



## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders (the "Meeting") of Canadian Imperial Bank of Commerce ("CIBC" or "the Bank") will be held in the Ballroom of the Westin Calgary Hotel, located at 320 4<sup>th</sup> Avenue S. W., Calgary, Alberta, Canada on Thursday, March 2, 2000 at 10:00 a.m. for the following purposes:

1. to consider, and if thought fit, to pass a resolution confirming, with or without variation, new by-laws of the Bank, being By-Law No. 1, a by-law relating generally to the conduct of the business and affairs of the Bank which By-Law shall repeal the existing by-laws of the Bank. A copy of the special resolution confirming such amendment accompanies this Notice and the full text of By-Law No. 1 is set out in the accompanying Management Proxy Circular as Schedule "A" thereto.
2. to receive the Financial Statements for the year ended October 31, 1999 and the Auditors' Report thereon;
3. to appoint Auditors;
4. to elect Directors;
5. to consider, and if thought fit, to pass a resolution approving amendments to the Employee Stock Option Plan;
6. to consider certain shareholder proposals attached as Schedule "B" to the accompanying Management Proxy Circular; and
7. to transact such other business as may properly be brought before the Meeting and at any adjournments thereof.

By Order of the Board

A handwritten signature in black ink, appearing to read "Paul T. Fisher", written over a horizontal line.

**Paul T. Fisher**  
Corporate Secretary

January 13, 2000

**Please note:**

**We request that shareholders who are unable to attend the Meeting in person, complete and return the enclosed form of proxy in the envelope provided to CIBC's transfer agent, CIBC Mellon Trust Company, 200 Queens Quay, Unit 6, Toronto, Ontario, M5A 4K9, Attention: Proxy Department.**

Shareholders with questions regarding items being voted on at the Meeting may telephone CIBC's transfer agent in Toronto at (416) 643-5500 or toll free in North America at 1-800-387-0825.

Shareholders who are planning to attend the Meeting and who require special arrangements with respect to hearing or access impairment should direct their request for assistance to the Corporate Secretary's office at the address on the back cover of the accompanying Management Proxy Circular.

## MANAGEMENT PROXY CIRCULAR

Unless otherwise stated, information contained herein is as of December 31, 1999.

### SOLICITATION OF PROXIES

**This Management Proxy Circular is furnished in connection with the solicitation of proxies by the management of Canadian Imperial Bank of Commerce (“CIBC”) for use at the Annual Meeting of Shareholders of CIBC (the “Meeting”) to be held at the time and place and for the purposes stated in the Notice of Meeting accompanying this Management Proxy Circular.** The solicitation will be primarily by mail. The return of proxies may also be solicited by regular employees of CIBC and by CIBC’s agents at nominal cost. The cost of solicitation will be borne by CIBC.

### APPOINTMENT AND REVOCATION OF PROXIES

A form of proxy is enclosed and, if it is not your intention to be present in person at the Meeting, you are asked to sign, date and return the proxy in the envelope provided. Proxies to be exercised at the Meeting must be deposited with the Corporate Secretary at the head office of CIBC or with CIBC’s transfer agent, CIBC Mellon Trust Company, 200 Queens Quay, Unit 6, Toronto, Ontario, M5A 4K9, Attention: Proxy Department, in the enclosed envelope, or by facsimile to (416) 643-5501, not later than 10:00 a.m. on March 1, 2000.

Any shareholder having given a proxy has the right to revoke it by depositing an instrument in writing executed by the shareholder or his attorney authorized in writing, with the Corporate Secretary at the head office of CIBC at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or by depositing it with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

If you are participating in the Shareholder Investment Plan (the “Plan”), the enclosed form of proxy, when signed by you, will constitute a direction to CIBC Mellon Trust Company, the agent for the Plan, to vote or withhold from voting, in accordance with the instructions given on the form of proxy, common shares held by the agent in the Plan on your behalf. The voting instructions may be withdrawn only by revoking the proxy before 10:00 a.m. on March 1, 2000.

The persons named in the enclosed form of proxy are directors of CIBC. **If you wish to appoint some other person or company to represent you at the Meeting you may do so by inserting the name of your appointee, who need not be a shareholder, in the blank space provided on the proxy form.**

### RECORD DATE AND VOTING OF SHARES

The date for determining shareholders entitled to receive Notice of the Meeting is January 13, 2000. Subject to certain provisions of the Bank Act, which prohibit under some circumstances the exercise of voting rights attached to bank shares, a person who was registered as a shareholder of CIBC at the close of business on January 13, 2000 is entitled to one vote for each common share shown opposite his name on the list prepared as of that time, except to the extent that:

- (a) the person has transferred the ownership of any of his common shares after January 13, 2000, and
- (b) the transferee of those common shares (i) produces properly endorsed share certificates, or (ii) otherwise establishes that he owns the common shares and demands, not later than 10 days before the Meeting, that his name be included in the list, in which case the transferee is, subject to the Bank Act, entitled to vote his common shares at the Meeting.

As at December 31, 1999 there were 401,157,304 common shares of CIBC outstanding. Each common share carries one vote. To the knowledge of the directors and officers of CIBC, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the votes attached to any class of shares of CIBC.

The Bank Act prohibits any person from exercising any voting rights attached to any share that is beneficially owned by the government of Canada or of a province or any agency thereof, or by the government of a foreign country or any political subdivision thereof, or any agency thereof. The Corporate Secretary will, on request, provide further information regarding these restrictions.

Present arrangements provide for the confidentiality of voting by shareholders. Proxies are returned to CIBC's transfer agent, CIBC Mellon Trust Company, which records the votes by proxy as received and tabulates the results for use at the Meeting. This function is performed independently of CIBC. Any comments made by shareholders which are clearly intended for the attention of CIBC are communicated by the transfer agent to CIBC for information and, where appropriate, reply.

Management of CIBC is not made aware of how individual shareholders have voted except as may be required to meet legal requirements when, for example, the appropriate officer of CIBC is required to rule on the validity of a proxy or when requests are made by a shareholder to revoke a proxy. However, CIBC reserves the right to contact shareholders regarding their vote in any situation where the issues at stake are so fundamental or so critical to the future of CIBC as to impose a responsibility on the directors and management to make every possible appeal to shareholders to obtain the necessary majority vote.

### **EXERCISE OF DISCRETION BY PROXIES**

Shares represented by any proxy given on the enclosed form of proxy to the persons named in the proxy will be voted or withheld from voting on any ballot in accordance with the instructions contained therein. **In the absence of such instructions, shares represented by proxies received will be voted FOR the appointment of Auditors, FOR the election of all Directors, FOR the resolution confirming a new By-Law, FOR amendments to the Employee Stock Option Plan, AGAINST Shareholder Proposals No. 1 and No. 2, FOR Shareholder Proposal No. 3 and AGAINST Shareholder Proposals No. 4, No. 5, No. 6, No. 7, No. 8, No. 9 and No. 10.** The enclosed form of proxy confers discretionary authority upon the persons named with respect to amendments to or variations in matters identified in the Notice of Meeting or other matters that may properly come before the Meeting. The management of CIBC knows of no matter to come before the Meeting other than the matters referred to in the Notice of Meeting. If any other matters which are not now known to management should properly come before the Meeting, the persons named in the accompanying form of proxy will vote on such matters in accordance with their best judgement.

Unless otherwise noted, a simple majority of the votes cast at the Meeting, whether by proxy or otherwise, will constitute approval of any matter submitted to a vote.

### **AMENDMENTS TO BY-LAWS**

The existing by-laws of CIBC have been amended several times since first enacted and are now comprised of By-Law Numbers One through Seven, Special Resolution Numbers One through Seven and a Special Resolution relating to the Authorized Class A Preferred Shares. In view of the number of additional amendments which are now contemplated, management has determined that it is desirable to repeal the existing by-laws in favour of an amended and consolidated By-Law No. 1, being a by-law relating generally to the conduct of the business and affairs of the Bank. The full text of By-Law No. 1 is attached as Schedule "A" to this Management Proxy Circular.

On January 13, 2000 the Board of Directors approved the repeal of the Bank's existing by-Laws and the approval of By-Law No. 1, subject to shareholder approval.

The new by-law is more concise than the existing general by-law as many provisions in the existing general by-law are repetitive of provisions in the Bank Act. The new by-law will provide increased flexibility to management in carrying on the business and affairs of the Bank.

Shareholders will be asked to consider the following special resolution at the Meeting:

#### **BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

The repeal of the existing by-laws of the Bank, consisting of By-Law Nos. 1 through 7, Special Resolution Nos. 1 through 7 and a Special Resolution relating to the Authorized Class A Preferred Shares and the approval of By-Law No. 1 in the form attached as Schedule "A" to the Management Proxy Circular be confirmed.

To be confirmed the special resolution must be passed by a majority of not less than two-thirds of the votes cast at the Meeting.

The Board of Directors recommends that shareholders vote IN FAVOUR of the resolution.

### **PRESENTATION OF ANNUAL STATEMENT AND AUDITORS' REPORT**

The Annual Statement of CIBC as at October 31, 1999, which is included in the 1999 Annual Report as the Consolidated Financial Statements, is being mailed to shareholders with this Notice and Management Proxy Circular. The Annual Statement and the Auditors' Report thereon will be placed before the shareholders at the Annual Meeting.

## APPOINTMENT OF AUDITORS

It is proposed that the firms of PricewaterhouseCoopers LLP and Arthur Andersen LLP be reappointed as Auditors of CIBC. The persons named in the enclosed form of proxy intend to vote for the reappointment of PricewaterhouseCoopers LLP and Arthur Andersen LLP as Auditors of CIBC until the next Annual Meeting or Special Meeting where Auditors are appointed.

PricewaterhouseCoopers LLP and Arthur Andersen LLP have served as the Auditors of CIBC since their appointment in 1993.

## ELECTION OF DIRECTORS

All of the proposed nominees for election as directors are presently directors of CIBC and have served continuously since each first became a director of CIBC. Should any of the nominees be unable to serve as a director for any reason, the persons named in the form of proxy reserve the right to vote for another nominee in their discretion unless specifically instructed on the proxy form that the shares are to be withheld from voting. Each director elected will hold office until the next Annual Meeting, Special Meeting where directors are elected or until such office is earlier vacated.

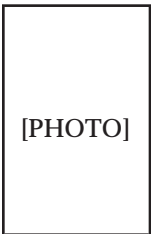
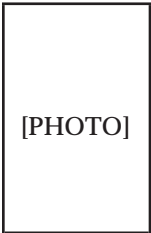
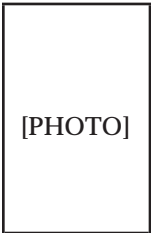

The following table and notes thereto set out: the names of persons proposed to be nominated for election as directors; the year in which such persons became directors of CIBC; their committee memberships; the approximate number of shares beneficially owned by them or over which control or direction is exercised by them; the number of deferred share units held on the account of each of them; their municipality of residence; all other positions and offices with CIBC and with significant subsidiaries, if any, now held by them; as well as a description of their involvement in business, academic, charitable and community affairs.

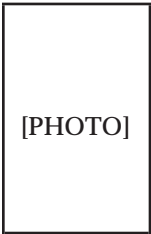
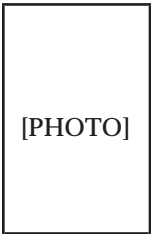
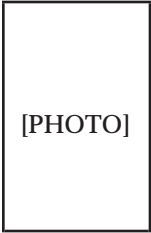
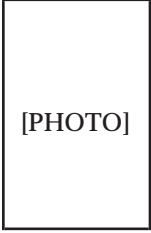
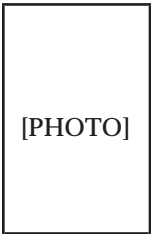
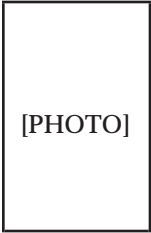
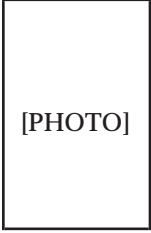
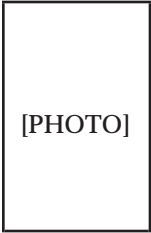
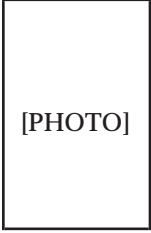
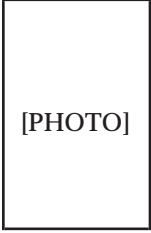
As required by the Bank Act, Schedule "C" hereto sets out in summary form the record of attendance by directors at meetings of the Board, Executive Committee and other committees for fiscal 1999.

