

Final Terms dated 7 August 2018

Canadian Imperial Bank of Commerce

Issue of USD 30,000,000 Fixed Rate Notes due August 2023

under a US\$20,000,000,000 Note Issuance Programme

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

PART A – CONTRACTUAL TERMS

Any person making or intending to make an offer of Notes may only offer Notes to any legal entity which is a qualified investor as defined in the Prospectus Directive or in other circumstances falling with Article 3(2) of the Prospectus Directive.

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Prospectus dated 14 June 2018 which constitutes a base prospectus (the "**Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended, including by Directive 2010/73/EU) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing during normal business hours at and copies may be obtained from the registered office of the Issuer at 199 Bay St., Toronto, Canada M5L 1A2, and at the office of the Fiscal Agent, Deutsche Bank AG, 147 London Branch at Winchester House, 1 Great Winchester Street, London EC2N 2DB and may also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name of the Issuer.

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| 1. | Issuer: | Canadian Imperial Bank of Commerce |
| | Branch: | Head Office, Toronto |
| 2. | Series Number: | 208 |
| 3. | Specified Currency or Currencies: | United States Dollars ("USD") |
| 4. | Aggregate Nominal Amount of Notes: | USD 30,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | USD 100,000 and integral multiples of USD 1,000 in excess thereof up to and including USD 199,999 |

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| | (ii) Calculation Amount: | USD 1,000 |
| 7. | (ii) Issue Date: | 10 August 2018 |
| | (ii) Interest Commencement Date: | Issue Date |
| | (iii) CNY Issue Trade Date: | Not Applicable |
| 8. | Maturity Date: | 10 August 2023 |
| 9. | Interest Basis: | 3.611 per cent. Fixed Rate (see paragraph 16 below) |
| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | Status of the Notes: | Senior Notes |
| 14. | Date Board Approval for issuance of Notes obtained: | Not Applicable |
| 15. | Bail-inable Notes: | No |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 16. | Fixed Rate Note Provisions: | Applicable |
| | (i) Rate of Interest | 3.611 per cent. per annum payable semi-annually in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | 10 August and 10 February in each year, commencing on 10 February 2019, up to and including the Maturity Date, adjusted in accordance with the Business Day Convention |
| | (iii) Fixed Coupon Amount: | USD 18.055 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | 30/360 |
| | (vi) Determination Dates: | 10 February and 10 August in each year |
| | (vii) Business Day Convention: | Following Business Day Convention |
| 17. | Floating Rate Note Provisions: | Not Applicable |
| 18. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION OR CONVERSION

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| 19. Call Option: | Not Applicable |
| 20. Put Option: | Not Applicable |
| 21. Early Redemption on Occurrence of Regulatory Event (Bail-inable Notes): | Not Applicable |
| 22. Final Redemption Amount of each Note: | USD 1,000 per Calculation Amount |
| 23. Early Redemption Amount: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. Form of Notes: | Bearer Notes Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note |
| 25. New Global Note: | Yes |
| 26. Financial Centre(s) or other special provisions relating to payment dates: | TARGET 2, London, New York, and Toronto |
| 27. Talons for future Coupons to be attached to Definitive Notes: | No |

Signed on behalf of the Issuer:



By:

Duly authorized

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List and admitted to trading on the London Stock Exchange's Regulated Market with effect from 10 August 2018.
- (ii) Estimate of total expenses related to admission to trading: GBP 375

2. RATINGS

Ratings: The Notes to be issued have not been rated

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

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

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: As described in "Use of Proceeds" in the Prospectus
- (ii) Estimated Net Proceeds: USD 29,970,000
- (iii) Estimated Total Expenses: GBP 375

5. YIELD

Indication of yield: The yield for the Notes will be 3.611 per cent. per annum on the Issue Date and will be calculated on the basis of the compound annual rate of return as if the Notes were to be purchased at the Issue Price on the Issue date and held to maturity. This is not an indication of future yield.

