

PROSPECTUS SUPPLEMENT

To the Short Form Base Shelf Prospectus dated March 11, 2014

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement, together with the short form base shelf prospectus dated March 11, 2014 to which it relates, as amended or supplemented, and each document deemed to be incorporated by reference into the short form base shelf prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

These securities have not been and will not be registered under the Securities Act of 1933 of the United States of America. These securities may not be offered, sold or delivered in the United States and this prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States.

Information has been incorporated by reference in this prospectus supplement and the accompanying short form base shelf prospectus dated March 11, 2014 from documents filed with securities commissions or similar authorities in each of the provinces and territories of Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary, Canadian Imperial Bank of Commerce, Commerce Court, Toronto, Ontario M5L 1A2, telephone (416) 980-3096, and are also available electronically at www.sedar.com.

New Issue

October 21, 2014



Canadian Imperial Bank of Commerce

\$1,000,000,000

3.00% Debentures Due October 28, 2024

(subordinated indebtedness)

The subordinated indebtedness of Canadian Imperial Bank of Commerce ("CIBC") evidenced by the 3.00% Debentures due October 28, 2024 (the "Debentures") will be dated October 28, 2014 (the "Issue Date") and will mature on October 28, 2024 (the "Maturity Date"). From and including the Issue Date to, but excluding, October 28, 2019 (the "Interest Reset Date"), interest will be payable at 3.00% per annum (the "Initial Interest Rate") semi-annually in arrears on the 28th day of each of April and October with the first such payment on April 28, 2015. From and including the Interest Reset Date to, but excluding, the Maturity Date, interest will be payable at the Three-month Bankers' Acceptance Rate (as herein defined) plus 1.19% (the "Floating Rate") quarterly in arrears on the 28th day of each of January, April, July and October, with the first such payment on January 28, 2020. See "Details of the Offering".

CIBC may, at its option, with the prior approval of the Superintendent of Financial Institutions (the "Superintendent"), redeem the Debentures, in whole at any time, or in part from time to time, on not less than 30 days' and not more than 60 days' prior notice to the registered holders of the Debentures, at any time on or after the Interest Reset Date at par, together with accrued and unpaid interest to, but excluding the date fixed for redemption. See "Details of the Offering - Redemption".

	<u>Price to Public</u>	<u>Dealers' Fee</u>	<u>Net Proceeds to CIBC⁽¹⁾⁽²⁾</u>
Per Debenture.....	\$999.77	\$3.50	\$996.27
Total	\$999,770,000	\$3,500,000	\$996,270,000

(1) Plus accrued interest, if any, from October 28, 2014 to the date of delivery.

(2) Before deduction of expenses of the issue payable by CIBC estimated at \$350,000.

CIBC World Markets Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns Inc., National Bank Financial Inc., Scotia Capital Inc., TD Securities Inc., Desjardins Securities Inc., HSBC Securities (Canada) Inc., Laurentian Bank Securities Inc., Manulife Securities Incorporated, Merrill Lynch Canada Inc. and Wells Fargo Securities Canada, Ltd. (the "Dealers"), as agents, have agreed to use their reasonable best efforts to solicit offers to purchase the Debentures offered by this Prospectus Supplement if, as and when issued by CIBC and accepted by the Dealers in accordance with the terms of the dealer agreement referred to under "Plan of Distribution", subject to approval of certain legal matters on behalf of CIBC by Blake, Cassels & Graydon LLP and on behalf of the Dealers by Torys LLP, at a price of \$999.77 per \$1,000 principal amount of Debentures, and will receive an aggregate fee of \$3,500,000, assuming the full amount of the Debentures offered is sold. If the full amount of the Debentures is not sold, the fee paid to the Dealers will be pro-rated accordingly. While the Dealers have agreed to use their reasonable best efforts to solicit offers to purchase Debentures, they are not obliged to purchase any Debentures which are not sold. **CIBC World Markets Inc., the lead dealer, is a**

wholly-owned subsidiary of CIBC. By virtue of such ownership, CIBC is a related and connected issuer of CIBC World Markets Inc. under applicable securities legislation. See “Plan of Distribution”.

It is not currently anticipated that the Debentures will be listed on any stock exchange or quotation system and, consequently, **there is no market through which the Debentures may be sold and purchasers may not be able to resell the Debentures purchased under this Prospectus Supplement. This may affect the pricing of the Debentures in the secondary market, the transparency and availability of their trading prices, the liquidity of the Debentures and the extent of issuer regulation. See “Risk Factors.”**

The Debentures offered by this Prospectus Supplement will be direct unsecured obligations of CIBC, constituting subordinated indebtedness for the purposes of the *Bank Act (Canada)* (the “Bank Act”) ranking at least equally with all other subordinated indebtedness of CIBC from time to time issued and outstanding and will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance scheme.

The head and registered office of CIBC is Commerce Court, Toronto, Ontario M5L 1A2.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the closing date will be on or about October 28, 2014 or such later date as CIBC and the Dealers agree, but in any event, no later than November 28, 2014. A book-entry only certificate representing the Debentures will be issued in registered form only to CDS Clearing and Depository Services Inc. (“CDS”), or its nominee, and will be deposited with CDS on closing of this offering. A purchaser of the Debentures will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the Debentures are purchased. See “Details of the Offering — Depository Services”.

In this Prospectus Supplement, unless otherwise indicated, capitalized terms which are defined in the accompanying short form base shelf prospectus dated March 11, 2014 (the “Prospectus”) are used herein with the meanings defined therein.

Table of Contents

Forward Looking Statements.....	S-3
Eligibility for Investment.....	S-4
Documents Incorporated by Reference.....	S-4
Recent Developments.....	S-5
Details of the Offering.....	S-5
Bank Act Restrictions and Approvals.....	S-10
Ratings.....	S-10
Certain Canadian Federal Income Tax Considerations.....	S-11
Earnings Coverage.....	S-14
Plan of Distribution.....	S-15
Use of Proceeds.....	S-15
Trading Price and Volume of CIBC's Securities.....	S-16
Risk Factors.....	S-16
Legal Matters.....	S-20
Transfer Agent and Registrar.....	S-20
Statutory Rights of Withdrawal and Rescission.....	S-20
Certificate of the Dealers.....	S-21

Forward Looking Statements

This Prospectus Supplement and the Prospectus, including the documents that are incorporated by reference in the Prospectus, contain forward-looking statements within the meaning of certain securities laws. All such statements are made pursuant to the “safe harbour” provisions of, and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the operations, business lines, financial condition, risk management, priorities, targets, ongoing objectives, strategies and outlook of CIBC for 2014 and subsequent fiscal periods. Forward-looking statements are typically identified by the words “believe”, “expect”, “anticipate”, “intend”, “estimate”, “forecast”, “target”, “objective” and other similar expressions or future or conditional verbs such as “will”, “should”, “would” and “could”. By their nature, these statements require CIBC to make assumptions and are subject to inherent risks and uncertainties that may be general or specific. A variety of factors, many of which are beyond CIBC’s control, affect the operations, performance and results of CIBC, and could cause actual results to differ materially from the expectations expressed in any of CIBC’s forward-looking statements. These factors include: credit, market, liquidity, strategic, insurance, operational, reputation and legal, regulatory and environmental risks; the effectiveness and adequacy of CIBC’s risk management and valuation models and processes; legislative or regulatory developments in the jurisdictions where CIBC operates, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the regulations issued and to be issued thereunder, the U.S. Foreign Account Tax Compliance Act and regulatory reforms in the United Kingdom and Europe, the Basel Committee on Banking Supervision’s (BCBS) global standards for capital and liquidity reform and those relating to the payments system in Canada; amendments to, and interpretations of, risk-based capital guidelines and reporting instructions, and interest rate and liquidity regulatory guidance; the resolution of legal and regulatory proceedings and related matters; the effect of changes to accounting standards, rules and interpretations; changes in CIBC’s estimates of reserves and allowances; changes in tax laws; changes to CIBC’s credit ratings; political conditions and developments; the possible effect on CIBC’s business of international conflicts and any wars on terror; natural disasters, public health emergencies, disruptions to public infrastructure and other catastrophic events; reliance on third parties to provide components of CIBC’s business infrastructure; potential disruptions to CIBC’s information technology systems and services, including the evolving risk of cyber attack; social media risk; losses incurred as a result of internal or external fraud; the accuracy and completeness of information provided to CIBC concerning clients and counterparties; the failure of third parties to comply with their obligations to CIBC and its affiliates or associates; intensifying competition from established competitors and new entrants in the financial services industry including through internet and mobile banking; technological change; global capital market activity; changes in monetary and economic policy; currency value and interest rate fluctuations; general business and economic conditions worldwide, as well as in Canada, the U.S. and other countries where CIBC has operations, including increasing Canadian household debt levels and the high U.S. fiscal deficit; CIBC’s success in developing and introducing new products and services, expanding existing distribution channels, developing new distribution channels and realizing increased revenue from these channels; changes in client spending and saving habits; CIBC’s ability to attract and retain key employees and

executives; CIBC's ability to successfully execute its strategies and complete and integrate acquisitions and joint ventures; and CIBC's ability to anticipate and manage the risks associated with these factors.