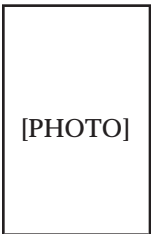
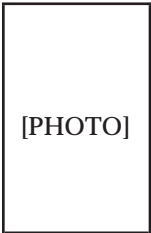
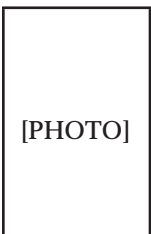

Nominee for Election as Director	Director Since	Committees	Common Shares Owned, Controlled or Directed <sup>1</sup>	Deferred Share Units
<div style="border: 1px solid black; width: 100%; height: 100%; display: flex; align-items: center; justify-content: center;"> <p>[PHOTO]</p> </div>	<p><b>Douglas G. Bassett</b> O.C., O.Ont., LL.D., D. Litt. Toronto, Ontario</p>	<p>1980 E, R</p>	<p>1,277</p>	<p>Douglas G. Bassett is Vice Chairman of CTV Inc. (formerly known as Baton Broadcasting Incorporated), a communication and media broadcasting company. He served as President and Chief Executive Officer of Baton Broadcasting Incorporated from 1980 to 1996. Mr. Bassett is a director of a number of Canadian corporations including Rothmans Inc. and Mercedes-Benz Canada Inc. He is a director of the Canadian Council of Christians and Jews, The Council for Canadian Unity and the World Wildlife Fund Canada. Mr. Bassett is also a cabinet member of The Venture Campaign for the University of New Brunswick. Mr. Bassett was appointed an Officer of the Order of Canada in 1991 and the Order of Ontario in 1995. He is active in cultural and community affairs.</p>
<div style="border: 1px solid black; width: 100%; height: 100%; display: flex; align-items: center; justify-content: center;"> <p>[PHOTO]</p> </div>	<p><b>Jalynn H. Bennett</b> Toronto, Ontario</p>	<p>1994 E, P, R</p>	<p>11,000</p>	<p>Jalynn H. Bennett is President of Jalynn H. Bennett and Associates Ltd., a Toronto-based consulting firm specializing in strategic planning and organizational development. In 1988, she was the recipient of the YWCA of Metro Toronto Women of Distinction Award in Public Affairs and Communications, in 1994, she received the McGill University Management Achievement Award and, in 1999, she was made a Fellow of The Institute of Corporate Directors. Ms. Bennett is a past director of the Bank of Canada and a former commissioner of the Ontario Securities Commission. Prior to setting up her own consulting firm, Ms. Bennett was associated for nearly 25 years with The Manufacturers Life Insurance Company. She is a director of Sears Canada Inc., Westburne Inc., CanWest Global Communications Corp., the Ontario Teachers' Pension Plan Board and Ontario Power Generation Inc. She is very active on boards and committees of institutions and organizations in the education and health sectors in Ontario.</p>

Nominee for Election as Director	Director Since	Committees	Common Shares Owned, Controlled or Directed <sup>1</sup>	Deferred Share Units
[PHOTO]	<b>The Honourable Conrad M. Black</b> 1977 P.C., O.C., LL.D., Litt.D., LL.L., M.A. London, England	1977	5,412	
	<p>Conrad M. Black is Chairman and Chief Executive Officer of Argus Corporation Limited, a holding company in the international publishing industry. Mr. Black is Chairman and Chief Executive Officer of The Ravelston Corporation Limited, Hollinger Inc., Southam Inc., Hollinger International Inc. and Chairman of the Telegraph Group Limited. He is also a director of EdperBrascan Corporation, Sotheby's Holdings Ltd. and the Jerusalem Post Publications Limited. Mr. Black serves on several non-profit boards, foundations and councils, including the Chairman's Council of the Americas Society, the Institute for International Economics, the International Institute for Strategic Studies, the Bilderberg Meetings, the Malcolm Muggeridge Foundation, the National Interest, (Washington, D.C.), and The Council on Foreign Relations, (New York). A member of the Privy Council of Canada and an Officer of the Order of Canada, Mr. Black is also a recognized author and commentator on political and economic issues.</p>			
[PHOTO]	<b>Pat M. Delbridge</b> Toronto, Ontario	1993	A, N	4,663
	<p>Pat M. Delbridge is President of PDA Partners Inc., an issues management and environmental strategic planning company working in North America, Europe and Asia. Ms. Delbridge is also President of Pat Delbridge Associates Inc. She has been a member of the National Round Table on the Environment and the Economy and is past Chair of the Environmental Choice Program. Ms. Delbridge has worked for many years with voluntary organizations including The Consumers Association of Canada, Help the Aged International and the Ottawa Distress Centre.</p>			
[PHOTO]	<b>Edward L. Donegan</b> Q.C. Toronto, Ontario	1991	E, A, N	6,000
	<p>Edward L. Donegan is Partner of Blake, Cassels &amp; Graydon, barristers and solicitors, of which he is former Chairman and Managing Partner. The firm is one of the largest law firms in Canada. Mr. Donegan specializes in corporate and competition law. He is a director of a number of Canadian companies including Torstar Corporation, the owner of <i>The Toronto Star</i>. He was for many years a director of the Ontario Division of the Arthritis Society and acted as its solicitor.</p>			
[PHOTO]	<b>William L. Duke</b> Redvers, Saskatchewan	1991	A	3,483
	<p>William L. Duke is a farmer who operates a 3500 acre mixed grain farm in south-east Saskatchewan. In 1996 he was appointed by the federal Minister of Agriculture to a task force on the marketing of Canadian grain and is a former member of the 1990 Canadian Wheat Board Review Panel, of the Sectoral Advisory Group, International Trade (SAGIT), Agriculture, Food and Beverages and of the Western Grain Stabilization Advisory Committee. Mr. Duke is a past President of the Western Canadian Wheat Growers Association and was a member of the Auditor General of Canada's Special Advisory Committee. He operated a farm management and tax consulting business from 1975 to 1985.</p>			

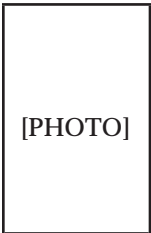
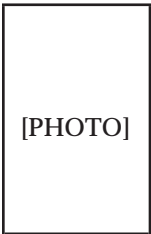
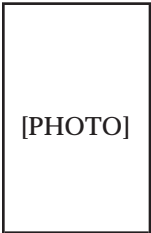
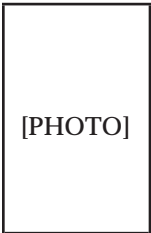


Nominee for Election as Director	Director Since	Committees	Common Shares Owned, Controlled or Directed <sup>1</sup>	Deferred Share Units
 <p>[PHOTO]</p>	<p><b>Ivan E. H. Duvar</b> B.E., DCL, P. Eng. Halifax, Nova Scotia</p>	<p>1989 E, A, C</p>	<p>6,716</p>	
 <p>[PHOTO]</p>	<p><b>William A. Etherington</b> New Canaan, CT, USA</p>	<p>1994 R</p>	<p>16,085</p>	
 <p>[PHOTO]</p>	<p><b>A. L. Flood</b> C.M. Thornhill, Ontario</p>	<p>1989 E</p>	<p>96,491</p>	<p>741</p>
 <p>[PHOTO]</p>	<p><b>Margot A. Franssen</b> Toronto, Ontario</p>	<p>1992 M, P</p>	<p>3,182</p>	

Nominee for Election as Director	Director Since	Committees	Common Shares Owned, Controlled or Directed <sup>1</sup>	Deferred Share Units																	
 <p>[PHOTO]</p>	<p><b>R. D. Fullerton</b> Toronto, Ontario</p>	1974	114,809																		
<p>Mr. Fullerton joined the Bank in 1953 and was Chairman and Chief Executive Officer from 1985 to 1992. He was Chairman of the Executive Committee of CIBC from 1992 to 1999. Mr. Fullerton is a director of Hollinger Inc., Westcoast Energy Inc., George Weston Limited, Asia Satellite Telecommunications Co. Ltd., Orange plc and The Wellesley Hospital Foundation. Mr. Fullerton has served on the boards of many other medical, cultural, educational and business entities during his career.</p>	 <p>[PHOTO]</p>	<p><b>The Honourable James A. Grant</b> P.C., Q.C. Montreal, Quebec</p>	1991	E, C, R	5,000	627	<p>James A. Grant is a Partner of Stikeman, Elliott, barristers and solicitors. Mr. Grant is a director of Biochem Pharma Inc., CAE Inc. and United Dominion Industries Limited. He also serves on several non-profit boards, foundations and councils, including the Montreal Symphony Orchestra, Batshaw Family Centres, The Heward Stikeman Fiscal Institute, CARE Canada and the Security Intelligence Review Committee.</p>	 <p>[PHOTO]</p>	<p><b>Albert E. P. Hickman</b> St. John's, Newfoundland</p>	1989	P, R	10,315	353	<p>Albert E. P. Hickman is Chairman and President of Hickman Motors Limited, an automotive retailer. He is also the Chairman of the Hickman Group of Companies with diversified activities in Newfoundland (heavy equipment sales, building supplies, land development, Budget Rent-A-Car, and industrial equipment rentals). Mr. Hickman's directorships include Fishery Products International Limited, Aliant Inc., Buchans River Ltd., Environmental Control Corporation, Churchill Falls Labrador Corporation Ltd. and Wilson Equipment Limited. He also has a distinguished record of service with charitable organizations including the Board of Governors of Junior Achievement of Canada and as a Patron of Laubach Literacy of Canada. As well, in the local community, he served as Campaign Chairman for the Newfoundland March of Dimes and as Chairman of the Construction Board for the YM/YWCA. Mr. Hickman is also the Honorary Consulate of Sweden for Newfoundland.</p>	 <p>[PHOTO]</p>	<p><b>John S. Hunkin</b> Toronto, Ontario</p>	1993	E, P	94,078		<p>John S. Hunkin is Chairman and Chief Executive Officer of CIBC. Mr. Hunkin joined CIBC in 1969 and held various positions in the Bank's domestic and international operations before being appointed President of CIBC's investment and corporate banking operations, which were renamed CIBC World Markets in 1997. Mr. Hunkin is a director of The CIBC World Markets Corporation and the Canadian Psychiatric Research Foundation. He is a member of the Advisory Council, Schulich School of Business, York University; the York University Board of Governors and the Board of Trustees of the Montreal Museum of Fine Arts Foundation and is Co-Chair of the Board of Directors, St. Michael's Hospital Foundation.</p>
 <p>[PHOTO]</p>	<p><b>The Honourable James A. Grant</b> P.C., Q.C. Montreal, Quebec</p>	1991	E, C, R	5,000	627																
<p>James A. Grant is a Partner of Stikeman, Elliott, barristers and solicitors. Mr. Grant is a director of Biochem Pharma Inc., CAE Inc. and United Dominion Industries Limited. He also serves on several non-profit boards, foundations and councils, including the Montreal Symphony Orchestra, Batshaw Family Centres, The Heward Stikeman Fiscal Institute, CARE Canada and the Security Intelligence Review Committee.</p>	 <p>[PHOTO]</p>	<p><b>Albert E. P. Hickman</b> St. John's, Newfoundland</p>	1989	P, R	10,315	353	<p>Albert E. P. Hickman is Chairman and President of Hickman Motors Limited, an automotive retailer. He is also the Chairman of the Hickman Group of Companies with diversified activities in Newfoundland (heavy equipment sales, building supplies, land development, Budget Rent-A-Car, and industrial equipment rentals). Mr. Hickman's directorships include Fishery Products International Limited, Aliant Inc., Buchans River Ltd., Environmental Control Corporation, Churchill Falls Labrador Corporation Ltd. and Wilson Equipment Limited. He also has a distinguished record of service with charitable organizations including the Board of Governors of Junior Achievement of Canada and as a Patron of Laubach Literacy of Canada. As well, in the local community, he served as Campaign Chairman for the Newfoundland March of Dimes and as Chairman of the Construction Board for the YM/YWCA. Mr. Hickman is also the Honorary Consulate of Sweden for Newfoundland.</p>	 <p>[PHOTO]</p>	<p><b>John S. Hunkin</b> Toronto, Ontario</p>	1993	E, P	94,078		<p>John S. Hunkin is Chairman and Chief Executive Officer of CIBC. Mr. Hunkin joined CIBC in 1969 and held various positions in the Bank's domestic and international operations before being appointed President of CIBC's investment and corporate banking operations, which were renamed CIBC World Markets in 1997. Mr. Hunkin is a director of The CIBC World Markets Corporation and the Canadian Psychiatric Research Foundation. He is a member of the Advisory Council, Schulich School of Business, York University; the York University Board of Governors and the Board of Trustees of the Montreal Museum of Fine Arts Foundation and is Co-Chair of the Board of Directors, St. Michael's Hospital Foundation.</p>							
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<p>Albert E. P. Hickman is Chairman and President of Hickman Motors Limited, an automotive retailer. He is also the Chairman of the Hickman Group of Companies with diversified activities in Newfoundland (heavy equipment sales, building supplies, land development, Budget Rent-A-Car, and industrial equipment rentals). Mr. Hickman's directorships include Fishery Products International Limited, Aliant Inc., Buchans River Ltd., Environmental Control Corporation, Churchill Falls Labrador Corporation Ltd. and Wilson Equipment Limited. He also has a distinguished record of service with charitable organizations including the Board of Governors of Junior Achievement of Canada and as a Patron of Laubach Literacy of Canada. As well, in the local community, he served as Campaign Chairman for the Newfoundland March of Dimes and as Chairman of the Construction Board for the YM/YWCA. Mr. Hickman is also the Honorary Consulate of Sweden for Newfoundland.</p>	 <p>[PHOTO]</p>	<p><b>John S. Hunkin</b> Toronto, Ontario</p>	1993	E, P	94,078		<p>John S. Hunkin is Chairman and Chief Executive Officer of CIBC. Mr. Hunkin joined CIBC in 1969 and held various positions in the Bank's domestic and international operations before being appointed President of CIBC's investment and corporate banking operations, which were renamed CIBC World Markets in 1997. Mr. Hunkin is a director of The CIBC World Markets Corporation and the Canadian Psychiatric Research Foundation. He is a member of the Advisory Council, Schulich School of Business, York University; the York University Board of Governors and the Board of Trustees of the Montreal Museum of Fine Arts Foundation and is Co-Chair of the Board of Directors, St. Michael's Hospital Foundation.</p>														
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Nominee for Election as Director	Director Since	Committees	Common Shares Owned, Controlled or Directed <sup>1</sup>	Deferred Share Units
 <p>[PHOTO]</p>	<p><b>Marie-Josée Kravis</b> O.C., M.Sc.(Econ.), LL.D. New York, NY, USA</p>	<p>1987 C, M</p>	<p>8,739</p>	<p>629</p>
 <p>[PHOTO]</p>	<p><b>W. Darcy McKeough</b> O.C., B.A., LL.D. Chatham, Ontario</p>	<p>1978 E, N, R</p>	<p>20,000</p>	<p>2,250</p>
 <p>[PHOTO]</p>	<p><b>Arnold Naimark</b> O.C., M.D., LL.D., F.R.C.P.(C), F.R.S.(Can.) Winnipeg, Manitoba</p>	<p>1987 M</p>	<p>2,394</p>	<p>628</p>
 <p>[PHOTO]</p>	<p><b>Michael E. J. Phelps</b> Vancouver, British Columbia</p>	<p>1989 C, M</p>	<p>3,544</p>	