6. HISTORIC INTEREST RATES Not Applicable

7. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS1864520546 |
| (ii) | Common Code: | 186452054 |
| (iii) | CFI: | Not Applicable |
| (iv) | FISN: | Not Applicable |
| (v) | Any Clearing System Other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A./The Depositary Trust Company and the relevant Identification number(s) | Not Applicable |
| (vi) | Delivery: | Delivery against payment |
| (vii) | Calculation Agent: | Deutsche Bank AG, London Branch |
| (viii) | Registrar: | Not Applicable |
| (ix) | Paying Agent: | Deutsche Bank AG, London Branch |
| (x) | Names and addresses of additional Paying Agent(s)(if any): | Not Applicable |
| (xi) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the International Central Securities Depositories (“ICSDs”) as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met. |

8. THIRD PARTY INFORMATION

Not Applicable

9. DISTRIBUTION

(i) (A) If syndicated, names and addresses of
Managers and underwriting commitments: Not Applicable

(B) Date and material features of Subscription
Agreement Not Applicable

(ii) If non-syndicated, name and address of relevant
Dealer:

Bank of Montreal, London Branch
95 Queen Victoria Street
London, EC4V 4HG
United Kingdom

(iii) Total commission and concession: 0.10 per cent. of the Aggregate Nominal
Amount of the Notes

10. GENERAL

(i) Governing Law: Laws of the Province of Ontario and the
federal laws of Canada applicable therein

(ii) Applicable TEFRA exemption: TEFRA D Rules apply

(iii) US Selling Restrictions: Reg. S Compliance Category 2

(iv) Prohibition of Sales to EEA
Retail Investors: Not Applicable

SUMMARY

Summaries are made up of disclosure requirements known as ‘Elements’. These elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for these types of securities and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and the Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “not applicable”.

| Section A – Introduction and warnings | | |
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| A.1 | Introduction and warnings | <p>This summary should be read as an introduction to the Prospectus dated June 14, 2018.</p> <p>Any decision to invest in the Senior Notes should be based on a consideration of the Prospectus as a whole by the investor, including any documents incorporated by reference and the applicable Final Terms.</p> <p>Where a claim relating to the information contained in this Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, have to bear the costs of translating the Prospectus and the applicable Final Terms before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such Senior Notes.</p> |
| A.2 | Consent to use of the Prospectus for subsequent resale or final placement of securities by financial intermediaries | <p>Not applicable; Senior Notes may only be offered within the European Economic Area (“EEA”) to qualified investors (as defined in the Prospectus Directive) on an exempt basis pursuant to Article 3(2) of the Prospectus Directive. The Issuer does not consent to the use of the Prospectus by any financial intermediary or other offeror in connection with any offer of the Senior Notes.</p> |