This list is not exhaustive of the factors that may affect any of CIBC's forward-looking statements. Additional information about these factors can be found in the "Management of Risk" section of CIBC's 2013 Annual Report (as defined herein) and of CIBC's 2014 Third Quarter MD&A (as defined herein). These and other factors should be considered carefully and readers should not place undue reliance on CIBC's forward-looking statements. CIBC does not undertake to update any forward-looking statement that is contained in this Prospectus Supplement, the Prospectus or the documents incorporated by reference in this Prospectus Supplement or the Prospectus except as required by law.

Eligibility for Investment

In the opinion of Blake, Cassels & Graydon LLP, counsel to CIBC, and Torys LLP, counsel to the Dealers, the Debentures to be issued under this Prospectus Supplement, if issued on the date hereof, would be, on such date, qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder (the "Income Tax Act") for trusts governed by registered retirement savings plans ("RRSPs"), registered retirement income funds ("RRIFs"), deferred profit sharing plans (other than a deferred profit sharing plan to which contributions are made by CIBC or by an employer with which CIBC does not deal at arm's length within the meaning of the Income Tax Act), tax-free savings accounts ("TFSAs"), registered education savings plans and registered disability savings plans.

The Debentures will not be a "prohibited investment" for trusts governed by a TFSA, RRSP or RRIF unless the holder of such TFSA or the annuitant of such RRSP or RRIF, as applicable, (i) does not deal at arm's length with CIBC for purposes of the Income Tax Act, or (ii) has a "significant interest" as defined in the Income Tax Act in CIBC. Annuitants of an RRSP or RRIF and holders of a TFSA should consult their own tax advisors with respect to whether the Debentures would be prohibited investments in their particular circumstances.

Documents Incorporated by Reference

This Prospectus Supplement is deemed to be incorporated by reference into the accompanying Prospectus, solely for the purpose of the offering of the Debentures. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus, including the following (reference should be made to the Prospectus for full particulars thereof):

- (i) CIBC's Annual Information Form dated December 4, 2013, which incorporates by reference portions of CIBC's Annual Report for the year ended October 31, 2013 ("CIBC's 2013 Annual Report");
- (ii) CIBC's comparative audited consolidated financial statements for the year ended October 31, 2013, together with the auditors' report for CIBC's 2013 fiscal year;
- (iii) CIBC's Management's Discussion and Analysis for the year ended October 31, 2013 ("CIBC's 2013 MD&A") contained in CIBC's 2013 Annual Report;
- (iv) CIBC's Management Proxy Circular dated February 27, 2014 regarding CIBC's annual meeting of shareholders held on April 24, 2014;
- (v) CIBC's comparative unaudited interim consolidated financial statements for the three and nine-month periods ended July 31, 2014 included in CIBC's Report to Shareholders for the Third Quarter 2014 ("CIBC's 2014 Third Quarter Report");
- (vi) CIBC's Management's Discussion and Analysis of results of operations contained in CIBC's 2014 Third Quarter Report ("CIBC's 2014 Third Quarter MD&A");
- (vii) CIBC's Material Change Report dated August 1, 2014 regarding the appointment of Victor Dodig as President and Chief Executive Officer;

- (viii) the template version (as defined in National Instrument 41-101 – General Prospectus Requirements (“NI 41-101”)) of the indicative term sheet dated October 21, 2014 (the “Indicative Term Sheet”), filed on SEDAR in connection with the offering; and
- (ix) the template version of the final term sheet dated October 21, 2014, as amended (the “Final Term Sheet”, and together with the Indicative Term Sheet, the “Marketing Materials”).

Any template version of “marketing materials” (as defined in NI 41-101) filed with the securities commission or similar authority in each of the provinces and territories of Canada in connection with this offering after the date hereof but prior to the termination of the distribution of the Debentures under this Prospectus Supplement (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be incorporated by reference herein. Any marketing materials, including the Marketing Materials, are not part of this Prospectus Supplement to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus Supplement or an amendment to this Prospectus Supplement.

Recent Developments

On September 30, 2014, CIBC announced its intention to redeem all 10 million of its issued and outstanding Non-cumulative Rate Reset Class A Preferred Shares Series 26 (TSX:CM.PR.D), for cash. The redemption will occur on October 31, 2014 at a redemption price of \$25.00 per share.

Details of the Offering

The following is a summary of certain of the material attributes and characteristics of the Debentures offered hereby, which does not purport to be complete. Reference is made to the Prospectus for a summary of the other material attributes and characteristics applicable to the Debentures and to the Trust Indenture (as defined below) referred to below for the full text of such attributes and characteristics.

General

The Debentures offered hereby will be issued under and pursuant to the provisions of a trust indenture (the “Trust Indenture”) to be dated as of October 28, 2014 between CIBC and BNY Trust Company of Canada, as trustee (the “Trustee”). The Debentures will be limited to \$1,000,000,000 aggregate principal amount, will be dated October 28, 2014 and will mature on October 28, 2024. The Debentures will be issued in denominations of \$1,000 (each a “Debenture”) and authorized multiples thereof. The principal and interest on the Debentures will be paid in lawful money of Canada in the manner and on terms set out in the Trust Indenture.

Depository Services

Except in limited circumstances, the Debentures will be issued in “book-entry only” form and must be purchased, transferred, redeemed or exchanged through participants in the depository services of CDS. See “Book-entry Only Securities” in the Prospectus.

Status and Subordination

The Debentures will be direct, unsecured obligations of CIBC, constituting subordinated indebtedness for the purposes of the Bank Act, ranking at least equally and rateably with all other subordinated indebtedness of CIBC from time to time issued and outstanding and will be subordinate in right of payment to the prior payment in full of the deposit liabilities of CIBC except those which by their terms rank equally in right of payment with, or are subordinate to, such subordinated indebtedness. If a NVCC Automatic Conversion occurs, the rights, terms and conditions of the Debentures, including with respect to priority and subordination, will no longer be relevant as all the Debentures will have been converted into common shares of CIBC (“Common Shares”) which will rank on parity with all other outstanding Common Shares.

Subject to regulatory capital requirements applicable to CIBC, there is no limit on the amount of subordinated indebtedness CIBC may issue. Notwithstanding any provision of the Trust Indenture, CIBC may not, without the prior approval of the Superintendent, amend or vary terms of the Debentures that would affect the recognition of the Debentures as regulatory capital under capital adequacy requirements adopted by the Superintendent.

The Debentures will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance scheme.

Interest

From and including the Issue Date to, but excluding, the Interest Reset Date, interest will be payable at the Initial Interest Rate, semi-annually in arrears on the 28th day of each of April and October with the first such payment on April 28, 2015. From and including the Interest Reset Date to, but excluding, the Maturity Date, interest will be payable at the Floating Rate, quarterly in arrears on the 28th day of each of January, April, July and October, with the first such payment on January 28, 2020.

The Trust Indenture will provide definitions substantially to the following effect:

“Three-month Bankers’ Acceptance Rate” means, for any quarterly interest period following the Interest Reset Date, the average bid rate of interest (expressed as an annual percentage rate) rounded to the nearest one-hundred-thousandth of 1.00% (with .000005 % being rounded up) for Canadian dollar bankers’ acceptances with maturities of three months which appears on the Reuters Screen CDOR Page (as herein defined) as of 10:00 a.m., Toronto time, on the first business day of such quarterly interest period. If such rate does not appear on the Reuters Screen CDOR Page on such day, the Three-month Bankers’ Acceptance Rate for such period shall be the average of the bid rates of interest (expressed and rounded as set forth above) for Canadian dollar bankers’ acceptances with maturities of three-months for same-day settlement as quoted by such of the Schedule I banks (as defined in the Bank Act) as may quote such a rate as of 10:00 a.m., Toronto time, on the first business day of such quarterly interest period;

“business day” means any day other than a Saturday or Sunday on which banks generally are open for business in the City of Toronto; and

“Reuters Screen CDOR Page” means the display designated as page “CDOR” on the Reuters Monitor Money Rates Service (or such other page as may replace the CDOR page on that service) for purposes of displaying Canadian dollar bankers’ acceptance rates.