Nominee for Election as Director	Director Since	Committees	Common Shares Owned, Controlled or Directed <sup>1</sup>	Deferred Share Units
 <p>[PHOTO]</p>	<p><b>Alfred Powis</b> O.C. Toronto, Ontario</p>	<p>1966 E, C, M</p>	<p>45,040</p>	
 <p>[PHOTO]</p>	<p><b>Barbara J. Rae</b> C.M., O.B.C., M.B.A., LL.D. Vancouver, British Columbia</p>	<p>1992 E, C, M, P</p>	<p>7,959</p>	
 <p>[PHOTO]</p>	<p><b>Charles Sirois</b> B. Fin., M. Fin. Montreal, Quebec</p>	<p>1997 M</p>	<p>2,430</p>	
 <p>[PHOTO]</p>	<p><b>John S. Walton</b> Victoria, British Columbia</p>	<p>1986 A, P</p>	<p>12,000</p>	

Nominee for Election as Director	Director Since	Committees	Common Shares Owned, Controlled or Directed <sup>1</sup>	Deferred Share Units
<div style="border: 1px solid black; width: 80px; height: 100px; display: flex; align-items: center; justify-content: center; margin: 0 auto;">[PHOTO]</div> <p><b>W. Galen Weston</b> O.C. Toronto, Ontario</p> <p>W. Galen Weston is Chairman and director of George Weston Limited, Canada's largest privately-controlled food and merchandising company. Its largest subsidiary is Loblaw Companies Limited which operates across the country. Loblaw Companies Limited is a public company and Mr. Weston is also its Chairman. Mr. Weston was appointed to the Order of Canada in 1990. Additionally, he is a director of Associated British Foods and Fortnum &amp; Mason in the U.K. and Brown Thomas Group in Ireland.</p>	1978		239,767	494
<div style="border: 1px solid black; width: 80px; height: 100px; display: flex; align-items: center; justify-content: center; margin: 0 auto;">[PHOTO]</div> <p><b>Peter N. T. Widdrington</b> M.B.A., LL.D. London, Ontario</p> <p>Peter N. T. Widdrington is Chairman of Laidlaw Inc., an international transportation and emergency healthcare services organization. He is also Chairman and director of Talisman Energy Inc., a senior upstream oil and gas company. Mr. Widdrington is also a director and Vice Chairman of Radiology Corporation of America Inc. and a director of SNC-Lavalin Group Inc. He is a member of various advisory boards, some of which include: Canadian Baseball Hall of Fame and Museum; Major League Baseball Players Trust for Children; St. Edmund Hall, Oxford University; and the University of Western Ontario Richard Ivey School of Business.</p>	1986	R	16,889	1,342

Notes:

- (E) Member of the Executive Committee of the Board
- (A) Member of the Audit Committee of the Board
- (C) Member of the Committee on Corporate Governance of the Board
- (M) Member of the Management Resources and Compensation Committee of the Board
- (N) Member of the Nominating Committee of the Board
- (P) Trustee of the Pension Funds
- (R) Member of the Risk Management and Conduct Review Committee of the Board
- (1) The information as to shares beneficially owned or shares over which control or direction is exercised, not being within the knowledge of CIBC, has been furnished by the directors.

## EXECUTIVE AND DIRECTOR COMPENSATION

### 1. Compensation of Directors

Directors are compensated for their services as directors through a combination of annual retainers and meeting attendance fees. No meeting fees or committee chair retainers are paid to any director who is a full-time officer of CIBC.

#### Remuneration

Annual Retainer . . . . .	\$22,000
Executive Committee Retainer . . . . .	\$ 5,000 per year
Committee Chair Retainer (other than Executive Committee) . . . . .	\$ 5,000 per year
Board and Executive Committee attendance fee . . . . .	\$ 2,000 per meeting
Other Board Committee attendance fee . . . . .	\$ 1,000 per meeting
Regional Meeting attendance fee . . . . .	\$ 1,000 per meeting

Directors are reimbursed for out-of-pocket expenses incurred in attending meetings.

#### *Non-Officer Director Share Plan (the "Director Share Plan")*

CIBC encourages the ownership of CIBC shares by its directors. The Director Share Plan was established by CIBC in 1998 to enhance the alignment of the interests of the directors with those of other shareholders. Non-officer directors may elect to receive all or a portion of their annual compensation in the form of cash, common shares of CIBC, or deferred share units ("DSU's"). A DSU is a bookkeeping entry, equivalent to the value of a common share of CIBC, credited to an account to be maintained for the individual director until retirement from the board. The board's Director Share Plan guideline provides that half of a director's annual retainer be invested in common shares or deferred share units until the director owns shares or DSU's of a value at least eight times the annual retainer. The board also encourages directors who already hold CIBC common shares of a value at least eight times the annual retainer to invest all or a portion of their annual retainer in CIBC common shares. As at October 31, 1999, the accrual for DSU's outstanding and held on account of board members was \$249,741.

#### *Contractual Arrangements*

Mr. A. L. Flood, a director, Chairman of the Executive Committee and former Chairman and Chief Executive Officer of CIBC, has a contract which commenced on July 1, 1999 to provide consulting services to CIBC as required. Mr. Flood is paid an annual retainer of \$100,000.

Mr. R. D. Fullerton, a director, former Chairman of the Executive Committee and former Chairman and Chief Executive Officer of CIBC, has a contract which commenced on June 8, 1992 to provide consulting services to CIBC as required. Mr. Fullerton's current annual retainer is \$50,000.

Both contracts are subject to annual review and approval by the Management Resources and Compensation Committee of the Board.

## 2. Summary Compensation Table

The following table, presented in accordance with the securities legislation of various provinces, sets forth compensation for the Chief Executive Officer, the former Chief Executive Officer, and the other four most highly compensated executive officers of CIBC (the “named executive officers”).

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation Awards		All Other Compensation <sup>3</sup> (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation <sup>1</sup> (\$)	Securities Under Options/SARs Granted (#)	Restricted Shares or Restricted Share Units <sup>2</sup> (\$)	
J. S. Hunkin Chairman and Chief Executive Officer	1999	545,424	Nil	Nil	Nil	5,549,513	Nil
	1998	299,178	Nil	Nil	Nil	1,577,503	Nil
	1997	299,178	4,049,598	380	Nil	5,949,003	Nil
A. L. Flood Former Chairman and Chief Executive Officer	1999	657,425	Nil	Nil	260,000	Nil	20,810
	1998	1,019,506	Nil	Nil	260,000	Nil	30,585
	1997	968,877	1,656,800	Nil	260,000	Nil	29,066
D. J. Kassie <sup>4</sup> Vice-Chairman CIBC World Markets	1999	200,000	2,416,000	5,000	Nil	4,439,611	6,000
W. C. Fox <sup>4</sup> Vice-Chairman Treasury and Balance Sheet Management	1999	200,000	1,816,000	5,000	Nil	4,439,611	6,000
G. T. McCaughey <sup>4</sup> Senior Executive Vice-President Wealth Management	1999	298,959	1,489,624	9,740	Nil	3,884,659	Nil
I. D. Marshall <sup>5</sup> Vice-Chairman Electronic Commerce Technology Operations	1999	122,739	1,000,000	Nil	100,000	Nil	Nil

Notes:

- (1) Perquisites and other personal benefits do not exceed the lesser of \$50,000 and 10% of the total of the annual salary and bonus for any of the named executive officers and therefore are not reported. The amounts reported in this column relate to taxable benefits on employee loans and contributions made by the Bank on behalf of the employee to registered retirement savings plans and other similar plans.
- (2) This column relates to the CIBC World Markets Long Term Incentive Plan (LTIP) (see paragraph 3(c) below). LTIP Units are granted at the beginning of each fiscal year. The value of each LTIP Unit is determined at fiscal year-end based on the performance of CIBC World Markets and is then converted into LTIP Rights. Each Right entitles the holder to one CIBC common share. The amounts indicated are the total value on the date of grant of the LTIP rights awarded in each fiscal year. These Rights may be converted into CIBC common shares over a three-year vesting period at the rate of one-third each year. Messrs. Hunkin, Kassie, Fox and McCaughey have participated in the Long Term Incentive Plan for several years. The aggregate amount of LTIP Rights held by Mr. Hunkin at October 31, 1999 was 254,093 with a total aggregate value of \$8,054,748. The aggregate amount of LTIP Rights held by Mr. Kassie at October 31, 1999 was 201,446 with a total aggregate value of \$6,385,838. The aggregate amount of LTIP Rights held by Mr. Fox at October 31, 1999 was 201,446 with a total aggregate value of \$6,385,838.

and the aggregate amount of LTIP Rights held by Mr. McCaughey at October 31, 1999 was 162,358 with a total aggregate value of \$5,146,749.

- (3) Amounts reported are CIBC contributions to the Employee Share Purchase Plan (see paragraph 3(d) below).
- (4) Messrs. Kassie, Fox and McCaughey became executive officers of CIBC on June 3, 1999.
- (5) Mr. Marshall was hired as an executive officer of the Bank on August 3, 1999. His annual salary is \$500,000. A portion of Mr. Marshall's bonus was a sign-on bonus, and coupled with his stock option award represents a specially negotiated recruitment incentive to offset his foregoing of other committed compensation from his previous employer. Mr. Marshall is eligible to receive 50,000 common shares upon retirement provided he is continuously employed by CIBC for a minimum five year period ending August 3, 2004.

### 3. Incentive Compensation Plans

CIBC and its subsidiaries have in place a range of incentive compensation plans. The principal plans which affect executives, including the named executive officers, are described as follows:

(a) ***TEAM Dollars Plan***

This plan is an annual incentive plan covering all full-time and part-time CIBC employees including executives except employees of CIBC World Markets (formerly CIBC Wood Gundy), those on commission or those in a specialized business unit plan. Each participant is assigned a target bonus opportunity that, if paid, would result in competitive total cash compensation for the relevant market. This target amount is modified by the business results achieved for the year and by the personal performance of the participant to arrive at the actual bonus amount payable. In fiscal 1999, measures of customer loyalty were added to the factors determining the award of bonuses under the TEAM Dollars Plan.

(b) ***Employee Stock Option Plan (ESOP)***

This plan, approved by the shareholders on January 21, 1993 and amended on November 1, 1995 and on January 21, 1999, provides for the grant of options on CIBC common shares to selected employees. In compliance with the policies for stock option plans of the Canadian stock exchanges, options granted under this plan may not exceed 29,634,500 shares. The terms of each grant are determined by the Management Resources and Compensation Committee (the "Committee"). The plan provides that the option price cannot be less than the market price of the shares at the time of grant, the options cannot be for a period greater than 10 years, attached Stock Appreciation Rights ("SARs") may not exceed 50% of the options granted and any one person cannot receive options in excess of 1% of the outstanding shares. The Committee may also make other rules and stipulate other conditions such as specifying vesting requirements to make optimal use of the plan. This plan is being amended. (See page 21 for details of proposed amendments to the plan.)

The following table sets forth grants of stock options during the 1999 fiscal year to the named executive officers. Messrs. Kassie, Fox and McCaughey do not participate in the ESOP. Mr. Hunkin did not participate in the ESOP during fiscal 1999.

**OPTION/SAR GRANTS DURING THE FINANCIAL YEAR ENDED  
OCTOBER 31, 1999**

Name	Securities Under Options/SARs Granted (#)	% of Total Options/SARs Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant (\$/Security)	Expiration Date
A. L. Flood	260,000	5.37%	38.95	38.95	February 3, 2009
I. D. Marshall	100,000	2.07%	32.15	32.15	September 1, 2009



The following table sets forth aggregated option/SAR exercises during the 1999 fiscal year by the named executive officers.

**AGGREGATED OPTION/SAR EXERCISES DURING THE FINANCIAL YEAR ENDED  
OCTOBER 31, 1999 AND FINANCIAL YEAR-END OPTION/SAR VALUES**

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options/SARs at FY-End Exercisable/ Unexercisable (#)	Value of Unexercised in-the-Money Options/SARs at FY-End <sup>1</sup> Exercisable/ Unexercisable (\$)
J. S. Hunkin	Nil	Nil	140,000/0	2,114,875/0
A. L. Flood	Nil	Nil	930,000/650,000	10,267,625/687,375
I. D. Marshall	Nil	Nil	0/100,000	0/0

Note:

(1) Amounts reported are based on a fiscal year-end price of \$31.70.

(c) ***CIBC World Markets Incentive Plans***

In order to attract and retain top performers in the highly competitive investment banking business, CIBC World Markets has two primary incentive compensation plans:

i) **The Long Term Incentive Plan (LTIP)**

This plan provides certain senior employees of CIBC World Markets at the Managing Director level, globally, with an opportunity to participate in business earnings. It provides for the creation of a long term equity pool which is allocated amongst holders of LTIP Units. Selected participants are eligible for a grant of LTIP Units. LTIP Units are valued at the end of each fiscal year and converted to LTIP Rights. Each LTIP Right represents a right to receive one CIBC common share and dividend equivalents are paid in respect of these Rights. In order to promote the retention of key employees, LTIP Units are vested over a three-year period beginning one year after conversion into LTIP Rights. The value of each Right depends on the amount held in the Long Term Incentive Pool, which is calculated at the end of each fiscal year, based upon a percentage of CIBC World Markets' Net Contribution but after bonus accrual. The LTIP Pool funding rate is reviewed annually by CIBC executive management and the Management Resources and Compensation Committee.

ii) **The Short Term Incentive Plan (STIP)**

This plan is the principal annual discretionary incentive plan for CIBC World Markets employees. It is applicable to all employees globally except those on commission or those in a specialized plan. It provides for the creation of a bonus pool based on market-driven Net Revenue percentages varied by business line which varies with business performance. The adequacy of the pool size is reviewed in the context of competitive market factors and CIBC World Markets overall Net Profit and other bottom line financial measures. Distribution of bonuses to individual participants is at management's discretion, subject to approval of the Management Resources and Compensation Committee and the Board of Directors.

