

CANADIAN IMPERIAL BANK OF COMMERCE /CAN/  
Form 424B3  
April 12, 2017

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**Filed pursuant to Rule 424(b)(3)  
Registration Nos. 333-217170 and 333-213147**

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**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

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Dear Stockholder of PrivateBancorp, Inc.:

You are cordially invited to attend a special meeting of the stockholders of PrivateBancorp, Inc. ("PrivateBancorp"), to consider and vote upon the matters set forth in the accompanying notice of special meeting of stockholders. The special meeting will be held on May 12, 2017 at The Standard Club, 320 South Plymouth Court, Chicago, Illinois, 60604, at 9:00 am local time. The record date for stockholders entitled to vote at this special meeting is March 31, 2017.

At the meeting, stockholders of record will consider and vote on the proposal to adopt the Agreement and Plan of Merger, dated as of June 29, 2016, by and between PrivateBancorp, Canadian Imperial Bank of Commerce ("CIBC") and CIBC Holdco Inc. ("Holdco"), as amended on March 30, 2017 by Amendment No. 1 thereto (as such amended agreement may be further amended from time to time, the "amended merger agreement"). If the transaction is completed under the terms of the amended merger agreement, you will become entitled to receive for each share of PrivateBancorp common stock owned by you (i) \$24.20 in cash and (ii) 0.4176 common shares of CIBC (which we collectively refer to as the "merger consideration"). The amendment increased the combined per share cash and stock merger consideration for each share of PrivateBancorp common stock by approximately 20 percent above the original terms of \$18.80 in cash and 0.3657 common shares of CIBC that was provided in the original merger agreement.

This special meeting of stockholders is rescheduling the meeting that was postponed in December 2016 before the original merger agreement was amended. On December 7, 2016, PrivateBancorp announced that it had postponed the special meeting to consider and vote on the original merger agreement in view of the significant changes to trading and economic market conditions to give PrivateBancorp's stockholders additional time to consider the value and long-term strategic benefits of the transaction.

Under the terms of the amended merger agreement, PrivateBancorp will merge with and into Holdco (the "merger"), with Holdco surviving the merger as a wholly owned subsidiary of CIBC. Following the merger, The PrivateBank and Trust Company ("PrivateBank"), PrivateBancorp's banking subsidiary, will be headquartered in Chicago and PrivateBank and Holdco will constitute the primary banking, lending and wealth management platform of CIBC in the U.S. PrivateBancorp is sending this document to ask its common stockholders to vote in favor of the adoption of the amended merger agreement.

The following table shows the implied value of the merger consideration that would be received by PrivateBancorp stockholders in exchange for each share of PrivateBancorp common stock if the per share trading price of CIBC was \$87.92, which was the closing price of CIBC common shares on the New York Stock Exchange, which we refer to as the "NYSE," on March 29, 2017, the last trading day before public announcement of the amendment to the merger, and if the per share price of CIBC was \$86.10, which was the closing share price of CIBC common shares on the NYSE on April 10, 2017, the latest practicable date before the mailing of this proxy statement/prospectus. The exchange ratio of 0.4176 is fixed.

<b>Price of CIBC common shares on NYSE</b>	<b>Exchange Ratio</b>	<b>Cash Consideration per PVTB share of common stock</b>	<b>Total Consideration per PVTB share of common stock</b>
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March 29, 2017	\$87.92	0.4176	\$24.20	\$60.92
April 10, 2017	\$86.10	0.4176	\$24.20	\$60.16

Based on the number of shares of PrivateBancorp common stock outstanding on March 31, 2017, and the number of shares of restricted PrivateBancorp common stock to be replaced in connection with the merger, we expect that the payment of the stock portion of the merger consideration will require CIBC to issue approximately 33.5 million CIBC common shares in connection with the merger. In addition, based on the number of issued and outstanding CIBC common shares and shares of PrivateBancorp common stock as of March 31, 2017, and based on the exchange ratio of 0.4176, holders of shares of PrivateBancorp common stock as of immediately prior to the closing of the merger will hold, in the aggregate, approximately 7.7% of the issued and outstanding CIBC common shares immediately upon the completion of the merger. Based on the foregoing, the aggregate merger consideration payable to PrivateBancorp stockholders, if the closing occurs, is currently expected to have a value of approximately \$4.9 billion.

The market prices of both CIBC common shares and shares of PrivateBancorp common stock will fluctuate before the completion of the merger, and the market price of CIBC common shares may also fluctuate between the completion of the merger and the time you receive any CIBC common shares. Because the exchange ratio is fixed, the value of the merger consideration constituting common shares of CIBC will fluctuate from the date hereof until you receive the CIBC common shares. **You should obtain current stock price quotations for CIBC common shares and PrivateBancorp common stock before you vote.** CIBC common shares are quoted on the NYSE and the Toronto Stock Exchange ("TSX") under the symbol "CM." PrivateBancorp common stock is quoted on the NASDAQ Stock Market LLC ("NASDAQ") under the symbol "PVTB."

The merger cannot be completed unless PrivateBancorp common stockholders holding at least a majority of the shares outstanding as of the close of business on March 31, 2017, the record date for the special meeting, vote in favor of the adoption of the amended merger agreement at the special meeting.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF PRIVATEBANCORP COMMON STOCK YOU OWN. TO ENSURE YOUR REPRESENTATION AT THE SPECIAL MEETING, PLEASE TAKE TIME TO VOTE BY FOLLOWING THE INSTRUCTIONS CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS AND ON YOUR PROXY CARD. PLEASE VOTE PROMPTLY WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING. SUBMITTING A PROXY NOW WILL NOT PREVENT YOU FROM BEING ABLE TO VOTE IN PERSON AT THE SPECIAL MEETING.

PRIVATEBANCORP'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT PRIVATEBANCORP COMMON STOCKHOLDERS VOTE **"FOR"** THE PROPOSAL TO ADOPT THE AMENDED MERGER AGREEMENT AND **"FOR"** THE OTHER MATTERS TO BE CONSIDERED AT THE SPECIAL MEETING.

The accompanying proxy statement/prospectus describes the special meeting of PrivateBancorp common stockholders, the merger, the documents relating to the merger and other related matters. **Please read carefully the entire proxy statement/prospectus, including the section entitled "Risk Factors" beginning on page 21, and the appendices and documents incorporated by reference into the proxy statement/prospectus.**

If you have any questions regarding the proxy statement/prospectus, you may contact PrivateBancorp's proxy solicitors, Innisfree M&A Incorporated, by calling toll-free at 888-750-5834, or Alliance Advisors, LLC, by calling toll-free at 855-976-3324.

Sincerely,

James M. Guyette  
*Chairman of the Board*

**NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION, NOR ANY U.S. STATE OR CANADIAN PROVINCIAL OR TERRITORIAL SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES TO BE ISSUED IN CONNECTION WITH THE MERGER OR DETERMINED IF THIS PROXY STATEMENT/PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**The securities to be issued in connection with the merger are not savings or deposit accounts and are not insured by the Federal Deposit Insurance Corporation, the Canada Deposit Insurance Corporation or any other governmental agency.**

The date of this proxy statement/prospectus is April 12, 2017, and it is first being mailed or otherwise delivered to PrivateBancorp common stockholders on or about April 12, 2017.

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**NOTICE OF SPECIAL MEETING OF COMMON STOCKHOLDERS  
TO BE HELD ON MAY 12, 2017**

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NOTICE IS HEREBY GIVEN that a special meeting of common stockholders of PrivateBancorp, Inc. will be held on May 12, 2017, at 9:00 a.m. local time, at The Standard Club, 320 South Plymouth Court, Chicago, Illinois, to consider and vote upon the following matters:

1. a proposal to adopt the agreement and plan of merger, dated as of June 29, 2016, as amended by Amendment No. 1 dated March 30, 2017 ("Amendment No. 1"), as it may be further amended from time to time (the "amended merger agreement"), by and among PrivateBancorp, Canadian Imperial Bank of Commerce and CIBC Holdco Inc. (the "amended merger agreement proposal");
2. a proposal to approve, by advisory (non-binding) vote, certain compensation that may be paid or become payable to PrivateBancorp's named executive officers in connection with the merger (the "merger-related compensation proposal"); and
3. a proposal for adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the amended merger agreement (the "adjournment proposal").

These proposals and the special meeting are described in further detail in the accompanying proxy statement/prospectus, which you should read carefully and in its entirety before you vote, including the appendices and documents incorporated by reference. A copy of the agreement and plan of merger dated as of June 29, 2016 (the "original merger agreement") is attached as Appendix A and a copy of Amendment No. 1 is attached as Appendix B to the accompanying proxy statement/prospectus.

The record date for the special meeting has been set as March 31, 2017. Only PrivateBancorp common stockholders of record as of the close of business on such record date are entitled to notice of, and to vote at, the special meeting or any adjournments and postponements thereof.

Approval of the amended merger agreement proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of PrivateBancorp common stock entitled to vote thereon. Approval of the merger-related compensation proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon; however, such vote is advisory (non-binding) only. Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon, whether or not a quorum is present.

PRIVATEBANCORP'S BOARD OF DIRECTORS UNANIMOUSLY ADOPTED AND APPROVED THE AMENDED MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED THEREBY, AND DETERMINED THAT THE AMENDED MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED THEREBY ARE ADVISABLE, FAIR TO AND IN THE BEST INTERESTS OF PRIVATEBANCORP AND ITS STOCKHOLDERS. PRIVATEBANCORP'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT PRIVATEBANCORP COMMON STOCKHOLDERS VOTE "**FOR**" THE AMENDED MERGER AGREEMENT PROPOSAL, "**FOR**" THE MERGER-RELATED COMPENSATION PROPOSAL AND "**FOR**" THE ADJOURNMENT PROPOSAL.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF PRIVATEBANCORP COMMON STOCK THAT YOU OWN. WE CANNOT COMPLETE THE

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MERGER UNLESS PRIVATEBANCORP'S COMMON STOCKHOLDERS ADOPT THE AMENDED MERGER AGREEMENT.

Even if you plan to attend the special meeting in person, PrivateBancorp requests that you complete, sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or submit your proxy by telephone or Internet prior to the special meeting to ensure that your shares of PrivateBancorp common stock will be represented at the special meeting if you are unable to attend. If you hold your shares in "street name" through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares. If you fail to submit a proxy or to attend the special meeting in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, your shares of PrivateBancorp common stock will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a vote "AGAINST" the approval of the amended merger agreement proposal.

If you have any questions regarding the accompanying proxy statement/prospectus, you may contact PrivateBancorp's proxy solicitors, Innisfree M&A Incorporated, by calling toll-free at (888) 750-5834, or Alliance Advisors, LLC, by calling toll-free at 855-976-3324.

By order of the Board of Directors,

Jennifer R. Evans  
*General Counsel and Secretary*

Chicago, Illinois  
Dated: April 12, 2017

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**REFERENCES TO ADDITIONAL INFORMATION**

**This proxy statement/prospectus incorporates important business and financial information about Canadian Imperial Bank of Commerce, or CIBC, and PrivateBancorp, Inc., or PrivateBancorp, from documents filed with or furnished to the U.S. Securities and Exchange Commission, or SEC, that is not included in or delivered with this proxy statement/prospectus.**

**You can obtain any of the documents filed with or furnished to the SEC by CIBC or PrivateBancorp, as the case may be, at no cost from the SEC's website at [www.sec.gov](http://www.sec.gov). You may also request copies of these documents, including documents incorporated by reference in this proxy statement/prospectus, at no cost by contacting either CIBC or PrivateBancorp, as the case may be, at the following addresses:**

**CANADIAN IMPERIAL BANK OF  
COMMERCE**

**Commerce Court  
Toronto, Ontario  
Canada, M5L 1A2  
Attention: Corporate Secretary  
Telephone: (416) 980-2211**

**PRIVATEBANCORP, INC.**

**120 South LaSalle Street  
Chicago, Illinois 60603  
Attention: Investor Relations  
Telephone: (312) 564-2000**

In addition to the paper copies of the proxy statement/prospectus that you receive, a PrivateBancorp proxy card and any amendments to the foregoing materials that are required to be furnished to stockholders are available for you to review online at [www.envisionreports.com/PVTB](http://www.envisionreports.com/PVTB).

