



## **CANADIAN IMPERIAL BANK OF COMMERCE**

*(a Canadian chartered bank)*

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

Canadian Imperial Bank of Commerce (“CIBC”) issued a Prospectus dated 18 June 2012 as amended and supplemented by a supplementary prospectus dated 10 September 2012 (collectively, the “Prospectus”) which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive (2003/71/EC) and listing particulars for the purposes of the Listing Rules of the UK Listing Authority. This Supplement (the “Supplement”) constitutes a supplementary prospectus in respect of the above-referenced base prospectus for CIBC for the purposes of Section 87G of the Financial Services and Markets Act 2000 (U.K.) (“FSMA”) and supplementary listing particulars in respect of the listing particulars for the purposes of the Listing Rules and is prepared in connection with the US\$20,000,000,000 Note Issuance Programme established by CIBC.

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

The purpose of this Supplement is to incorporate by reference in the Prospectus the latest annual information form, audited annual financial results of CIBC (including CIBC’s Management’s Discussion & Analysis thereof) and certain other sections of CIBC’s latest annual report.

CIBC accepts responsibility for the information in this 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 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 Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Prospectus.

Investors should be aware of their rights under Section 87Q(4) of FSMA.

## **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents are, by virtue of this Prospectus Supplement, incorporated in, and form part of, the Prospectus:

- (a) CIBC's Annual Information Form dated 5 December 2012 (the "2012 Annual Information Form");
- (b) pages 84 through 176 of CIBC's Annual Report for the year ended 31 October 2012 (the "2012 Annual Report"), comprising CIBC's audited consolidated financial statements for the year ended 31 October 2012, including independent auditors' reports of registered public accounting firm to shareholders with respect to the report on financial statement related to the consolidated financial statements as at 31 October 2012, 31 October 2011 and 1 November, 2010 and for each of the years in the two year period ended 31 October 2012 and the report on internal controls under standards of the Public Company Account Oversight Board (United States) as of 31 October 2012; and
- (c) the following sections of the 2012 Annual Report, which are incorporated by reference in the 2012 Annual Information Form:
  - a. information about the intercorporate relationships among CIBC and its principal subsidiaries on page 154 of the 2012 Annual Report;
  - b. information about the CIBC organization on pages 7 through 83 of the 2012 Annual Report;
  - c. a discussion of environmental risk on page 68 of the 2012 Annual Report;
  - d. a discussion of risk factors related to CIBC and its business, and the steps taken to manage those risks on pages 42 through 68 of the 2012 Annual Report;
  - e. information concerning the cash dividends declared and paid per share for each class of CIBC shares on pages 133 through 136 of the 2012 Annual Report;
  - f. a description of the capital structure of CIBC on pages 133 through 137 of the 2012 Annual Report;
  - g. information concerning the directors and board committees of CIBC on pages 5 and 6 of the 2012 Annual Report;
  - h. a description of legal proceedings to which CIBC which is a party on pages 150 and 151 of the 2012 Annual Report;
  - i. information concerning CIBC's Transfer Agent and Registrar on page 187 of the 2012 Annual Report; and

- j. information concerning the audit committee and fees paid to the shareholders' auditors on page 83 of the 2012 Annual Report.

The remainder of the Annual Report is either covered elsewhere in the Prospectus or is not relevant for investors.

A copy of the 2012 Annual Information Form, and pages 5 through 176 and 187 of the 2012 Annual Report have been filed with the United Kingdom Financial Services Authority.

If the documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement except where such information or other documents are specifically incorporated by reference into this Supplement.

Copies of this Supplement, the Prospectus and the documents incorporated by reference in either have been filed with Morningstar plc (appointed by the United Kingdom Financial Services to act as the National Storage Mechanism), and are available for viewing at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do) and can be (i) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html) under the name of Canadian Imperial Bank of Commerce and the headline "Publication of Prospectus" and (ii) obtained on written request and without charge from CIBC at the registered office of CIBC at 199 Bay Street, Toronto, Canada M5L 1A2, from the office of the Principal Paying Agent, Deutsche Bank AG, London Branch, at Winchester House, 1 Great Winchester Street, London EC2N 2DB, and from any of the specified offices of the Paying Agents set out at the end of the Prospectus, so long as any of the Notes issued under the Prospectus and listed on the Regulated Market are outstanding. In addition, CDS Inc., a subsidiary of The Canadian Depository for Securities Limited, maintains 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.sedar.com](http://www.sedar.com). The websites referred to above are not incorporated by reference into this Supplement.