(d) ***CIBC Employee Share Purchase Plan (ESPP)***

All full-time and part-time employees of CIBC in Canada and, at management's discretion, employees of certain CIBC subsidiaries and affiliates, may participate in this plan. Similar plans are in place in other countries in which CIBC has employees. This plan encourages employees to save for their future through the regular purchase of CIBC shares. An eligible employee can contribute between 1% and

6% of annual salary into the plan, depending on years of service and position level. CIBC contributes an amount equal to 50% of the employee's contribution.

(e) **Retirement Deferred Share Unit Plan**

The following Retirement Deferred Share Units ("RDSU's") were granted on December 1, 1999. Each RDSU represents the right to receive the equivalent market value of a common share of CIBC, payable on the death, retirement or termination of employment from CIBC of the executive officer, provided certain performance criteria have been met.

Name	Retirement Deferred Share Units (#)
D. J. Kassie	28,737
W. C. Fox	16,560
G. T. McCaughey	9,937

**4. Pension Arrangements**

Executive officers of CIBC other than those covered by arrangements of subsidiary companies are eligible (1) to participate in either the contributory or non-contributory portion of the defined benefit CIBC Pension Plan and (2) to receive supplemental pension benefits. The following chart shows the pension at retirement in the contributory portion of the plan. The chart assumes retirement at age 61, the earliest age an executive officer can retire with an unreduced pension. Pensions are based on the pensionable earnings and years of pensionable service. Pensionable earnings include base salary plus 25% of bonus paid in 1992, and 50% of bonus in each year thereafter, except for Mr. Hunkin, for whom pensionable earnings include base salary only after November 1, 1994. Pensionable earnings are calculated as the greater of the average of the last 60 consecutive months' earnings or the best consecutive five years' earnings in the last ten years prior to retirement. For the first year of retirement, executive officers receive their full salary paid in the 12 months prior to retirement. Subsequent pension payments are over the life of the officer, and are capped at one times base salary. In the event of death, 50% of the pension is continued for the life of the officer's spouse. Other optional forms of payment are available on an actuarially equivalent basis. For members of the contributory portion of the plan, the maximum annual contribution is \$3,500. For officers who retire before age 65 an additional pension equivalent to the benefit payable under the CPP will be paid from date of retirement to age 65.

**CONTRIBUTORY PLAN PLUS SUPPLEMENT**

Average Pensionable Earnings	Years of Service				
	15	20	25	30	35
300,000	81,005	111,005	141,005	171,005	201,005
400,000	111,005	151,005	191,005	231,005	271,005
500,000	141,005	191,005	241,005	291,005	341,005
600,000	171,005	231,005	291,005	351,005	411,005
700,000	201,005	271,005	341,005	411,005	481,005
800,000	231,005	311,005	391,005	471,005	551,005
900,000	261,005	351,005	441,005	531,005	621,005
1,000,000	291,005	391,005	491,005	591,005	691,005

The non-contributory portion of the plan provides benefits approximately 25% lower than the contributory portion.

For computing their total retirement benefit, pensionable service as of October 31, 1999 was 25.4 years (20.3 years contributory and 5.1 years non-contributory) for Mr. Hunkin and zero for Mr. Marshall.

Upon his retirement on July 1, 1999, Mr. Flood was granted an annual pension of 125% of his final year's base salary, inclusive of all CIBC pension benefits. The annual pension amount is \$1,300,171. This pension provides 50% continuation for the lifetime of his spouse in the event of his prior death.

Executive officers covered under CIBC World Markets' retirement arrangements, including Mr. Fox, Mr. Kassie and Mr. McCaughey, are not covered under defined benefit plans.

## **5. Report on Executive Compensation**

### **Historical Background**

The Management Resources and Compensation Committee oversees and approves all major CIBC compensation policies. During the 1999 fiscal year, the following individuals served as Committee members: Margot A. Franssen, Richard F. Haskayne, Marie-Josée Kravis, Arnold Naimark, Michael E. J. Phelps, Alfred Powis, Barbara J. Rae and Charles Sirois. None of these individuals is a present or former officer or employee of CIBC or any of its subsidiaries.

The guiding philosophy of the Committee in the determination of senior executive compensation is pay-for-performance balanced against the need to provide a total compensation package that will enable the organization to attract and retain qualified and experienced executives. For executives outside of CIBC World Markets, salary bands were established for employees in Canada approximating the average salaries in the financial services sector with emphasis on banking. These bands were reviewed and adjusted periodically against survey data gathered by independent professional compensation consultants, supplemented by other sources of information. Based on such comparisons, the salary bands for executives in Canada were last increased effective January 1998. Individual salaries were set in relation to the salary bands and based on the executive's experience plus demonstrated or expected performance. Salaries for CIBC World Markets executives were established in accordance with salaries paid in the investment banking industry.

### **Executive Compensation**

Messrs. Hunkin, Kassie, Fox and McCaughey participated in the CIBC World Markets compensation plan for fiscal 1999. Compensation for executives in CIBC World Markets is based on a total compensation model that includes annual salary, bonus, and long term incentives. This model is based on competitive practices of selected global investment banks and commercial banks. CIBC World Markets bonus and long term incentive awards are also heavily influenced by business performance and for fiscal 1999, reflect the significant increased revenue and overall performance compared with 1998 achieved by CIBC World Markets. For Mr. Flood and other senior executives, outside of CIBC World Markets, total compensation also includes annual salary, bonus, and long term incentives, however, bonus is determined either solely or significantly by CIBC's return on equity (ROE) in relation to a pre-established target and modified by a personal performance factor. In applying the terms of these plans, the Committee, in continuing its philosophy of aligning senior executive compensation with shareholder interests, concluded that Mr. Flood's bonus will be zero for fiscal year 1999.

At the start of 1999, the Committee assessed Mr. Flood in four key performance areas: (1) achievement of agreed upon financial objectives for CIBC, (2) achievement of significant milestones in CIBC's strategic goals, (3) establishment and maintenance of a high standard in Corporate Governance, and (4) demonstration of effective personal leadership. Based on this assessment the salary for the CEO was increased effective January 1, 1999 to \$1,050,000 per annum. This represented a \$20,000 per annum or 1.94% increase.

The annual salary of Mr. Hunkin, the current Chief Executive Officer, was set at \$900,000 at his June 3, 1999 appointment. The amount is close to the market average for this position at major Canadian banks, and was determined by the Committee to be appropriate for a fully qualified new appointee.

In reviewing Mr. Hunkin's total compensation, the Committee took into account his transition from primary responsibility for CIBC World Markets for the first seven months of fiscal 1999 to the role of Chief Executive Officer with overall responsibility for CIBC for the remainder of the year. The Committee concluded that Mr. Hunkin's base salary and long term incentive compensation, without an additional bonus, yielded a total level of compensation that was appropriate in the circumstances. Accordingly, no further compensation was awarded as an annual bonus for the year. The other named executive officers that participated in the CIBC World Market's bonus plan were awarded bonuses commensurate with their contributions to its success and in view of competitive market levels.

All senior executives also participate in long term incentive plans which are intended to further link the interests of management with those of CIBC's shareholders. Officers and senior managers in CIBC World Markets participate in the CIBC World Market's LTIP plan. The CIBC World Markets LTIP plan is a performance share plan that yields restricted stock units which vest over a three-year period, as described in Section 3(c)(i) of this Management Proxy Circular. Outside of CIBC World Markets, stock options are granted with tandem stock appreciation rights (SAR's) and are further described in Section 3(b). Stock options granted to Mr. Flood in 1999 were intended to be competitive with other comparable organizations, in terms of their expected value to the recipient. The options granted to Mr. Marshall were part of his specially negotiated recruitment incentive to keep his compensation in line with that provided by his former employer.

Each element of compensation fulfills a different role in the attraction, retention and motivation of qualified officers and employees. For the named executive officers, the least emphasis is currently given to benefits and perquisites. The greatest emphasis is on performance-related rewards, particularly on the annual incentive bonus, which reflects current success and on equity-based awards which are intended to reflect long term success. Both are intended to link rewards more closely to those experienced by shareholders.

#### **Future Directions and Context**

The Committee has come to recognize the increased competition for superior management and professional talent in the North American financial services marketplace. Therefore, the Committee has adopted a policy, which will likely be fully implemented over time, of selectively positioning target compensation opportunities of executives and senior professionals against U.S., Canadian, and global marketplaces.

For fiscal 2000 and beyond, the Committee will pre-establish with management clear expectations on ROE and other objectives, and the ranges of compensation that may be earned. The Committee believes that it is important to provide clear and unambiguous linkages between performance and executive compensation. For those positions matched to the North American or global marketplace, incentives earned on performance will make up the great bulk of any potential increase in compensation. Fixed elements of compensation will be minimized to the extent feasible.

Senior executives will receive a mix of stock options and restricted stock units as a major part of their total compensation, aligning their interests with those of shareholders. These options may contain additional performance requirements beyond share price. The expectation is that senior executives will own over time a considerable amount of CIBC stock.

Presented by the Committee:

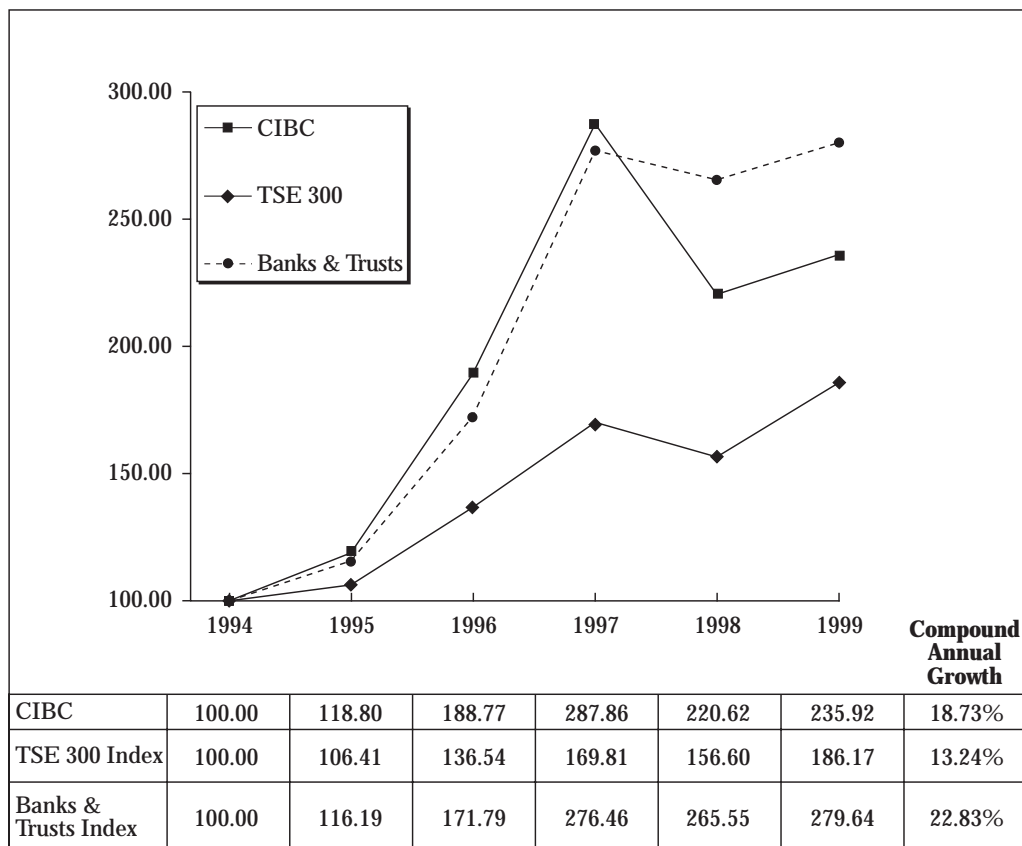
Michael E. J. Phelps, Chairman  
Margot A. Franssen  
Richard F. Haskayne  
Marie-Josée Kravis

Arnold Naimark  
Alfred Powis  
Barbara J. Rae  
Charles Sirois

## PERFORMANCE GRAPH

The following graph compares the yearly percentage change in the cumulative total shareholder return over the last five fiscal years on CIBC's common shares with the cumulative total return of the TSE 300 Index and the TSE Banks & Trusts Index, assuming reinvestment of all dividends.

**FIVE-YEAR TOTAL RETURN ON \$100 INVESTMENT  
(Dividends Reinvested)**



## INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

During the 1999 financial year, 31 individuals served as directors of CIBC and 125 individuals acted as executive or senior officers. Only those who have non-routine indebtedness (as defined in the securities legislation of various provinces) are required to be included in the following tables (see notes 1 and 2 below).

As at December 14, 1999, the aggregate indebtedness of all officers and employees, in amounts exceeding \$25,000 to CIBC and its subsidiaries, entered into in connection with a purchase of securities of CIBC or any of its subsidiaries, was approximately \$28,998,309.



**INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS  
UNDER SECURITIES PURCHASE PROGRAMS**

Name and Principal Position	Largest Amount Outstanding During FY-Ended 31.10.99 (\$)	Amount Outstanding as at 14.12.99 (\$)	Financially Assisted Securities Purchases During FY-Ended 31.10.99 (\$)	Security for Indebtedness <sup>3</sup>
K. Adolphe, Managing Director & CAO, CIBC World Markets	94,000	90,700	—	—
P. J. G. Bazarkewich, SVP, CIBC	46,610	37,406	—	3,700
G. E. Beasley, SEVP, RM	234,500	208,500	—	19,000
S. J. Bennett, SVP, Credit Portfolio Management, T&BSM	78,719	64,734	—	10,904
B. M. Cassidy, SEVP, Electronic Banking	98,430	86,530	—	3,200
C. Croucher, EVP, Card Products, Collections and Merchant Acquiring, Card Products Division	150,000	144,990	4,030	4,030
M. G. Crouhy, SVP, Global Analytics, Market RM	144,711	133,868	—	4,400
J. C. Doran, EVP and CFO	197,740	197,740	—	10,660
D. S. Ferguson, EVP, Large Corporate, RM	247,975	247,975	—	14,400
R. D. Harvey, SVP, Credit Risk Policy & Portfolio Management, RM	53,627	46,711	—	1,600
W. P. Kay, SVP, Capital Management, T&BSM	93,248	85,316	—	2,342
D. Lindsay, Managing Director and Head of Canadian Investment and Corporate Banking	505,338	486,388	—	18,300
B. E. MacDonald, SVP and Chief Accountant	64,587	60,075	—	4,170
P. D. McFarlane, SVP, Special Loans, RM	52,330	47,000	—	5,000
D. W. Potvin, SVP Western Canada, Commercial and Corporate Banking	38,444	5,945	—	—
W. L. Slavin, SVP, Retail Banking, B.C. and Yukon Region	51,330	50,827	—	—

Notes:

- (1) Loans to directors of CIBC, other than officer directors and to proposed nominees for election as directors, and their associates, are made on substantially the same terms, including those as to interest rate and security, as are available when a loan is made to other customers of CIBC with comparable credit ratings and involve no more than usual risks of collectability, and are therefore not reportable.
- (2) All regular full time employees, including senior officers, are eligible for loans at preferential interest rates to encourage the purchase of CIBC shares. CIBC's policy is that an employee may borrow an aggregate maximum of one times annual salary at preferred rates for all loans excluding mortgage loans secured on the employee's principal residence and margin loans; such loans in excess of one times annual salary are made at normal customer rates. For officers, the aggregate maximum amount of loans excluding the residential mortgage on the principal residence and margin loans is limited to two times annual salary. The preferred rate for loans to purchase CIBC shares is one-third of CIBC prime lending rate at the time the loan is granted but subject to a minimum of 5.0% per annum, or prime if lower.
- (3) The security for indebtedness column shows the number of shares which were held by CIBC as at December 14, 1999 as evidence of good faith.
- (4) In all cases, the involvement of CIBC or a subsidiary is as lender, not as provider of a guarantee, support agreement, letter of credit or similar arrangement or understanding.
- (5) The loans were for the purchase of CIBC shares in all cases.
- (6) CFO: Chief Financial Officer; CAO: Chief Administrative Officer; SEVP: Senior Executive Vice President; EVP: Executive Vice-President; SVP: Senior Vice President; RM: Risk Management Division; T&BSM: Treasury & Balance Sheet Management, CIBC.

As at December 14, 1999, the aggregate indebtedness of all officers and employees in amounts exceeding \$25,000 to CIBC and its subsidiaries, not entered into in connection with a purchase of securities of CIBC or any of its subsidiaries, was approximately \$723,909,000. This includes employee residential mortgage loans of approximately \$499,024,000.

**INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS  
OTHER THAN UNDER SECURITIES PURCHASE PROGRAMS**

Name and Principal Position	Involvement of Issuer or Subsidiary	Largest Amount Outstanding During FY-Ended 31.10.99 (\$)	Amount Outstanding as at 14.12.99 (\$)
K. Adolphe, Managing Director & CAO, CIBC World Markets	CIBC	272,482	227,449
J. R. Allen, SVP, Customer Marketing, Shared Services	CIBC	31,910	253
S. Baxendale, EVP, Product Design & Development, Wealth Management	CIBC CMI	60,282 306,647	41,157 286,909
J. E. Beurivage, SVP, Imperial Service, Greater Toronto Area Region	CIBC CMI	101,893 360,221	87,553 348,396
D. A. P. Brotchie, Former SVP, Central Prairie Region, P&C Bank	CIBC	298,387	135,135
A. L. Brown, SVP, Payment Products	CMI	212,977	207,187
C. C. Burrows, SVP, Mid-Market Team Leader, Commercial Banking	CIBC	135,653	133,952
B. M. Cassidy, SEVP, Electronic Banking	CIBC	41,245	26,129
M. G. Crouhy, SVP, Global Analytics, Market Risk Management, RM	CIBC CMI	51,470 573,750	16,902 569,330
J. Denham, Managing Director & Head of Europe and Commercial Banking, CIBC World Markets	CIBC	66,738	44,403
P. T. Fisher, VP and Corporate Secretary	CIBC	73,409	64,508
W. C. Fox, Vice Chairman, T&BSM and Managing Director and President, CIBC World Markets Inc.	CIBC	43,605	39,702
W. E. Gettings, President & CEO, CIBC Mortgages Inc. & Former SVP, P&C Bank	CIBC	147,528	110,434
C. J. Gray, EVP, Small Business Banking, Retail and Small Business Banking	CIBC CMI	67,617 293,335	18,145 284,404
R. C. Hain, Former SVP, Global Private Banking & Trust, Wealth Management	CIBC CMI	157,262 524,244	124,956 513,638
L. Hohol, Former EVP Wealth Management	CIBC	11,367	48,619
M. Horrocks, EVP and Treasurer, T&BSM	CIBC	42,221	9,897
F. A. Horwood, Former SVP, Customer Satisfaction	CIBC	27,597	41,044
J. S. Hunkin, Chairman and Chief Executive Officer	CIBC	1,431,712	1,406,078
W. P. Kay, SVP, Capital Management, T&BSM	CIBC	65,709	8,957
D. Keinick, SVP Oil & Gas, CIBC World Markets	CIBC	103,426	142,881
A. G. Kenyon, SVP, Taxation, AFG	CIBC	99,288	26,832
G. S. Kilgour, SVP, Leadership Centre, Human Resources Division	CIBC	52,496	51,240
K. Kilgour, Managing Director and Head of Merchant Banking	CIBC	50,068	36,942
H. Kluge, Former President, P&C Bank	CIBC	70,755	19,515
D. E. Lacey, Former CEO, CIBC Insurance Management Company Limited and SVP, P&C Bank	CIBC	162,461	14,427
J. F. Lahey, SVP, Electronic Commerce	CMI	450,000	447,090
K. W. Lalonde, President & CEO, CIBC Insurance Management Company Limited, and SVP, CIBC	CIBC	36,720	28,093
R. A. Lalonde, SEVP & CAO, CIBC and Managing Director, CIBC World Markets	CIBC	37,687	24,255

Name and Principal Position	Involvement of Issuer or Subsidiary	Largest Amount Outstanding During FY-Ended 31.10.99 (\$)	Amount Outstanding as at 14.12.99 (\$)
D. Lindsay, Managing Director, Head of Canadian Investment and Corporate Banking	CIBC CMI	122,978 1,072,329	5,928 1,019,523
G. H. Lukassen, SVP, CIBC	CIBC	47,152	51,771
L. W. MacLachlan, SVP and Ombudsman	CIBC	29,025	21,417
M. Mansoor, SVP West Indies and President & CEO, CIBC West Holdings Inc.	CIBC	267,741	210,990
S. McGirr, Managing Director and Head of Global Debt Capital Markets and Foreign Exchange, CIBC World Markets	CIBC	128,241	180,393
S. McNair, EVP, Imperial Service, Wealth Management	CIBC	35,846	77,879
J. Mendelsohn, SVP and Chief Economist, RM	CIBC	48,568	37,370
J. P. Miles, SVP and Chief Purchasing Officer, AFG	CMI	350,763	339,617
J. Mirza, EVP, Asia Pacific, CIBC World Markets	CIBC	46,847	19,706
M. J. O'Leary, EVP World Markets	CIBC	243,953	356,248
K. J. R. Patterson, SVP, Operations & CIO, Integrated Financial Systems, Finance Group	CMI	189,625	159,264
M. B. Pedersen, SEVP, Retail & Small Business Banking	CIBC	230,773	225,196
G. A. Petit, SVP Quebec	CIBC	75,724	60,330
D. W. Potvin, SVP Western Canada, Commercial and Corporate Banking	CIBC	137,292	109,275
B. E. Quinlan, SVP and Deputy General Counsel, Legal and Compliance	CIBC	68,201	73,137
B. A. Renihan, SVP, AFG	CIBC	312,485	226,718
D. W. Roberts, Former SVP, CIBC	CIBC	100,000	100,000
R. K. Shaughnessy, Former SVP, Delivery Network, P&C Bank	CIBC	46,479	32,204
J. D. Shore, SVP, Small Business Banking, Western Canadian Region	CIBC CMI	99,701 255,058	30,188 153,701
W. L. Slavin, SVP, Retail Banking, British Columbia & Yukon Region	CMI	427,500	422,994
C. Smith, EVP, Production Distribution & Operations, Wealth Management	CIBC	147,541	88,248
R. A. Stansfield, SVP, Commercial Banking	CIBC CMI	42,382 260,764	47,369 247,778
H. S. Velazquez, President, Intria Corporation and SVP, Operations & Technology	CIBC	33,727	26,822
P. J. Vessey, SEVP, Card Products, Payment Products and Insurance	CIBC	44,449	48,627
P. Watkins, Former EVP and Chief Information Officer	CIBC	44,149	15,838
W. A. Watson, President and CEO, CIBC Finance Inc. and SVP, P&C Bank	CIBC	114,142	63,408
P. Wilson, SVP Specialized Services, Human Resources	CIBC	33,053	49,287

Notes:

- (1) Loans to directors of CIBC, other than officer directors and to proposed nominees for election as directors, and their associates, are made on substantially the same terms, including those as to interest rate and security, as are available when a loan is made to other customers of CIBC with comparable credit ratings and involve no more than usual risks of collectability, and are therefore not reportable.

- (2) All regular full time employees, including senior officers, are eligible for loans at preferential interest rates to assist them in the purchase of their homes and to assist with other credit requirements. CIBC's policy is that an employee may borrow an aggregate maximum of one times annual salary at preferred rates for all loans excluding mortgage loans secured on the employee's principal residence and margin loans; such loans in excess of one times annual salary are made at normal customer rates. For officers, the aggregate maximum amount of loans excluding the residential mortgage on the principal residence and margin loans is limited to two times annual salary. Interest rates for consumer loans range from CIBC prime lending rate to one-half of prime with a minimum of 6% per annum (or prime if prime is less than 6%). VISA interest charges are one-half normal customer rates. Educational and computer loans are interest free. Residential mortgages are 1.5% below normal customer rates up to one times salary.
- (3) Mr. Hunkin is among the nominees proposed for election as directors.
- (4) In all cases, the involvement of CIBC or a subsidiary is as lender, not as provider of a guarantee, support agreement, letter of credit or similar arrangement or understanding.
- (5) CEO: Chief Executive Officer; CAO: Chief Administrative Officer; CIO: Chief Information Officer; SEVP: Senior Executive Vice President; EVP: Executive Vice-President; SVP: Senior Vice-President; VP: Vice-President; AFG: Administration and Finance Group; RM: Risk Management Division; T&BSM: Treasury & Balance Sheet Management; P&C: Personal and Commercial Bank, CIBC.

## AMENDMENTS TO THE EMPLOYEE STOCK OPTION PLAN

The Employee Stock Option Plan (the "ESOP") is the only CIBC incentive or compensation arrangement which provides for the issue of shares from treasury to employees.

On December 2, 1999, the Board of Directors approved certain amendments to the ESOP, subject to shareholder approval.

Prior to the amendments, the ESOP provided that, unless the Management Resources and Compensation Committee otherwise determined, an option terminated and could not be exercised after the earliest to occur of (a) the expiry date of the option, (b) the date of termination of employment with the Bank and the CIBC Group except if employment was terminated by reason of disability, retirement, early retirement or death and (c) three years following the date of termination of employment with the Bank and the CIBC Group, if employment was terminated by reason of disability, retirement, early retirement or death, provided that in no event would the termination of the option occur later than the tenth anniversary of the date of grant of the option.

The ESOP as amended provides that, unless the Committee otherwise determines, an option shall terminate and may not be exercised after the earliest to occur of (a) the expiry date of the option (b) 30 days subsequent to the date of termination of employment with the Bank and the CIBC Group except if employment is terminated by reason of disability (as defined by the Bank in its discretion), retirement, early retirement or death and (c) if employment is terminated by reason of disability, retirement, early retirement or death, the expiry date; provided that in no event shall the termination of the option occur later than the tenth anniversary of the date of grant of the option.

The amendments also provide that the Committee may in its discretion, delegate to any officer or employee of CIBC such duties or powers as it may see fit, subject to such limitations as it may determine, to be exercised subject to the ESOP.

Shareholders will be asked to consider the following resolution at the Meeting:

**BE IT RESOLVED THAT** the amendments made to the Employee Stock Option Plan by the Board of Directors on December 2, 1999, as described in the Management Proxy Circular be approved.

To be adopted, the resolution must be passed by a majority of the votes cast at the Meeting.

The Board of Directors recommends that shareholders vote IN FAVOUR of the resolution.

## SHAREHOLDER PROPOSALS

Attached to this Management Proxy Circular as Schedule "B" are certain shareholder proposals which have been submitted for consideration at the Annual Meeting of Shareholders.

## **DIRECTORS & OFFICERS LIABILITY INSURANCE**

Effective December 1, 1997 CIBC purchased at its expense, an integrated insurance program that includes Directors & Officers Liability Insurance under two policies. The first policy applies to protection provided for directors and officers against liability incurred by them while acting in their capacities as directors and officers of CIBC and its subsidiaries. This policy has an insurance limit of \$250,000,000 per claim and an aggregate limit of \$500,000,000 for the 35 month period ending October 31, 2000. There is no deductible. The second policy applies when the law permits or requires CIBC to indemnify the directors and officers and provides payment on behalf of CIBC to the extent that indemnification was granted. This policy has a combined limit of \$250,000,000 for each loss or claim and a combined aggregate limit of \$500,000,000 for the 35 month period ending October 31, 2000. This limit is in excess of a self-retention or deductible of \$10,000,000 for each loss or claim. Premiums paid by CIBC include approximately \$704,000 per annum relating to Directors & Officers Liability Insurance.