In addition, if you have questions about the merger or the special meeting, need additional copies of this document or need to obtain proxy cards or other information related to the proxy solicitation, you may contact PrivateBancorp's proxy solicitors, Innisfree M&A Incorporated and Alliance Advisors, LLC, at the following address and telephone numbers:

Innisfree M&A Incorporated  
501 Madison Avenue, 20<sup>th</sup> Floor  
New York, New York 10022  
Shareholders call toll free: 888-750-5834  
Brokers and banks call: 212-750-5833

Alliance Advisors, LLC  
200 Broadacres Drive, 3<sup>rd</sup> Floor  
Bloomfield, New Jersey 07003  
Shareholders call toll free: 855-976-3324  
Brokers and banks call: 973-873-7700

**You will not be charged for any of these documents that you request. In order to receive timely delivery of the documents in advance of the special meeting, you should make your request to CIBC or PrivateBancorp, as the case may be, no later than May 5, 2017, or five trading days prior to the special meeting.**

**See "Where You Can Find More Information" beginning on page 147 of this proxy statement/prospectus for more details.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING**

*The following are some questions that you may have regarding the merger and the special meeting, and brief answers to those questions. We urge you to read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the documents incorporated by reference into this proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 147 and "Where You Can Find More Information Incorporation of Certain Documents by Reference" beginning on page 147.*

*References in this proxy statement/prospectus to "PrivateBancorp" refer to PrivateBancorp, Inc., a Delaware corporation, and, unless the context otherwise requires, to its affiliates (which does not include CIBC). References in this proxy statement/prospectus to "CIBC" refer to Canadian Imperial Bank of Commerce, a Schedule I Bank under the Bank Act (Canada), and, unless the context otherwise requires, to its affiliates (which does not include PrivateBancorp).*

**Q: What is the merger and the amended merger agreement?**

A: CIBC, PrivateBancorp and CIBC Holdco Inc. ("Holdco") have entered into an Agreement and Plan of Merger, dated as of June 29, 2016, as amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of March 30, 2017 ("Amendment No. 1"), collectively referred to as the "amended merger agreement," pursuant to which CIBC has agreed to acquire PrivateBancorp upon certain terms and conditions. A copy of the original merger agreement is attached as Appendix A and a copy of Amendment No. 1 is attached as Appendix B to the proxy statement/prospectus. Under the terms of the amended merger agreement, PrivateBancorp will merge with and into Holdco, a direct wholly-owned U.S. subsidiary of CIBC, with Holdco continuing as the surviving entity, which transaction is referred to as the "merger." Following the merger, The PrivateBank and Trust Company ("PrivateBank" or the "Bank"), PrivateBancorp's banking subsidiary, will be headquartered in Chicago and PrivateBank and Holdco will constitute the primary banking, lending and wealth management platform of CIBC in the U.S. The completion of the merger is subject to a number of conditions described in more detail in this document, including approval by the PrivateBancorp common stockholders.

**Q: What am I being asked to vote on at the special meeting as a holder of PrivateBancorp common stock?**

A: PrivateBancorp common stockholders are being asked to adopt the amended merger agreement and the transactions it contemplates, including the merger, which is referred to as the "amended merger agreement proposal."

PrivateBancorp common stockholders also are being asked to approve (i) a proposal to approve, by advisory (non-binding) vote, certain compensation that may be paid or become payable to PrivateBancorp's named executive officers in connection with the merger, referred to as the "merger-related compensation proposal," and (ii) the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the amended merger agreement proposal, which is referred to as the "adjournment proposal."

**Q: How does PrivateBancorp's board of directors recommend that I vote on the three proposals?**

A: PrivateBancorp's board of directors unanimously recommends that common stockholders vote "FOR" the amended merger agreement proposal, "FOR" the merger-related compensation proposal and "FOR" the adjournment proposal.

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**Q: Why am I receiving this proxy statement/prospectus and a new proxy card?**

A: This proxy statement/prospectus is being sent to you following the postponement of the PrivateBancorp special meeting that was originally scheduled for December 8, 2016. The special meeting, at which PrivateBancorp stockholders will be asked to consider and vote on a proposal to adopt the amended merger agreement and the other proposals described herein, is now scheduled to occur on May 12, 2017. This proxy statement/prospectus provides important additional information about the merger. You are receiving this proxy statement/prospectus and a new proxy card in connection with the proposal to adopt the amended merger agreement and the other matters to be voted on at the special meeting.

**Q: What should I do if I already voted using the proxy card sent in the proxy statement/prospectus that was mailed on or around November 2, 2016?**

A: If you previously submitted a proxy for the special meeting of stockholders originally scheduled for December 8, 2016, which proxy has not subsequently been revoked, and are a holder of record on March 31, 2017, PrivateBancorp intends to vote such proxy at the rescheduled special meeting of stockholders on May 12, 2017, as directed by the previously submitted proxy by you. Accordingly, if you have already submitted a proxy, you do not need to take any action unless you want to change or revoke your proxy.

However, if you have acquired shares after October 28, 2016, the original record date, and those shares are held by a bank, broker or other nominee to whom you did not previously issue voting instructions with respect to the special meeting, those newly acquired shares will not be voted unless you follow the instructions on your voting card or otherwise provided by your broker, bank or other nominee for submitting a proxy with respect to those newly acquired shares. Moreover, if you held shares in "street name" through a bank or broker on the original record date, but have acquired shares after the original record date, and you are the stockholder of record of those newly acquired shares, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you give a proxy with respect to those shares by completing, signing, dating and returning the enclosed proxy card, by following the instructions on the enclosed proxy card for Internet or telephone submissions or you attend the special meeting and vote in person. If you want to change or revoke your proxy, you need to submit a new proxy card, transmit additional voting instructions by telephone or through the Internet, or attend the applicable special meeting and vote in person. Otherwise, you will be considered to have voted on the proposals as indicated in the proxy card you previously provided and the proxies identified in the proxy card will vote your shares as indicated in that previously submitted proxy card. If you are a registered holder and you wish to change or revoke your proxy, please complete, sign, date and mail a new proxy card or submit a new proxy by telephone or through the Internet. If your shares are held in "street name" by your broker, and you wish to change or revoke your proxy, please refer to your voting card or other information forwarded by your broker, bank or other holder of record to determine whether you may submit a proxy by telephone or on the Internet and follow the instructions on the card or other information provided by the record holder.

**Q: What is the per share merger consideration in the amended merger agreement?**

A: Amendment No. 1 to the original merger agreement provides for an increase in the per share merger consideration to be paid to PrivateBancorp stockholders from (i) 0.3657 common shares of CIBC and (ii) \$18.80 in cash, to (i) 0.4176 common shares of CIBC and (ii) \$24.20 in cash.

The value of the merger consideration constituting common shares of CIBC described in clause (i) will depend on the market price of CIBC common shares at the time you receive the CIBC

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common shares (following completion of the merger). For a discussion of the treatment of awards outstanding under PrivateBancorp's equity incentive plans as of the effective time, see "The Amended Merger Agreement Treatment of PrivateBancorp Equity Awards" beginning on page 114 of the proxy statement/prospectus.

**Q: What will I receive as a holder of PrivateBancorp common stock if the merger is completed?**

A: If the merger is completed, each share of PrivateBancorp common stock issued and outstanding immediately prior to the completion of the merger (other than shares held by PrivateBancorp or CIBC (with certain limited exceptions), shares held in treasury by PrivateBancorp and shares in respect of PrivateBancorp restricted stock awards) will be converted into the right to receive 0.4176 common shares of CIBC, which we refer to as the "exchange ratio," and \$24.20 in cash, which we refer to collectively as the "merger consideration." Cash will be paid in lieu of fractional shares. See "What happens if I am eligible to receive a fraction of a CIBC common share as part of the per share merger consideration?" below and the section entitled "The Merger Terms of the Merger Merger Consideration" beginning on page 38 and the section entitled "Material United States Federal Income Tax Consequences The Merger Cash in Lieu of Fractional Shares" beginning on page 98 of this proxy statement/prospectus.

**Q: What will I receive as a holder of PrivateBancorp equity awards if the merger is completed?**

A: If the merger is completed, at the effective time, PrivateBancorp equity awards that are outstanding as of immediately prior to the effective time will be treated as follows. See the section entitled "The Amended Merger Agreement Treatment of PrivateBancorp Equity Awards" beginning on page 114 of this proxy statement/prospectus.

Each PrivateBancorp option shall be converted automatically into an option to purchase CIBC shares on the terms specified in the amended merger agreement (including that such CIBC option will have the same vesting terms as the corresponding PrivateBancorp option).

Each award of restricted PrivateBancorp common stock shall be cancelled and replaced with an award of restricted CIBC common shares on the terms specified in the amended merger agreement (including that such CIBC restricted stock award will have the same vesting terms as the corresponding PrivateBancorp restricted stock award).

Each PrivateBancorp restricted stock unit award shall (i) if unvested, be converted automatically into a cash-settled CIBC restricted stock unit award on the terms specified in the amended merger agreement (including that such CIBC restricted stock unit award shall have the same vesting terms as the corresponding PrivateBancorp restricted stock unit award), and (ii) if vested, be cancelled and converted automatically into the right to receive a cash payment equivalent in value to the merger consideration, as determined in accordance with the amended merger agreement, in respect of each share underlying such award plus a cash payment equal to accumulated but unpaid dividend equivalents; provided, that any such vested award that does not provide for settlement upon a change in control shall instead be converted pursuant to clause (i) above.

Each PrivateBancorp performance share unit award shall (i) if unvested, be converted automatically into a CIBC cash-settled restricted stock unit award on the terms specified in the amended merger agreement (including that such CIBC restricted stock unit award will have the same time-based vesting terms as the corresponding PrivateBancorp performance share unit award and shall not be subject to performance-based vesting conditions), and (ii) if vested, be cancelled and converted automatically into the right to receive a cash payment equivalent in value to the merger consideration, as determined in accordance with the amended merger agreement, in respect of each share underlying such award plus a cash payment equal to accumulated dividend equivalents; provided, that any such vested award that does not provide for settlement upon a

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change in control shall instead be converted pursuant to clause (i) above. For purposes of the foregoing, the number of shares of PrivateBancorp common stock underlying each performance share unit award shall be determined by assuming that the applicable performance goals are achieved at the maximum level.

Each stock unit credited to an account that is deemed invested in PrivateBancorp common stock under PrivateBancorp's deferred compensation plan, shall be converted automatically into a deemed investment in CIBC common shares that will be cash-settled on the terms specified in the amended merger agreement.

**Q: What is the value of the per share merger consideration?**

**A:** If the merger is completed, you will be entitled to receive for each share of PrivateBancorp common stock owned by you, (i) \$24.20 in cash and (ii) 0.4176 common shares of CIBC, which we collectively refer to as the "merger consideration".

The following table shows the implied value of the merger consideration that would be received by PrivateBancorp stockholders in exchange for each share of PrivateBancorp stock if the per share price of CIBC was \$87.92, which was the closing price of CIBC common shares on the New York Stock Exchange, which we refer to as the "NYSE," on March 29, 2017, the last trading day before public announcement of Amendment No. 1, and if the per share price of CIBC was \$86.10, which was the closing price of CIBC common shares on the NYSE on April 10, 2017, the latest practicable date before the mailing of this proxy statement/prospectus. The exchange ratio of 0.4176 is fixed.

