in a manner which may adversely affect Investors.

The Deposit Notes may be distributed by firms other than CIBC or its affiliates. CIBC does not review other firms to ensure that appropriate licensing and registration requirements have been satisfied by them in connection with the sale of the Deposit Notes.

The Deposit Notes are generally not subject to Canadian securities laws. No securities commission or similar authority has reviewed this Information Statement or has in any way passed upon the merits of the Deposit Notes, and the absence of statutory prospectus liability under Canadian securities laws in relation to the disclosure provided in the Information Statement could result in less due diligence being conducted in respect of the Deposit Notes and CIBC, as issuer of the Deposit Notes, than under a prospectus offering.