Redemption

CIBC may, at its option, with the prior approval of the Superintendent, redeem the Debentures, in whole at any time or in part from time to time, on not less than 30 days’ and not more than 60 days’ prior notice to the registered holders of the Debentures, at any time on or after the Interest Reset Date at par, together with accrued and unpaid interest to, but excluding the date fixed for redemption. See “Risk Factors”.

In cases of partial redemption, the Debentures to be redeemed will be selected by the Trustee on a *pro rata* basis or in such other manner as it shall deem equitable. Any Debentures offered hereby that are redeemed by CIBC will be cancelled and will not be reissued.

NVCC Automatic Conversion

Upon the occurrence of a Trigger Event, each outstanding Debenture will automatically and immediately be converted, on a full and permanent basis, without the consent of the holder thereof, into a number of Common Shares equal to $(\text{Multiplier} \times \text{Debenture Value}) \div \text{Conversion Price}$ (rounding down, if necessary, to the nearest whole number of Common Shares) (a “NVCC Automatic Conversion”). For the purposes of the foregoing:

“Conversion Price” means the greater of (i) the Current Market Price of the Common Shares, and (ii) the Floor Price.

“Current Market Price” of the Common Shares means the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange (the “TSX”), if such shares are then listed on the TSX, for the

10 consecutive trading days ending on the trading day preceding the date of the Trigger Event. If the Common Shares are not then listed on the TSX, for the purpose of the foregoing calculation reference shall be made to the principal securities exchange or market on which the Common Shares are then listed or quoted or, if no such trading prices are available, “Current Market Price” shall be the Floor Price.

“Debenture Value” means, in respect of each Debenture, \$1,000 plus the amount of accrued and unpaid interest on such Debenture.

“Floor Price” means \$5.00, subject to adjustment in the event of (i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all holders of Common Shares as a stock dividend, (ii) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares, or (iii) the reduction, combination or consolidation of the Common Shares into a lesser number of Common Shares. The adjustment shall be computed to the nearest one-tenth of one cent provided that no adjustment of the Floor Price shall be required unless such adjustment would require an increase or decrease of at least 1% of the Floor Price then in effect; provided, however, that in such case any adjustment that would otherwise be required to be made will be carried forward and will be made at the time of and together with the next subsequent adjustment which, together with any adjustments so carried forward, will amount to more than 1% of the Floor Price.

“Multiplier” means 1.5.

“Trigger Event” shall have the meaning set out in the Office of the Superintendent of Financial Institutions Canada (“OSFI”) Guideline for Capital Adequacy Requirements (CAR), Chapter 2 – Definition of Capital, dated April 2014, as such term may be amended or superseded by OSFI from time to time, which term currently provides that each of the following constitutes a Trigger Event:

- (a) the Superintendent publicly announces that CIBC has been advised, in writing, that the Superintendent is of the opinion that CIBC has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of CIBC will be restored or maintained; or
- (b) a federal or provincial government in Canada publicly announces that CIBC has accepted or agreed to accept a capital injection, or equivalent support, from the federal government or any provincial government or political subdivision or agent or agency thereof without which CIBC would have been determined by the Superintendent to be non-viable.

Fractions of Common Shares will not be issued or delivered pursuant to a NVCC Automatic Conversion and no cash payment will be made in lieu of a fractional Common Share. Notwithstanding any other provision of the Debentures, the conversion of the Debentures in connection with the NVCC Automatic Conversion shall not be an event of default and the only consequence of a Trigger Event under the provisions of the Debentures will be the conversion of the Debentures into Common Shares. Upon a NVCC Automatic Conversion, any accrued and unpaid interest, together with the principal amount of the Debentures, will be deemed paid in full by the issuance of Common Shares upon such conversion and the holders of Debentures shall have no further rights and CIBC shall have no further obligations under the Trust Indenture. If tax is required to be withheld from such payment of interest in the form of Common Shares, the number of Common Shares so issued will reflect an amount net of any applicable withholding tax.

In the event of a capital reorganization, consolidation, merger or amalgamation of CIBC or comparable transaction affecting the Common Shares, CIBC will take necessary action to ensure that holders of the Debentures receive, pursuant to a NVCC Automatic Conversion, the number of Common Shares or other securities that such holders would have received if the NVCC Automatic Conversion occurred immediately prior to the record date for such event.

Upon a NVCC Automatic Conversion, CIBC reserves the right not to (a) deliver some or all the Common Shares issuable thereupon to any person whom CIBC or its transfer agent has reason to believe is an Ineligible Person (as defined herein) or any person who, by virtue of a NVCC Automatic Conversion, would become a Significant Shareholder (as defined herein), or (b) record in its securities register an issue of Common Shares to any person whom CIBC or its transfer agent has reason to believe is an Ineligible Government Holder based on a declaration submitted to CIBC or its transfer agent by or on behalf of such person. In such circumstances, CIBC will hold, as agent for such persons, the Common Shares that would have otherwise been delivered to such persons and will attempt to facilitate the sale of such Common Shares to parties other than CIBC and its affiliates on behalf of such persons through a registered dealer to be

retained by CIBC on behalf of such persons. Those sales (if any) may be made at any time and at any price. CIBC will not be subject to any liability for failure to sell such Common Shares on behalf of such persons or at any particular price on any particular day. The net proceeds received by CIBC from the sale of any such Common Shares will be divided among the applicable persons in proportion to the number of Common Shares that would otherwise have been delivered to them upon the NVCC Automatic Conversion after deducting the costs of sale and any applicable withholding taxes. For the purposes of the foregoing:

“Ineligible Government Holder” means any person who is the federal or a provincial government in Canada or agent or agency thereof, or the government of a foreign country or any political subdivision of a foreign country, or any agent or agency of a foreign government, in each case to the extent that the recording in CIBC’s securities register of a transfer or issue of any share of CIBC to such person would cause CIBC to contravene the Bank Act.

“Ineligible Person” means (i) any person whose address is in, or whom CIBC or its transfer agent has reason to believe is a resident of, any jurisdiction outside of Canada to the extent that the issuance of Common Shares by CIBC or delivery of Common Shares by its transfer agent to that person upon a NVCC Automatic Conversion would require CIBC to take any action to comply with securities, banking or analogous laws of that jurisdiction, (ii) any person to the extent that the issuance of Common Shares by CIBC or delivery of Common Shares by its transfer agent to that person upon a NVCC Automatic Conversion would cause CIBC to be in violation of any law to which CIBC is subject, or (iii) any person to the extent that the issuance of Common Shares by CIBC or delivery of Common Shares by its transfer agent to that person would give rise to a liability for withholding tax in connection with such issuance or delivery.

“Significant Shareholder” means any person who beneficially owns directly, or indirectly through entities controlled by such person or persons associated with or acting jointly or in concert with such person, a percentage of the total number of outstanding shares of a class of CIBC that is in excess of that permitted by the Bank Act.

Events of Default

The Trust Indenture will provide that an event of default in respect of the Debentures will occur if CIBC becomes insolvent or bankrupt or resolves to wind-up or liquidate or is ordered wound-up or liquidated. If an event of default has occurred and is continuing, the Trustee may, in its discretion, and shall, upon request of holders of not less than 25% of the principal amount of Debentures, declare the principal of and interest on all outstanding Debentures to be immediately due and payable. There is no right of acceleration in the case of a default in the payment of interest or a default in the performance of any other covenant of CIBC in the Trust Indenture, although a legal action could be brought to enforce such covenant.