	Price of CIBC common shares on NYSE	Exchange Ratio	Cash Consideration per PVTB share of common stock	Total Consideration per PVTB share of common stock
March 29, 2017	\$ 87.92	0.4176	\$ 24.20	\$ 60.92
April 10, 2017	\$ 86.10	0.4176	\$ 24.20	\$ 60.16

**Q: When is the merger expected to be completed?**

**A:** We expect the merger will be completed when all of the conditions to completion contained in the amended merger agreement are satisfied or waived, including the receipt of required regulatory approvals and the approval of the amended merger agreement proposal at the special meeting. CIBC currently expects the merger will be completed during the second calendar quarter of 2017. However, because fulfillment of some of the conditions to completion of the merger, such as the receipt of required regulatory approvals, are not entirely within our control, we cannot predict the actual timing or provide any assurances as to when or if the merger will occur. See the section entitled "The Amended Merger Agreement Conditions to the Merger" beginning on page 125.

**Q: What happens if the merger is not completed?**

**A:** If the merger is not completed, holders of PrivateBancorp common stock will not receive any consideration for their shares in connection with the merger. Instead, PrivateBancorp will remain an independent public company and its common stock will continue to be listed and traded on The NASDAQ Stock Market, referred to as the "NASDAQ."

**Q: When and where is the special meeting being held?**

**A:** The special meeting will be held at The Standard Club, 320 South Plymouth Court, Chicago, Illinois on May 12, 2017 at 9:00 am local time.

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**Q: Who can vote at the special meeting?**

A: Holders of PrivateBancorp common stock, including holders of PrivateBancorp restricted stock awards, as of the close of business on March 31, 2017, referred to as the "record date," are entitled to vote at the special meeting. Beneficial owners of shares of PrivateBancorp common stock as of the record date should receive instructions from their bank, brokerage firm or other nominee describing how to vote their shares.

**Q: What is the quorum requirement for the special meeting?**

A: The presence, in person or represented by proxy, at the special meeting of holders of a majority of the aggregate voting power of the issued and outstanding shares of PrivateBancorp common stock entitled to vote at the special meeting will constitute a quorum. All shares of PrivateBancorp common stock that are present in person or represented by proxy, including abstentions and broker non-votes, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the special meeting.

**Q: What vote is required to approve each proposal at the special meeting?**

A: Approval of the amended merger agreement proposal requires the affirmative vote of a majority of the outstanding shares of PrivateBancorp common stock entitled to vote thereon. Approval of the merger-related compensation proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy at the special meeting and entitled to vote thereon. Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon, whether or not a quorum is present.

**Q: What do I need to do now?**

A: After carefully reading and considering the information contained in this proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at the special meeting. Please follow the instructions set forth on the proxy card or if your shares are held in the name of your broker, bank or other nominee, on the voting instruction provided by the record holder.

**Q: How do I vote?**

A: If you are a PrivateBancorp common stockholder of record as of the record date, you may vote in person at the special meeting or submit a proxy by the Internet, telephone or mail as follows:

	<b>For registered holders: (Shares are registered in your name with our transfer agent, Computershare)</b>	<b>For participants in the PrivateBancorp, Inc. Savings, Retirement &amp; Employee Stock Ownership Plan ("KSOP"):</b>	<b>For beneficial owners: (Shares are held in a stock brokerage account or on your behalf by a bank or other holder of record)</b>
<b>Electronically via the Internet:</b>	<a href="http://www.envisionreports.com/PVTB*">www.envisionreports.com/PVTB*</a>	<a href="http://www.envisionreports.com/PVTB*">www.envisionreports.com/PVTB*</a>	<a href="http://www.proxyvote.com(1)">www.proxyvote.com(1)</a>
<b>By telephone:</b>	1-800-652-VOTE(8683)*	1-800-652-VOTE(8683)*	1-800-454-VOTE(8683)(1)
<b>By mail:</b>	Use the enclosed proxy card	Use the enclosed voting direction card	Use the voting instruction form provided by your broker
<b>Voting deadline:</b>	1:00 a.m., Central time, on May 12, 2017	1:00 a.m., Central time, on May 9, 2017	Refer to directions received from your broker

\*

You will need your control number that appears on the right hand side of your proxy card, voting direction card or voting instruction form.

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(1) If your broker does not use the ProxyVote service, refer to the instructions received from your broker for how to vote.

**Q: What does it mean if I get more than one proxy card with this proxy statement/prospectus with respect to the May 12, 2017 stockholder meeting?**

A: It means you have multiple accounts at the transfer agent and/or with brokers. Please sign and return all proxy cards or vote all your shares online or by telephone to ensure that all your shares are voted.

**Q: If my shares of PrivateBancorp common stock are held in "street name" by my bank, broker or other nominee, will my bank, broker or other nominee vote my shares for me?**

A: Only if you instruct your bank, brokerage firm or other nominee how to vote your shares of PrivateBancorp common stock. If you do not instruct your bank, brokerage firm or other nominee, they will not be able to vote your shares. Please check with your bank, brokerage firm or other nominee and follow the voting procedures they provide.

If your broker, bank or other nominee does not receive voting instructions from you, they will not have the authority to vote your shares. Under such circumstance, a "broker non-vote" would arise. Broker non-votes, if any, will not be considered present at the special meeting for purposes of determining whether a quorum is present at the special meeting, will have the same effect as a vote "AGAINST" the proposal to adopt the amended merger agreement and, assuming a quorum is present, will have no effect on the advisory (non-binding) proposal on executive compensation payable to the PrivateBancorp's named executive officers in connection with the merger or the adjournment proposal. Thus, for shares of common stock held in "street name," only shares of common stock affirmatively voted "FOR" the proposal to adopt the amended merger agreement will be counted as a vote in favor of such proposal.

**Q: What happens if I submit my proxy or voting instruction card without indicating how to vote?**

A: If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, your shares of PrivateBancorp common stock represented by your proxy will be voted as recommended by PrivateBancorp's board of directors with respect to that proposal.

**Q: What happens if I abstain from voting or do not vote at all?**

A: For purposes of the special meeting, an abstention occurs when a stockholder attends the special meeting in person and does not vote or returns a proxy with an "abstain" vote. If you respond with an "abstain" vote on any of the proposals to be considered at the special meeting, your proxy will have the same effect as a vote cast "AGAINST" the amended merger agreement proposal, the merger-related compensation proposal and the adjournment proposal.

If you fail to vote or fail to instruct your bank, brokerage firm or other nominee how to vote on the proposals to be considered at the special meeting, it will have the same effect as a vote cast "AGAINST" the approval of the amended merger agreement proposal, and, assuming a quorum is present, will have no effect on the merger-related compensation proposal or the adjournment proposal.

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**Q: May I change my vote after I have submitted a proxy?**

**A:** Yes. If you have not voted through your bank, brokerage firm or other nominee, there are four ways you can change your vote after you have submitted your proxy (whether by mail, telephone or the Internet):

by sending a notice of revocation to PrivateBancorp, Inc., Attn: Corporate Secretary, 120 South LaSalle Street, Chicago, Illinois 60603 stating that you would like to revoke your proxy;

by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;

by sending a completed proxy card bearing a later date than your original proxy card; or

by attending the special meeting and voting in person.

If you choose either of the first two methods, you must take the described action no later than the beginning of the special meeting. If you choose to send a completed proxy card bearing a later date than your original proxy card, the new proxy card must be received before the beginning of the special meeting.

If you have instructed a bank, brokerage firm or other nominee to vote your shares of PrivateBancorp stock, you must follow the directions you receive from your bank, brokerage firm or other nominee in order to change or revoke your vote.

If you are an employee participant that holds your shares of PrivateBancorp stock through the PrivateBancorp, Inc. Savings, Retirement and Employee Stock Ownership Plan ("KSOP"), you must follow the directions you receive from the trustee of such KSOP in order to change or revoke your vote.

**Q: If I want to attend the special meeting, what do I do?**

**A:** You should come to The Standard Club, 320 South Plymouth Court, Chicago, Illinois, on May 12, 2017 at 9:00 am local time for the meeting. If you hold your shares of PrivateBancorp common stock in "street name," you will need to bring proof of ownership (by means of a recent brokerage statement or letter from your bank, brokerage firm or other nominee) to be admitted to the special meeting. Stockholders of record as of the record date can vote in person at the special meeting. If your shares of PrivateBancorp common stock are held in "street name," then you are not the stockholder of record and you must ask your bank, brokerage firm or other nominee how you can vote at the special meeting.

**Q: What are the material U.S. federal and Canadian income tax consequences of the merger to holders of PrivateBancorp stock?**

**A:** The merger is intended to qualify as a reorganization for United States federal income tax purposes, and it is a condition to our respective obligations to complete the merger that each of CIBC and PrivateBancorp receive a legal opinion from Mayer Brown LLP and Wachtell, Lipton, Rosen & Katz, respectively, to the effect that (i) the merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code and (ii) the merger will not result in gain recognition to the holders of PrivateBancorp common stock pursuant to Section 367(a) of the Code (assuming that, in the case of any such holder who would be treated as a "five-percent transferee shareholder" within the meaning of Treasury Regulations Section 1.367(a)-3(c)(5)(ii), such holder enters into a five-year gain recognition agreement in the form provided in Treasury Regulations Section 1.367(a)-8, as provided for in Treasury Regulations



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Section 1.367(a)-3(c)(1)(iii)(B), and complies with the requirements of that agreement and Treasury Regulations Section 1.367(a)-8 for avoiding the recognition of gain).

Accordingly, a PrivateBancorp common stockholder generally will recognize gain, but not loss, in an amount equal to the lesser of (i) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the CIBC common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of PrivateBancorp common stock surrendered) and (ii) the amount of cash received pursuant to the merger. Further, a PrivateBancorp common stockholder generally will recognize gain or loss with respect to cash received instead of fractional shares of CIBC common stock that the PrivateBancorp common stockholder would otherwise be entitled to receive.

It is important to note that the U.S. federal income tax consequences described above may not apply to some holders of PrivateBancorp common stock, as applicable, including certain holders specifically referred to under "The Merger Material United States Federal Income Tax Consequences" beginning on page 95. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the tax consequences of the merger in your particular circumstances, as well as any tax consequences that may arise from the laws of any other taxing jurisdiction.

Generally, a holder of PrivateBancorp stock who is not, and who is not deemed to be, resident in Canada for purposes of the Canadian Tax Act will not be subject to tax under the Canadian Tax Act in respect of any capital gain realized on the disposition of PrivateBancorp common stock pursuant to the merger. See "The Merger Certain Canadian Federal Income Tax Consequences" beginning on page 102.

**Q: Do I have appraisal rights in connection with the merger?**

A: Holders of PrivateBancorp common stock are entitled to dissenters' rights of appraisal in connection with the merger under Section 262 of the General Corporation Law of the State of Delaware, which is sometimes referred to as "Delaware law," provided they satisfy the special criteria and conditions set forth in Section 262 of Delaware law. More information regarding these appraisal rights are described in this document, and the provisions of Delaware law that grant appraisal rights and govern such procedures are attached as Appendix E to this document. You should read these provisions carefully and in their entirety. A detailed description of the appraisal rights available to holders of PrivateBancorp common stock and procedures required to exercise statutory appraisal rights is included in the section entitled "The Merger Dissenters' Rights of Appraisal for Holders of PrivateBancorp Common Stock" beginning on page 107.

**Q: Should I send in my stock certificates now?**

A: No. PrivateBancorp stockholders **SHOULD NOT** send in any stock certificates now. If the merger is approved, transmittal materials with instructions for their completion will be provided to PrivateBancorp stockholders under separate cover and the stock certificates should be sent at that time.

**Q: What will happen to PrivateBancorp and the PrivateBank as a result of the merger?**

A: If the merger is completed, PrivateBancorp will be merged with and into Holdco, a direct wholly-owned subsidiary of CIBC, with Holdco surviving the merger. As a result of the merger, PrivateBancorp will no longer be a publicly held company. Following the merger, PrivateBancorp common stock will be delisted from the NASDAQ and deregistered under the Exchange Act.