| Section B - Issuer | | | | | | | | |
|-------------------------------------|---|---|----------------------------|-------------|-------------|-------------------------------------|-------------------------------|-------------------------------|
| B.1 | Legal and commercial name of the Issuer | Canadian Imperial Bank of Commerce (“ CIBC ” or the “ Issuer ”). | | | | | | |
| B.2 | Domicile/ legal form/ legislation/ country of incorporation | The Issuer is a Schedule I bank under the <i>Bank Act</i> (Canada) (the “ Bank Act ”) and the Bank Act is its charter. The Issuer was formed through the amalgamation of The Canadian Bank of Commerce and Imperial Bank of Canada in 1961. The Canadian Bank of Commerce was originally incorporated as Bank of Canada by special act of the legislature of the Province of Canada in 1858. Subsequently, the name was changed to The Canadian Bank of Commerce and it opened for business under that name in 1867. Imperial Bank of Canada was incorporated in 1875 by special act of the Parliament of Canada and commenced operations in that year. | | | | | | |
| | | <p>The head office of the Issuer is located at Commerce Court, Toronto, Ontario, Canada M5L 1A2.</p> <p>The Issuer will designate the “Branch of Account” to take the deposits evidenced by a Tranche of Senior Notes for the purposes of the Bank Act. The Issuer may change the branch designated as the Branch of Account for purposes of the Bank Act upon not less than 14 days’ prior written notice to the Noteholders, subject to certain terms and conditions, including the Issuer providing an indemnity in favour of each Noteholder and Couponholder against any tax, duty, assessment or governmental charge that is imposed on it as a consequence of such change.</p> <p>The Branch of Account is Head Office, Toronto.</p> | | | | | | |
| B.4b | Trend information | Not applicable - there are currently no known trends affecting the Issuer or the industries in which it operates. | | | | | | |
| B.5 | Description of the group | The Issuer is a leading Canadian-based global financial institution. The Issuer is publicly-owned and is the parent entity. Each of its major businesses operates through the Issuer and/or one of its subsidiaries. | | | | | | |
| B.9 | Profit forecast or estimate | Not applicable. No profit forecasts or estimates have been made in the Prospectus. | | | | | | |
| B.10 | Audit report qualifications | Not applicable. No qualifications are contained in any audit report included in the Prospectus. | | | | | | |
| B.12 | Selected historical key financial information and statement of no significant or material adverse change | <p>As extracted from its latest unaudited consolidated financial statements, as at 30 April 2018 the Issuer had total assets of C\$590.54 billion, total deposits of C\$449.03 billion and common shareholders’ equity of C\$31.12 billion.</p> <p>Financial highlights</p> <table> <tr> <th><u>Second Quarter 2018</u></th><th><u>2017</u></th><th><u>2016</u></th></tr> <tr> <td>For the three months ended 30 April</td><td>For the year ended 31 October</td><td>For the year ended 31 October</td></tr> </table> | <u>Second Quarter 2018</u> | <u>2017</u> | <u>2016</u> | For the three months ended 30 April | For the year ended 31 October | For the year ended 31 October |
| <u>Second Quarter 2018</u> | <u>2017</u> | <u>2016</u> | | | | | | |
| For the three months ended 30 April | For the year ended 31 October | For the year ended 31 October | | | | | | |

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| | | Financial results (\$millions) Net interest income 2,476 8,977 8,366 Non-interest income 1,900 7,303 6,669 Total revenue 4,376 16,280 15,035 Provision for credit losses 212 829 1,051 Non-interest expenses 2,517 9,571 8,971 Income before income taxes 1,647 5,880 5,013 Income taxes 328 1,162 718 Net income (loss) attributable to non-controlling interests 6 19 20 Net income 1,319 4,718 4,295 On-and off- balance sheet information (\$ millions) Cash, deposits with banks and securities 119,354 107,571 101,588 Loans and acceptances, net of allowance 374,216 365,558 319,781 Total assets 590,537 565,264 501,357 Deposits 449,031 439,706 395,647 Common shareholders' equity 31,118 29,238 22,472 There has been no significant change in the financial or trading position of the Issuer and its subsidiaries taken as a whole since 30 April 2018 and there has been no material adverse change in the prospects of the Issuer and its subsidiaries taken as a whole since 30 April 2018. |
| B.13 | Events impacting the Issuer's solvency | Not applicable. There have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency. |
| B.14 | Dependence upon other group entities | Not applicable. The Issuer is not dependent upon other group entities. |
| B.15 | Principal activities | The Issuer is a leading Canadian-based global financial institution. Through its four strategic business units – Canadian Personal and Small Business Banking, Canadian Commercial Banking and Wealth Management, U.S. Commercial Banking and Wealth Management and Capital Markets - CIBC provides a full range of financial |