Upon the happening of any event of default, the holders of the Debentures then outstanding by instrument in writing signed by the holders of a majority in aggregate principal amount of the outstanding Debentures may, subject to the provisions of any Extraordinary Resolution (as defined below), instruct the Trustee to waive such event of default and/or to cancel any declaration of acceleration made by the Trustee. In addition, the Trustee, so long as it has not become bound to declare the principal of and interest on the Debentures then outstanding to be due and payable or to obtain or enforce payment of the same, shall have power to waive any default if the default is remedied or adequate satisfaction has been made therefor, and in such event to cancel any such declaration previously made by the Trustee in the exercise of its discretion, upon such terms and conditions as to the Trustee may deem advisable. Subject to any such waiver and the provisions of any Extraordinary Resolution and to certain other requirements, the Trust Indenture will provide that if CIBC fails to pay on demand any principal and any premium or interest declared by the Trustee to be due and payable following an Event of Default, the Trustee may, in its discretion, and must, upon receiving the written direction of holders of not less than 25% in principal amount of all Debentures outstanding under the Trust Indenture and upon being indemnified to its reasonable satisfaction against all costs, expenses and liabilities to be incurred, proceed to obtain or enforce payment of the amounts due and payable together with other amounts due under the Trust Indenture by any remedy provided by law or equity either by legal proceedings or otherwise.

Open Market Purchases

The Trust Indenture will provide that CIBC may, subject to the prior approval of the Superintendent if applicable, purchase Debentures, in whole or in part, in the market or by tender or by private contract at any price or

prices and upon such terms and conditions as CIBC in its absolute discretion may determine, subject, however, to any applicable law restricting the purchase of Debentures. All Debentures that are purchased by CIBC will be cancelled and will not be reissued. Notwithstanding the foregoing, any subsidiary of CIBC may purchase Debentures in the ordinary course of its business of dealing in securities.

Modification

The Trust Indenture and the rights of the holders of Debentures may, in certain circumstances, be modified. For that purpose, among others, the Trust Indenture contains provisions making Extraordinary Resolutions binding upon all holders of Debentures. “Extraordinary Resolution” is defined, in effect, as a resolution passed by the affirmative vote of the holders of not less than 66 2/3% of the principal amount of Debentures represented and voted at a meeting duly called and held in accordance with the Trust Indenture or as a resolution contained in one or more instruments in writing signed by the holders of not less than 66 2/3% of the principal amount of the then outstanding Debentures. The Trust Indenture will provide that the quorum for meetings of holders of the Debentures at which an Extraordinary Resolution will be considered will be holders representing at least 50% in principal amount of the then outstanding Debentures. The Trustee may agree without authorization from the holders of Debentures, to modifications and alterations of such Trust Indenture and such Debentures if, in the opinion of the Trustee, such modifications and alterations will not be materially prejudicial to the rights of such holders of Debentures or the rights and powers of the Trustee. Certain modifications and alterations to the Trust Indenture and the Debentures are subject to the approval of the Superintendent.

Covenants

The Trust Indenture will provide that, among other things, CIBC must: (i) duly and punctually pay or cause to be paid the principal of and interest accrued on the Debentures, in accordance with the Trust Indenture and the Debentures; (ii) do or cause to be done all things necessary to preserve and keep in full force and effect its corporate existence and rights; (iii) itself or through subsidiaries carry on and conduct its business in a proper and efficient manner and in accordance with good business practice (provided that these requirements will not prevent any consolidation or merger of CIBC or any sale or transfer of substantially all of its undertaking and assets, see “Consolidation, Amalgamation, Merger or Transfer” below); (iv) keep proper books of account in accordance with generally accepted accounting principles applicable to Canadian chartered banks; (v) not do or omit to do any act which could, with the passage of time, the giving of notice or otherwise, create an Event of Default (as defined in the Trust Indenture); (vi) pay to the Trustee from time to time reasonable remuneration for its services and pay or reimburse the Trustee upon its request for all reasonable expenses, disbursements and advances incurred or made by the Trustee in the administration or execution of the Trust Indenture; and (vii) so long as any Debentures remain outstanding, not create, issue or incur any indebtedness subordinate in right of payment to the deposit liabilities of CIBC which, in the event of the insolvency or winding up of CIBC, would rank in right of payment in priority to the Debentures.

Consolidation, Amalgamation, Merger or Transfer

The Trust Indenture will provide that CIBC may, without the consent of any holders of Debentures outstanding under the Trust Indenture, enter into any merger, consolidation, amalgamation, lease or other transaction whereby all or substantially all of its undertaking or assets would become the property of any other person (any such other person being herein referred to as a “successor”) provided that either: (i) the successor agrees to be bound by the terms of the Trust Indenture and the transaction is on such terms as the Trustee determines is not materially prejudicial to any of the rights and powers of the Trustee or of the holders of Debentures under the Trust Indenture and there does not exist, nor does the transaction result in, or give effect to, an event of default or a violation of any covenant or conditions of the Trust Indenture; (ii) the successor results from the amalgamation of CIBC with one or more other banks and/or bodies corporate under an amalgamation agreement under Section 224 of the Bank Act and by virtue of which the successor is subject to all the duties, liabilities and obligations of CIBC under the Trust Indenture and the Debentures and there does not exist, nor does the transaction result in, or give effect to, an event of default or a violation of any covenant or conditions of the Trust Indenture; or (iii) the successor is a “bank holding company” of CIBC created in accordance with Section 677 or Section 678 of the Bank Act.

Governing Law

The Trust Indenture and the Debentures will be governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein.

Bank Act Restrictions and Approvals

The Bank Act contains restrictions on the issue, transfer, acquisition, beneficial ownership and voting of all shares of a chartered bank. By way of summary, no person, or persons acting jointly or in concert, shall be a major shareholder of a bank if the bank has equity of \$12 billion or more (which would include CIBC). A person is a major shareholder of a bank where (i) the aggregate of the shares of any class of voting shares beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person is more than 20% of that class of voting shares; or (ii) the aggregate of the shares of any class of non-voting shares beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person is more than 30% of that class of non-voting shares. No person, or persons acting jointly or in concert, shall have a significant interest in any class of shares of a bank, including CIBC, unless the person first receives Ministerial approval. For purposes of the Bank Act, a person has a significant interest in a class of shares of a bank where the aggregate of any shares of the class beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person (as contemplated by the Bank Act) exceeds 10% of all of the outstanding shares of that class of shares of such bank.

In addition, the Bank Act prohibits a bank, including CIBC, from recording in its securities register the transfer or issuance of shares of any class to Her Majesty in right of Canada or of a province, an agent of Her Majesty, a foreign government or an agent of a foreign government.

Ratings

The Debentures will be rated “A(low)” by DBRS Limited (“DBRS”). “A” is the third highest of DBRS’s ten rating categories for long-term debt obligations. DBRS uses a “(high)” or “(low)” modifier to indicate relative strength within a rating category, with the absence of such a modifier indicating a rating in the middle of a category.

The Debentures will be rated “Baa1(hyb)” by Moody’s Investors Service, Inc. (“Moody’s”), a subsidiary of Moody’s Corporation. “Baa” is the fourth highest of the nine rating categories used by Moody’s for long-term debt obligations. Moody’s uses modifiers of “1”, “2” or “3” to indicate relative strength within a rating category, with a “1” modifier indicating a rating in the upper range of a category. Moody’s appends a “(hyb)” indicator to its ratings of hybrid securities issued by banks, insurers, finance companies, and securities firms, and it signals the potential for ratings volatility due to less predictable exogenous (and often non-credit linked) factors such as regulatory and/or government intervention coupled with a hybrid’s equity-like features.

The Debentures will be rated “BBB” by Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies (Canada) Corporation (“S&P”). “BBB” is the fourth highest of the ten rating categories used by S&P for long term debt obligations. A “+” or “-” modifier indicates relative strength within the rating category, with the absence of such a modifier indicating a rating in the middle of the category.

Prospective purchasers of the Debentures should consult the rating organization with respect to the interpretation and implication of the foregoing provisional ratings. The foregoing ratings should not be construed as a recommendation to buy, sell or hold the Debentures. Ratings may be revised or withdrawn at any time by the rating organization.

Certain Canadian Federal Income Tax Considerations

In the opinion of Blake, Cassels & Graydon LLP and Torys LLP, the following is a summary of the principal Canadian federal income tax considerations under the Income Tax Act generally applicable as of the date hereof to the acquisition, holding and disposition of Debentures and Common Shares received in a NVCC Automatic Conversion by a purchaser who purchases Debentures as beneficial owner at the time of their issuance pursuant to this Prospectus Supplement and the Prospectus and who, for the purposes of the Income Tax Act and at all relevant times, is or is deemed to be a resident of Canada, deals at arm's length and is not affiliated with CIBC, holds Debentures and Common Shares received on a NVCC Automatic Conversion, if any, as capital property and is not exempt from tax under Part I of the Income Tax Act (a "Holder").