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At the effective time of the merger, the PrivateBank, PrivateBancorp's banking subsidiary, will be headquartered in Chicago and the PrivateBank and Holdco will constitute the primary banking, lending and wealth management platform of CIBC in the U.S.

**Q:**

**Will my CIBC common shares acquired in the merger receive a dividend?**

**A:**

After the closing of the merger, as a holder of CIBC common shares, you will receive the same dividends on CIBC common shares that all other holders of CIBC common shares will receive with any dividend record date that occurs after the merger is completed.

Former PrivateBancorp common stockholders who hold PrivateBancorp stock certificates or book entry shares will not be entitled to be paid dividends with a record date after the closing of the merger otherwise payable on the CIBC common shares into which their shares of PrivateBancorp common stock are exchangeable until they surrender their PrivateBancorp stock certificates or book entry shares according to the instructions provided to them, at which point they will receive any dividends, without interest thereon, with a record date after the closing of the merger and otherwise payable on the CIBC common shares for which their shares of PrivateBancorp common stock were exchanged.

Any such payment of dividends by CIBC would require approval by the CIBC board of directors and the board may change its dividend policy at any time. See "Comparative Per Share Market Price and Dividend Information" beginning on page 16 for a comparison of the historical dividend practices of the two companies.

**Q:**

**Who can help answer my additional questions about the special meeting or the merger?**

**A:**

If you have questions about the special meeting or the merger, you should contact PrivateBancorp's proxy solicitors, Innisfree M&A Incorporated, by calling toll-free at 888-750-5834, or Alliance Advisors, LLC, by calling toll-free at 855-976-3324.

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**SUMMARY**

*This summary highlights selected information from this proxy statement/prospectus and may not contain all the information that is important to you. You should carefully read this entire document, including the appendices and the other documents to which this document refers you, for a more complete understanding of the matters to be considered at the special meeting. In addition, we incorporate by reference into this document important business and financial information about CIBC and PrivateBancorp. You may obtain the information incorporated by reference into this document without charge by following the instructions in the section entitled "Where You Can Find More Information" beginning on page 147. Where applicable, each item in this summary includes a page reference directing you to a more complete description of that item.*

**Information about the Companies (page 36)**

***Canadian Imperial Bank of Commerce***

Executive Offices  
Commerce Court  
Toronto, Ontario, Canada M5L 1A2  
Telephone: (416) 980-2211

Canadian Imperial Bank of Commerce ("CIBC") is a leading Canadian-based, global financial institution with approximately 44,000 employees, serving approximately 11 million clients through three main businesses: Retail and Business Banking, Wealth Management and Capital Markets. Retail and Business Banking provides personal and business clients across Canada with financial advice, products, and services through a strong team of advisors and relationship managers, in CIBC's banking centers or through remote channels such as mobile advisors, telephone, online or mobile banking. Wealth Management provides integrated advice and investment solutions to meet the needs of institutional, retail and high net worth clients. CIBC's asset management, retail brokerage and private wealth management businesses combine to create an integrated offer delivered through more than 1,500 advisors across Canada and the U.S. Capital Markets provides integrated credit and global markets products, investment banking advisory services and top-ranked research to corporate, government and institutional clients around the world.

CIBC common shares trade under the symbol "CM" on the Toronto Stock Exchange, or TSX, and on the New York Stock Exchange, or NYSE.

Additional information about CIBC can be found on its website at [www.cibc.com](http://www.cibc.com). The information provided on CIBC's website (or any other website referenced herein) is not part of this proxy statement/prospectus and is not incorporated herein by reference.

***CIBC Holdco Inc.***

425 Lexington Ave.  
New York, NY 10017

CIBC Holdco Inc. ("Holdco") is a Delaware corporation and a direct wholly-owned subsidiary of CIBC. Holdco was incorporated on June 20, 2016 for the purpose of effecting the merger.

***PrivateBancorp, Inc.***

Executive Offices  
120 South LaSalle Street  
Chicago, Illinois 60603  
Telephone: (312) 564-2000

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PrivateBancorp, Inc. ("PrivateBancorp" or "the Company"), a Delaware corporation, is a Chicago-based bank holding company registered under the Bank Holding Company Act of 1956, as amended. The Company is the holding company for The PrivateBank and Trust Company ("PrivateBank" or the "Bank"), an Illinois-chartered bank founded in Chicago in 1991. Through the Bank, PrivateBancorp provides customized business and personal financial services to middle market companies, as well as business owners, executives, entrepreneurs and families in the markets and communities it serves. As of December 31, 2016, PrivateBancorp had total assets of \$20.1 billion, including total loans of \$15 billion, total deposits of \$16.1 billion and total stockholders' equity of \$1.9 billion and operated out of 36 offices located in 13 states, including 23 full-service banking branches in four states. PrivateBancorp's full-service bank branches are located principally in the greater Chicago metropolitan area, with additional branches in the St. Louis, Milwaukee and Detroit metropolitan areas. PrivateBancorp has non-depository commercial banking offices strategically located in major commercial centers to further its reach with its core client base of middle market companies.

PrivateBancorp common stock trades under the symbol "PVTB" on the NASDAQ.

Additional information about PrivateBancorp can be found on its website at [www.theprivatebank.com](http://www.theprivatebank.com). The information provided on PrivateBancorp's website is not part of this proxy statement/prospectus and is not incorporated herein by reference.

**Risk Factors (page 21)**

An investment in CIBC common shares involves risks, some of which are related to the merger. In considering the merger, you should carefully consider the information about these risks set forth under "Risk Factors" beginning on page 21, together with the other information included or incorporated by reference or in this proxy statement/prospectus.

**The Merger and the Amended Merger Agreement (page 38)**

The terms and conditions of the merger are contained in the amended merger agreement, which is attached to this document as Appendix A (the original merger agreement) and Appendix B (Amendment No. 1). We encourage you to read the amended merger agreement carefully, as it is the legal document that governs the merger. All descriptions in this summary and elsewhere in this proxy statement/prospectus of the terms and conditions of the merger are qualified by reference to the amended merger agreement.

Under the terms of the amended merger agreement, PrivateBancorp will merge with and into Holdco, a direct wholly-owned subsidiary of CIBC, with Holdco surviving the merger. At the effective time of the merger, the PrivateBank will be headquartered in Chicago and PrivateBank and Holdco will constitute the primary banking, lending and wealth management platform of CIBC in the U.S.

**Merger Consideration (page 38)**

Amendment No. 1 to the original merger agreement provides for an increase in the per share merger consideration to be paid to PrivateBancorp stockholders. Upon completion of the merger, each share of PrivateBancorp common stock outstanding immediately prior to the effective time of the merger will be converted into the right to receive (i) \$24.20 in cash and (ii) 0.4176 common shares of CIBC (collectively, the "merger consideration"). This represents an increase of \$5.40 in cash and 0.0519 common shares of CIBC per share of PrivateBancorp common stock as compared to the merger consideration under the original merger agreement.

The value of the merger consideration constituting common shares of CIBC described in clause (i) will depend on the market price of CIBC common shares at the time you receive the CIBC common shares (following completion of the merger). For a discussion of the treatment of awards outstanding

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under PrivateBancorp's equity incentive plans as of the effective time, see "The Amended Merger Agreement Treatment of PrivateBancorp Equity Awards" beginning on page 114 of the proxy statement/prospectus.

**PrivateBancorp's Board of Directors Unanimously Recommends that You Vote "FOR" the Amended Merger Agreement Proposal, "FOR" the Merger-Related Compensation Proposal and "FOR" the Adjournment Proposal (page 29)**

PrivateBancorp's board of directors determined that the merger, the amended merger agreement and the transactions contemplated by the amended merger agreement are advisable and in the best interests of PrivateBancorp and its stockholders, and has unanimously adopted and approved the amended merger agreement. For the factors considered by PrivateBancorp's board of directors in reaching its decision to adopt and approve the amended merger agreement, see the section entitled "The Merger PrivateBancorp's Reasons for the Merger; Recommendation of the PrivateBancorp Board of Directors" beginning on page 29. PrivateBancorp's board of directors unanimously recommends that PrivateBancorp common stockholders vote "FOR" the approval of the amended merger agreement proposal, "FOR" the merger-related compensation proposal and "FOR" the adjournment proposal.

**Comparative Per Share Market Price and Dividend Information (page 16)** The following table presents the last reported closing sale price per share of CIBC common shares on the TSX and the NYSE and of PrivateBancorp common stock on the NASDAQ on (a) March 29, 2017, the last trading day prior to the public announcement by CIBC and PrivateBancorp of the transaction and execution of the amended merger agreement, and (b) April 10, 2017, the last trading day for which this information could be calculated prior to the date of this proxy statement/prospectus. The table also shows the estimated implied value of the per share merger consideration for each share of PrivateBancorp common stock on the relevant date. The implied value of the per share merger consideration represents the sum of \$24.20, the cash portion of the per share merger consideration, plus the stock portion of the per share merger consideration, based upon the product of the exchange ratio of 0.4176 and the closing price of CIBC common shares on the NYSE as of the applicable date.

	CIBC common shares TSX (C\$)	CIBC common shares NYSE (\$)	PrivateBancorp common stock NASDAQ (\$)	Total Consideration per PVTB share of common stock (\$)
March 29, 2017	117.20	87.92	56.20	60.92
April 10, 2017	114.84	86.10	59.48	60.16

**Opinion of Goldman, Sachs & Co. (page 54 and Appendix C)**

At the March 29, 2017 meeting of the board of directors of PrivateBancorp held to evaluate Amendment No. 1 to the original merger agreement, Goldman, Sachs & Co., which we refer to as Goldman Sachs, rendered to the board of directors of PrivateBancorp its oral opinion, subsequently confirmed in writing, to the effect that, as of March 30, 2017, the date of its written opinion, and based upon and subject to the factors and assumptions set forth in Goldman Sachs' written opinion, the merger consideration to be paid to the holders (other than CIBC and its affiliates) of shares of PrivateBancorp common stock pursuant to the amended merger agreement was fair from a financial point of view to such holders.

**The full text of the written opinion of Goldman Sachs, dated March 30, 2017, which sets forth assumptions made, procedures followed, matters considered, qualifications and limitations on the review undertaken in connection with the opinion, is attached to this proxy statement/prospectus as Appendix C. The summary of the Goldman Sachs opinion contained in this proxy statement/prospectus is qualified in its entirety by reference to the full text of Goldman Sachs' written opinion.** Goldman

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Sachs' advisory services and opinion were provided for the information and assistance of the PrivateBancorp board of directors in connection with its consideration of the merger and Amendment No. 1 to the original merger agreement and the opinion does not constitute a recommendation as to how any holder of PrivateBancorp common stock should vote with respect to the proposed transaction or any other matter.

For further information, see "The Merger Opinions of PrivateBancorp's Financial Advisors Opinion of Goldman Sachs" beginning on page 54.