| | | products and services to 11 million individual, small business, commercial, corporate and institutional clients in Canada, the U.S. and around the world. | | | | | | | | | | | | | | | | | | | | | | | | | |
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| B.16 | Controlling shareholders | To the extent known to the Issuer, it is not directly or indirectly owned or controlled by any person. Without the Minister of Finance of Canada’s approval, no person or group of associated persons may own more than 10% of any class of shares of the Issuer, either directly or through controlled entities. A person may, with the approval of the Minister of Finance of Canada, beneficially own up to 20% of a class of voting shares and up to 30% of a class of non-voting shares of CIBC, subject to a “fit and proper” test based on the character and integrity of the applicant. In addition, the holder of such a significant interest could not have “control in fact” of CIBC. | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.17 | Credit ratings | <p>As at the date of this Prospectus, the Issuer has received the following ratings:</p> <table><thead><tr><th></th><th>MOODY’S USA</th><th>S&P USA</th><th>FITCH</th><th>DBRS</th></tr></thead><tbody><tr><td>SHORT-TERM DEBT</td><td>P-1</td><td>A-1</td><td>F1+</td><td>R-1 (high)</td></tr><tr><td>SENIOR DEBT</td><td>Aa2</td><td>A+</td><td>AA-</td><td>AA</td></tr><tr><td>SUBORDINATED INDEBTEDNESS - NVCC</td><td>Baa1</td><td>BBB</td><td>A+</td><td>A (low)</td></tr><tr><td>SUBORDINATED INDEBTEDNESS</td><td>Baa1</td><td>BBB+</td><td>A+</td><td>A (high)</td></tr></tbody></table> <p>A credit rating is not a recommendation to buy, sell or hold securities and may be subject to adjustment, suspension, reduction or withdrawal at any time by the assigning rating agency.</p> | | MOODY’S USA | S&P USA | FITCH | DBRS | SHORT-TERM DEBT | P-1 | A-1 | F1+ | R-1 (high) | SENIOR DEBT | Aa2 | A+ | AA- | AA | SUBORDINATED INDEBTEDNESS - NVCC | Baa1 | BBB | A+ | A (low) | SUBORDINATED INDEBTEDNESS | Baa1 | BBB+ | A+ | A (high) |
| | MOODY’S USA | S&P USA | FITCH | DBRS | | | | | | | | | | | | | | | | | | | | | | | |
| SHORT-TERM DEBT | P-1 | A-1 | F1+ | R-1 (high) | | | | | | | | | | | | | | | | | | | | | | | |
| SENIOR DEBT | Aa2 | A+ | AA- | AA | | | | | | | | | | | | | | | | | | | | | | | |
| SUBORDINATED INDEBTEDNESS - NVCC | Baa1 | BBB | A+ | A (low) | | | | | | | | | | | | | | | | | | | | | | | |
| SUBORDINATED INDEBTEDNESS | Baa1 | BBB+ | A+ | A (high) | | | | | | | | | | | | | | | | | | | | | | | |

Section C – Securities

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| C.1 | Type and class of Notes/ISIN | <p>Up to US\$20,000,000,000 (or the equivalent in other currencies) aggregate principal amount of Notes may be outstanding at any time under the Programme.</p> <p>The Notes are Senior Notes.</p> <p>Senior Notes issued under the Programme may be Fixed Rate Notes, Floating Rate Notes or Zero Coupon Notes.</p> <p>Form of Notes: The Senior Notes may be issued in bearer form only, in bearer form exchangeable for Senior Notes in registered form or in registered form only.</p> <p>Senior Notes in bearer form ("Bearer Notes") will initially be represented by a temporary global Note or a permanent global Note, if so specified in the applicable Final Terms, in each case without interest coupons. The relevant global Note will be deposited with a common depositary or common safekeeper for Euroclear and Clearstream, Luxembourg. Global Notes will, if so specified in the applicable Final Terms, be exchangeable for Bearer Notes in definitive form or exchangeable for Registered Notes.</p> |
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| | | <p>Senior Notes in registered form (“Registered Notes”) will initially be represented by a global Note. Registered Notes issued in accordance with Regulation S will be deposited with and registered in the name of a nominee of the common depositary for Euroclear and Clearstream, Luxembourg.</p> <p>The Senior Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg.</p> <p>The Senior Notes are USD 30,000,000 3.611 per cent. Fixed Rate Notes due August 2023</p> <p>Series Number: 208</p> <p>Tranche Number: 1</p> <p>Form of Senior Notes: Bearer</p> <p>Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note</p> <p>Aggregate Nominal Amount:</p> <p>Series: USD 30,000,000</p> <p>ISIN Code: XS1864520546</p> |
| | | <p>Common Code: 186452054</p> <p>Clearing System: Euroclear/Clearstream Luxembourg</p> |
| C.2 | Currency of the Notes | <p>Senior Notes may be denominated in any currency or currencies as may be agreed between the Issuer and the relevant Dealer(s) at the time of issue, subject to compliance with all applicable legal, regulatory and/or central bank or monetary authority requirements.</p> <p>The Specified Currency of the Senior Notes is United States Dollars (“USD”)</p> |
| C.5 | Restrictions on the free transferability of the Notes | <p>Not applicable. There are no restrictions on the free transferability of the Notes.</p> <p>The primary offer of the Senior Notes will be subject to certain restrictions in Canada, the United States, the European Economic Area (including Luxembourg, the United Kingdom, The Netherlands, Italy and France), Switzerland, Japan, Hong Kong, Singapore, Taiwan, PRC, Australia and New Zealand and to any applicable offer restrictions in any other jurisdiction in which the Senior Notes are offered.</p> |
| C.8 | Rights attaching to the Notes including ranking and limitations to those rights | <p>Ranking: Senior Notes constitute deposit liabilities of the Issuer for purposes of the Bank Act and constitute legal, valid and binding unconditional and unsecured obligations of the Issuer and will, subject to exercise of bank resolution powers under the <i>Canada Deposit Insurance Corporation Act</i> (the “CDIC Act”), rank <i>pari passu</i> with all deposit liabilities of the Issuer (except as otherwise prescribed by law) without any preference amongst themselves. On exercise of bank resolution powers under the CDIC Act, Senior Notes that are Bail-inable Notes may be converted, in whole or in part, into common shares of the Issuer or any of its affiliates under subsection 39.2(2.3)</p> |

