

**SECOND PROSPECTUS SUPPLEMENT
DATED 30 MAY 2025**



CANADIAN IMPERIAL BANK OF COMMERCE
(a Canadian chartered bank)

UK Structured Note Prospectus

This second prospectus supplement (the “**Second Prospectus Supplement**”) dated 30 May 2025 has been prepared in connection with the base prospectus dated 24 January 2025 as supplemented by the first prospectus supplement dated 28 February 2025 (the “**First Prospectus Supplement**” and, together with the base prospectus, the “**Base Prospectus**”) in relation to the Structured Note Issuance Programme (the “**Programme**”) of Canadian Imperial Bank of Commerce (“**CIBC**” or the “**Issuer**”). The Base Prospectus comprises a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**UK Prospectus Regulation**”).

This Second Prospectus Supplement constitutes a supplement to the Base Prospectus for purposes of Article 23(1) of the UK Prospectus Regulation. This Second Prospectus Supplement is supplemental to, and must be read in conjunction with, the Base Prospectus.

This Second Prospectus Supplement has been approved by the Financial Conduct Authority as the United Kingdom competent authority under the UK Prospectus Regulation, as a supplement to the Base Prospectus in compliance with the UK Prospectus Regulation.

The purpose of this Second Prospectus Supplement is to:

- (a) incorporate by reference in the Base Prospectus the most recent comparative unaudited interim consolidated financial statements of CIBC (including CIBC’s management’s discussion & analysis thereof) for the period ended 30 April 2025 set out in CIBC’s second quarter 2025 report to shareholders (the “**CIBC Second Quarter 2025 Report to Shareholders**”);
- (b) amend the section of the Base Prospectus entitled “Risk Factors”;
- (c) update the section of the Base Prospectus entitled “*Description of the Issuer – Board of Directors*” as a result of changes to the board of directors of the Issuer; and
- (d) update the paragraph in the General Information section of the Base Prospectus relating to significant or material adverse change.

Terms defined in the Base 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 Base Prospectus by this Second Prospectus Supplement and (b) any other statement in, or incorporated by reference in the Base 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 any document incorporated by reference in the Base Prospectus by virtue of this Second 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 Notes issued under the Programme has arisen or been noted, as the case may be, since the approval by the Financial Conduct Authority (the “**FCA**”) of the First Prospectus Supplement.

In accordance with Article 23(2) of UK Prospectus Regulation and PRR 3.4.1UK, 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 3 June 2025. To exercise the right of withdrawal investors may contact the Issuer at 81 Bay Street, CIBC Square, Toronto, Ontario Canada M5J 0E7, Attention: Investor Relations.

DOCUMENTS INCORPORATED BY REFERENCE

The following information supplements the section entitled “Documents Incorporated by Reference” at pages 149 to 151 of the Base Prospectus and further updates the list of documents incorporated by reference in the Base Prospectus.

The following document, which has been previously published or is simultaneously published and filed with the FCA, shall be incorporated by reference in, and form part of, the Base Prospectus:

- a) the sections of the CIBC Second Quarter 2025 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 and six-month periods ended 30 April 2025 with comparative unaudited interim consolidated financial statements for the three and six-month periods ended 30 April 2024 prepared in accordance with International Accounting Standard (IAS) 34 “Interim Financial Reporting”:

<i>Information</i>	<i>Page numbers refer to the CIBC Second Quarter 2025 Report to Shareholders</i>
Management’s Discussion and Analysis	1-51
Comparative Unaudited Interim Consolidated Financial Statements	52-76
Consolidated balance sheet	53
Consolidated statement of income	54
Consolidated statement of comprehensive income	55
Consolidated statement of changes in equity	56
Consolidated statement of cash flows	57
Notes to the interim consolidated financial statements	58-76

Any information in CIBC’s Second Quarter 2025 Report to Shareholders that is not listed in the cross-reference list is not incorporated by reference in the Base Prospectus. Such information is either not relevant for prospective investors or is covered elsewhere in the Base Prospectus.

The CIBC Second Quarter 2025 Report to Shareholders is available at the following link: [Report to Shareholders for the Second Quarter, 2025 \(cibc.com\)](https://www.cibc.com/en/2025-04-30-report-to-shareholders).

RISK FACTORS

- (a) The last sentence of the first paragraph of the risk factor entitled “Risks related to Green and Social Notes” on page 72 of the Base Prospectus is deleted in its entirety and replaced with the following:

“In connection with the issuance of such Notes, Sustainalytics (a sustainability consulting firm) has evaluated the Sustainability Issuance Framework and has issued an independent opinion

confirming that the Sustainability Issuance Framework is credible and impactful and the Notes are aligned with the International Capital Market Association Green Bond Principles 2021, Social Bond Principles 2023 and Sustainability Bond Guidelines 2021 (the "**ICMA Green Bond Principles 2021**")."

BOARD OF DIRECTORS

The section of the Base Prospectus entitled "*Description of the Issuer – Board of Directors*" on pages 439 to 440 is updated to delete information related to Charles J.G. Brindamour.

GENERAL INFORMATION

The paragraph entitled "Significant or Material Adverse Change" in the section entitled "General Information" found at page 465 of the Base Prospectus is deleted and replaced with the following:

"Since 30 April 2025, 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, there has been no significant change in the financial performance or financial position of the Issuer and its subsidiaries taken as a whole. Since 31 October 2024, 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 Base Prospectus for purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference into the Base 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 UK Prospectus Regulation, copies of this Second Prospectus Supplement, the Base Prospectus and the documents incorporated by reference in each can be (i) viewed on the Issuer's website at [Structured Note Issuance Programme | CIBC](#) and (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. 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 can be retrieved. The address of the site is www.sedarplus.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 Base Prospectus unless the information has been incorporated by reference into this Second Prospectus Supplement or the Base Prospectus.