**Opinion of Sandler O'Neill & Partners, L.P. (page 68 and Appendix D)**

At the March 29, 2017 meeting of the board of directors of PrivateBancorp held to evaluate Amendment No. 1 to the original merger agreement, Sandler O'Neill & Partners, L.P., which we refer to as Sandler, rendered to the board of directors of PrivateBancorp its oral opinion, subsequently confirmed in writing, to the effect that, as of March 29, 2017, the date of its written opinion, and based upon and subject to the factors set forth in Sandler's written opinion, the merger consideration was fair to the holders of PrivateBancorp common stock from a financial point of view. **The full text of Sandler's opinion, dated March 29, 2017, is attached as Appendix D to this proxy statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sandler in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the full text of the opinion.**

**Holders of PrivateBancorp common stock are urged to read the entire opinion carefully in connection with their consideration of the proposed merger.**

Sandler's opinion speaks only as of March 29, 2017, the date of the opinion. The opinion was directed to the board of directors of PrivateBancorp in connection with its consideration of the amended merger agreement and the proposed merger and is directed only to the fairness, from a financial point of view, of the merger consideration to the holders of PrivateBancorp common stock. Sandler's opinion does not constitute a recommendation to any holder of PrivateBancorp common stock as to how such holder of PrivateBancorp common stock should vote at any meeting of stockholders called to consider and vote upon the adoption of the amended merger agreement and approval of the merger. It does not address the underlying business decision of PrivateBancorp to engage in the merger, the form or structure of the merger or other transactions contemplated in the amended merger agreement, the relative merits of the merger as compared to any other alternative business strategies that might exist for PrivateBancorp or the effect of any other transaction in which PrivateBancorp might engage, or the fairness of the merger to any other class of securities, creditor or other constituency of PrivateBancorp. Sandler also did not express any opinion as to the fairness of the amount or nature of the compensation to be received in the merger or other transactions contemplated by the amended merger agreement by any PrivateBancorp or CIBC officer, director, or employee, or any class of such persons, if any, relative to the merger consideration to be received by any other stockholder of PrivateBancorp.

For further information, see "The Merger Opinions of PrivateBancorp's Financial Advisors Opinion of Sandler" beginning on page 68.

**The Special Meeting (page 28)**

The special meeting will be held at The Standard Club, 320 South Plymouth Court, Chicago, Illinois, on May 12, 2017 at 9:00 a.m. local time. At the special meeting, stockholders will be asked to approve the amended merger agreement proposal, the merger-related compensation proposal and the adjournment proposal.

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PrivateBancorp's board of directors has set the close of business on March 31, 2017 as the record date for determining the holders of PrivateBancorp common stock entitled to receive notice of and to vote at the special meeting. You are entitled to receive notice of, and to vote at, the special meeting if you owned shares of PrivateBancorp common stock as of the close of business on the record date. You will have one vote on all matters properly coming before the special meeting for each share of PrivateBancorp common stock that you owned as of the close of business on the record date.

The approval of the amended merger agreement proposal requires the affirmative vote of a majority of the outstanding shares of PrivateBancorp common stock entitled to vote thereon. **Failures to vote, abstentions and broker non-votes will have the same effect as a vote "AGAINST" the approval of the amended merger agreement.**

**On the record date, there were 80,022,968 shares of PrivateBancorp common stock outstanding and entitled to vote, held by 373 holders of record. As of the record date, the directors and executive officers of PrivateBancorp and their affiliates beneficially owned and were entitled to vote approximately 1,113,498 shares of PrivateBancorp common stock representing approximately 1.39% of the shares of PrivateBancorp common stock outstanding on that date.**

**No CIBC Shareholder Approval**

CIBC shareholders are not required to approve the amended merger agreement or the issuance of CIBC common shares in connection with the merger.

**Material United States Federal Income Tax Consequences (page 95)**

The merger is intended to qualify as a reorganization for United States federal income tax purposes, and it is a condition to our respective obligations to complete the merger that each of CIBC and PrivateBancorp receive a legal opinion from Mayer Brown LLP and Wachtell, Lipton, Rosen & Katz, respectively, to the effect that (i) the merger, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code and (ii) the merger will not result in gain recognition to the holders of PrivateBancorp common stock pursuant to Section 367(a) of the Code (assuming that, in the case of any such holder who would be treated as a "five-percent transferee shareholder" within the meaning of Treasury Regulations Section 1.367(a)-3(c)(5)(ii), such holder enters into a five-year gain recognition agreement in the form provided in Treasury Regulations Section 1.367(a)-8, as provided for in Treasury Regulations Section 1.367(a)-3(c)(1)(iii)(B), and complies with the requirements of that agreement and Treasury Regulations Section 1.367(a)-8 for avoiding the recognition of gain).

Accordingly, a PrivateBancorp common stockholder generally will recognize gain, but not loss, in an amount equal to the lesser of (i) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the CIBC common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of PrivateBancorp common stock surrendered) and (ii) the amount of cash received pursuant to the merger. Further, a PrivateBancorp common stockholder generally will recognize gain or loss with respect to cash received instead of fractional shares of CIBC common stock that the PrivateBancorp common stockholder would otherwise be entitled to receive.

It is important to note that the U.S. federal income tax consequences described above may not apply to some holders of PrivateBancorp common stock, including certain holders specifically referred to under "The Merger Material United States Federal Income Tax Consequences" beginning on page 95. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the tax consequences of the merger in your particular circumstances, as well as any tax consequences that may arise from the laws of any other taxing jurisdiction.

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**Certain Canadian Federal Income Tax Consequences (page 102)**

Generally, a holder of PrivateBancorp common stock who is not, and who is not deemed to be, resident in Canada for purposes of the Canadian Tax Act will not be subject to tax under the Canadian Tax Act in respect of any capital gain realized on the disposition of PrivateBancorp common stock pursuant to the merger. See "The Merger Certain Canadian Federal Income Tax Consequences" beginning on page 102.

**Accounting Treatment (page 104)**

The merger will be accounted for as a business combination applying the acquisition method of accounting for both International Financial Reporting Standards, or IFRS, and U.S. generally accepted accounting principles, or GAAP, purposes.

**Treatment of PrivateBancorp Equity Awards (page 114)**

**Stock Options.** At the effective time, each PrivateBancorp option that is outstanding and unexercised immediately prior to the effective time shall be converted automatically into an option to purchase CIBC shares on the terms specified in the amended merger agreement (including that such CIBC option will have the same vesting terms as the corresponding PrivateBancorp option).

**Restricted Stock.** At the effective time, each award of restricted PrivateBancorp common stock that is outstanding and unvested immediately prior to the effective time shall be cancelled and replaced with an award of restricted CIBC common shares on the terms specified in the amended merger agreement (including that such CIBC restricted stock award will have the same vesting terms as the corresponding PrivateBancorp restricted stock award).

**Restricted Stock Units.** At the effective time, each PrivateBancorp restricted stock unit award that is outstanding immediately prior to the effective time shall (i) if unvested, be converted automatically into a cash-settled CIBC restricted stock unit award on the terms specified in the amended merger agreement (including that such CIBC restricted stock unit award shall have the same vesting terms as the corresponding PrivateBancorp restricted stock unit award), and (ii) if vested, be cancelled and converted automatically into the right to receive a cash payment equivalent in value to the merger consideration, as determined in accordance with the amended merger agreement, in respect of each share underlying such award plus a cash payment equal to accumulated but unpaid dividend equivalents; provided, that any such vested award that does not provide for settlement upon a change in control shall instead be converted pursuant to clause (i) above.

**Performance Share Units.** At the effective time, each PrivateBancorp performance share unit award that is outstanding immediately prior to the effective time shall (i) if unvested, be converted automatically into a CIBC cash-settled restricted stock unit award on the terms specified in the amended merger agreement (including that such CIBC restricted stock unit award will have the same time-based vesting terms as the corresponding PrivateBancorp performance share unit award and shall not be subject to performance-based vesting conditions), and (ii) if vested, be cancelled and converted automatically into the right to receive a cash payment equivalent in value to the merger consideration, as determined in accordance with the amended merger agreement, in respect of each share underlying such award plus a cash payment equal to accumulated dividend equivalents; provided, that any such vested award that does not provide for settlement upon a change in control shall instead be converted pursuant to clause (i) above. For purposes of the foregoing, the number of shares of PrivateBancorp common stock underlying each performance share unit award shall be determined by assuming that the applicable performance goals are achieved at the maximum level.



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***PrivateBancorp Deferred Units.*** At the effective time, each stock unit credited to an account that is deemed invested in PrivateBancorp common stock as of immediately prior to the effective time under PrivateBancorp's deferred compensation plan, shall be converted automatically into a deemed investment in CIBC common shares that will be cash-settled on the terms specified in the amended merger agreement.

**Regulatory Approvals Required for the Completion of the Merger (page 104)**

Completion of the merger is subject to the receipt of all regulatory approvals from the Board of Governors of the U.S. Federal Reserve System, referred to as the "Federal Reserve Board," the Superintendent of Financial Institutions (Canada), and the Illinois Department of Financial and Professional Regulation, Division of Banking, referred to as the "Illinois Department," as well as the receipt of all other required approvals or consents, including those the failure of which to obtain would reasonably be expected to have a material adverse effect on CIBC or PrivateBancorp. CIBC and PrivateBancorp have made such filings for approvals with the Federal Reserve Board, the Superintendent of Financial Institutions (Canada) and the Illinois Department.

***Federal Reserve Board.*** CIBC is required to obtain the approval of the Federal Reserve Board under the Bank Holding Company Act for the acquisition of control of PrivateBancorp as a result of the merger. The U.S. Department of Justice, referred to as the "DOJ," will have an opportunity to comment during this approval process and is expected to have at least 15 days (but no more than 30 days) following the approval of the Federal Reserve Board to challenge the approval on antitrust grounds.

***Bank Act.*** Under the Bank Act, the approval of the Superintendent of Financial Institutions (Canada) is required in order for CIBC to issue its common shares to common stockholders of PrivateBancorp as consideration for the merger and to acquire indirect control of PrivateBancorp and its subsidiaries.

***Illinois Department.*** CIBC is required to obtain the approval of the Illinois Department under the Illinois Bank Holding Company Act of 1957, referred to as the "Illinois BHC Act," and Illinois Banking Act for the acquisition of control over PrivateBancorp as a result of the Merger.

CIBC and PrivateBancorp believe that they will be able to obtain all required regulatory approvals on a timely basis. However, there can be no assurances as to whether or when the required regulatory approvals will be obtained, or whether any such approval will contain a materially burdensome condition.

**Holders of PrivateBancorp Common Stock are Entitled to Dissenters' Rights of Appraisal (page 107)**

Section 262 of Delaware law provides holders of PrivateBancorp common stock with the ability to dissent from the merger and seek appraisal of their shares. A holder of PrivateBancorp common stock who properly seeks appraisal and complies with the applicable requirements under Delaware law, referred to as a "dissenting stockholder," will forego the merger consideration and instead receive a cash payment equal to the fair value of his, her or its shares of PrivateBancorp common stock in connection with the merger. Fair value would be determined by a court following an appraisal proceeding. Dissenting stockholders will not know the appraised fair value at the time such holders must elect whether to seek appraisal. The ultimate amount dissenting stockholders receive in an appraisal proceeding may be more or less than, or the same as, the amount such holders would have received under the amended merger agreement. A detailed description of the appraisal rights available to holders of PrivateBancorp common stock and procedures required to exercise statutory appraisal rights is included in the section entitled "The Merger Dissenters' Rights of Appraisal for Holders of PrivateBancorp Common Stock" beginning on page 107.

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To seek appraisal, a PrivateBancorp common stockholder must deliver a written demand for appraisal to PrivateBancorp before the vote on the amended merger agreement at the special meeting, and such stockholder must not vote in favor of the amended merger agreement proposal. Failure to follow exactly the procedures specified under Delaware law will result in the loss of appraisal rights.

**Your Rights as a Holder of PrivateBancorp Common Stock Will Be Different from Your Rights as a Holder of CIBC Common Shares (page 135)**

The conversion of your shares of PrivateBancorp common stock into CIBC common shares in the merger will result in changes from your current rights as a holder of PrivateBancorp common stock, which generally are governed by Delaware law and by PrivateBancorp's organizational documents. These rights differ from the rights you will have as a holder of CIBC common shares, which generally will be governed by the Bank Act and CIBC's organizational documents.

