

**SECOND PROSPECTUS SUPPLEMENT  
DATED 4 DECEMBER 2020**



**CANADIAN IMPERIAL BANK OF COMMERCE**  
(a Canadian chartered bank)  
**US\$20,000,000,000**  
**Note Issuance Programme**

This second prospectus supplement (the "**Second Prospectus Supplement**") dated 4 December 2020 is supplemental to, and must be read in conjunction with, the base prospectus dated 26 June 2020 as supplemented by the first prospectus supplement dated 28 August 2020 (the "**First Prospectus Supplement**" and, together, the "**Prospectus**") in relation to the US\$20,000,000,000 Note Issuance Programme (the "**Programme**") of Canadian Imperial Bank of Commerce ("**CIBC**"). The Prospectus comprises a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**"). This Second Prospectus Supplement constitutes a supplement to the Prospectus for purposes of Article 23.1 of the Prospectus Regulation and has been approved by the *Commission de surveillance du secteur financier* (the "**CSSF**"), in its capacity as competent authority in Luxembourg under the Prospectus Regulation and the Luxembourg Act dated 16 July 2019 relating to prospectuses for securities.

This Second Prospectus Supplement shall not affect any Notes issued prior to the date hereof.

The purpose of this Second Prospectus Supplement is to:

- a) incorporate by reference into the Prospectus CIBC's 2020 Annual Information Form (as defined below), and the annual audited consolidated financial statements together with notes thereto and independent auditor's report thereon and management's discussion and analysis thereof as at and for the years ended October 31, 2020 and October 31, 2019 contained in CIBC's 2020 Annual Report (as defined below);
- b) update paragraph 3 in the General Information section of the Prospectus.

Terms defined in the Prospectus have the same meaning when used in this Second Prospectus Supplement. To the extent that there is any inconsistency between (a) any statement in this Second Prospectus Supplement or any statement incorporated by reference into the Prospectus by this Second Prospectus Supplement and (b) any other statement in, or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

CIBC accepts responsibility for the information in this Second Prospectus Supplement. To the best of the knowledge of CIBC the information contained in this Second Prospectus Supplement is in accordance with the facts and makes no omission likely to affect its import.

Save as disclosed in this Second Prospectus Supplement or in the 2020 Annual Information Form or the 2020 Annual Report incorporated by reference in the Prospectus by virtue of this Second Prospectus Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus which may affect the assessment of the Notes under the Programme has arisen or been noted, as the case may be, since the publication of the First Prospectus Supplement.

In accordance with Article 23(2) of Prospectus Regulation, investors who have already agreed to purchase or subscribe for the Notes before this Second Prospectus Supplement is published

have the right, exercisable within two working days after publication of this Second Prospectus Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 8 December 2020.

## DOCUMENTS INCORPORATED BY REFERENCE

The following information supplements the section entitled “Documents Incorporated by Reference” at pages 72 to 74 of the Prospectus and further updates the list of documents incorporated by reference in the Prospectus.

- (a) CIBC’s Annual Information Form dated 2 December 2020 (the “**2020 Annual Information Form**”), which has previously been published or is published and filed simultaneously with the CSSF and the Luxembourg Stock Exchange and can be found at [https://www.cibc.com/content/dam/about\\_cibc/investor\\_relations/pdfs/quarterly\\_results/2020/2020-annual-info-form-en.pdf](https://www.cibc.com/content/dam/about_cibc/investor_relations/pdfs/quarterly_results/2020/2020-annual-info-form-en.pdf) is hereby incorporated by reference in, and form part of the Prospectus, including the information identified in the following cross-reference list:

<i>Information</i>	<i>Page numbers refer to the 2020 Annual Information Form</i>
Corporate Structure	3
Description of the Business	3-4
General Development of the Business	4
Capital Structure	5-7
Directors and Officers	9-10
Legal Proceedings and Regulatory Actions	10

The information incorporated by reference that is not listed in the cross reference list is not incorporated by reference in the Prospectus. Such information is either not relevant for prospective investors or is covered elsewhere in the Prospectus.