## **NORMAL COURSE ISSUER BID**

On December 13, 1999, CIBC filed a Notice of Intention to make a normal course issuer bid for up to 20 million of its common shares. The Notice provides that CIBC may purchase these shares between December 15, 1999 and December 14, 2000 at prevailing market prices in amounts and at times to be determined by the Bank. The purchases may be made on The Toronto Stock Exchange. A copy of the Notice may be obtained, without charge, from the Corporate Secretary at 416-980-3096 or fax 416-980-7012

## **DIRECTORS' APPROVAL**

The contents and sending of this Notice and Management Proxy Circular have been approved by the directors.

By Order of the Board



**Paul T. Fisher**  
Corporate Secretary

January 13, 2000



## **SCHEDULE “A”**

### **BY-LAW NO. 1**

#### **A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF BUSINESS AND AFFAIRS of CANADIAN IMPERIAL BANK OF COMMERCE (the “Bank”)**

BE IT ENACTED as a by-law of the Bank as follows:

### **SECTION ONE INTERPRETATION**

#### **1.1 Definitions**

In the by-laws of the Bank, unless the context otherwise requires:

“**Act**” means the Bank Act as from time to time in force;

“**Bank**” means Canadian Imperial Bank of Commerce;

“**board**” means the board of directors of the Bank;

“**by-laws**” means all by-laws of the Bank as from time to time in force;

“**committee**” means a committee of the board of directors;

“**director**” means a director of the Bank;

“**meeting of shareholders**” includes an annual or special meeting of shareholders of any class or series of shares.

#### **1.2 Interpretation**

Except as otherwise provided, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, corporation, trustee, executor, administrator and legal representative. Headings shall not affect the interpretation hereof.

### **SECTION TWO DIRECTORS**

#### **2.1 Number and Powers of Directors**

The number of directors shall be fixed at such number as the board may from time to time determine, provided that the number shall be not less than the minimum number of directors required by the Act and not more than 35.

#### **2.2 Quorum**

Five of the directors, or such greater number as the board may from time to time determine, shall constitute a quorum for the transaction of business at a meeting of directors, providing that not more than one of whom shall be a full-time officer of the Bank.

#### **2.3 Calling of Meetings and Notice**

Meetings of the board shall be held from time to time at such place, at such time and on such day as any one of the Chairman, any four directors, the Audit Committee or the Superintendent of Financial Institutions may determine, and the Corporate Secretary shall call meetings when so directed or

authorized. Notice of every meeting so called shall be given to each director not less than 24 hours (excluding any part of a Sunday and of a holiday) before the time when the meeting is to be held, except that no notice shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to the holding of such meeting in their absence.

**2.4 Chairman**

The chairman of any meeting of the board shall, unless otherwise designated by the board, be the Chairman of the board. If the Chairman is not present, the directors present shall choose one of their number to be chairman of the meeting.

**2.5 Votes to Govern**

At all meetings of the board or any committee of the board, every question shall be decided by a majority of the votes cast on the question. If there is an equal division on any question, the chairman of the meeting shall be entitled to a second or casting vote.

**2.6 Remuneration**

To remunerate the directors for their services as such, there may be paid in each fiscal year from the funds of CIBC to and among the directors such amounts, not exceeding in the aggregate \$2,000,000, and in such proportions between them as may be determined from time to time by the board of directors.

**SECTION THREE**

**OFFICERS**

**3.1 Designation of Officers of the Bank**

Subject to the provisions of the Act, the directors may elect, designate or appoint such officers and specify such duties or delegate such powers to them as the directors may determine.

**3.2 Chief Executive Officer**

The Chief Executive Officer shall, subject to the authority of the board and any committee of the board, exercise general supervision, direction and control over the business and affairs of the Bank. Except as provided in the Act, the board may delegate to the Chief Executive Officer any of the powers of the board. During the temporary absence or inability to act of the Chief Executive Officer, his powers and duties shall be carried out by such officer as the board may from time to time designate.

**3.3 Corporate Secretary**

The Corporate Secretary shall give, or cause to be given, all notices required to be given to shareholders, auditors, directors and members of committees; he shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at meetings of directors and shareholders and any such minutes, if purporting to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting shall be prima facie evidence of the proceedings. The Corporate Secretary shall be responsible for the safekeeping of the mechanical device generally used for affixing the corporate seal of the Bank and shall perform such other duties as may from time to time be prescribed by the Chief Executive Officer.

**3.4 Appointment of Agents**

The Chief Executive Officer or any officer designated in writing by the Chief Executive Officer may from time to time by instrument in writing appoint agents or attorneys for the Bank in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as such appointing officer deems fit as evidenced by his execution of such instrument.

**SECTION FOUR**  
**MEETINGS OF SHAREHOLDERS**

**4.1 Annual and Special Meetings**

The annual meeting of shareholders and any special meeting of shareholders shall be held on such day as the board may from time to time determine provided the annual meeting shall be held not later than six months after the end of each financial year of the Bank.

**4.2 Chairman, Secretary and Scrutineers**

The chairman at any meeting of shareholders shall be the Chairman of the board or, in the absence of the Chairman, a director designated by the board. If the Corporate Secretary of the Bank is absent, the chairman of the meeting shall appoint a person to act as secretary of the meeting. If desired, one or more scrutineers may be appointed by the chairman of the meeting.

**4.3 Quorum**

A quorum for the transaction of business at any meeting of shareholders shall be 10 persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder or representative for a shareholder so entitled.

**4.4 Votes to Govern**

At any meeting of shareholders, every question shall, unless otherwise required by the Act or the by-laws, be determined by a majority of the votes cast on the question. If there is an equality of votes either upon a show of hands or upon a ballot, the chairman of the meeting shall be entitled to a second or casting vote except for the election of directors.

**4.5 Method of Voting**

Subject to the Act, any question at a meeting of shareholders shall be decided by a show of hands, unless a ballot thereon is required or demanded by the chairman of the meeting, a shareholder or a proxyholder either before or after any vote by a show of hands. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the shareholders thereon. If a ballot is demanded, such ballot shall be taken in such manner as the chairman of the meeting shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

**4.6 Persons Entitled to be Present**

The only persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat and such others who, although not entitled to vote thereat, are entitled or required to attend under the Act. Any other person may be permitted to attend a meeting of shareholders by the chairman of the meeting or with the consent of the meeting.

## SECTION FIVE

### GENERAL

#### 5.1 Corporate Seal

The Bank shall have a seal in the form reproduced hereon until changed by the board and the directors shall determine the use of the seal or any facsimile thereof.



#### 5.2 Indemnity of Directors, Officers and Others

The Bank shall, to the extent permitted by law, indemnify a director or officer, a former director or officer, or a person who acts or acted at the Bank's request as a director or officer of a corporation of which the Bank is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Bank or such corporation. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

#### 5.3 Giving of Notice

Any notice or other document to be given or sent by the Bank to a shareholder, director or officer or to the auditors of the Bank may be given or sent by pre-paid mail or by pre-paid transmitted or recorded communication, or may be delivered personally to the person to whom it is to be given or sent to his latest address as shown on the records of the Bank or its securities register or in any notice filed in accordance with the provisions of the Act. The accidental omission to give notice to any shareholder, director or officer or to the auditors or the non-receipt of any notice or any error in a notice shall not invalidate any action taken at any meeting called by such notice or otherwise founded thereon. Any notice with respect to any shares registered in more than one name may, if more than one address appears on the books of the Bank in respect of such joint holding, be given the joint shareholders at any one of such addresses. Any shareholder (or his duly appointed proxy or representative), director, officer or auditor may waive in any manner any notice required to be given to him under any provision of the Act or the by-laws of the Bank, and such waiver whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.

## SECTION SIX

### AUTHORIZED CAPITAL

#### 6.1 Authorized Capital

The authorized capital of the Bank consists of:

1. An unlimited number of common shares, without nominal or par value, which may be issued for a maximum aggregate consideration of \$10,000,000,000;
2. An unlimited number of Class A Preferred Shares, without nominal or par value, which may be issued for a maximum aggregate consideration of \$5,000,000,000; and
3. An unlimited number of Class B Preferred Shares, without nominal or par value, which may be issued for a maximum aggregate consideration of \$5,000,000,000.

## **6.2 Conditions Attaching to the Common Shares**

The Bank has one class of common shares, without nominal or par value, which are non-redeemable. The rights therein of the holders of the common shares are equal in all respects. The holders are entitled, in addition and subject to the rights, privileges, restrictions and conditions contained in the Act,

- (a) to vote at all meetings of shareholders except where only holders of a specified class of shares are entitled to vote;
- (b) to receive dividends declared on those shares; and
- (c) to receive the remaining property of the Bank on dissolution.

## **6.3 Conditions Attaching to the Class A Preferred Shares and the Class B Preferred Shares as Classes**

### **6.3.1 Series of Class A or Class B Preferred Shares**

The directors of the Bank may from time to time divide the Class A Preferred Shares and/or the Class B Preferred Shares into, and issue the Class A Preferred Shares and/or the Class B Preferred Shares in series, each series consisting of such number of Class A Preferred Shares or Class B Preferred Shares and having attached thereto (except as hereinafter provided) such designation, rights, privileges, restrictions and conditions, including, without limiting the generality of the foregoing, a rate or amount of dividends or a method of calculating dividends, dates of payment thereof, terms and conditions of redemption (including redemption at the option of the holder), purchase and/or conversion, redemption, purchase and/or conversion prices, voting rights and sinking fund, purchase fund or other provisions, as may be fixed from time to time by the directors of the Bank in their sole discretion.

### **6.3.2 Ranking of Class A Preferred Shares**

The Class A Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding-up of the Bank, whether voluntary or involuntary, or any other distribution of the assets of the Bank among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Class A Preferred Shares of every other series and be entitled to preference over the Class B Preferred Shares, the common shares and the shares of any other class of shares of the Bank ranking junior to the Class A Preferred Shares. The Class A Preferred Shares of any series may also be given such other preferences, not inconsistent with the provisions of this Section 6, over the Class B Preferred Shares, the common shares and the shares of any other class of shares of the Bank ranking junior to the Class A Preferred Shares as may be fixed in accordance with Section 6.3.1.

### **6.3.3 Ranking of Class B Preferred Shares**

The Class B Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding-up of the Bank, whether voluntary or involuntary, or any other distribution of the assets of the Bank among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Class B Preferred Shares of every other series, rank junior to the Class A Preferred Shares and be entitled to preference over the common shares and over the shares of any other class of shares of the Bank ranking junior to the Class B Preferred Shares. The Class B Preferred Shares of any series may also be given such other preferences, not inconsistent with the provisions of this Section 6, over the common shares and the shares of any other class of shares of the Bank ranking junior to the Class B Preferred Shares as may be fixed in accordance with Section 6.3.1.

### **6.3.4 Liquidation, Dissolution or Winding-up**

In the event of the liquidation, dissolution or winding-up of the Bank, whether voluntary or involuntary, or any other distribution of assets of the Bank among its shareholders for the purpose of winding-up its affairs, the holders of shares of any series of Class A Preferred Shares or Class B Preferred Shares shall be entitled to receive in lawful money of Canada an amount for each such share equal to the price at



which such share was issued together with such premium, if any, as shall have been provided for in the provisions attaching to the shares of such series and, in the case of a share of a series having cumulative dividends, all accrued and unpaid dividends up to but not including the date of the distribution and, in the case of a share of a series not having cumulative dividends, all declared and unpaid dividends, the whole being paid first to the holders of Class A Preferred Shares before any amount is paid or any assets of the Bank are distributed to the holders of any shares of any class ranking junior to the Class A Preferred Shares and thereafter to the holders of Class B Preferred Shares before any amount is paid or any assets of the Bank are distributed to the holders of any shares of any class ranking junior to the Class B Preferred Shares. Upon payment of the amounts so payable to them, the holders of Class A Preferred Shares or Class B Preferred Shares shall not be entitled to share in any further distribution of assets of the Bank.

### **6.3.5 Restrictions on Creation and Issue of Shares**

In addition to any consent or approval required by the Act,

- (a) no additional Class A Preferred Shares and no shares of a class ranking prior to or on a parity with the Class A Preferred Shares with respect to the payment of dividends or the distribution of assets in the event of liquidation, dissolution or winding-up of the Bank, whether voluntary or involuntary, or any other distribution of the assets of the Bank among its shareholders for the purpose of winding-up its affairs may be created without the approval of the holders of Class A Preferred Shares given in accordance with Section 6.3.7 hereof;
- (b) no additional Class B Preferred Shares and no shares of a class ranking prior to or on a parity with the Class B Preferred Shares with respect to the payment of dividends or the distribution of assets in the event of liquidation, dissolution or winding-up of the Bank, whether voluntary or involuntary, or any other distribution of the assets of the Bank among its shareholders for the purpose of winding-up its affairs may be,
  - (i) created, or
  - (ii) issued if the Bank is in arrears in the payment of dividends on any outstanding series of the Class B Preferred Shares.

without the approval of the holders of Class B Preferred Shares given in accordance with Section 6.3.7.

### **6.3.6 Amendments**

The provisions of Section 6.3.1 to 6.3.8 inclusive hereof may be repealed, altered, modified, amended or amplified subject to and in accordance with the Act,

- (a) with the approval of the holders of Class A Preferred Shares, insofar as such repeal, alteration, modification amendment or amplification applies only to the Class A Preferred Shares;
- (b) with the approval of the holders of Class B Preferred Shares, insofar as such repeal, alteration, modification, amendment or amplification applies only to the Class B Preferred Shares; or
- (c) with the approval of the holders of both the Class A Preferred Shares and the Class B Preferred Shares if such repeal, alteration, modification, amendment or amplification applies to both the Class A Preferred Shares and the Class B Preferred Shares.