**PrivateBancorp's Directors and Executive Officers Have Certain Interests in the Merger (page 87)**

Some directors and executive officers of PrivateBancorp have certain interests in the merger that are different from, or in addition to, the interests of PrivateBancorp stockholders generally. These interests include, among others, potential retention benefits, severance benefits and other payments, the treatment of outstanding equity awards pursuant to the amended merger agreement, and rights to ongoing indemnification and insurance coverage. PrivateBancorp's board of directors was aware of these interests and considered them, among other matters, in reaching its decisions to (i) approve the amended merger agreement and the transactions contemplated thereby and (ii) recommend that the stockholders of PrivateBancorp approve the amended merger agreement proposal. See the section entitled "The Merger Interests of PrivateBancorp's Directors and Executive Officers in the Merger" beginning on page 87 of this proxy statement/prospectus for a more detailed description of these interests.

**Conditions That Must Be Satisfied or Waived for the Merger to Occur (page 125)**

The respective obligations of each of CIBC and PrivateBancorp to complete the merger are conditioned upon the satisfaction, or waiver by both CIBC and PrivateBancorp, of the following conditions:

approval of the amended merger agreement proposal by the PrivateBancorp common stockholders;

approval for the listing on the TSX and NYSE of the CIBC common shares to be issued in the merger;

the effectiveness of the registration statement on Form F-4 of which this proxy statement/prospectus is a part and the absence of a stop order or proceedings initiated or threatened by the SEC for the purpose of suspending or withdrawing the effectiveness of the Form F-4; and

receipt of required regulatory approvals and the absence of any injunction or other legal prohibition or restraint against the merger.

The obligation of CIBC to complete the merger is subject to the satisfaction, or waiver by CIBC, of the following conditions:

the accuracy of the representations and warranties of PrivateBancorp as of the date of signing the original merger agreement and as of the closing date of the merger, subject to applicable materiality qualifiers;

performance in all material respects by PrivateBancorp of the obligations required to be performed by it at or prior to the closing date of the merger; and

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receipt by CIBC of an opinion of Mayer Brown LLP as to certain tax matters.

The obligation of PrivateBancorp to complete the merger is also subject to the satisfaction, or waiver by PrivateBancorp, of the following conditions:

the accuracy of the representations and warranties of CIBC as of the date of signing the original merger agreement and as of the closing date of the merger, subject to applicable materiality qualifiers;

performance in all material respects by CIBC of the obligations required to be performed by it at or prior to the closing date of the merger; and

receipt by PrivateBancorp of an opinion of Wachtell, Lipton, Rosen & Katz as to certain tax matters.

**The Amended Merger Agreement May be Terminated Under Certain Circumstances (page 126)**

The amended merger agreement may be terminated at any time before the completion of the merger, whether before or after approval of the amended merger agreement proposal by PrivateBancorp's common stockholders, in any of the following circumstances:

by mutual consent of PrivateBancorp and CIBC;

by either PrivateBancorp or CIBC, if any of the required regulatory approvals are denied or completion of the merger has been prohibited or made illegal by a governmental entity (and the denial or prohibition is final and nonappealable);

by either PrivateBancorp or CIBC, if the merger has not been consummated by June 29, 2017, unless the failure to complete the merger by that date is due to the terminating party's failure to abide by the amended merger agreement;

by either PrivateBancorp or CIBC, if there is a breach by the other party that would result in the failure of the conditions of the terminating party's obligation to complete the merger, unless the breach is capable of being, and is, cured before 60 days of written notice of the breach (provided that the terminating party is not then in material breach of the amended merger agreement);

by CIBC, if PrivateBancorp or its board of directors (i) submits the amended merger agreement to its stockholders without a recommendation for approval, or otherwise withdraws or materially and adversely modifies its recommendation for approval (or discloses such intention), or recommends to its stockholders certain business combination proposals other than the amended merger agreement with CIBC, or (ii) materially breaches its obligations to call a stockholder meeting or prepare and mail the proxy statement/prospectus to its stockholders pursuant to the amended merger agreement or its obligations regarding the facilitation of certain types of business combinations other than as contemplated by the amended merger agreement; or

by CIBC if a tender offer or exchange offer for 20% or more of the outstanding shares of PrivateBancorp common stock is commenced (other than by CIBC or its subsidiaries), and the PrivateBancorp board of directors recommends that the stockholders of PrivateBancorp tender their shares in such tender or exchange offer or otherwise fails to recommend that such stockholders reject such tender offer or exchange offer within the 10 business day period specified in Rule 14e-2(a) under the Securities Exchange Act of 1934, as amended.

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**Termination Fee (page 127)**

If the amended merger agreement is terminated under certain circumstances, including circumstances involving alternative acquisition proposals and a change in recommendation of PrivateBancorp's board of directors, PrivateBancorp may be required to pay to CIBC a termination fee equal to \$198,000,000 (the "Termination Fee"). The Termination Fee could discourage other companies from seeking to acquire or merge with PrivateBancorp. For more information see "The Amended Merger Agreement The Amended Merger Agreement Effect of Termination and Termination Fee" beginning on page 127.

**Litigation Related to the Merger (page 112)**

Following the original announcement of the Company's proposed merger with CIBC in June 2016, three putative class actions were filed on behalf of PrivateBancorp stockholders in the Circuit Court of Cook County, Illinois: *Solak v. Richman, et al.*, No. 2016-CH-08949; *Parshall v. PrivateBancorp, Inc., et al.*, No. 2016-CH-09135; and *Griffin v. PrivateBancorp, Inc., et al.*, No. 2016-CH-09435. On October 7, 2016, Plaintiffs filed a Consolidated Amended Class Action Complaint on behalf of a putative class of PrivateBancorp's shareholders (the "Action"), alleging among other things that PrivateBancorp's directors had failed to disclose material information regarding the merger in the proxy statement/prospectus and that PrivateBancorp and CIBC aided and abetted the same.

The plaintiffs in the Action agreed in principle not to pursue the Action as a result of the inclusion of certain additional disclosures (the "Supplemental Disclosures") in the proxy statement/prospectus contained in the registration statement filed by CIBC dated October 31, 2016. On March 6, 2017, the parties executed a stipulation of settlement (the "Settlement Agreement"), and on March 7, 2017 the plaintiffs dismissed the Action. Pursuant to the Settlement Agreement, the three plaintiffs agreed to voluntarily dismiss the Action, without affecting the claims of the putative class, with leave to reinstate the Action if the merger is not consummated on or before June 29, 2017. Defendants in turn agreed to settle plaintiffs' demand for a mootness fee for \$185,000, but only upon consummation of the merger. If the merger is not consummated on or before June 29, 2017 and the Action is reinstated, the Settlement Agreement will be null and void, and plaintiffs may apply to the court for a mootness fee award, which defendants may oppose, in whole or in part. PrivateBancorp and CIBC agreed to settle Plaintiffs' demand for a mootness fee award solely to avoid the costs of further litigation. PrivateBancorp continues to believe the complaints are without merit, there are substantial legal and factual defenses to the claims asserted, and that proxy statement/prospectus contained in the registration statement first filed by CIBC on August 15, 2016 disclosed all material information prior to the inclusion of the Supplemental Disclosures.

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**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF CIBC**

Set forth below is selected historical financial information of CIBC prepared in accordance with International Financial Reporting Standards, referred to as "IFRS," for the fiscal years ended October 31, 2012, 2013, 2014, 2015 and 2016, except as otherwise indicated. The information as at and for each of the years in the five-year period ended October 31, 2016 has been derived from the audited consolidated financial statements of CIBC, the notes thereto, and the related Management's Discussion and Analysis, as filed with the SEC. Also set forth below is selected historical financial information of CIBC as at or for the three months ended January 31, 2016 and January 31, 2017, certain of which has been derived from the unaudited interim condensed consolidated financial statements of CIBC and the notes thereto as furnished to the SEC. The results of operations for the three months ended January 31, 2017 are not necessarily indicative of the results of operations for the full year or any other interim period.

You should read this information in conjunction with (i) CIBC's audited consolidated financial statements, the notes thereto, and the related Management's Discussion and Analysis, included in CIBC's Annual Report on Form 40-F for the fiscal year ended October 31, 2016 and (ii) CIBC's unaudited interim condensed consolidated financial statements, the notes thereto, and the related Management's Discussion and Analysis included in exhibits to CIBC's Form 6-K furnished to the SEC

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for the three months ended January 31, 2017, each of which is incorporated by reference into this proxy statement/prospectus. See the section entitled "Where You Can Find More Information."

	As at or for the three months ended January 31,		As at or for the year ended October 31,				
	2017	2016	2016	2015	2014	2013	2012
(C\$) (in millions, except per share information)							
<b>SUMMARY CONSOLIDATED INCOME</b>							
<b>STATEMENT DATA</b>							
Net interest income	2,142	2,106	8,366	7,915	7,459	7,453	7,326
Non-interest income	2,067	1,481	6,669	5,941	5,904	5,252	5,159
Total revenue	4,209	3,587	15,035	13,856	13,363	12,705	12,485
Provision for credit losses	212	262	1,051	771	937	1,121	1,291
Non-interest expenses	2,274	2,164	8,971	8,861	8,512	7,608	7,202
Income before income taxes	1,723	1,161	5,013	4,224	3,914	3,976	3,992
Income taxes	316	179	718	634	699	626	689
Net income (loss) attributable to non-controlling interests	5	5	20	14	(3)	(2)	9
Net income	1,407	982	4,295	3,590	3,215	3,350	3,303
<b>SELECTED INFORMATION</b>							
Diluted earnings per share	3.50	2.43	10.70	8.87	7.86	8.11	7.76
Return on common shareholders' equity	24.4%	18.1%	19.9%	18.7%	18.3%	21.4%	22.2%
Net interest margin	1.61%	1.69%	1.64%	1.74%	1.81%	1.85%	1.84%
Net interest margin on average interest-earnings assets	1.80%	1.94%	1.88%	2.00%	2.05%	2.12%	2.15%
<b>SELECTED BALANCE SHEET DATA AND OTHER INFORMATION</b>							
Total assets	513,294	479,032	501,357	463,309	414,903	398,006	393,119
Securities	89,524	78,503	87,423	74,982	59,542	71,984	65,334
Loans, net of allowance	313,923	290,728	307,417	281,185	259,028	246,660	242,296
Deposits	409,753	377,234	395,647	366,657	325,393	315,164	300,344
Shareholders' equity	24,532	21,770	23,472	21,360	18,619	17,819	16,197
Average common shareholders' equity	22,674	21,233	21,275	18,857	17,067	15,167	14,116
Assets under management (AUM)(1)	186,547	169,389	183,715	170,465	151,913	105,123	89,223
Assets under administration (AUA)(1)	2,036,008	1,833,071	2,041,887	1,846,142	1,703,360	1,499,885	1,445,870
<b>BALANCE SHEET QUALITY MEASURES(2)</b>							
<b>Risk-weighted assets (RWA)</b>							
Common Equity Tier 1 capital ratio (CET1) capital RWA	169,350	162,583	168,996	156,107	141,250	136,747	
Tier 1 capital RWA	169,575	162,899	169,322	156,401	141,446	136,747	
Total capital RWA	169,755	163,169	169,601	156,652	141,739	136,747	
Basel II RWA							115,229
<b>Capital Ratios</b>							
CET1 ratio	11.9%	10.6%	11.3%	10.8%	10.3%	9.4%	
Tier 1 ratio	13.2%	12.1%	12.8%	12.5%	12.2%	11.6%	13.8%
Total ratio	15.2%	14.2%	14.8%	15.0%	15.5%	14.6%	17.3%
<b>Leverage Ratio</b>							
Tier 1 capital (A)	22,360	19,716	21,666	19,520			
Leverage ratio exposure (B)	555,830	516,037	545,480	502,552			
Leverage ratio (A/B)	4.0%	3.8%	4.0%	3.9%			
<b>COMMON SHARE INFORMATION</b>							
<b>Shares outstanding (000s)</b>							
weighted-average basic	397,647	396,927	395,389	397,213	397,620	400,880	403,685
weighted-average diluted	398,311	397,428	395,919	397,832	398,420	401,261	404,145
end of period	399,559	395,179	397,070	397,291	397,021	399,250	404,485
Dividends declared per share (C\$)	1.24	1.15	4.75	4.30	3.94	3.80	3.64
Dividends declared per share (US\$)	0.91	0.83	3.56	3.45	3.62	3.72	3.61
Dividend yield (TSX)	4.4%	5.0%	4.7%	4.3%	3.8%	4.3%	4.6%
Dividend yield (NYSE)	4.3%	5.1%	4.8%	4.5%	4.0%	4.4%	4.6%
<b>Common share price (CM on TSX)</b>							
close, end of period (C\$)	110.81	91.24	100.50	100.28	102.89	88.70	78.56
<b>Common share price (CM on NYSE)</b>							
close, end of period (US\$)	85.20	64.85	74.96	76.55	91.35	85.15	78.58
Market capitalization (TSX) (C\$)	44,275	36,056	39,906	39,840	40,850	35,413	31,776
Market capitalization (NYSE) (US\$)	33,959	25,626	29,769	30,416	36,269	34,060	31,887
<b>BUSINESS INFORMATION FOR CONTINUING OPERATIONS (number of)</b>							
Employees (full time equivalent)	43,016	43,609	43,213	44,201	44,424	43,039	42,595

