

**THIRD COVERED BOND PROSPECTUS SUPPLEMENT
DATED 28 FEBRUARY 2023**



CANADIAN IMPERIAL BANK OF COMMERCE
(a Canadian chartered bank)

CAD 60,000,000,000

Global Covered Bond Programme

**unconditionally and irrevocably guaranteed as to payments by
CIBC COVERED BOND (LEGISLATIVE) GUARANTOR LIMITED PARTNERSHIP**
(a limited partnership formed under the laws of Ontario)

This third prospectus supplement (the “**Third Prospectus Supplement**”) dated 28 February 2023 is supplemental to, forms part of and must be read in conjunction with the base prospectus dated 22 July 2022, as supplemented by the first prospectus supplement dated 26 August 2022 and the second prospectus supplement dated 5 December 2022 (the “**Second Prospectus Supplement**”), in relation to CIBC’s CAD 60,000,000,000 Global Covered Bond Programme, unconditionally and irrevocably guaranteed as to payments by CIBC Covered Bond (Legislative) Guarantor Limited Partnership (the “**Base Prospectus**”), as prepared by Canadian Imperial Bank of Commerce (“**CIBC**” or the “**Issuer**”). Capitalised terms used but not otherwise defined in this Third Prospectus Supplement have the meaning ascribed to them in the Base Prospectus. This Third Prospectus Supplement constitutes a supplement to the Base Prospectus for purposes of Article 23.1 of Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”), and has been approved as such by the Luxembourg *Commission de Surveillance du Secteur Financier* (“**CSSF**”) in its capacity as the competent authority under the Prospectus Regulation.

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (“**CMHC**”) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS THIRD PROSPECTUS SUPPLEMENT. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

The purpose of this Third Prospectus Supplement is to:

- a) incorporate by reference in the Base Prospectus: (i) the most recent unaudited interim financial results of CIBC (including CIBC’s management’s discussion & analysis thereof) for the period ended 31 January 2023 (the “**CIBC First Quarter 2023 Report to Shareholders**”); and (ii) the latest monthly investor reports for the months of November 2022, December 2022 and January 2023 containing information on the Covered Bond Portfolio, as set out under Heading I below;
- b) update the no significant change statement in the section of the Base Prospectus entitled “*General Information*” in relation to the CIBC First Quarter 2023 Report to Shareholders, as set out under Heading II, below; and
- c) update the address for the Standby Account Bank and Standby GDA Provider in the section of the Base Prospectus entitled “*General Description of the Programme*”, as set out under Heading III, below.

Terms defined in the Base Prospectus have the same meaning when used in this Third Prospectus Supplement. This Third Prospectus Supplement is supplemental to, and shall be read in conjunction with the Base Prospectus and the documents incorporated by reference therein. To the extent that there is any inconsistency between (a) any statement in this Third Prospectus Supplement or any statement incorporated by reference into the Base Prospectus by this Third Prospectus Supplement and (b) any other statement in, or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

CIBC and the Guarantor each accepts responsibility for the information in this Third Prospectus Supplement. To the best of the knowledge of the Issuer and the Guarantor, the information contained in this Third Prospectus Supplement is in accordance with the facts and the Third Prospectus Supplement contains no omission likely to affect its import.

Save as disclosed in this Third Prospectus Supplement or in any document incorporated by reference into the Base Prospectus by virtue of this Third Prospectus Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which may affect the assessment of the Covered Bonds under the Global Covered Bond Programme has arisen or been noted, as the case may be, since the publication of the Second Prospectus Supplement.

I. DOCUMENTS INCORPORATED BY REFERENCE

The following information supplements the table on pages 104 to 108 of the Base Prospectus and further updates the list of documents incorporated by reference in the Base Prospectus. The following documents, each of which has been previously published or is simultaneously published and filed with the CSSF and the Luxembourg Stock Exchange, shall be incorporated in, and form part of, the Base Prospectus:

- a) the sections of [CIBC's First Quarter 2023 Report to Shareholders](#) identified in the following cross-reference list, which includes, among other things, the comparative unaudited interim consolidated financial statements for the three month period ended 31 January 2023 with comparative unaudited interim consolidated financial statements for the three month period ended 31 January 2022 prepared in accordance with International Accounting Standard (IAS) 34 "Interim Financial Reporting":

