

**THIRD PROSPECTUS SUPPLEMENT
DATED 1 MARCH 2022**



CANADIAN IMPERIAL BANK OF COMMERCE
(a Canadian chartered bank)

US\$20,000,000,000
Note Issuance Programme

This third prospectus supplement (the "**Third Prospectus Supplement**") dated 1 March 2022 is supplemental to, and must be read in conjunction with, the base prospectus dated 25 June 2021 as supplemented by the first prospectus supplement dated 27 August 2021 and the second prospectus supplement dated 3 December 2021 (the "**Second Prospectus Supplement**") (such supplements, together with the base prospectus, 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 Third Prospectus Supplement constitutes a supplement to the Prospectus for purposes of Article 23 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 Third Prospectus Supplement shall not affect any Notes issued prior to the date hereof.

The purpose of this Third Prospectus Supplement is to:

- (a) incorporate by reference in the Prospectus the most recent unaudited interim financial results of CIBC (including CIBC's management's discussion & analysis thereof) for the period ended 31 January 2022 (the "**CIBC First Quarter 2022 Report to Shareholders**");
- (b) update CIBC's ratings disclosure in light of the recent ratings changes by Standard & Poor's Financial Services LLC ("**S&P**"); and
- (c) update paragraph 3 in the General Information section of the Prospectus.

Terms defined in the Prospectus have the same meaning when used in this Third Prospectus Supplement. 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 Prospectus by this Third 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 Third Prospectus Supplement. To the best of the knowledge of CIBC the information contained in this Third Prospectus Supplement is in accordance with the facts and makes no omission likely to affect its import.

Save as disclosed in this Third Prospectus Supplement or in any document incorporated by reference in the Prospectus by virtue of this Third 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 Second 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 Third Prospectus Supplement is published have the right, exercisable within three working days after publication of this Third Prospectus Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 4 March 2022.

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. The following document, 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 Prospectus:

- a) the sections of CIBC’s First Quarter 2022 Report to Shareholders [Report to Shareholders for the First Quarter, 2022 \(cibc.com\)](#) 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 2022 with comparative unaudited interim consolidated financial statements for the three month period ended 31 January 2021 prepared in accordance with International Accounting Standard (IAS) 34 “Interim Financial Reporting”:

<i>Information</i>	<i>Page numbers refer to the CIBC First Quarter 2022 Report to Shareholders</i>
Management’s discussion and analysis	1 - 47
Comparative unaudited interim consolidated financial statements	48 - 69
Consolidated balance sheet	49
Consolidated statement of income	50
Consolidated statement of comprehensive income	51
Consolidated statement of changes in equity	52
Consolidated statement of cash flows	53
Notes to the interim consolidated financial statements	54 – 69

Any information in the CIBC’s First Quarter 2022 Report to Shareholders 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.

ISSUER CREDIT RATINGS

S&P announced on 22 February 2022 that it has affirmed: (i) each of CIBC’s (a) Deposit or Counterparty credit rating; and (b) Legacy Senior Debt credit rating as ‘A+’; and (ii) CIBC’s Short Term Debt credit rating as ‘A-1’ and, further that it has upgraded CIBC’s Senior (Bail-in) Debt credit rating from ‘BBB+’ to ‘A-’. By virtue of this Third Prospectus Supplement, the rating table on page 154 of the Base Prospectus is deemed to be amended to reflect these changes.

S&P, a subsidiary of The McGraw-Hill Companies Inc., is not established nor is it registered in the EU or in the UK. However, ratings issued by S&P are endorsed by its Registered CRA affiliates: (1) Standard & Poor's Global Ratings UK Limited, in accordance with the UK CRA Regulation; and (2) S&P Global Ratings Europe Limited, in accordance with the EU CRA Regulation.

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 January 2022, 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 2021, 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 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 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 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 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 under the name of Canadian Imperial Bank of Commerce (ii) can be viewed on the Issuer's website at [Note Issuance Programme | CIBC](#) 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. Please note that information on the websites or URL's referred to herein does not form part of this Third Prospectus Supplement or the Prospectus unless the information has been incorporated by reference into this Third Prospectus Supplement or the Prospectus.