Generally, Debentures and Common Shares acquired on a NVCC Automatic Conversion will constitute capital property to a Holder provided that the Holder does not hold the Debentures or Common Shares, as the case may be, in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Holders whose Debentures or Common Shares received on a NVCC Automatic Conversion might not otherwise qualify as capital property may be entitled to obtain such qualification in certain circumstances by making the irrevocable election permitted by subsection 39(4) of the Income Tax Act to deem the Debentures or Common Shares and every other "Canadian security", as defined in the Income Tax Act, owned by such Holder in the taxation year in which the election is made, and in all subsequent taxation years, to be capital property. Holders who do not hold their Debentures or Common Shares, as the case may be, as capital property should consult their own tax advisors about their particular circumstances.

This summary is not applicable to a Holder (i) that is a "financial institution", as defined in subsection 142.2(1) of the Income Tax Act; (ii) that is a "specified financial institution", as defined in the Income Tax Act; (iii) an interest in which is a "tax shelter investment", as defined in the Income Tax Act; (iv) that has elected to report its "Canadian tax results" as defined in the Income Tax Act in a currency other than the Canadian currency; or (v) that has entered or will enter into a "derivative forward agreement", as that term is defined in the Income Tax Act, with respect to the Debentures or Common Shares. Such Holders should consult their own tax advisors.

This summary is based upon the current provisions of the Income Tax Act, all specific proposals to amend the Income Tax Act publicly announced by or on behalf of the Minister of Finance prior to the date hereof (the "Proposals") and counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency made publicly available prior to the date hereof. No assurances can be given that the Proposals will be enacted as proposed, or at all. This summary does not otherwise take into account or anticipate any change in law or administrative policies or assessing practices, whether by legislative, governmental or judicial decision or action, nor does it take into account or consider any provincial, territorial or foreign tax legislation or considerations.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Debentures. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder and no representations with respect to the income tax consequences to any particular Holder are made. Prospective investors in Debentures should consult their own tax advisors with respect to their own particular circumstances.

Debentures

Taxation of Interest on the Debentures

A Holder that is a corporation, partnership, unit trust or trust of which a corporation or partnership is a beneficiary will be required to include in computing its income for a taxation year all interest (including any amounts considered to be interest) on a Debenture that accrues or is deemed to accrue to the Holder to the end of that taxation year, or becomes receivable or is received by the Holder before the end of that taxation year, except to the extent that such amount was included in the Holder's income for a preceding taxation year.

Any other Holder, including an individual (other than a trust described in the preceding paragraph), will be required to include in computing its income for a taxation year the amount of any interest on a Debenture (including any amount considered to be interest) on the Debentures that is received or receivable by such Holder in that year (depending on the method regularly followed by the Holder in computing its income), to the extent that such amount was not included in computing the Holder's income for a preceding taxation year. In addition, if at any time a Debenture becomes an "investment contract" (as defined in the Income Tax Act) in relation to the Holder, such Holder will be required to include in computing income for a taxation year any interest that accrues (or is deemed to accrue) to the Holder on the Debenture to the end of any "anniversary day" (as defined in the Income Tax Act) in that year to the extent such interest was not otherwise included in the Holder's income for that or a preceding taxation year. For these purposes, the "anniversary day" in respect of a Debenture held by a Holder is the day that is one year after the day immediately preceding the date of issuance of the Debenture, the day that occurs at every successive one-year interval from such day and the day on which the Debenture is disposed of by such Holder.

Disposition of Debentures

On any disposition or deemed disposition of a Debenture (including on a redemption, a payment on maturity, or a purchase for cancellation of Debentures) other than a disposition pursuant to a NVCC Automatic Conversion, a Holder will generally be required to include in income for the taxation year in which the disposition or deemed disposition takes place the amount of interest accrued or deemed to have accrued on the Debenture to the date of disposition or deemed disposition to the extent that such amount has not otherwise been included in the Holder's income for that taxation year or a preceding taxation year.

On a disposition of a Debenture as the result of a NVCC Automatic Conversion, the fair market value of any Common Shares issued in satisfaction of accrued and unpaid interest owing on the Debenture at the time of the NVCC Automatic Conversion will be included in the income of a Holder in the taxation year in which the NVCC Automatic Conversion takes place to the extent such amount was not otherwise included in the Holder's income for that or a preceding taxation year. A Holder that has previously included an amount in income in respect of such interest which exceeds the fair market value of the Common Shares issued in satisfaction thereof may be entitled to an offsetting deduction in the year of disposition in an amount equal to the amount of such excess.

In general, a disposition or deemed disposition of a Debenture, including on a redemption, payment on maturity or purchase for cancellation or as the result of a NVCC Automatic Conversion, will give rise to a capital gain (or capital loss) to the extent that the proceeds of disposition, net of any amounts included in the Holder's income on such disposition or deemed disposition as interest, exceed (or are less than) the adjusted cost base of the Debenture to the Holder immediately before the disposition or deemed disposition and any reasonable costs of disposition. Where the Debentures are exchanged for Common Shares as the result of a NVCC Automatic Conversion, the proceeds of disposition will be equal to the fair market value of the Common Shares received on the exchange (other than any Common Shares issued in satisfaction of accrued and unpaid interest on the Debentures). The income tax treatment of capital gains and capital losses realized by a Holder is described below under "Taxation of Capital Gains and Capital Losses".

The cost to a Holder of Common Shares acquired pursuant to a NVCC Automatic Conversion will generally equal the fair market value of such Common Shares on the date of acquisition. The adjusted cost base to the Holder of the Common Shares acquired at the time of a NVCC Automatic Conversion will be determined by averaging the cost of such Common Shares with the adjusted cost base of all other Common Shares held by such Holder as capital property immediately before that time.

Holders should consult their own tax advisors regarding the Canadian income tax consequences associated with a NVCC Automatic Conversion.

Common Shares

Taxation of Dividends on Common Shares

Dividends received (or deemed to be received) in a taxation year on Common Shares by an individual (other than certain trusts) will be included in the individual's income for such taxation year and will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit rates applicable to any dividends designated by CIBC as eligible dividends in accordance with the provisions of the Income Tax Act.

Dividends on the Common Shares received (or deemed to be received) by a corporation in a taxation year will be included in computing its income for such taxation year and generally will be deductible in computing its taxable income.

A Holder that is a "private corporation", as defined in the Income Tax Act, or any other corporation controlled, whether by reason of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), will generally be liable to pay a 33 1/3% refundable tax under Part IV of the Income Tax Act on dividends received (or deemed to be received) on the Common Shares to the extent such dividends are deductible in computing its taxable income.

Disposition of Common Shares

In general, a disposition or deemed disposition (including on a purchase for cancellation or other acquisition by CIBC) of Common Shares by a Holder, will give rise to a capital gain (or capital loss) to the extent that the proceeds of disposition exceed (or are less than) the adjusted cost base of the Common Shares to the Holder immediately before the disposition or deemed disposition and any reasonable costs of disposition. The amount of any deemed dividend arising on the purchase for cancellation or other acquisition by CIBC of Common Shares other than by way of a purchase in the manner in which shares are normally purchased by a member of the public in the open market (as described below) generally will not be included in computing a Holder's proceeds of disposition for purposes of computing the capital gain or loss arising on the disposition of such Common Shares. If the Holder is a corporation, any capital loss realized on a disposition or deemed disposition of Common Shares may in certain circumstances be reduced by the amount of any dividends which have been received (or deemed to be received) on such shares. Analogous rules apply to a partnership or trust of which a corporation, trust or partnership is a member or beneficiary.

If CIBC acquires Common Shares held by a Holder, other than by a purchase in the manner in which shares are normally purchased by a member of the public in the open market, the Holder will be deemed to have received a dividend equal to the amount, if any, paid by CIBC, in excess of the paid-up capital of such shares at such time. The difference between the amount paid and the amount of the deemed dividend will be treated as proceeds of disposition for the purposes of computing the capital gain or capital loss arising on the disposition of such shares. In the case of a Holder that is a corporation, it is possible that in certain circumstances all or part of the amount so deemed to be a dividend may be treated as proceeds of disposition and not as a dividend.