### **6.3.7 Approval of Holders of Preferred Shares**

The approval of holders of either Class A Preferred Shares or Class B Preferred Shares as to any and all matters referred to herein may be given, subject to the provisions of the Act, as specified below.

- (a) any approval given by holders of a class of preferred shares shall be deemed to have been sufficiently given if it shall have been given by a resolution passed at a meeting of holders of the shares of such class duly called and held upon not less than 21 days' notice at which the holders of at least a

majority of the outstanding shares of such class are present or are represented by proxy and carried by the affirmative vote of not less than 66 $\frac{2}{3}$ % of the votes cast at such meeting. If at any such meeting the holders of a majority of the outstanding shares of such class are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than 15 days thereafter and to such time and place as may be designated by the chairman of such meeting, and not less than 10 days' written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of shares of such class present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 $\frac{2}{3}$ % of the votes cast at such meeting shall constitute the approval of the holders of the shares of such class.

- (b) on every poll taken at every such meeting, every holder of shares of such class shall be entitled to one vote in respect of each share held. Subject to the foregoing, the formalities to be observed in respect of the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Bank with respect to meetings of shareholders.

### **6.3.8 Capital Accounts**

In the event that any share (the "Converted Share") of a series of either the Class A Preferred Shares or the Class B Preferred Shares is converted into a share of another class or series, then upon the issue of the share of such other class or series:

- (a) there shall be deducted from the paid-in capital account of the Bank maintained for the series of Class A Preferred Shares or Class B Preferred Shares converted the paid-in capital attributable to such Converted Share;
- (b) there shall be added to the paid-in capital account of the Bank maintained for the class or series of shares into which such share is converted, the paid-in capital attributable to such Converted Share together with any additional consideration received by the Bank pursuant to the conversion; and
- (c) the number of unissued shares in the class of which the Converted Share formed part shall be increased by one share.

## **SECTION SEVEN**

### **REPEAL OF PRIOR BY-LAWS**

#### **7.1 Repeal**

All previous by-laws of the Bank are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any changes in the charter of the Bank obtained pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the shareholders or the board or a committee of the board with continuing effect under any repealed by-law shall continue valid except to the extent inconsistent with the Act, this by-law and until amended or repealed.

## **SCHEDULE “B” SHAREHOLDER PROPOSALS**

Proposals by The Association for the Protection of Quebec Savers and Investors Inc. (APEIQ), 737 Versailles St., Montreal, Quebec, H3C 1Z5 (Nos. 1 to 5) and J. Robert Verdun, 29 Bristow Creek Drive, Elmira, Ontario, N3B 3K6, (Nos. 6-10) to the Canadian Imperial Bank of Commerce (CIBC) are included in the Management Proxy Circular pursuant to section 143(2) of the Bank Act.

### **PROPOSAL No. 1**

**It is hereby proposed that any information originating from the bank, which is liable to influence the value of shares be communicated simultaneously to shareholders.**

*The Association for the Protection of Quebec Savers and Investors Inc. has submitted the following statement in support of its proposal:*

Institutional investors who manage retirement funds and mutual fund investment firms have become privileged players in the today' stock market. This carries with it the risk of creating first-, second- and third-class shareholders with the small shareholder, falling into the later category, not being privy to first hand information which may allow him to maximise his holdings or his portfolio of bank shares. The Bank Act provides that all shareholders are *pari passu*, which is to say that they should be assured of equal treatment on the part of the bank.

This proposal was inspired by OMERS, by Glorianne Stromberg, by the Financial Post and by the Report of the Permanent Senatorial Committee on Banking and Business which recommends that *“Individual investors must have timely access to information provided to corporations and institutional investors and management should invite the written press to attend its meetings.”*

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

#### ***Board and Management Statement:***

Applicable securities legislation and the requirements of the stock exchanges on which CIBC's shares are listed, require that any information which would reasonably be expected to have a significant effect on the price of CIBC's shares must be disclosed publicly through a press release and by filing such press release with those regulators and exchanges. CIBC is arduous in its compliance with these requirements. Such information is therefore available to all shareholders at the same time. In addition to satisfying these legal requirements, CIBC constantly issues information through press releases to keep investors informed about new products and developments. The proposal to disclose information which would be “liable to influence” is a subjective standard that would be difficult to interpret and apply. For this reason, management and the board recommend that shareholders vote against this proposal.

### **PROPOSAL No. 2**

**It is proposed that any member of the board of directors who shall not have attended half of the board meetings, plus one, except for serious medical reasons, be ineligible for re-election in the year following the expiration of his term of office.**

*The Association for the Protection of Quebec Savers and Investors Inc. has submitted the following statement in support of its proposal:*

The Bank Act stipulates that members of the board of directors retain their position in the name of the shareholders who have entrusted them with the protection and defence of their interests. It is common sense that a board member who does not participate in a majority of board meetings does not adequately fulfil his role and this should automatically lead to his ineligibility for re-election.

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

***Board and Management Statement:***

Fundamentally we believe that attendance at board and committee meetings by each and every director is very important and we support the spirit of the proposal. However, to recommend to the shareholders that they approve the proposal, and its passage, would place impractical restrictions on the board. The proposal allows for only one exception for attendance below half plus one of the board meetings, the serious illness of the director. We have experienced other legitimate reasons such as illness of a family member or temporary business problems which can continue to demand a director's full attention for many months. We do not feel these justify the loss of a highly competent and experienced director. In addition, the fact that CIBC directors hold very senior and demanding positions in many sectors of business and the professions across Canada, the United States and Europe, means that they are not always able to attend all board and committee meetings. The contributions of a valued director engaged in actively governing, are not limited to attendance at meetings. Directors contribute in many ways, particularly in their geographic regions. For example, directors will arrange meetings with potential customers and provide advice and insight on business and public issues in their regions.

Nonetheless, if the board is concerned about the attendance of any director, or indeed, if any director is concerned about his or her own attendance, generally the Chairman and the director will discuss the director's attendance. All directors are sent a notice by the Corporate Secretary of every meeting of the board and the committees that the director serves on, and each director provides a written response whether they will or will not attend. All directors are sent background materials related to key issues to be discussed at board meetings; the same is true for each committee. Minutes of all board and executive committee meetings are sent out to all directors in advance of the next board meeting. This assists directors who are unable to attend to keep up their knowledge of the business and affairs of CIBC.

For these reasons, the board and management of CIBC recommend that shareholders vote against this proposal since they do not feel that a director's failure to meet this level of attendance should result in automatic ineligibility from re-election as a director.

**PROPOSAL No. 3**

**It is hereby proposed that the bank divulge, in its annual report, the fees paid to the accountant firm which performs its audit, as well as all fees paid to this firms subsidiaries or all other enterprises in which the accounting firm or firms hold a substantial interest.**

*The Association for the Protection of Quebec Savers and Investors Inc. has submitted the following statement in support of its proposal:*

Mr. Claude Lamoureux, President and Chairman of the Board of Directors of the Ontario Teachers Pension Plan (OTPP) stated on April 28, 1999 in Montreal that *"Several auditors receive the larger part of their fees not from the verification but from other consulting services carried out for the client. **It is difficult for an auditor to be impartial when we consider that the major portion of his fees depend on the good will of management.** I would suggest that all companies be required to divulge, in their annual reports, the amounts paid as consulting fees to the auditing firm. Obviously the best solution would be to prohibit companies from awarding consulting contracts to their auditors."*

The OTPP is one of the largest institutional investors in Canada (\$60 billion portfolio) along with the Caisse de dépôt du Québec. The aforementioned proposal will contribute to the elimination of complacent annual reports and will reinforce the independence of the auditing firm with regards to their responsibilities to shareholders who vote on their nomination and remuneration in accordance with article 314 of the Bank Act.

**The Board of Directors recommends that shareholders vote IN FAVOUR OF this proposal.**

***Board and Management Statement:***

We fully agree with the principle that CIBC's shareholders' auditors, be and be perceived to be completely independent of management. There are many elements which go into ensuring the independence of CIBC's shareholders' auditors, Arthur Andersen and PricewaterhouseCoopers. For example, the proportion of the fees

that one organization like CIBC provides relative to the total income of firms like Arthur Andersen or PricewaterhouseCoopers on a North American or world-wide basis is very small. The partners on these accounts are senior partners whose independence is not impacted by fees paid by a single bank.

The Audit Committee of the Board annually carries out a thorough discussion of the fees to be paid to the auditors for their services to do the audit of CIBC's financial statements; the Audit Committee approves these fees and recommends to the full board their approval of these fees. The auditors annually present a report and confirmatory letters to the Audit Committee attesting to their independence and are questioned by the Audit Committee on their independence.

A large part of the fees paid by CIBC to these firms relates to an extension of core audit work, for example, insolvency work, providing tax advice and advice on accounting issues. It is cost beneficial to the Bank to avail itself of these skills and this should not be stopped on the grounds of perceived lack of independence as long as the safeguards ensuring independence are working well. While the board and management are of the opinion that there are sufficient arrangements in place to ensure the independence of these firms, it is felt that the disclosure of this information will assist in the perception by shareholders of the independence of their auditors and therefore management and the board recommend that shareholders vote in favour of this proposal.

#### **PROPOSAL No. 4**

**It is hereby proposed that, in the bank's annual shareholder report, the Remuneration Committee justify the various amounts paid to upper management as outlined within the parameters of the remuneration policy and that the committee president be present at the shareholder meeting in order to answer questions concerning his report.**

*The Association for the Protection of Quebec Savers and Investors Inc. has submitted the following statement in support of its proposal:*

The courts have ruled on the participation of the shareholder in the business of publicly traded companies. Superior Court judge Iacobucci, in Verdun vs. the Toronto Dominion Bank states the following: "It is obvious that paragraph 143 (1) of the Bank Act and federal dispositions **constitute a commitment on the part of legislature to promote the participation of shareholders in corporate management.** Judge Rayle is even more precise in Yves Michaud vs. the National Bank and the Royal Bank: "A bank's shareholder will vote only on questions proposed by management? In this case, the remuneration of bank directors will never be submitted to the critical examination of shareholders since it is the responsibility of the board of directors (art 199(1)). This is a question which attracts public interest across Canada. Everyone would have the right to an opinion on this question...except for shareholder?"

Management remuneration, with its options to purchase and its golden parachutes are among the major irritants of corporate governance (Kirby Report). An in-depth debate on this question, given full information (individual performance, expert reports, questioning of the remuneration committee president, etc.), would improve shareholder confidence in management.

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

#### ***Board and Management Statement:***

The Management Proxy Circular contains the report, required by applicable securities legislation, of CIBC's compensation committee (the Management Resources and Compensation Committee). The committee, and CIBC's full board, believe that the committee's report provides a full, sufficient and satisfactory explanation and justification of CIBC's executive compensation. The Board reviews the report and the Chairman of the Board is present at the Meeting to answer any questions. Therefore it is unnecessary to adopt the proposal and management and the board recommend that shareholders vote against this proposal.

#### **PROPOSAL No. 5**

**It is hereby proposed that all merger proposals be submitted to a preliminary shareholder consultation before being presented to government authorities.**



*The Association for the Protection of Quebec Savers and Investors Inc. has submitted the following statement in support of its proposal:*

It is the shareholder who owns a publicly traded company, and management are their employees. A merger is a major change in the corporation which should only be instigated or announced once it has received the approval of the owner/shareholder. A direction such as this cannot be taken behind closed doors, within a clique, and represents, at first sight, (prima facie) an overstepping of power on the part of management and the board of directors who should be acting on behalf of the shareholders. One of the causes of the failure of such projects is the lack of consultation with shareholders coupled with a poorly conceived and poorly presented public relations campaign which, at the least, is an affront to the public who is presented with a *fait accompli*. It would have been wiser had the shareholders been consulted on such a major change in the institution — it can't be said often enough — of which they are the *de jure* owners if not the *de facto* owners.

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

***Board and Management Statement:***

The Securities Acts of all the jurisdictions that regulate CIBC require that any proposed merger between CIBC and other banks be immediately disclosed publicly through a material change report and the Bank Act requires that shareholders approve the merger. Any merger which involves a bank the size of CIBC is complex and difficult and involves the negotiation of an immense number of issues and details. No merger of a Canadian bank may take place without the consent of the Minister of Finance which must be sought and obtained prior to approval being requested from the shareholders. Complex and lengthy negotiations with the Department of Finance and other government authorities might take place and the agreement between the parties may change significantly as these negotiations progress. The final decision for any merger, once approval has been given by the Minister of Finance, of course always lies with the shareholders. For these reasons, management and the board feel that the proposal is impractical and are recommending that shareholders vote against this proposal.

**PROPOSAL No. 6**

**It shall be the policy of the Bank to respect the intelligence of Shareholders, and not indicate on the proxy ballot how the Board of Directors is recommending that Shareholders vote on any individual item. The Shareholders are entitled to know the recommendations of the Board, but such information shall be included only inside the proxy circular, where it is readily available to intelligent investors to read, consider, and decide upon.**

*Mr. Robert Verdun has submitted the following statement in support of his proposal:*

It is an insult to the intelligence of investors for them to be given a ballot that has the impact of holding the Shareholder's hand and directing him or her where to place the X. Corporate governance should be conducted with the same maturity as democratic elections, where the ballot is not allowed to include anything more than the names of the candidates or the wording of the question to be decided.

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

***Board and Management Statement:***

The practice of having the board indicate to the shareholders its recommended approach to voting in both the Management Proxy Circular and on the Proxy Voting Form itself is accepted standard practice for virtually all publicly traded corporations throughout Canada and the United States. Shareholders are free to vote with or oppose these recommendations. CIBC sees no valid reason to stray from industry practise on this issue. The Board feels that adopting the proposal would be a disservice to the shareholders who take an interest in the recommendations of the directors, by making them look back through the Proxy Circular in order to find the directors' recommendation on each issue. Therefore management and the board recommend that shareholders vote against this proposal.



