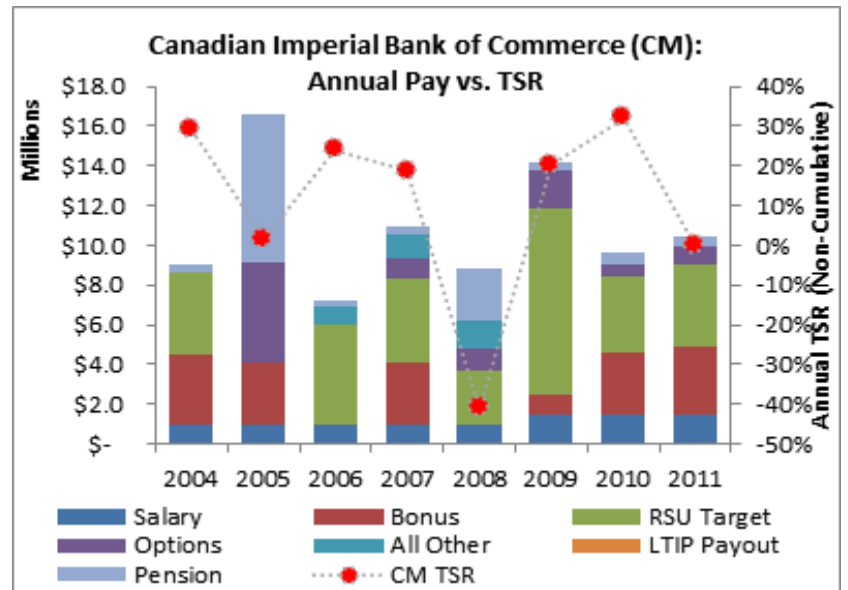
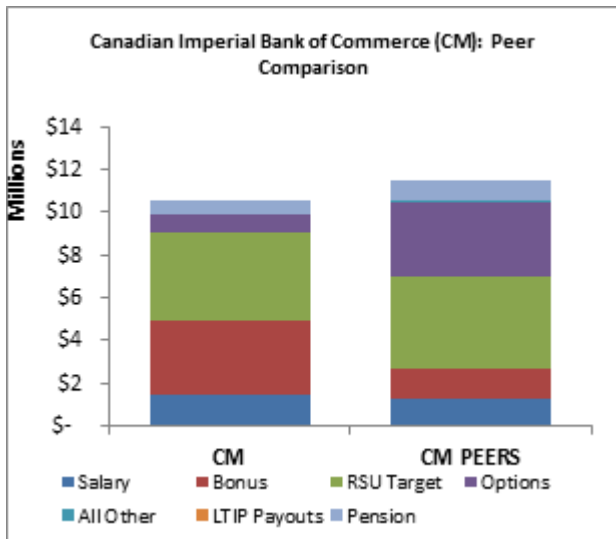


Canadian Imperial Bank of Commerce (CM): 2004-2011 Pay for Performance

PAY FOR PERFORMANCE SCORE				
1 YEAR = 3	4 YEAR = 4	6 YEAR = 7	8 YEAR = 3	TOTAL: 17/24

CM increased their CEO's total target pay by 12% in 2011 to \$9.5 million, with an actual 2011 payout of \$10.5 million. CM's annual bonus payout is based partly on operational metrics including ROE and partly on TSR. CM's strong ROE in 2011 (ranking 1st out of 7 peers), drove a significant bonus payout despite lacklustre shareholder returns of 1.2% (ranking 4th out of 7 peers). The inclusion of TSR in CM's bonus criteria, however, has enabled CM's bonus payouts to move with shareholder returns on a year-over-year basis.

CM's ability to achieve year-over-year alignment between TSR and CEO pay has driven their strong Pay for Performance Score. Although CM's 8-year pay/performance alignment was not strong, this outcome was influenced by 2005's unusual CEO pay as a result of CEO turnover. In every other observation (1-, 4- and 6-years), CEO pay change and TSR have been within 10% of each other, which is an exceptional accomplishment.



COMPANY'S DISCLOSED PEER FIRMS	
TICKER	NAME
TSE:BMO	Bank of Montreal
TSE:RY	Royal Bank of Canada
TSE:BNS	Bank of Nova Scotia
TSE:TD	The Toronto-Dominion Bank
TSE:MFC	Manulife Financial Corporation
TSE:SLF	Sun Life Financial Inc.