<i>Information</i>	<i>Page numbers refer to the CIBC First Quarter 2023 Report to Shareholders</i>
Management's discussion and analysis	1 – 48
Comparative unaudited interim consolidated financial statements	49 – 70
Consolidated balance sheet	50
Consolidated statement of income	51
Consolidated statement of comprehensive income	52
Consolidated statement of changes in equity	53

Consolidated statement of cash flows	54
Notes to the interim consolidated financial statements	55 – 70

- b) CIBC’s monthly (unaudited) Investor Report dated 15 December 2022 (the “[November 2022 Investor Report](#)”) containing information on the Covered Bond Portfolio as at the Calculation Date falling on 30 November 2022 including the information in the following cross-reference list:

<i>Information</i>	<i>Page numbers refer to the November 2022 Investor Report</i>
Cover pool summary statistics	3
Asset coverage test	3
Valuation calculation	3
Pre-Maturity test	3
Reserve fund	3 – 4
Amortisation test	4
Cover pool – Loans	4
Cover pool – Substitute Assets	5

- c) CIBC’s monthly (unaudited) Investor Report dated 16 January 2023 (the “[December 2022 Investor Report](#)”) containing information on the Covered Bond Portfolio as at the Calculation Date falling on 30 December 2022 including the information in the following cross-reference list:

<i>Information</i>	<i>Page numbers refer to the December 2022 Investor Report</i>
Cover pool summary statistics	3
Asset coverage test	3
Valuation calculation	3
Pre-Maturity test	3
Reserve fund	3 – 4
Amortisation test	4
Cover pool – Loans	4

- d) CIBC’s monthly (unaudited) Investor Report dated 15 February 2023 (the “[January 2023 Investor Report](#)”, and together with the November 2022 Investor Report and December 2022 Investor Report, the “**Investor Reports**”) containing information on the Covered Bond Portfolio as at the Calculation Date falling on 31 January 2023 including the information in the following cross-reference list:

<i>Information</i>	<i>Page numbers refer to the January 2023 Investor Report</i>
Cover pool summary statistics	3
Asset coverage test	3
Valuation calculation	3
Pre-Maturity test	3
Reserve fund	3 – 4
Amortisation test	4
Cover pool – Loans	4
Cover pool – Substitute Assets	5

Information in a document incorporated by reference that is not included in the cross-reference list is either not relevant for the investors or is covered elsewhere in the Base Prospectus.

II. GENERAL INFORMATION

- a) Paragraph 4 on page 334 of the Base Prospectus is deleted and replaced with the following:

“4. There has been no significant change in the financial performance or financial position of the Issuer and its subsidiaries, including the Guarantor, taken as a whole since 31 January 2023, the last day of the financial period in respect of which the most recent interim unaudited published consolidated financial statements of the Issuer have been prepared.”

III. GENERAL DESCRIPTION OF THE PROGRAMME

- a) The address for the Standby Account Bank and the Standby GDA Provider on page 19 of the Base Prospectus is deleted and replaced with the following:

“The Bank of Nova Scotia, acting through its Executive offices located at 40 Temperance Street, 9th Floor, Toronto, Ontario M5H 0B4.”

GENERAL

If a document which is incorporated by reference into this Third Prospectus Supplement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Third Prospectus Supplement or the Base Prospectus for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference into the Base Prospectus by virtue of this Third Prospectus Supplement or where this Third Prospectus Supplement is specifically defined as including such information.

In accordance with Article 21.2 of the Prospectus Regulation, copies of this Third Prospectus Supplement, the Base Prospectus and the documents incorporated by reference in each have been filed with the CSSF and can be (i) viewed on the website of the Luxembourg Stock Exchange at <https://www.luxse.com/> under the name of the Issuer and the headline “Documents”; (ii) obtained on written request and without charge from CIBC at the registered office of CIBC at 81 Bay Street, CIBC Square, Toronto, Ontario, Canada M5J 0E7, Attention: Investor Relations; and (iii) viewed on the Issuer’s website maintained in respect of the Programme at <https://www.cibc.com/en/about-cibc/investor-relations/debt-information/legislative-covered-bond/information.html>. In addition, representatives of the Provincial and Territorial securities regulatory authorities of Canada have engaged a service provider to operate an Internet web site through which all of the documents incorporated herein by reference that CIBC files electronically, other than the Investor Reports, can be retrieved. The address of the site is www.sedar.com. No website referred to herein nor any information contained thereon, forms part of this Third Prospectus Supplement, nor have the contents of any such website been approved by or submitted to the CSSF, unless, in each case, such website or information is expressly incorporated by reference in this Third Prospectus Supplement.