

Financial Conduct Authority

Document Approved

Date: 28/9/13

Signed: [Signature]

**SECOND SUPPLEMENTARY OFFERING MEMORANDUM DATED  
SEPTEMBER 25, 2013****CANADIAN IMPERIAL BANK OF COMMERCE***(a Canadian chartered bank)***US\$20,000,000,000****Note Issuance Programme**

Pages 2 to 122 inclusive of the offering memorandum dated 17 June 2013 (the "**Offering Memorandum**") of Canadian Imperial Bank of Commerce ("**CIBC**"), as supplemented by pages 1 to 19 of the supplementary offering memorandum dated 6 September, 2013 (together the "**Prospectus**") comprise a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (which includes amendments made by Directive 2010/73/EU) (the "**Prospectus Directive**") in respect of tranches of notes to be offered to the public in the United Kingdom and/or to be admitted to the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange's regulated market ("**PD Notes**" or "**Notes**"). Pages 123 to 172 inclusive of the Offering Memorandum, as supplemented by page 20 of the supplementary offering memorandum dated September 6, 2013 (together the "**Offering Circular**") comprise an offering circular prepared by CIBC in connection with the issue of notes other than PD Notes ("**Non PD Notes**" and, together with the PD Notes, the "**Programme Notes**"). The Offering Circular has not been reviewed or approved by the UK Listing Authority and does not constitute a prospectus for the purpose of the Prospectus Directive.

**Second Supplementary Prospectus**

Pages 1 to 3 inclusive of this supplement (the "**Second Supplementary Prospectus**") constitute a second supplementary prospectus for the purposes of the Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and have been prepared in connection with the US\$20,000,000,000 Note Issuance Programme established by CIBC. The information on page 4 of this supplement constitutes a supplementary offering circular and does not form part of the Second Supplementary Prospectus.

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