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| | | <p>of the CDIC Act and the Bail-inable Notes may be varied or extinguished in consequence of such conversion as described under "<i>Limitation on rights attaching to the Senior Notes</i>" below .</p> <p>Senior Notes are not deposits insured under the CDIC Act.</p> <p><i>Limitation on rights attaching to the Senior Notes:</i> In the case of Senior Notes in global form, individual Investors' rights will be governed by an Amended and Restated Deed of Covenant dated 14 June 2018.</p> <p>The Bank Act, the CDIC Act and certain other Canadian federal statutes pertaining to banks contain provisions setting out a bank recapitalisation or bail-in regime for domestic systemically important banks ("D-SIBs"), which include the Issuer.</p> <p>The Canada Deposit Insurance Corporation ("CDIC"), Canada's resolution authority, has the power to transfer certain assets and liabilities of a distressed bank that is subject to a resolution order under the CDIC Act to a bridge institution owned by CDIC or a third-party acquiror. Upon exercise of such power, any assets and liabilities of the distressed bank that are not transferred to the bridge institution or third-party acquiror would remain with the distressed bank, which would then be wound up under the <i>Winding-up and Restructuring Act</i> (Canada). In such a scenario involving the Issuer, any liabilities of the Issuer, such as the Senior Notes, that are not assumed by the bridge institution or third-party acquiror could receive no repayment or only partial repayment in the ensuing winding-up of the Issuer.</p> <p>Pursuant to the CDIC Act, in circumstances where the Superintendent of Financial Institutions (Canada) has determined that the Issuer has ceased, or is about to cease, to be viable, the Governor in Council (Canada) may, upon a recommendation of the Minister of Finance (Canada), based on a request by CDIC, that he or she is of the opinion that it is in the public interest to do so, grant an order (a "Conversion Order") directing CDIC to convert all or a portion of certain shares and liabilities of the Issuer into common shares of the Issuer (a "Bail-in Conversion"). Upon the making of a Conversion Order under the CDIC Act in respect of Bail-inable Notes, those Bail-inable Notes that are subject to such Conversion Order will be irrevocably converted, in whole or in part, into common shares of the Issuer or any of its affiliates and all rights under the Conditions of Bail-inable Notes that are converted into common shares will be extinguished immediately upon such conversion.</p> <p>Holders of Senior Notes other than "structured notes" (as defined in the <i>Bank Recapitalization (Bail-in) Conversion Regulations</i> (Canada)) having an original or amended term to maturity of more than 400 days that are (a) issued on or after 23 September 2018 or (b) issued before 23 September 2018 the terms of which are, on or after that date, amended to increase their principal amount or to extend their term to maturity ("Bail-inable Notes") are bound, in respect of those Bail-inable Notes, by the CDIC Act, including the conversion of such Bail-inable Notes into common shares of the Issuer under subsection 39.2(2.3) of the CDIC Act and the variation or extinguishment of the Bail-inable Notes in consequence, and by the application of the laws of Canada or of a province of Canada in respect of the operation of the CDIC Act with respect to those Bail-inable Notes.</p> <p>The Conditions provide that holders of Bail-inable Notes attorn to the jurisdiction of courts in the Province of Ontario with respect to the CDIC Act and the laws of the Province of Ontario in respect of the operation of the CDIC Act. These terms are binding on each holder of Bail-inable Notes despite any other terms of the relevant</p> |
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| | | <p>Bail-inable Notes, any other law that governs such Bail-inable Notes and any other agreement, arrangement or understanding between the Issuer and such holder with respect to such Bail-inable Notes.</p> <p>Events of Default: Events of Default under the Senior Notes that are not Bail-inable Notes include the Issuer defaulting for more than 30 days (in the case of interest) or seven days (in the case of principal) in the payment on the due date of interest or principal in respect of any of the Senior Notes; or if the Issuer becomes insolvent or bankrupt, or if a liquidator, receiver or receiver and manager of the Issuer or any other officer having similar powers is appointed.</p> <p>Events of Default under Senior Notes that are Bail-inable Notes include the Issuer defaulting for more than 30 Toronto business days in the payment on the due date of interest or principal in respect of any of the Bail-inable Notes and relating to the insolvency, bankruptcy, wind-up or liquidation of the Issuer.</p> <p>Withholding tax: Payments in respect of Senior Notes and Coupons will be made free and clear of and without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or charges of whatsoever nature imposed or levied by or within Canada or in the country of the Branch of Account or any political subdivision or authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the Issuer will (subject to customary exceptions) pay such additional amounts as will result in the holders of Senior Notes or Coupons receiving such amounts as they would have received in respect of such Senior Notes or Coupons had no such withholding or deduction been required.</p> <p>Prescription: Claims against the Issuer for payment in respect of the Senior Notes shall be prescribed and become void unless made within two years (in the case where the relevant Senior Notes are governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein (“Ontario Law”), ten years (in the case of claims in respect of principal where the relevant Senior Notes are governed by English law) or five years (in the case of claims in respect of interest where the relevant Senior Notes are governed by English law) from the appropriate Relevant Date in respect of them.</p> |
| | | <p>Meetings of Noteholders: Meetings of holders may be convened to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not vote on the relevant resolution and holders who voted in a manner contrary to the majority.</p> <p>Governing law: Unless otherwise provided, Senior Notes are governed by Ontario Law. Senior Notes issued on a non-syndicated basis may be governed by the laws of England.</p> <p>All related contractual documentation will be governed by, and construed in accordance with Ontario Law.</p> <p>Negative pledge: None.</p> |

