

**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.

The purpose of this Second Supplementary Prospectus is to incorporate by reference a press release dated 16 September 2013 (the “**Aeroplan Press Release**”) announcing that CIBC has reached tri-party agreements with Aimia Canada Inc. and The Toronto-Dominion Bank under which, *inter alia*, CIBC will continue to be an issuer of Aeroplan related travel credit cards.

CIBC accepts responsibility for the information in this Second Supplementary Prospectus. 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 Supplementary Prospectus 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 Supplementary Prospectus or in any document incorporated by reference in the Prospectus by virtue of this Second Supplementary Prospectus, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

DOCUMENT INCORPORATED BY REFERENCE

The Aeroplan Press Release is, by virtue of this Second Supplementary Prospectus, incorporated in, and forms part of, the Prospectus.

A copy of the Press Release is available at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html on the London Stock Exchange plc’s website.

As at the date hereof, there has been no significant change in the financial position of CIBC and its subsidiaries taken as a whole since July 31, 2013, which is the date of the most recently published unaudited interim consolidated financial statements of CIBC.

GENERAL

If the document which is incorporated by reference into this Second Supplementary Prospectus itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Second Supplementary Prospectus except where such information or other documents are specifically incorporated by reference into the Prospectus by virtue of this Second Supplementary Prospectus.

Copies of this Second Supplementary Prospectus, the Prospectus and the documents incorporated by reference in either have been filed with Morningstar plc (appointed by the United Kingdom Financial Conduct Authority to act as the National Storage Mechanism) and are available for viewing at 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 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 and from the office of the Principal Paying Agent, Deutsche Bank AG, London Branch, at Winchester House, 1 Great Winchester Street, London EC2N 2DB. 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. The websites referred to above and their content are not incorporated by reference into and do not form part of this Second Supplementary Prospectus or the Prospectus.

Second Supplementary Offering Circular

This page 4 of this supplement (the “**Second Supplementary Offering Circular**”) constitutes a supplement to the Offering Circular and has been prepared in connection with the Programme established by CIBC. Terms defined in the Offering Circular have the same meaning when used in this Second Supplementary Offering Circular.

NEITHER THE OFFERING CIRCULAR NOR THIS SECOND SUPPLEMENTARY OFFERING CIRCULAR HAVE BEEN REVIEWED OR APPROVED BY THE UK LISTING AUTHORITY AND THE OFFERING CIRCULAR DOES NOT CONSTITUTE A PROSPECTUS FOR THE PURPOSES OF DIRECTIVE 2003/71/EC, AS AMENDED (THE “PROSPECTUS DIRECTIVE”).

This Second Supplementary Offering Circular is supplemental to, and should be read in conjunction with, the Offering Circular and the documents incorporated by reference therein. This Second Supplementary Offering Circular is to be read in conjunction with the following section of the Second Supplementary Prospectus (as amended herein):

- Document Incorporated by Reference

which will be deemed to be incorporated by reference herein, save that references to “Prospectus” shall be deemed to be to the “Offering Circular” and references to “Second Supplementary Prospectus” shall be deemed to be to the “Second Supplementary Offering Circular”.

CIBC accepts responsibility for the information contained in this Second Supplementary Offering Circular. 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 Supplementary Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Second Supplementary Offering Circular or any statement incorporated by reference into the offering Circular by this Second Supplementary Offering Circular and (b) any other statement in, or incorporated by reference in, the Offering Circular, the statements in (a) above will prevail. Save as disclosed in this Second Supplementary Offering Circular or in any document incorporated by reference in the Offering Circular by virtue of this Second Supplementary Offering Circular, no significant new factor, material mistake or inaccuracy relating to the information included in the Offering Circular has arisen or been noted, as the case may be, since the publication of the Offering Circular.