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Bank branches	Canada	1,105	1,124	1,108	1,125	1,129	1,115	1,102
Automated banking machines	Canada	3,923	3,910	3,931	3,936	4,196	3,520	3,433

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- (1) AUM amounts are included in the amounts reported under AUA.
- (2) Capital measures for fiscal years 2013-2017 are based on Basel III and on an "all-in" basis, whereas measures for 2012 are based on Basel II. Leverage ratio was introduced in fiscal year 2015.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PRIVATEBANCORP**

The following table summarizes selected historical consolidated financial data of PrivateBancorp prepared in accordance with U.S. generally accepted accounting principles, referred to as "U.S. GAAP," for the periods and as of the dates indicated. This information has been derived from PrivateBancorp's consolidated financial statements filed with the SEC.

You should read this information in conjunction with PrivateBancorp's consolidated financial statements and related notes thereto included in PrivateBancorp's Annual Report on Form 10-K for the year ended December 31, 2016, which are incorporated by reference into this proxy statement/prospectus. See the section entitled "Where You Can Find More Information."

	As at or for the year ended December 31,				
	2016	2015	2014	2013	2012
(USD in thousands, except per share information)					
<b>Operating Results</b>					
Interest income	\$ 665,018	\$ 582,212	\$ 524,387	\$ 492,238	\$ 487,036
Interest expense	82,592	67,797	69,650	71,175	67,103
Net interest income	582,426	514,415	454,737	421,063	419,933
Provision for loan and covered loan losses	33,710	14,790	12,044	31,796	71,425
Non-interest income	147,758	130,012	117,590	113,990	111,041
Non-interest expense	372,473	333,237	312,076	303,314	327,132
Income before income taxes	324,001	296,400	248,207	199,943	132,417
Income tax provision	115,644	111,089	95,128	76,994	54,521
Net income	208,357	185,311	153,079	122,949	77,896
Net income attributable to non-controlling interests					
Net income attributable to controlling interests	208,357	185,311	153,079	122,949	77,896
Preferred stock dividends and discount accretion					13,368
Net income available to common stockholders	\$ 208,357	\$ 185,311	\$ 153,079	\$ 122,949	\$ 64,528
<b>Per Share Data</b>					
Basic earnings per share	\$ 2.62	\$ 2.36	\$ 1.96	\$ 1.58	\$ 0.88
Diluted earnings per share	\$ 2.57	\$ 2.32	\$ 1.94	\$ 1.57	\$ 0.88
Cash dividends declared	\$ 0.04	\$ 0.04	\$ 0.04	\$ 0.04	\$ 0.04
<b>Balance Sheet Highlights</b>					
Total assets	\$ 20,053,773	\$ 17,252,848	\$ 15,596,724	\$ 14,076,480	\$ 14,048,167
Loans(1)	15,056,241	13,266,475	11,892,219	10,644,021	10,139,982
Allowance for loan losses(1)	185,765	160,736	152,498	143,109	161,417
Deposits, excluding deposits held-for-sale	16,065,229	14,345,592	13,089,968	12,013,641	12,173,634
Long-term debt	338,310	688,215	338,130	618,527	490,445
Equity	1,919,675	1,698,951	1,481,679	1,301,904	1,207,166

(1) Excludes covered assets.





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The following tables present, as at the dates and for the periods indicated, selected historical unaudited and pro forma unaudited consolidated per share financial information for CIBC common shares and PrivateBancorp common stock. This information should be read in conjunction with, and the information is qualified in its entirety by, the consolidated financial statements and accompanying notes of CIBC and PrivateBancorp incorporated into this proxy statement/prospectus by reference. See the section entitled "Where You Can Find More Information."

The following pro forma information has been prepared in accordance with the rules and regulations of the SEC and accordingly includes the effects of purchase accounting. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, the impact of restructuring and merger-related costs, opportunities to earn additional revenue, or other factors that may result from the merger and, accordingly, the information does not attempt to predict or suggest future results. The pro forma information does reflect incremental financing expenses that are the direct result of the merger. This information is presented for illustrative purposes only. You should not rely on the pro forma combined or equivalent pro forma amounts as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they indicative of the future operating results or financial position of the combined company.

The following tables assume the issuance of 33,492,567 CIBC common shares in connection with the merger, which is the expected number of shares issuable by CIBC in connection with the merger assuming the merger closed on December 31, 2016 and is based on the number of outstanding shares of PrivateBancorp common stock at that time. CIBC common shares are valued at the closing stock price on March 29, 2017. As discussed in this proxy statement/prospectus, the actual number of CIBC common shares issuable in the merger will be adjusted based on the number of shares of PrivateBancorp common stock outstanding at the completion of the merger. The pro forma data in the tables assumes that the merger occurred on November 1, 2015 for income statement purposes and on October 31, 2016 and January 31, 2017 for balance sheet purposes, and that the merger is accounted for as a business combination.

	As at or for the three months ended January 31, 2017		As at or for the year ended October 31, 2016	
	(C\$)	(US\$)	(C\$)	(US\$)
<b>CIBC COMMON SHARES</b>				
<b>Basic earnings per common share(1)</b>				
Historical (IFRS)	3.50	2.63	10.72	8.07
Pro forma combined (IFRS)	3.38	2.54	10.35	7.80
<b>Diluted earnings per common share(1)</b>				
Historical (IFRS)	3.50	2.63	10.70	8.06
Pro forma combined (IFRS)(2)	3.37	2.53	10.31	7.77
<b>Dividends per common share(3)</b>				
Historical	1.24	0.91	4.75	3.56
Pro forma combined	1.24	0.91	4.75	3.56
<b>Book value per common share at period end(4)</b>				
Historical (IFRS)	58.90	45.20	56.59	42.23
Pro forma combined (IFRS)	63.69	48.88	61.60	45.96

(1) Earnings per share have been translated into U.S. dollars based on the average of the Bank of Canada average monthly noon exchange rates for the periods indicated.

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- (2) The pro forma combined diluted earnings per share for the year ended October 31, 2016 assumes the issuance of 1,003,360 additional CIBC common shares. The pro forma combined diluted earnings per share for the three months ended January 31, 2017 assumes the issuance of 1,087,267 additional CIBC common shares. These adjustments relate to PrivateBancorp's stock options outstanding at the time of the merger that will be replaced with CIBC equity-based awards that will be ultimately settled with CIBC common shares. These adjustments exclude other PrivateBancorp equity-based awards that will be replaced by CIBC equity-based awards that settle in cash. The adjustments are based on the number of awards outstanding on December 31, 2016, valued at the CIBC closing stock price on March 29, 2017.
- (3) Dividends per share have been translated into U.S. dollars based on the Bank of Canada noon exchange rate on each dividend record date. Pro forma combined dividends per common share are based solely on dividends of CIBC.
- (4) Book value per common share has been translated into U.S. dollars based on the Bank of Canada noon exchange rate at the end of the period.

With respect to the table above, the CIBC pro forma combined amounts were calculated by combining (i) the CIBC historical amounts as at or for the year ended October 31, 2016 and the three months ended January 31, 2017 (prepared in accordance with IFRS) with (ii) the PrivateBancorp historical amounts (originally prepared in accordance with U.S. GAAP), adjusted for significant differences between U.S. GAAP and IFRS, as at or for the year ended December 31, 2016 and the three months ended December 31, 2016, respectively. For purposes of calculating the pro forma combined amounts, the PrivateBancorp historical amounts have been further adjusted (on an IFRS basis) for estimated purchase accounting adjustments to be recorded in connection with the acquisition (consisting of fair value adjustments for assets acquired and liabilities assumed and adjustments for other intangible assets established, and the resulting amortization of these adjustments over appropriate periods), and other adjustments that are directly attributable to the transaction and expected to have a continuing impact on CIBC's pro forma combined financial results.

The equivalent pro forma per share information for PrivateBancorp in the following table was obtained by multiplying the above per share pro forma amounts for CIBC by 0.4176, which is the number of CIBC common shares that PrivateBancorp stockholders who receive share consideration in the merger will receive for each share of PrivateBancorp common stock, assuming that the merger was completed on December 31, 2016 and valued at the CIBC closing stock price on March 29, 2017. Because CIBC and PrivateBancorp have different fiscal years, the equivalent pro forma data for the year ended December 31, 2016 has been compared with CIBC's fiscal year ended October 31, 2016. The PrivateBancorp historical data in the following table is presented in U.S. GAAP.

	<b>Year Ended December 31, 2016 (US\$)</b>	
<b>PRIVATEBANCORP COMMON STOCK</b>		
<b>Basic earnings per common share</b>		
Historical	\$	2.62
Pro forma combined	\$	3.26
<b>Diluted earnings per common share</b>		
Historical	\$	2.57
Pro forma combined	\$	3.24
<b>Dividends per common share</b>		
Historical	\$	0.04
Pro forma combined	\$	1.49
<b>Book value per common share at period end</b>		
Historical	\$	24.04
Pro forma combined	\$	19.19

Table of Contents**COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION**

CIBC common shares are listed on the TSX and the NYSE under the trading symbol "CM." Shares of PrivateBancorp common stock are currently listed on the NASDAQ under the trading symbol "PVTB."

The table below sets forth, for the periods indicated, the per share high and low closing prices for CIBC common shares as reported on the TSX and the NYSE and PrivateBancorp common stock as reported on the NASDAQ. TSX closing prices of CIBC common shares are presented in Canadian dollars, and the NYSE and NASDAQ closing prices of CIBC common shares and PrivateBancorp common stock are presented in U.S. dollars. For comparison purposes, the following table uses calendar year end and calendar quarters, but it should be noted that CIBC's fiscal year end is October 31 and PrivateBancorp's fiscal year end is December 31.

	CIBC common shares TSX (in C\$)		CIBC common shares NYSE (in US\$)		PrivateBancorp common stock NASDAQ (in US\$)	
	High	Low	High	Low	High	Low
<b>Annual information for the past five calendar years</b>						
2012	82.49	69.70	83.40	67.10	17.32	11.55
2013	91.58	74.10	87.22	70.23	29.25	16.07
2014	107.16	85.49	97.61	77.14	33.96	25.60
2015	102.74	86.00	85.28	64.73	45.16	30.34
2016	112.00	83.33	85.28	57.54	54.72	32.03
<b>Quarterly information for the past two years and subsequent quarters:</b>						
<b>2015, quarter ended</b>						
June 30	97.62	91.49	81.23	72.47	41.15	35.17
September 30	96.69	86.00	73.66	64.73	42.57	35.03
December 31	102.74	91.19	77.94	65.87	45.16	37.11
<b>2016, quarter ended</b>						
March 31	98.98	83.33	76.13	57.54	39.85	32.03
June 30	104.19	95.12	82.08	72.43	44.54	34.24
September 30	104.46	96.84	80.75	74.32	46.55	43.58
December 31	112.00	97.76	85.28	72.96	54.72	44.35
<b>2017, quarter ended</b>						
March 31	119.86	110.38	91.10	82.46	59.37	53.53
<b>Monthly information for the most recent six months</b>						
October 2016	101.07	99.54	77.05	74.96	46.04	45.19
November 2016	106.01	97.76	78.94	72.96	46.96	44.35
December 2016	112.00	108.34	85.28	81.38	54.72	48.78
January 2017	113.16	110.38	86.29	82.46	55.65	53.53
February 2017	119.40	111.61	91.10	85.71	57.39	54.70
March 2017	119.86	113.78	89.30	85.31	59.37	55.38

Fluctuations in the exchange rate between the Canadian dollar and the U.S. dollar will affect any comparisons of CIBC common shares traded on the TSX and CIBC common shares traded on the NYSE.