Taxation of Capital Gains and Capital Losses

Generally, one half of the amount of any capital gain (a “taxable capital gain”) realized by a Holder in a taxation year must be included in the Holder’s income in that year, and, subject to and in accordance with the provisions of the Income Tax Act, one half of the amount of any capital loss (an “allowable capital loss”) realized by a Holder in a taxation year generally must be deducted from taxable capital gains realized by the Holder in that year. Allowable capital losses in excess of taxable capital gains in any particular year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years to the extent and under the circumstances described in the Income Tax Act.

Alternative Minimum Tax

Taxable dividends received or deemed to be received and capital gains realized by an individual or a trust (other than certain specified trusts) may give rise to a liability for alternative minimum tax as calculated under the detailed rules set out in the Income Tax Act.

Additional Refundable Tax

A Holder that is a “Canadian-controlled private corporation” (as defined in the Income Tax Act) may also be liable for a refundable tax on investment income. For this purpose, investment income will generally include interest income and taxable capital gains.

Earnings Coverage

CIBC’s interest requirements based on subordinated indebtedness and obligations on Capital Trust securities, or the underlying deposits, outstanding as at October 31, 2013, and July 31, 2014, after giving effect to the issue of the debt securities to be distributed under the Prospectus Supplement, and maturities, repurchases and announced redemptions, would be \$397 million for the 12-month period ending October 31, 2014, and \$378 million for the 12-month period ending July 31, 2015.

CIBC’s earnings before income taxes and actual interest requirements on subordinated indebtedness and Capital Trust securities, and net of non-controlling interests, for the 12-month period ended October 31, 2013, was \$4,435 million, which was 11.2 times CIBC’s interest requirements as described above. CIBC’s earnings before income taxes and actual interest requirements on subordinated indebtedness and deposits underlying Capital Trust securities, and net of non-controlling interests, for the 12-month period ended July 31, 2014, was \$4,339 million, which was 11.5 times CIBC’s interest requirements as described above.

In calculating the earnings coverage, non-controlling interests were adjusted to before-tax equivalents using the applicable statutory income tax rates in each of the relevant jurisdictions.

Foreign currency amounts have been converted to Canadian dollars using the appropriate prevailing rates of exchange. As at October 31, 2013 and as at July 31, 2014, in the case of U.S. dollars, those rates were \$1.0427 per US\$1.00 and \$1.0904 per US\$1.00, respectively.

Amounts and ratios reported above are derived from CIBC’s consolidated financial results for the 12-month periods ended October 31, 2013 and July 31, 2014 prepared in accordance with International Financial Reporting Standards.

Plan of Distribution

Under a dealer agreement (the “Dealer Agreement”) dated October 21, 2014 between CIBC and the Dealers, CIBC has agreed to sell and the Dealers have agreed to use their reasonable best efforts to solicit offers to purchase Debentures on October 28, 2014 or such later date as may be agreed upon, but no later than November 28, 2014, subject to the terms and conditions stated therein, up to \$1,000,000,000 principal amount of Debentures at a price of \$999.77 per \$1,000 principal amount of Debentures for total consideration of up to \$999,770,000 plus accrued interest, if any, from October 28, 2014 to the date of delivery, payable to CIBC against delivery of such Debentures. The Dealer Agreement provides that CIBC will pay to the Dealers a fee of \$3.50 per \$1,000 principal amount of Debentures on account of services rendered, for an aggregate fee of \$3,500,000, assuming the full amount of the Debentures offered is sold. If the full amount of Debentures is not sold, the fee paid to the Dealers will be pro-rated accordingly.

The obligations of the Dealers under the Dealer Agreement may be terminated at their discretion upon the occurrence of certain stated events.

While the Dealers have agreed to use their best efforts to solicit offers to purchase the Debentures offered hereby, they are not obligated to purchase any Debentures which are not sold.

The Dealers may not, throughout the period of distribution, bid for or purchase the Debentures. The foregoing restriction is subject to certain exceptions, as long as the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Debentures. These exceptions include a bid or purchase permitted under the Universal Market Integrity Rules administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer when the order was not solicited during the period of distribution.

CIBC World Markets Inc., one of the Dealers, is a wholly-owned subsidiary of CIBC. By virtue of such ownership, CIBC is a related and connected issuer of CIBC World Markets Inc. under applicable securities legislation. The decision to distribute the Debentures and the determination of the terms of the distribution, including the price of the Debentures, were made through negotiations between CIBC on the one hand and the Dealers on the other hand. RBC Dominion Securities Inc., a Dealer, in respect of which CIBC is not a related or connected issuer, has participated in the structuring and pricing of the offering and in the due diligence activities performed by the Dealers for the offering. CIBC World Markets Inc. will not receive a benefit in connection with this offering, other than its share of the Dealers’ fee payable by CIBC.

The TSX has conditionally approved the listing of the Common Shares into which the Debentures will be converted upon the occurrence of a NVCC Automatic Conversion, subject to CIBC fulfilling all of the listing requirements of the TSX on or before January 21, 2015. CIBC has applied to list the Common Shares into which the Debentures will be converted upon the occurrence of a NVCC Automatic Conversion on the New York Stock Exchange (the “NYSE”). Listing of such Common Shares on the NYSE will be subject to CIBC fulfilling all of the listing requirements of the NYSE.

Use of Proceeds

The net proceeds to CIBC from the sale of the Debentures, after deducting expenses of issue, will be used for general purposes of CIBC.

Trading Price and Volume of CIBC's Securities

The following chart sets out the trading price and volume of CIBC's securities on the Toronto Stock Exchange under the symbols "CM", "CM.PR.D", "CM.PR.E", "CM.PR.G", "CM.PR.K", "CM.PR.L", "CM.PR.M" and "CM.PR.O", respectively, during the 12 months preceding the date of this Prospectus Supplement:

	Oct 13	Nov 13	Dec 13	Jan 14	Feb 14	Mar 14	April 14	May 14	Jun 14	Jul 14	Aug 14	Sept 14	Oct 14 ¹
Common Shares													
High	\$89.59	\$91.90	\$91.71	\$90.83	\$93.46	\$96.58	\$98.06	\$99.72	\$98.18	\$102.74	\$105.75	\$107.37	\$101.49
Low	\$81.32	\$87.92	\$88.45	\$85.83	\$85.03	\$91.87	\$94.40	\$95.66	\$95.60	\$97.12	\$98.76	\$99.66	\$93.98
Vol ('000)	20,520	17,740	22,845	21,832	20,532	22,900	15,907	17,124	18,821	15,992	18,220	20,611	14,527
Pref. Series 26 ²													
High	\$25.39	\$25.77	\$25.75	\$25.63	\$25.60	\$25.74	\$25.86	\$25.95	\$25.96	\$25.83	\$25.85	\$25.78	\$25.00
Low	\$25.00	\$25.22	\$25.09	\$25.18	\$25.33	\$25.26	\$25.44	\$25.56	\$25.36	\$25.50	\$25.57	\$24.97	\$24.97
Vol ('000)	152	163	117	90	53	161	130	111	82	83	79	95	187
Pref. Series 27													
High	\$25.36	\$25.45	\$25.38	\$25.36	\$25.47	\$25.54	\$25.58	\$25.70	\$25.73	\$25.69	\$25.60	\$25.70	\$25.20
Low	\$24.95	\$25.05	\$25.01	\$25.01	\$25.17	\$25.20	\$25.24	\$25.43	\$25.23	\$25.40	\$25.44	\$25.08	\$25.05
Vol ('000)	236	157	147	150	100	228	226	95	92	165	88	148	121
Pref. Series 29													
High	\$25.18	\$25.38	\$25.38	\$25.28	\$25.33	\$25.48	\$25.45	\$25.80	\$25.88	\$25.87	\$25.80	\$25.69	\$25.38
Low	\$24.87	\$25.00	\$24.71	\$24.83	\$25.14	\$25.10	\$25.12	\$25.32	\$25.27	\$25.40	\$25.50	\$25.15	\$25.00
Vol ('000)	175	172	152	149	89	293	206	130	93	154	99	127	102
Pref. Series 33 ³													
High	\$25.65	\$25.74	\$25.77	\$25.54	\$25.54	\$25.62	\$25.37	\$25.45	\$25.31	\$25.00			
Low	\$25.46	\$25.47	\$25.32	\$25.25	\$25.32	\$25.18	\$25.21	\$25.02	\$24.97	\$24.97			
Vol ('000)	216	385	135	288	67	100	216	142	698	723			
Pref. Series 35 ⁴													
High	\$25.60	\$25.75	\$25.71	\$25.31	\$25.38	\$25.42	\$25.05						
Low	\$25.43	\$25.50	\$25.17	\$25.21	\$25.20	\$24.97	\$24.97						
Vol ('000)	349	184	159	438	364	389	490						
Pref. Series 37 ⁵													
High	\$25.91	\$26.05	\$25.99	\$25.61	\$25.62	\$25.78	\$25.39	\$25.41	\$25.41	\$25.05			
Low	\$25.65	\$25.71	\$25.33	\$25.42	\$25.45	\$25.27	\$25.25	\$25.33	\$24.98	\$24.97			
Vol ('000)	383	210	93	158	39	55	47	93	460	881			
Pref. Series 39 ⁶													
High									\$25.36	\$25.75	\$25.70	\$25.88	\$25.39
Low									\$24.95	\$25.29	\$25.34	\$25.22	\$25.02
Vol ('000)									2,886	1,290	288	250	397