## **PROPOSAL No. 7**

**It shall be the policy of the Bank not to make any major announcements or disclosures during the days immediately before and after the Annual Meeting of Shareholders that could be appropriately meeting [sic] at the Annual Meeting. Ideally, there should be no major announcements or disclosures for a minimum of one week before and one week after the Annual Meeting. The actual length of the period in which announcements are to be restricted to the Annual Meeting is left to the discretion of Management; however, any such announcement must state the reasons for making it outside of the Annual Meeting. The purpose of this Proposal is not to restrict the flexibility of Management to deal with unforeseen circumstances, but rather to emphasize the importance of the Annual Meeting and to enhance the respect shown to Shareholders by giving them first priority for receiving significant news.**

*Mr. Robert Verdun has submitted the following statement in support of his proposal:*

The Annual Meeting is the most important date in the corporate calendar, and the time when media attention is most predictably broad and intense. It only makes sense to focus major announcements at that time, for maximum media coverage. It also shows respect for the Shareholders who attend the Annual Meeting to allow Shareholders to be the first to hear about major changes that might have impact on the value of the Bank's shares.

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

### ***Board and Management Statement:***

The Canadian securities legislation and other regulatory authorities require prompt disclosure of material information. While the board and management agree that information, which is not otherwise required to be publicly released, should be announced at the annual meeting rather than in the week before and after this meeting, in order to ensure CIBC's ability to comply with legal requirements, the board and management recommend that shareholders vote against this proposal.

## **PROPOSAL No. 8**

**It shall be the policy of the Bank to allow all Shareholders (who choose to do so) to witness the media conference that usually follows the Annual Meeting. Following a suitable break to allow shareholders to leave the meeting room, any media conference shall be convened in the meeting meeting room, and shall make use of the same audio-visual equipment as was used during the Annual Meeting, so that all Shareholders who remain can properly see and hear the questions and answers. Questions at the conference would be limited to bona fide representatives of the business media, who would be expected to use a floor microphone and clearly identify themselves.**

*Mr. Robert Verdun has submitted the following statement in support of his proposal:*

The news media are an essential part of information dissemination for the benefit of Shareholders. Reporters usually require clarification of points raised at the Annual Meeting, which necessitates a media conference after it adjourns. However, the reporters' questions often lead to disclosure of information that many Shareholders would desire to know immediately and first-hand. This policy would give all Shareholders the option to remain in the room for the media conference, and thus have equal access to what might be significant investment information.

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

### ***Board and Management Statement:***

CIBC encourages the holders of its shares to take an active interest in CIBC and feels it is beneficial to provide current shareholders with relevant and timely information about CIBC. Therefore, we welcome the spirit of this proposal. We will put a video feed of the press conference into the annual meeting room and the press conference will be viewable in the room, so that the shareholders who remain "can properly see and hear the questions and answers." However, we believe that holding the media conference in the same room where the shareholders have just met would be unworkable. Many shareholders like the opportunity, after the annual

meeting, to approach, and discuss, Bank and personal banking matters, with directors and bank executives, which would not be possible in the middle of a media conference. Therefore, we will continue to hold the media conference in a separate room and the board and management recommend that shareholders vote against the specific provisions of this proposal.

#### **PROPOSAL No. 9**

**It shall be the policy of the Bank to inform Shareholders as early as possible of the planned date and location of the Annual Meeting. Without unduly restricting Management's flexibility, this information should be included, if possible, in the Third Quarter Report to Shareholders. Management retains the right to re-schedule the meeting after this interim announcement, if required by changed circumstances, but the justification for such change shall be explained to Shareholders in the amended notice.**

*Mr. Robert Verdun has submitted the following statement in support of his proposal:*

It is desirable to have as many Shareholders as possible attend the Annual Meeting in person. Since such attendance often involves major travel planning, advance notice allows Shareholders to make more convenient and economical arrangements. There is no cost to the Bank in adopting this policy, and no loss in flexibility because of the provisions in the policy allowing an amended schedule if changed circumstances require it.

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

#### ***Board and Management Statement:***

The Board of Directors of CIBC has tentatively decided that the annual meeting of shareholders in 2001 be held on Thursday, March 1, 2001 commencing at 10:00 a.m. in the Canadian Room at the Royal York Hotel, Toronto. The Board reserves the right to change the date, time and place of the meeting. The Bank Act provides how formal notice of the meeting shall be given, through newspaper advertisements and the formal mailing of the Notice to shareholders. Commencing in the summer of 1999 the date, time and place of the next annual meeting of CIBC's shareholders was posted on CIBC's Web-site and this will be done for future meetings. Notice of the meeting will be given in the third quarter report to shareholders. However, while we believe that these actions meet the spirit of the proposal we have concerns about the specific requirements for an amended notice and therefore recommend that shareholders vote against this proposal. Any decisions to amend the date, time or place of the meeting (prior to the giving of the formal regulatory notice) will be broadly disseminated including by press release communicated through a newswire service.

#### **PROPOSAL No. 10**

**It shall be the policy of the Bank to not apply an arbitrary retirement age in the case of a Director who has only recently joined the Board. Specifically, there shall be no arbitrary retirement imposed on any Director unless he or she has served for ten consecutive years. However, the Board must always set high standards for the performance of all Directors, and should always be ready to replace those who are no longer able to contribute meaningfully, regardless of their actual age.**

*Mr. Robert Verdun has submitted the following statement in support of his proposal:*

Mandatory retirement is currently one of the few tools that is regularly used to renew the membership of the Board of Directors. However, this tool can have undesirable results in the case of a Director who has joined the Board for a special reason. For example, if the new Director was the founder and/or CEO of a significant business that has recently been acquired by the Bank, it is probably desirable to retain that person as a Director even if he or she has reached the traditional retirement age. Mandatory retirement should not be relied upon as a "diplomatic" way of removing Directors who are no longer making a meaningful contribution.

**The Board of Directors recommends that shareholders vote AGAINST this proposal.**

***Board and Management Statement:***

The board and management agree with the spirit of this proposal and the board has passed a resolution, subject to confirmation by the shareholders, removing from CIBC's By-Laws the provision that "no person shall be elected or appointed after reaching the age of 70". However, the board believes the concept is a sound one and has worked well in the past. Therefore, CIBC will continue the practise of having a mandatory retirement age, as a board policy rather than a provision of the by-laws, giving the board the flexibility to make changes as it sees fit. The board agrees that it must always set high standards for itself collectively and for individual directors and it is ready to replace those who are not contributing up to the level of the established standard. The approach we have taken provides the board with the greatest flexibility and therefore management and the board recommend that shareholders vote against this proposal.

**SCHEDULE "C"**  
**NUMBER OF MEETINGS ATTENDED**  
**During the period November 1, 1998 to October 31, 1999**

<u>Name</u>	<u>Board</u>	<u>Executive Committee</u>	<u>Other Committees</u>
Douglas G. Bassett, O.C., O.Ont., LL.D., D.Litt.	12	6	12
Jalynn H. Bennett	12	8	15
The Honourable Conrad M. Black, P.C., O.C., LL.D., Litt.D., LL.L., M.A.	7		
The Honourable William G. Davis, P.C., C.C., Q.C. <sup>1</sup>	10		1
Pat M. Delbridge	11		4
E. L. Donegan, Q.C.	11	8	5
William L. Duke	12		4
Ivan E. H. Duvar, B.E., DCL, P. Eng.	11	7	9
William A. Etherington	8		7
A. L. Flood, C.M.	12	8	
Margot A. Franssen	11		8
R. D. Fullerton	12	4	
The Honourable James A. Grant, P.C., Q.C.	12	8	20
Richard F. Haskayne, O.C., B.Comm., F.C.A., LL.D. <sup>1</sup>	9	6	6
Albert E. P. Hickman	12		16
John S. Hunkin <sup>2</sup>	12	4	1
William James <sup>1</sup>	12		5
Holger Kluge <sup>3</sup>	8		
Marie-Josée Kravis, O.C., M.Sc.(Econ.), LL.D.	9		4
The Honourable Pearl McGonigal, C.M., LL.D. <sup>1</sup>	12	8	9
W. Darcy McKeough, O.C., B.A., LL.D.	12	8	12
Stanley A. Milner, A.O.E., B.Sc., LL.D. <sup>4</sup>	3	2	3
Arnold Naimark, O.C., M.D., LL.D., F.R.C.P.(C), F.R.S.(Can.)	12		6
Michael E. J. Phelps	10		11
Alfred Powis, O.C.	12	8	14
Barbara J. Rae, C.M., O.B.C., M.B.A., LL.D.	12	8	18
Sir Neil Shaw, LL.D. <sup>1</sup>	10		
Charles Sirois, B. Fin., M. Fin.	8		2
John S. Walton	11		8
W. Galen Weston, O.C.	6		
Peter N. T. Widdrington, M.B.A., LL.D.	10		5

Notes:

- (1) Will retire at annual meeting March 2, 2000
- (2) Joined the Executive Committee on June 3, 1999
- (3) Resigned May 6, 1999
- (4) Retired January 21, 1999

**Summary of Meetings Held:**

Board	12
Executive Committee	8
Audit Committee	4
Committee on Corporate Governance	8
Management Resources and Compensation Committee	6
Nominating Committee	1
Risk Management and Conduct Review Committee	12
Trustees of the Pension Funds	4

**Regional Meetings Attended By Directors:**

Atlantic Provinces	3
Quebec	4
Manitoba / Saskatchewan	4
Alberta / Northwest Territories	3
British Columbia / Yukon	3



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**CANADIAN IMPERIAL BANK OF COMMERCE  
PROXY**

Annual Meeting of Shareholders  
March 2, 2000

The undersigned shareholder of **CANADIAN IMPERIAL BANK OF COMMERCE** hereby appoints J.S. Hunkin, Chairman and Chief Executive Officer, or failing him, Alfred Powis, Director, or instead of either of them \_\_\_\_\_ as proxyholder of the undersigned with power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned as directed below, and in respect of all other matters that may properly come before the **ANNUAL MEETING OF SHAREHOLDERS (THE "MEETING") TO BE HELD ON MARCH 2, 2000 and any adjournments thereof. This proxy is solicited by and on behalf of management of CIBC.**

The Directors and management recommend shareholders vote FOR item numbers 1 through 5 below:

	Vote FOR	Vote AGAINST
<b>1. AMENDMENTS TO BY-LAWS</b>	<input type="checkbox"/>	<input type="checkbox"/>
	Vote FOR	WITHHOLD from Voting
<b>2. APPOINTMENT OF AUDITORS</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. ELECTION AS DIRECTORS OF THE NOMINEES LISTED BELOW:</b>		
01-D.G. Bassett	02-J.H. Bennett	03-C.M. Black
04-P.M. Delbridge	05-E.L. Donegan	06-W.L. Duke
07-I.E.H. Duvar	08-W.A. Etherington	09-A.L. Flood
10-M.A. Franssen	11-R.D. Fullerton	12-J.A. Grant
13-A.E.P. Hickman	14-J.S. Hunkin	15-M.J. Kravis
16-W.D. McKeough	17-A. Naimark	18-M.E.J. Phelps
19-A. Powis	20-B.J. Rae	21-C. Sirois
22-J.S. Walton	23-W.G. Weston	24-P.N.T. Widdrington

Mark "X" for only one box:

Vote FOR all nominees

WITHHOLD from voting for all nominees

WITHHOLD vote for an individual nominee \*

\*Write number(s) of nominee(s) below — **USE NUMBER ONLY**

	Vote FOR	Vote AGAINST
<b>4. AMENDMENTS TO EMPLOYEE STOCK OPTION PLAN</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. SHAREHOLDER PROPOSAL NO. 3</b>	<input type="checkbox"/>	<input type="checkbox"/>

The Directors and management recommend shareholders vote AGAINST item numbers 6 through 14 below:

	Vote FOR	Vote AGAINST
<b>6. SHAREHOLDER PROPOSAL NO. 1</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>7. SHAREHOLDER PROPOSAL NO. 2</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8. SHAREHOLDER PROPOSAL NO. 4</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>9. SHAREHOLDER PROPOSAL NO. 5</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>10. SHAREHOLDER PROPOSAL NO. 6</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>11. SHAREHOLDER PROPOSAL NO. 7</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12. SHAREHOLDER PROPOSAL NO. 8</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>13. SHAREHOLDER PROPOSAL NO. 9</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>14. SHAREHOLDER PROPOSAL NO. 10</b>	<input type="checkbox"/>	<input type="checkbox"/>

These Shareholder Proposals are set out in Schedule "B" to the accompanying Management Proxy Circular.

_____ Date	_____ Signature
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This form must be executed by the shareholder or by his/her attorney duly authorized in writing. If the shareholder is a body corporate, an estate, or trust, the proxy must be executed by the officers or attorney thereof, duly authorized, in which case each signatory should state the capacity in which he/she signs.

If this proxy is not dated in the space provided, it will be deemed to bear the date on which it was mailed to the shareholder.

**If no choice is specified with respect to the matters identified above, the shares represented by proxies in this form which designate management's nominees will be voted FOR items 1 - 5 and AGAINST items 6 - 14.**

**Every shareholder has the right to appoint a person (who need not be a shareholder) other than the persons designated in this form of proxy, to attend, vote and act for and on behalf of such shareholder at the Meeting.** To exercise this right a shareholder may strike out the names of the persons designated and insert the name of the shareholder's nominee in the blank space provided or may use another appropriate form of proxy.

This form of proxy confers discretionary authority upon the person whom it appoints in respect of any variation or amendments or additions to the matters identified in the Notice of Meeting and any other matter that may properly come before the Meeting or any adjournment thereof.

**THIS IS YOUR PROXY. PLEASE COMPLETE AND RETURN IN THE ENVELOPE PROVIDED.  
IF YOU RECEIVE MORE THAN ONE PROXY, PLEASE COMPLETE AND RETURN EACH ONE.**