FY 2011 FINANCIAL PERFORMANCE RANKINGS						
#	PEER	TSR	PEER	ROE	PEER	ROA
1	TSE:TD	6.0%	TSE:CM	19.9%	TSE:BNS	0.9%
2	TSE:BMO	3.7%	TSE:BNS	17.5%	TSE:TD	0.8%
3	TSE:BNS	1.9%	TSE:TD	13.1%	TSE:CM	0.8%
4	TSE:CM	1.2%	TSE:RY	12.5%	TSE:BMO	0.7%
5	TSE:RY	-6.7%	TSE:BMO	12.4%	TSE:RY	0.6%
6	TSE:MFC	-34.5%	TSE:MFC	0.2%	TSE:MFC	0.0%
7	TSE:SLF	-36.4%	TSE:SLF	-2.3%	TSE:SLF	-0.1%
8						
9						
10						
11						

CEO COMPENSATION RANKINGS AGAINST COMPANY'S DISCLOSED PEER FIRMS										
	PEER	TOTAL PAY	PEER	SALARY	PEER	BONUS	PEER	TOTAL CASH	PEER	TOTAL EQUITY
1	TSE:RY	\$12,680,149	TSE:BNS	\$1,500,000	TSE:CM	\$3,404,000	TSE:CM	\$4,904,000	TSE:BNS	\$8,477,746
2	TSE:BMO	\$11,672,664	TSE:TD	\$1,500,000	TSE:TD	\$1,960,000	TSE:TD	\$3,460,000	TSE:RY	\$8,359,020
3	TSE:TD	\$11,426,077	TSE:CM	\$1,500,000	TSE:RY	\$1,750,000	TSE:RY	\$3,226,712	TSE:BMO	\$7,952,422
4	TSE:BNS	\$11,378,942	TSE:RY	\$1,476,712	TSE:MFC	\$1,584,435	TSE:BNS	\$2,900,000	TSE:TD	\$7,860,381
5	TSE:CM	\$10,498,798	TSE:SLF	\$1,086,090	TSE:BNS	\$1,400,000	TSE:MFC	\$2,570,985	TSE:SLF	\$7,517,528
6	TSE:SLF	\$10,022,637	TSE:BMO	\$1,026,250	TSE:BMO	\$1,150,000	TSE:BMO	\$2,176,250	TSE:MFC	\$6,351,742
7	TSE:MFC	\$9,594,334	TSE:MFC	\$986,550	TSE:SLF	\$500,000	TSE:SLF	\$1,586,090	TSE:CM	\$5,003,798
8										
9										
10										
11										

PAY FOR PERFORMANCE SCORING

For 2012, the Clarkson Centre for Board Effectiveness (CCBE), prepared a Pay for Performance report for each firm currently listed on the TSX 60 Index that has at least 8 years of historical compensation or share price data available. The CCBE's Performance Score measures how closely CEO pay and TSR are aligned over four different time horizons. Compensation data is gathered from the firm's public filings, and valued at the time of grant. Options are valued using the binomial tree fair value method, and PSUs are valued at the grant date value of the target payout. TSR is calculated using a 30-day average start and end date share price, and assumes the reinvestment of dividends.

CCBE collected pay and performance data for up to ten peer companies for each TSX 60 constituent. Peer companies were selected from each TSX 60 constituent's performance benchmarking peer group, as disclosed in its most recent Management Information Circular. If a performance peer group was not disclosed, the CCBE collected information on the disclosed constituents of the total pay benchmarking peer group. If a peer group had more than 10 constituents, we randomly selected ten from among the disclosed list.

Our Pay for Performance Score takes into account alignment between change in CEO pay and TSR in 1-, 4-, 6- and 8-year observations. CEO pay change is 'smoothed' to account for outlying years. For example, in our 8-year observation we calculate CEO pay change as the percent change of the sum of total CEO pay from 2004-2007 against the sum of total CEO pay from 2008-2011. This helps to normalize our longer observations for unusual events like CEO turnover and large one-time payouts. The Pay for Performance Score gives significantly more weight to longer-term observations than shorter ones.

1-YEAR SCORE	4-YEAR SCORE	6-YEAR SCORE	8-YEAR SCORE
A = 3	A = 4	A = 7	A = 10
B = 3	B = 3	B = 5	B = 8
C = 2	C = 2	C = 3	C = 5
D = 1	D = 1	D = 1	D = 3
E = 0	E = 0	E = 0	E = 0