Risk Factors

Investment in the Debentures is subject to various risks including those risks inherent in conducting the business of a diversified financial institution. Before deciding whether to invest in the Debentures, investors should consider carefully the risks set out herein and incorporated by reference in this Prospectus Supplement (including those set out in the Prospectus and subsequently filed documents incorporated by reference). Prospective purchasers should consider the categories of risks identified and discussed in the documents incorporated by reference including credit, market, liquidity, strategic, insurance, operational, reputation and legal, regulatory and environmental risks and those related to general business and economic conditions. Additional risks and uncertainties not presently known to CIBC may also impair its business operations. If CIBC does not successfully address any of the risks described below or in other filings incorporated by reference, there could be a material adverse effect on the business, financial condition or results of operations of CIBC. CIBC cannot assure an investor that they will successfully address these risks.

¹ The October 2014 data includes trading prices and volume up to and including October 20, 2014.

² On September 30, 2014, CIBC announced its intention to redeem all of its issued and outstanding Non-cumulative Rate Reset Class A Preferred Shares Series 26 on October 31, 2014.

³ CIBC redeemed all of its issued and outstanding Non-cumulative Rate Reset Class A Preferred Shares Series 33 on July 31, 2014.

⁴ CIBC redeemed all of its issued and outstanding Non-cumulative Rate Reset Class A Preferred Shares Series 35 on April 30, 2014.

⁵ CIBC redeemed all of its issued and outstanding Non-cumulative Rate Reset Class A Preferred Shares Series 37 on July 31, 2014.

⁶ CIBC issued its Non-cumulative Rate Reset Class A Preferred Shares Series 39 on June 11, 2014.

An investment in Debentures could be replaced in certain circumstances without the consent of the holder, by an investment in Common Shares. An investment in Common Shares is subject to general risks inherent in equity investments in depository institutions. In the event the Superintendent is of the opinion that CIBC has ceased or is about to cease to be viable, or another event constituting a Trigger Event occurs, the Debentures will be automatically exchanged for Common Shares, without the consent of the holders thereof. As a result, holders of Debentures could become shareholders of CIBC at a time when CIBC's financial condition has deteriorated. In the event of a liquidation of CIBC, the claims of depositors and creditors of CIBC would be entitled to a priority of payment over the claims of holders of equity interests such as the Common Shares. It is unclear what, if any, value the Common Shares received by holders of Debentures would have at the time of or following the occurrence of the NVCC Automatic Conversion.

If CIBC were to become insolvent or was ordered wound-up or liquidated after the NVCC Automatic Conversion, the holders of the Common Shares may receive, if anything, substantially less than the holders of the Debentures would have received had the Debentures not been exchanged for Common Shares. In the event of the occurrence of the NVCC Automatic Conversion, with the result that the holder of a Debenture receives Common Shares in exchange for such Debenture, the only claim or entitlement of such holder will be in its capacity as a shareholder of CIBC. It is possible that CIBC could become insolvent or ordered to be wound up or liquidated without a Trigger Event having occurred. In such an event, it is uncertain what the nature or amount of any proceeds would be for the Debentures.

The value of the Debentures will be affected by the general creditworthiness of CIBC. CIBC's 2013 MD&A and CIBC's 2014 Third Quarter MD&A are incorporated by reference in the Prospectus. These analyses discuss, among other things, known material trends and events, and risks or uncertainties that are reasonably expected to have a material effect on CIBC's business, financial condition or results of operations.

CIBC's earnings are significantly affected by changes in general business and economic conditions in the regions in which it operates. These conditions include short- and long-term interest rates, inflation, fluctuations in the debt and capital markets (including changes in credit spreads, credit migration and rates of default), equity or commodity prices, exchange rates, the strength of the economy, the stability of various financial markets, threats of terrorism and the level of business conducted in a specific region and/or any one sector within each region. Challenging market conditions and the health of the economy as a whole may have a material effect on CIBC's business, financial condition, liquidity and results of operations.

Real or anticipated changes in credit ratings on the Debentures may affect the market value of the Debentures. In addition, real or anticipated changes in credit ratings can affect the cost at which CIBC can transact or obtain funding, and thereby affect CIBC's liquidity, business, financial condition or results of operations, and therefore, CIBC's ability to make payment on the Debentures could be adversely affected.

The value of the Debentures may be affected by market value fluctuations resulting from factors which influence CIBC's operations, including regulatory developments, competition and global market activity.

The redemption of the Debentures is subject to the consent of the Superintendent and other restrictions, including certain restrictions contained in the Bank Act. See "Bank Act Restrictions and Approvals".

The Debentures will be direct unsecured obligations of CIBC, constituting subordinated indebtedness for the purposes of the Bank Act, and will rank at least equally and rateably with other subordinated indebtedness of CIBC from time to time issued and outstanding. In the event of the insolvency or winding up of CIBC, and assuming no NVCC Automatic Conversion has occurred, the indebtedness evidenced by the Debentures and other subordinated indebtedness of CIBC will be subordinate in right of payment to the prior payment in full of the deposit liabilities of CIBC and all other liabilities of CIBC except liabilities which by their terms rank in right of payment equally with or subordinate to such subordinated indebtedness.

It is not currently anticipated that the Debentures will be listed on any stock exchange or quotation system, consequently, there may be no market through which the Debentures may be sold and purchasers may therefore be unable to resell such Debentures. This may affect the pricing of the Debentures in any secondary market, the transparency and availability of trading prices, the liquidity of the Debentures and the extent of issuer regulation.

Prevailing interest rates will affect the market value of the Debentures, which have a fixed interest rate until October 28, 2019. Assuming all other factors remain unchanged, the market value of the Debentures would be expected to decline as prevailing interest rates for similar securities rise, and would be expected to increase as prevailing interest rates for similar securities decline.

The decision as to whether a Trigger Event will occur is a subjective determination by the Superintendent that CIBC has ceased, or is about to cease, to be viable and that the conversion of all contingent instruments is reasonably likely, taking into account any other factors or circumstances that are considered relevant or appropriate by the Superintendent, to restore or maintain the viability of CIBC. See the definition of Trigger Event under “Details of the Offering – NVCC Automatic Conversion”.

OSFI has stated that the Superintendent will consult with the Canada Deposit Insurance Corporation, the Bank of Canada, the Department of Finance and the Financial Consumer Agency of Canada prior to making a determination as to the non-viability of a financial institution. The conversion of contingent instruments alone may not be sufficient to restore an institution to viability and other public sector interventions, including liquidity assistance, could be required along with the conversion of contingent instruments to maintain an institution as a going concern.

In assessing whether CIBC has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments, it is reasonably likely that the viability of CIBC will be restored or maintained, OSFI has stated that the Superintendent will consider, in consultation with the authorities referred to above, all relevant facts and circumstances. Those facts and circumstances could include, in addition to other public sector interventions, a consideration of whether, among other things:

- the assets of CIBC are, in the opinion of the Superintendent, sufficient to provide adequate protection to CIBC’s depositors and creditors;
- CIBC has lost the confidence of depositors or other creditors and the public (for example, ongoing increased difficulty in obtaining or rolling over short-term funding);
- CIBC’s regulatory capital has, in the opinion of the Superintendent, reached a level, or is eroding in a manner, that may detrimentally affect its depositors and creditors;
- CIBC has failed to pay any liability that has become due and payable or, in the opinion of the Superintendent, CIBC will not be able to pay its liabilities as they become due and payable;
- CIBC has failed to comply with an order of the Superintendent to increase its capital;
- in the opinion of the Superintendent, any other state of affairs exists in respect of CIBC that may be materially prejudicial to the interests of CIBC’s depositors or creditors or the owners of any assets under CIBC’s administration; and
- CIBC is unable to recapitalize on its own through the issuance of Common Shares or other forms of regulatory capital (for example, no suitable investor or group of investors exists that is willing or capable of investing in sufficient quantity and on terms that will restore CIBC’s viability, nor is there any reasonable prospect of such an investor emerging in the near-term in the absence of conversion of contingent instruments).