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| | | <p>Cross Default: None.</p> <p>Substitution: Subject to certain conditions and the terms of a Deed Poll, the form of which is appended to the Agency Agreement, on 14 days prior notice to Noteholders the Issuer may, without consent of Noteholders, substitute a subsidiary for itself as principal debtor under the Senior Notes ("Substitution"). Where Substitution in relation to Bail-inable Notes would lead to a breach of the Issuer's minimum Total Loss Absorbing Capacity ("TLAC"), Substitution may only occur with the prior approval of the Superintendent of Financial Institutions (Canada) (the "Superintendent"). The Issuer will unconditionally guarantee the obligations of the substitute.</p> <p>The Senior Notes are not Bail-inable Notes</p> <p>The governing law of the Senior Notes is Ontario Law.</p> |
| C.9 | Interest, maturity and redemption provisions, yield and representative of the Holders | <p>Fixed Rate Notes: The Senior Notes bear interest from (and including) the Interest Commencement Date at a rate of 3.611 per cent. per annum payable semi-annually in arrear on each Interest Payment Date.</p> <p>The Fixed Coupon Amount is: 18.055 per Calculation Amount</p> <p>The Broken Amount is: Not Applicable</p> <p>The Interest Payment Dates are 10 February and 10 August in each year, commencing on 10 February 2019, up to and including the Maturity Date subject to adjustment in accordance with the Business Day Convention</p> |
| | | <p>Maturity Date: 10 August 2023, subject to the Business Day Convention</p> <p>Payments: Payments of principal and interest in respect of the Senior Notes will be made against presentation and surrender of the relevant Note at the specified office of the Fiscal Agent or any Paying Agent.</p> <p>Issue Price: Senior Notes may be issued at par or at a discount or premium to par.</p> <p>The Issue Price of the Senior Notes is 100.00 per cent. of the Principal Amount.</p> <p>Yield: The yield of the Senior Notes is 3.611 per cent. per annum</p> <p>Representative of the Noteholders: Not applicable. The Senior Notes are not constituted by a trust deed and therefore there is no representative for the Noteholders.</p> |