- (b) CIBC’s audited consolidated financial statements as at and for the years ended October 31, 2020 and October 31, 2019, together with the independent auditors’ report thereon and management’s discussion and analysis thereof for the years ended October 31, 2020 and October 31, 2019, all as set out on pages 1 to 190 of CIBC’s Annual Report for the year ended 31 October 2020 (the “**2020 Annual Report**”), which has previously been published or is published and filed simultaneously with the CSSF and the Luxembourg Stock Exchange and can be found at [https://www.cibc.com/content/dam/about\\_cibc/investor\\_relations/pdfs/quarterly\\_results/2020/ar-20-en.pdf](https://www.cibc.com/content/dam/about_cibc/investor_relations/pdfs/quarterly_results/2020/ar-20-en.pdf) is hereby incorporated by reference in, and form part of the Prospectus, including the information identified in the following cross-reference list:

<i>Information</i>	<i>Page numbers refer to the 2020 Annual Report</i>
Message from the Chair of the Board	Message from the Chair of the Board
CIBC management’s discussion and analysis for the year ended 31 October 2020	1 to 98

Consolidated Financial Statements, including:	99-190
Financial reporting responsibility	100
Independent auditors report	101-104
Consolidated balance sheet	109
Consolidated statement of income	110
Consolidated statement of comprehensive income	111
Consolidated statement of changes in equity	112
Consolidated statement of cash flows	113
Notes to the consolidated financial statements, including:	114-190
Impact of COVID-19	Note 2, pages 126-127
Common and preferred shares and other equity instruments	Note 16, pages 163-167
Capital Trust securities	Note 17; page 167
Contingent liabilities and provisions	Note 23, pages 179-182
Significant subsidiaries	Note 27, page 185

Any information in the 2020 Annual Report that is not listed in the cross reference list is not incorporated by reference in the Prospectus. Such information is either not relevant for prospective investors or is covered elsewhere in the Prospectus.

In accordance with Article 4.1 of Regulation (EU) No 1060/2009, as amended (the “**CRA Regulation**”), please note that the following documents incorporated by reference contain references to credit ratings:

- (a) the 2020 Annual Information Form (pages 7, 12 and 13);
- (b) the 2020 Annual Report (page 78);

## **GENERAL INFORMATION**

Paragraph 3 of the section entitled “General Information” found at page 220 of the Prospectus is deleted and replaced with the following:

“(3) Since 31 October 2020, the last day of the financial period in respect of which the most recent comparative audited consolidated financial statements of the Issuer have been prepared, there has been no significant change in the financial performance or the financial position of the Issuer and its subsidiaries taken as a whole. Since 31 October 2020, the date of its last published comparative audited consolidated financial statements, there has been no material adverse change in the prospects of the Issuer and its subsidiaries taken as a whole.”

## **GENERAL**

If a document which is incorporated by reference into this Second 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 Second Prospectus Supplement or the

Prospectus for purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference into the Prospectus by virtue of this Second Prospectus Supplement or where this Second Prospectus Supplement is specifically defined as including such information.

In accordance with Article 21.2 of the Prospectus Regulation, copies of this Second Prospectus Supplement, the Prospectus and the documents incorporated by reference in each (i) can be viewed on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu) under the name of Canadian Imperial Bank of Commerce (ii) can be viewed on the Issuer's website at [www.cibc.com/en/about-cibc/investor-relations/debt-information](http://www.cibc.com/en/about-cibc/investor-relations/debt-information) and (iii) obtained on written request and without charge from CIBC at the registered office of CIBC at 199 Bay Street, Toronto, Ontario Canada M5L 1A2, Attention: Investor Relations. 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](http://www.sedar.com). Please note that information on the websites or URL's referred to herein does not form part of this Second Prospectus Supplement or the Prospectus unless the information has been incorporated by reference into this Second Prospectus Supplement or the Prospectus.