The Superintendent retains full discretion to choose not to trigger non-viable contingent capital notwithstanding a determination that CIBC has ceased, or is about to cease, to be viable. Under such circumstances, the holders of the Debentures could be exposed to losses through the use of other resolution tools or in liquidation.

Upon the occurrence of a Trigger Event and a NVCC Automatic Conversion, there is no certainty of the value of the Common Shares to be received by the holders of the Debentures and the value of such Common Shares could be significantly less than the issue price or face value of Debentures. A Trigger Event involves a subjective determination by OSFI that is outside the control of CIBC. Due to the inherent uncertainty regarding the determination of when a NVCC Automatic Conversion may occur, it will be difficult to predict when, if at all, the Debentures will be mandatorily converted into Common Shares. Accordingly, trading behaviour in respect of the Debentures is not necessarily expected to follow trading behaviour associated with other types of convertible or exchangeable securities. Any indication, whether real or perceived, that CIBC is trending towards a Trigger Event may be expected to have an adverse effect on

the market price of the Debentures and the Common Shares, whether or not a Trigger Event actually occurs. If a NVCC Automatic Conversion occurs, then the interest of depositors, other creditors of CIBC, and holders of CIBC securities which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the Debentures. Upon a NVCC Automatic Conversion, the rights, terms and conditions of the Debentures, including with respect to priority and rights on liquidation, will no longer be relevant as all the Debentures will have been converted on a full and permanent basis without the consent of the holders thereof into Common Shares ranking on parity with all other outstanding Common Shares. Given the nature of the Trigger Events, a holder of the Debentures will become a holder of Common Shares at a time when CIBC's financial condition has deteriorated. If CIBC were to become insolvent or wound-up after the occurrence of a Trigger Event and a NVCC Automatic Conversion, as holders of Common Shares, investors may receive substantially less than they might have received had the Debentures not been converted into Common Shares. See "Details of the Offering – Automatic NVCC Conversion".

The number of Common Shares to be received for the Debentures is calculated by reference to the prevailing market price of Common Shares immediately prior to a Trigger Event, subject to the Floor Price. If there is a NVCC Automatic Conversion at a time when the Current Market Price of the Common Shares is below the Floor Price, investors may receive Common Shares with an aggregate market price less than the Debenture Value. Investors may also receive Common Shares with an aggregate market price less than the prevailing market price of the Debentures being converted if such Debentures are trading at a price above the product of the Multiplier and the Debenture Value.

CIBC is expected to have outstanding from time to time other subordinated debt and preferred shares that will automatically convert into Common Shares upon a Trigger Event. Other subordinated debt and preferred shares that are convertible into Common Shares upon a Trigger Event may use a lower effective floor price (for example, using a different multiplier) than that applicable to the Debentures to determine the maximum number of Common Shares to be issued to holders of such instruments upon a Trigger Event. In such cases, holders of the Debentures will receive Common Shares pursuant to a NVCC Automatic Conversion at a time when other subordinated debt or preferred shares, as the case may be, are converted into Common Shares at a conversion rate that is more favourable to the holders of such instruments than the rate applicable to the Debentures, thereby causing substantial dilution to holders of Common Shares and the holders of the Debentures, who will become holders of Common Shares upon a NVCC Automatic Conversion.

In the circumstances surrounding a Trigger Event, the Superintendent or other governmental authorities or agencies may also require other steps to be taken to restore or maintain the viability of CIBC, such as the injection of new capital and the issuance of additional Common Shares or other securities. On August 1, 2014, the Canadian Department of Finance issued for comment the "Taxpayer Protection and Bank Recapitalization Regime: Consultation Paper" which outlines a proposed bail-in regime applicable to Canada's domestic systemically important banks ("D-SIBs"), which include CIBC, in line with key international standards such as the Financial Stability Board's "Key Attributes of Effective Resolution Regimes for Financial Institutions". This consultation paper follows a previous announcement made in Canada's federal budget released on March 21, 2013. Under the proposed regime, the Government of Canada would be granted two significant conversion powers with respect to D-SIBs' outstanding capital and debt: (i) first, the Government would be granted the power to permanently convert "eligible liabilities" of the D-SIB ("eligible liabilities" consisting solely of long term senior debt, which is senior unsecured debt that is tradable and transferable with an original term of over 400 days) into common equity, and (ii) the Government would be granted the power to permanently cancel existing shares of the D-SIB. Each of those powers would only be exercisable if two preconditions were met: (a) the Superintendent would need to have determined that the D-SIB has ceased or is about to cease being viable and (b) the full conversion of the D-SIB's contingent instruments, such as the Debentures, following the occurrence of a Trigger Event would need to have occurred. The proposed conversion power would apply only to "eligible liabilities" issued after the implementation of the regime with no retroactive application to existing debt.

If the proposed regime is implemented, any "eligible liabilities" issued after such implementation would be subject to the conversion powers described above and holders of such "eligible liabilities" may receive Common Shares in exchange for their "eligible liabilities" if CIBC ceases or is about to cease being viable. Moreover, holders of the Debentures who receive Common Shares following the occurrence of a Trigger Event and as a result of a NVCC Automatic Conversion may sustain substantial dilution following the conversion of such "eligible liabilities", as it is expected that the conversion rate of such "eligible liabilities" will be significantly more favorable to the holders of such obligations than the rate applicable to holders of the Debentures.

The Debentures will not be listed on any stock exchange and do not have an established trading market. There can be no assurance that an active trading market will develop for the Debentures after the offering, or if developed, that such a market will be sustained at the offering price of the Debentures.

The terms and conditions of the Debentures are based on the laws of the Province of Ontario and the federal laws of Canada applicable therein as at the date of the issue of the Debentures. No assurance can be given as to the impact of any possible judicial decision or change to the laws of the Province of Ontario or the federal laws of Canada applicable therein or administrative practice after the date of issue of the Debentures.

Legal Matters

In connection with the issue and sale of the Debentures, certain legal matters will be passed upon, on behalf of CIBC, by Blake, Cassels & Graydon LLP and, on behalf of the Dealers, by Torys LLP. As of the date hereof, partners and associates of Blake, Cassels & Graydon LLP and Torys LLP, respectively, as a group, beneficially own, directly or indirectly, less than one percent of any securities of CIBC or any associates or affiliates of CIBC.

Transfer Agent and Registrar

The transfer agent and registrar for the Debentures is BNY Trust Company of Canada at its principal office in Toronto.

Statutory Rights of Withdrawal and Rescission

As provided at page 10 of the accompanying Prospectus, purchasers have certain specified statutory rights of withdrawal and rescission. In addition, in an offering of the Debentures, to the extent such Debentures are convertible, exchangeable or exercisable securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus Supplement or the Prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Debentures are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion, exchange or exercise, as applicable, of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal adviser.

Certificate of the Dealers

Dated: October 21, 2014

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the *Bank Act* (Canada) and the regulations thereunder and by the securities legislation of all provinces and territories of Canada.

CIBC WORLD MARKETS INC.

(Signed) SHANNAN M. LEVERE

RBC DOMINION SECURITIES INC.

(Signed) PETER HAWKRIGG

BMO NESBITT BURNS INC.

(Signed) MICHAEL
CLEARY

NATIONAL BANK FINANCIAL INC.

(Signed) MAXIME
BRUNET

SCOTIA CAPITAL INC.

(Signed) GRAHAM
FRY

TD SECURITIES INC.

(Signed) GREG
MCDONALD

DESJARDINS SECURITIES INC.

(Signed) MICHAEL
GIANANTE

HSBC SECURITIES (CANADA) INC.

(Signed) ROBERT A
BUTTKE

LAURENTIAN BANK SECURITIES INC.

(Signed) MICHEL
RICHARD

MANULIFE SECURITIES INCORPORATED

(Signed) DAVID
MACLEOD

MERRILL LYNCH CANADA INC.

(Signed) JAMIE
HANCOCK

WELLS FARGO SECURITIES CANADA, LTD.

(Signed) STEPHEN
SHAPIRO