

**SECOND PROSPECTUS SUPPLEMENT**  
**DATED 6 DECEMBER 2019**



**CANADIAN IMPERIAL BANK OF COMMERCE**  
*(a Canadian chartered bank)*

This second prospectus supplement (the “**Second Prospectus Supplement**”) dated [6] December 2019 is supplemental to, and should be read in conjunction with, the prospectus dated 21 June 2019 as supplemented by the first prospectus supplement dated 23 August 2019 (together, the “**Prospectus**”) in relation to the USD 20,000,000,000 Note Issuance Programme (the “**Programme**”) of Canadian Imperial Bank of Commerce (“**CIBC**”). The Prospectus comprises a base prospectus for purposes of Part II of the law of 10 July 2005 on prospectuses for securities (the “**Prospectus Law 2005**”) and Commission Regulation (EC) N° 809/2004 of 29 April 2004. This Second Prospectus Supplement constitutes a supplement to the Prospectus for purposes of Article 13.1 of Prospectus Law 2005 and Article 64 of the law of 16 July 2019 relating to prospectuses for securities and has been approved by the Luxembourg Commission de Surveillance du Secteur Financier (“**CSSF**”) in its capacity as the competent authority under Part II of the Prospectus Law 2005.

The purpose of this Second Prospectus Supplement is to:

- a) incorporate by reference into the Prospectus CIBC’s 2019 Annual Information Form (as defined below), and the annual audited consolidated financial statements and management’s discussion and analysis as at and for the years ended October 31, 2019 and October 31, 2018 contained in CIBC’s 2019 Annual Report (as defined below);
- b) update paragraph 3 in the General Information section of the Prospectus; and
- c) update the selected historical key financial information, the no material change statement and the significant change statement in Section B.12 of the Summary in relation to the 2019 Annual Report.

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, having taken reasonable care to ensure that such is the case, the information contained in this Second Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Second Prospectus Supplement or in any document incorporated by reference into the Prospectus by virtue of this Second Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included into the Prospectus which is capable of affecting 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.

## DOCUMENTS INCORPORATED BY REFERENCE

The section entitled “Documents Incorporated by Reference” at page 80 of the Prospectus is amended and supplemented with the following:

The following documents which have previously been published or are published and filed simultaneously with the CSSF and the Luxembourg Stock Exchange are hereby incorporated by reference in, and form part of the Prospectus:

- a) CIBC’s Annual Information Form dated December 4, 2019 (the “**2019 Annual Information Form**”), including the information identified in the following cross-reference list:

<i>Information</i>	<i>Page numbers refer to the 2019 Annual Information Form</i>
Corporate Structure	3
Description of the Business	3
General Development of the Business	4
Capital Structure	5
Directors and Officers	9
Legal Proceedings and Regulatory Actions	10

The information incorporated by reference that is not included in the cross reference list is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) 809/2004.

- b) CIBC’s audited consolidated financial statements as at and for the years ended October 31, 2019 and October 31, 2018, together with the auditors’ report thereon and management’s discussion and analysis of the financial condition and financial performance for the years ended October 31, 2019 and October 31, 2018, all as set out on pages 1 to 190 of CIBC’s Annual Report for the year ended 31 October 2019 (the “**2019 Annual Report**”), including the information identified in the following cross-reference list:

<i>Information</i>	<i>Page numbers refer to the 2019 Annual Report</i>
Independent auditors report	96
Consolidated balance sheet	103
Consolidated statement of income	104
Consolidated statement of comprehensive income	105
Consolidated statement of changes in equity	106
Consolidated statement of cash flows	107

The following information incorporated by reference that is not included in the cross reference list is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) 809/2004:

- (i) CIBC management's discussion and analysis for the year ended 31 October 2019 on pages 1 to 93;
- (ii) information concerning the audit committee under the heading "Financial reporting responsibility" on page 95 and confirmation of compliance with the corporate governance regime of Canada under the heading "Corporate Governance" on page 203;
- (iii) information concerning the cash dividends declared and paid per share for each class of CIBC shares on page 202; and
- (iv) information concerning CIBC's Transfer Agent and Registrar under the heading "Transfer agent and registrar" on pages 202-203.

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 2019 Annual Information Form (pages 7, 13 and 14);
- (b) the 2019 Annual Report (pages 71-72);

## GENERAL INFORMATION

Paragraph 3 on page 205 of the Prospectus is deleted and replaced with the following:

"(3) Since 31 October 2019, 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 or trading position of the Issuer and its subsidiaries taken as a whole. Since 31 October 2019, 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."

