

**FIFTH PROSPECTUS SUPPLEMENT
DATED 29 FEBRUARY 2024**



CANADIAN IMPERIAL BANK OF COMMERCE
(a Canadian chartered bank)

Structured Note Issuance Programme

This fifth prospectus supplement (the "**Fifth Prospectus Supplement**") dated 29 February 2024 is supplemental to, and must be read in conjunction with, the base prospectus dated 10 May 2023, the first prospectus supplement dated 26 May 2023, the second prospectus supplement dated 1 September 2023, the third prospectus supplement dated 27 September 2023 and the fourth prospectus supplement dated 4 December 2023 (the "**Fourth Prospectus Supplement**") (such supplements, together with the base prospectus, the "**Prospectus**") in relation to the Structured Note Issuance Programme (the "**Programme**") of Canadian Imperial Bank of Commerce (the "**Issuer**" or "**CIBC**"). The Prospectus comprises a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**").

This Fifth Prospectus Supplement constitutes a supplement to the Prospectus for purposes of Article 23(1) 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 Fifth Prospectus Supplement shall not affect any Notes issued prior to the date hereof.

The purpose of this Fifth Prospectus Supplement is to:

- (a) incorporate by reference in the Prospectus the most recent comparative unaudited interim consolidated financial statements of CIBC (including CIBC's management's discussion & analysis thereof) for the period ended 31 January 2024 set out in CIBC's first quarter 2024 report to shareholders (the "**CIBC First Quarter 2024 Report to Shareholders**"); and
- (b) update paragraph 5. in the General Information section of the Prospectus.

Terms defined in the Prospectus have the same meaning when used in this Fifth Prospectus Supplement. To the extent that there is any inconsistency between (a) any statement in this Fifth Prospectus Supplement or any statement incorporated by reference into the Prospectus by this Fifth 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 Fifth Prospectus Supplement. To the best of the knowledge of CIBC the information contained in this Fifth Prospectus Supplement is in accordance with the facts and makes no omission likely to affect its import.

Save as disclosed in this Fifth Prospectus Supplement or in any document incorporated by reference in the Prospectus by virtue of this Fifth 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 Fourth Prospectus Supplement.

In accordance with Article 23(2a) of Prospectus Regulation, investors who have already agreed to purchase or subscribe for the Notes before this Fifth Prospectus Supplement is published have the right, exercisable within two working days after publication of this Fifth Prospectus Supplement, to

withdraw their acceptances. The final date of the right of withdrawal will be 4 March 2024. 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 96 to 97 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 by reference in, and form part of, the Prospectus:

- a) the sections of the CIBC First Quarter 2024 Report to Shareholders [Report to Shareholders for the First Quarter, 2024 \(cibc.com\)](https://www.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 2024 with comparative unaudited interim consolidated financial statements for the three month period ended 31 January 2023 prepared in accordance with International Accounting Standard (IAS) 34 “Interim Financial Reporting”:

<i>Information</i>	<i>Page numbers refer to the CIBC First Quarter 2024 Report to Shareholders</i>
Management’s Discussion and Analysis	1-47
Comparative Unaudited Interim Consolidated Financial Statements	48-69
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Any information in CIBC’s First Quarter 2024 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.

GENERAL INFORMATION

Paragraph 5. of the section entitled "General Information" found at page 540 of the Prospectus is deleted and replaced with the following:

“5. Since 31 January 2024, 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 2023, 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 Fifth 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 Fifth 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 Fifth Prospectus Supplement or where this Fifth Prospectus Supplement is specifically defined as including such information.

In accordance with Article 21.2 of the Prospectus Regulation, copies of this Fifth 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.luxse.com under the name of Canadian Imperial Bank of Commerce (ii) can be viewed on the Issuer's website at [Structured Note Issuance Programme | CIBC](#) and (iii) 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 Fifth Prospectus Supplement or the Prospectus unless the information has been incorporated by reference into this Fifth Prospectus Supplement or the Prospectus.