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| | | <p>Redemption: The terms under which the Senior Notes may be redeemed, including the Maturity Date and the price at which they will be redeemed on the Maturity Date as well as any provision as to early redemption will be agreed between the Issuer and the relevant Dealer(s) at the time of issue of the relevant Senior Notes.</p> <p>Subject to early redemption or purchase and cancellation, the Senior Notes will be redeemed at par on 10 August 2023, subject to the Business Day Convention.</p> <p>Early Redemption: Not Applicable</p> |
| | | <p>Issuer Call Option: Not Applicable.</p> <p>Noteholder's Put Option: Not Applicable.</p> <p>Early Redemption on Occurrence of a Regulatory Event: Not Applicable</p> |
| C.10 | Derivative component in interest payments | Not applicable. There is no derivative component in interest payments. |
| C.11 | Listing and Admission to Trading | <p>Applications have been made for Senior Notes issued during the period of 12 months from the date of this Prospectus to be admitted to the Official List of the UKLA and to trading on the London Stock Exchange's Regulated Market.</p> <p>Application has been made by the Issuer (or on its behalf) for the Senior Notes to be admitted to trading on the London Stock Exchange's Regulated Market with effect from 10 August 2018.</p> |
| C.21 | Market where Notes will be traded and for which prospectus has been published | <p>Applications have been made for Senior Notes issued during the period of 12 months from the date of this Prospectus to be admitted to the Official List of the UKLA and to trading on the London Stock Exchange's Regulated Market.</p> <p>Application has been made by the Issuer (or on its behalf) for the Senior Notes to be admitted to trading on the London Stock Exchange's Regulated Market with effect from 10 August 2018. No assurance can be given as to whether or not, or when, such application will be granted.</p> |