## SUMMARY

The selected historical key financial information, the no material adverse change statement and the significant change statement set out in Section B.12 of the Summary found of pages 15-16 of the Prospectus are updated with the following information:

<b>B.12</b>	<b>Selected historical key financial information and statement of no significant or material adverse change</b>	<p>As extracted from its latest audited consolidated financial statements, as at 31 October 2019 the Issuer had total assets of C\$388.941 billion, total deposits of C\$485.712 billion and shareholders' equity of C\$38.394 billion.</p> <p><b>Financial highlights</b></p> <table border="1"> <thead> <tr> <th></th> <th style="text-align: center;"><u>Fourth Quarter 2019</u></th> <th style="text-align: center;"><u>2019</u></th> <th style="text-align: center;"><u>2018</u></th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;">For the three months ended 31 October</td> <td style="text-align: center;">For the year ended 31 October</td> <td style="text-align: center;">For the year ended 31 October</td> </tr> <tr> <td colspan="4"><b>Financial results (\$ millions)</b></td> </tr> <tr> <td>Net interest income</td> <td style="text-align: right;">2,801</td> <td style="text-align: right;">10,551</td> <td style="text-align: right;">10,065</td> </tr> <tr> <td>Non-interest income</td> <td style="text-align: right;">1,971</td> <td style="text-align: right;">8,060</td> <td style="text-align: right;">7,769</td> </tr> <tr> <td>Total revenue</td> <td style="text-align: right;">4,772</td> <td style="text-align: right;">18,611</td> <td style="text-align: right;">17,834</td> </tr> <tr> <td>Provision for credit losses</td> <td style="text-align: right;">402</td> <td style="text-align: right;">1,286</td> <td style="text-align: right;">870</td> </tr> <tr> <td>Non-interest expenses</td> <td style="text-align: right;">2,838</td> <td style="text-align: right;">10,856</td> <td style="text-align: right;">10,258</td> </tr> <tr> <td>Income before income taxes</td> <td style="text-align: right;">1,532</td> <td style="text-align: right;">6,469</td> <td style="text-align: right;">6,706</td> </tr> <tr> <td>Income taxes</td> <td style="text-align: right;">339</td> <td style="text-align: right;">1,348</td> <td style="text-align: right;">1,422</td> </tr> <tr> <td>Net income attributable to non-controlling interests</td> <td style="text-align: right;">8</td> <td style="text-align: right;">25</td> <td style="text-align: right;">17</td> </tr> <tr> <td>Net income</td> <td style="text-align: right;">1,193</td> <td style="text-align: right;">5,121</td> <td style="text-align: right;">5,284</td> </tr> <tr> <td colspan="4"><b>On-and off- balance sheet information (\$ millions)</b></td> </tr> <tr> <td>Cash, deposits with banks and securities</td> <td style="text-align: right;">138,669</td> <td style="text-align: right;">138,669</td> <td style="text-align: right;">119,355</td> </tr> <tr> <td>Loans and acceptances, net of allowance</td> <td style="text-align: right;">398,108</td> <td style="text-align: right;">398,108</td> <td style="text-align: right;">381,661</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;">651,604</td> <td style="text-align: right;">651,604</td> <td style="text-align: right;">597,099</td> </tr> <tr> <td>Deposits</td> <td style="text-align: right;">485,712</td> <td style="text-align: right;">485,712</td> <td style="text-align: right;">461,015</td> </tr> <tr> <td>Common shareholders' equity</td> <td style="text-align: right;">35,569</td> <td style="text-align: right;">35,569</td> <td style="text-align: right;">32,693</td> </tr> </tbody> </table>		<u>Fourth Quarter 2019</u>	<u>2019</u>	<u>2018</u>		For the three months ended 31 October	For the year ended 31 October	For the year ended 31 October	<b>Financial results (\$ millions)</b>				Net interest income	2,801	10,551	10,065	Non-interest income	1,971	8,060	7,769	Total revenue	4,772	18,611	17,834	Provision for credit losses	402	1,286	870	Non-interest expenses	2,838	10,856	10,258	Income before income taxes	1,532	6,469	6,706	Income taxes	339	1,348	1,422	Net income attributable to non-controlling interests	8	25	17	Net income	1,193	5,121	5,284	<b>On-and off- balance sheet information (\$ millions)</b>				Cash, deposits with banks and securities	138,669	138,669	119,355	Loans and acceptances, net of allowance	398,108	398,108	381,661	Total assets	651,604	651,604	597,099	Deposits	485,712	485,712	461,015	Common shareholders' equity	35,569	35,569	32,693
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	<b>No material adverse change statement</b>	There has been no material adverse change in the prospects of the Issuer and its subsidiaries taken as a whole since 31 October 2019, the date of the most recently published audited financial statements of the Issuer.																																																																								

	<b>Significant changes in the financial or trading position</b>	Not applicable. There has been no significant change in the financial or trading position of the Issuer and its subsidiaries taken as a whole since 31 October 2019, the date of the most recently published financial statements of the Issuer.
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## 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 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 16.2 of the Prospectus Act 2005, copies of this Second Prospectus Supplement, the 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.bourse.lu> under the name of Canadian Imperial Bank of Commerce and (ii) 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). The websites referred to above and their content are not incorporated by reference into and do not form part of this Second Prospectus Supplement or the Prospectus.