Section D – Risks

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| D.2 | Key information on the key risks that are specific to the Issuer: | <p>There is a risk of financial loss and reputational harm to the Issuer due to a borrower or counterparty failing to meet its obligations to the Issuer in accordance with the contractual terms of its direct lending activities or from trading, investment, and hedging activities. These borrowers or counterparties may default on their obligations to the Issuer due to bankruptcy, lack of liquidity, downturns in the economy or real estate values, operational failure or other reasons, adversely impacting the Issuer's financial position and prospects.</p> <p>Competitive pressure from digital disruptors, both global technology leaders and smaller financial technology entrants, is increasing and the risk of disintermediation is growing due to the level of sophistication of these non-traditional competitors.</p> <p>The Issuer's financial assets, including positions in currencies, securities and derivatives held in the Issuer's trading portfolios, and the Issuer's earnings from its retail banking business, investment portfolios and other non-trading activities may be</p> |
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| | | <p>negatively affected by adverse changes in underlying market factors, including interest and foreign exchange rates, credit spreads, and equity and commodity prices. The Issuer has experienced some losses in its oil and gas portfolio as prices have remained weak, and if the trend continues, the Issuer could experience an acceleration of losses in future quarters.</p> <p>There is a risk of the Issuer having insufficient cash resources to meet financial obligations as they fall due (including obligations under the Senior Notes), in their full amount and stipulated currencies, without raising funds at adverse rates or selling assets on a forced basis.</p> <p>There is a risk of loss if the Issuer's business strategies are ineffective or if the Issuer fails to effectively execute business strategies, including potential financial loss due to the failure of acquisitions or organic growth initiatives.</p> <p>The Issuer faces intense competition in all aspects of its business from established competitors and new entrants in the financial services industry. The Issuer's success in developing and introducing new products and services, expanding distribution channels, developing new distribution channels and realizing revenue from these channels could affect the Issuer's revenues and earnings.</p> <p>There is a risk of operational losses at the Issuer resulting from the Issuer's inadequate or failed internal processes, systems, human error or external events.</p> <p>There is a risk that legal proceedings and judicial or regulatory decisions against the Issuer, or legislative and regulatory developments in the jurisdictions where the Issuer operates, may adversely affect the Issuer's results.</p> <p>The Issuer's revenues and earnings are substantially dependent on the economies of Canada, the United States and the Caribbean which can in turn be affected by general business and economic conditions worldwide. Movements of the Canadian dollar relative to other currencies, in particular the U.S. dollar and the currencies of other jurisdictions in which the Issuer has operations, may adversely affect the Issuer's revenues, expenses and earnings.</p> |
| D.3 | Key information on the key risks that are specific to the Notes: | <p>The Senior Notes are not insured under the CDIC Act. If the Issuer goes out of business or becomes insolvent, Noteholders may lose all or part of their investment in the Notes.</p> <p>The market value of the Senior Notes may be adversely affected in the event that a rating assigned to the Senior Notes or the Issuer is subsequently suspended, lowered or withdrawn for any reason.</p> <p>Senior Notes may have no established trading market when issued, and one may never develop or may be illiquid.</p> <p>The Senior Notes may be redeemed prior to maturity in the event additional amounts become payable due to changes in tax legislation after the Issue Date and an Investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return.</p> <p>The Senior Notes may be subject to withholding taxes in circumstances where the Issuer is not obliged to make gross up payments and this would result in holders receiving less interest than expected and could adversely affect their return on the</p> |

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| | | <p>Senior Notes.</p> <p>A change in law or administrative practice relating to the governing law of the Notes could materially adversely impact the enforceability of or value of the Senior Notes.</p> <p>Uncertainty about the future of “benchmarks” (such as “LIBOR” and “EURIBOR”) and other interest rates or other types of rates and indices that are deemed “benchmarks” may adversely affect the value of, and return on, any Senior Notes linked to a “benchmark” and the trading market for such Senior Notes.</p> <p>The Senior Notes are not currently Bail-inable Notes as they are issued before 23 September 2018. However if, on or after that day, the terms of the Senior Notes are amended to increase their principal amount or to extend their term to maturity the Senior Notes will become Bail-inable Notes. If such Senior Notes become Bail-inable Notes and the Superintendent of Financial Institutions (Canada) is of the opinion that the Issuer has ceased or is about to cease to be viable and its viability cannot be restored through the exercise of the Superintendent’s powers, such Senior Notes may be subject to conversion, variation or extinguishment pursuant to the <i>Canada Deposit Insurance Corporation Act</i> (Canada), the <i>Bank Act</i> (Canada) and regulations thereunder.</p> |
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| Section E – Offer | | |
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| E.2b | Reason for the offer and use of proceeds | The net proceeds from each issue of Senior Notes will be applied by the Issuer for its general corporate purposes. |
| E.3 | Terms and Conditions of the offer | <p>The terms and conditions of each offer of Senior Notes will be determined by agreement between the Issuer and the relevant Dealer at the time of issue and specified in the applicable Final Terms.</p> <p>There is no Public Offer.</p> <p>The issue price of the Senior Notes is 100.00 per cent. of their nominal amount (the “Issue Price”).</p> |
| E.4 | Interests material to the issue/offer including conflicting interests | <p>The relevant Dealer or Manager may be paid fees in relation to any issue of a Tranche of Senior Notes under the Programme. Certain of the Dealers and their affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. Certain of the Dealers or their affiliates may have a lending relationship with the Issuer and, if so, may hedge their credit exposure to the Issuer.</p> <p>Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue or offer of the Notes has an interest material to the issue or offer, including conflicting interests.</p> |
| E.7 | Estimated expenses charged to the Investor by the Issuer or the offeror | The Issuer will not charge any expenses to investors in connection with any issue of Senior Notes under the Programme. |