The following table presents the last reported closing sale price per share of CIBC common shares on the TSX and the NYSE and of PrivateBancorp common stock on the NASDAQ on (a) March 29, 2017, the last full trading day prior to the public announcement by CIBC and PrivateBancorp of the execution of the amended merger agreement, and (b) April 10, 2017, the last full trading day for which

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this information could be calculated prior to the date of this proxy statement/prospectus. The table also shows the estimated implied value of the per share merger consideration for each share of PrivateBancorp common stock on the relevant date. The implied value of the per share merger consideration represents the sum of \$24.20, the cash portion of the per share merger consideration, plus the stock portion of the per share merger consideration, based upon the product of the exchange ratio of 0.4176 and the closing price of CIBC common shares on the NYSE as of the applicable date.

	<b>CIBC common shares TSX (C\$)</b>	<b>CIBC common shares NYSE (US\$)</b>	<b>Private Bancorp common stock NASDAQ (US\$)</b>	<b>Estimated Equivalent Per Share Value (US\$)</b>
March 29, 2017	117.20	87.92	56.20	60.92
April 10, 2017	114.84	86.10	59.48	60.16

PrivateBancorp stockholders will not receive the merger consideration until the merger is completed, which may be a substantial period of time after the special meeting. There can be no assurance as to the trading prices of CIBC common shares at the time of the closing of the merger. The market prices of CIBC common shares and PrivateBancorp common stock and the Canadian dollar/U.S. dollar exchange rate are likely to fluctuate prior to consummation of the merger and cannot be predicted. We urge you to obtain current market quotations for both CIBC common shares and PrivateBancorp common stock and the Canadian dollar/U.S. dollar exchange rate.

The table below sets forth the dividends declared per CIBC common share and the dividends declared per share of PrivateBancorp common stock for the fiscal years ended 2012, 2013, 2014, 2015 and 2016. CIBC's fiscal year end is October 31 and PrivateBancorp's fiscal year end is December 31.

<b>Fiscal Year Ended</b>	<b>CIBC (C\$)(1)</b>	<b>PrivateBancorp (US\$)(2)</b>
2012	3.64	0.04
2013	3.80	0.04
2014	3.94	0.04
2015	4.30	0.04
2016	4.75	0.04
2017 (through March 31)	2.51	0.01

(1) CIBC dividends declared during fiscal quarters ended January 31, April 30, July 31 and October 31. CIBC's dividends are declared and payable in Canadian dollars. Common shareholders with addresses in the United States receive dividends in U.S. dollars unless they elect otherwise.

(2) PrivateBancorp dividends declared during fiscal quarters ended March 31, June 30, September 30 and December 31.

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The following table shows, for the years and dates indicated, certain information regarding the Canadian dollar/U.S. dollar exchange rate. The information is based on the noon exchange rate as reported by the Bank of Canada. Such exchange rate on April 4, 2017 was C\$1.3415=US\$1.00.

	<b>Period End</b>	<b>Average(1)</b>	<b>Low</b>	<b>High</b>
<b>Year Ended October 31, (C\$ per US\$)</b>				
2012	0.9996	1.0034	0.9710	1.0487
2013	1.0429	1.0233	0.9839	1.0576
2014	1.1275	1.0934	1.0415	1.1289
2015	1.3083	1.2562	1.1236	1.3413
2016	1.3403	1.3258	1.2544	1.4589

	<b>Low</b>	<b>High</b>
<b>Month end, (C\$ per US\$)</b>		
October 2016	1.3104	1.3403
November 2016	1.3337	1.3582
December 2016	1.3120	1.3556
January 2017	1.3030	1.3438
February 2017	1.3004	1.3248
March 2017	1.3279	1.3505

- (1) The average of the noon buying rates on the last business day of each full month during the relevant period.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

From time to time, CIBC and/or PrivateBancorp make written or oral forward-looking statements within the meaning of certain securities laws, including the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995 and any applicable Canadian securities legislation. This proxy statement/prospectus, including information incorporated by reference into this document, may contain forward-looking statements, including, for example, but not limited to, statements about management expectations, strategic objectives, growth opportunities, business prospects, regulatory proceedings, transaction synergies and other benefits of the merger, and other similar matters. Forward-looking statements are not statements of historical facts and represent only CIBC's and/or PrivateBancorp's beliefs regarding future performance, which is inherently uncertain. Forward-looking statements are typically identified by words such as "believe," "expect," "foresee," "forecast," "anticipate," "intend," "estimate," "goal," "plan," and "project" and similar expressions of future or conditional verbs such as "will," "may," "should," "could" or "would."

By their very nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties that give rise to the possibility that CIBC's and/or PrivateBancorp's predictions, forecasts, projections, expectations or conclusions will not prove to be accurate, that CIBC's and/or PrivateBancorp's assumptions may not be correct and that CIBC's and/or PrivateBancorp's objectives, strategic goals and priorities will not be achieved. We caution readers not to place undue reliance on these statements as a number of important factors could cause actual results to differ materially from the expectations expressed in such forward-looking statements. These factors include, but are not limited to, the possibility that the merger does not close when expected or at all because required regulatory, stockholder or other approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all; that CIBC and PrivateBancorp may be required to modify the terms and conditions of the amended merger agreement to achieve regulatory or stockholder approval, or that the anticipated benefits of the merger are not realized as a result of such things as the strength of the economy and competitive factors in the areas where PrivateBancorp does business; general business and economic conditions in Canada, the United States and other countries in which CIBC and PrivateBancorp conduct business; the impact of the movement of the Canadian dollar relative to other currencies, particularly the U.S. dollar, British pound and Euro; the effects of changes in government monetary and other policies; the effects of competition in the markets in which we operate; the impact of changes in the laws and regulations regulating financial services and enforcement thereof (including broker-dealer, banking, insurance and securities); judicial or regulatory judgments and legal proceedings; CIBC's ability to complete the acquisition of PrivateBancorp and integrate it with CIBC successfully; the risk that expected synergies and benefits of the merger will not be realized within the expected time frame or at all; the risk of attrition of financial consultants and of assets under management, increased operating costs, customer loss, employee loss and business disruption following the merger; reputational risks; the outcome of various litigation and proceedings to which PrivateBancorp and/or CIBC is a party and the adequacy of reserves maintained therefor; and other factors that may affect future results of CIBC and PrivateBancorp, including changes in trade policies, timely development and introduction of new products and services, changes in tax laws, and technological and regulatory changes.

We caution that the foregoing list of important factors is not exhaustive and other factors could also adversely affect the completion of the merger and the future results of CIBC or PrivateBancorp. The forward-looking statements speak only as of the date of this proxy statement/prospectus, in the case of forward-looking statements contained in this proxy statement/prospectus, or the dates of the documents incorporated by reference into this proxy statement/prospectus, in the case of forward-looking statements made in those incorporated documents. When relying on our forward-looking statements to make decisions with respect to us, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as required by applicable law or

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regulation, CIBC and PrivateBancorp do not undertake to update any forward-looking statement, whether written or oral, to reflect events or circumstances after the date of this proxy statement/prospectus or to reflect the occurrence of unanticipated events.

For additional information about factors that could cause CIBC's and PrivateBancorp's results to differ materially from those described in the forward-looking statements, please see the section entitled "Risk Factors" as well as in the reports that CIBC and PrivateBancorp have filed with the SEC, described under the section entitled "Where You Can Find More Information," including CIBC's 2016 Annual Report on Form 40-F ("2016 Annual Report") and its Q1 2017 Report of Foreign Private Issuer on Form 6-K ("Q1 2017 Report") and PrivateBancorp's Annual Report on Form 10-K for the year ended December 31, 2016 and each of PrivateBancorp's subsequently filed Quarterly Reports on Form 10-Q which are available at the SEC's Internet site ([www.sec.gov](http://www.sec.gov)). CIBC's material general economic assumptions underlying certain of the forward-looking statements in this prospectus and the documents incorporated by reference herein are set out in its 2016 Annual Report under the heading "Financial performance overview Outlook for calendar year 2017" and under the heading "Management of risk," as updated by the "A Note About Forward-Looking Statements" section in its Q1 2017 Report.

All subsequent written or oral forward-looking statements concerning the merger or other matters addressed in this proxy statement/prospectus and attributable to CIBC, PrivateBancorp or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.



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**RISK FACTORS**

*Investing in CIBC common shares involves risks, some of which are related to the merger. In addition to the other information included or incorporated by reference in this proxy statement/prospectus, you should carefully consider the matters described below relating to the merger in deciding whether to vote for the approval of the amended merger agreement proposal. Although CIBC and PrivateBancorp believe that the matters described below cover the material risks related to the merger, they may not contain all of the information that is important to you in evaluating the merger. Accordingly, we urge you to read this entire proxy statement/prospectus, including the appendices and the information included or incorporated by reference in this document. Please also refer to the additional risk factors identified in the periodic reports and other documents of CIBC and PrivateBancorp incorporated by reference into this proxy statement/prospectus and listed in the section entitled "Where You Can Find More Information."*

***Because the market price of CIBC common shares will fluctuate, PrivateBancorp common stockholders cannot be sure of the value of the merger consideration they will receive.***

Upon completion of the merger, each share of PrivateBancorp common stock will be converted into merger consideration consisting of cash consideration and share consideration in the form of CIBC common shares, pursuant to the terms of the amended merger agreement.

If you are a holder of PrivateBancorp common stock, the value of the merger consideration constituting common shares of CIBC that you will receive will fluctuate based on the market price of CIBC common shares. The value of the merger consideration constituting common shares of CIBC that a PrivateBancorp stockholder will receive for each share of PrivateBancorp common stock will depend on the market price of CIBC common shares at the time PrivateBancorp stockholder receives the CIBC common shares (following completion of the merger). The closing price of CIBC common shares on the date that the merger is completed may vary from the closing price of CIBC common shares on the date CIBC and PrivateBancorp announced the merger, on the date that this document is being mailed to each of the PrivateBancorp stockholders, on the date of the special meeting of PrivateBancorp stockholders, or on any other date. Any change in the market price of CIBC common shares prior to completion of the merger will affect the value of the merger consideration that PrivateBancorp stockholders will receive upon completion of the merger. Stock price changes may result from a variety of factors, including general market, economic and political conditions, changes in our respective businesses, operations and prospects, factors influencing the Canadian dollar/U.S. dollar exchange rate and regulatory considerations, among other things. Many of these factors are beyond the control of CIBC and PrivateBancorp. Accordingly, at the time of the special meeting, PrivateBancorp stockholders will not know or be able to calculate the value of the CIBC common shares they would receive upon completion of the merger.

In addition, because shares traded on the TSX are traded in Canadian dollars, the value of CIBC common shares on a U.S. dollar basis may decline compared to PrivateBancorp common stock, even if the share price of CIBC common shares on the TSX does not decline.

***Upon completion of the merger, holders of PrivateBancorp common stock will become holders of CIBC common shares and the market price for CIBC common shares may be affected by factors different from those that historically have affected PrivateBancorp.***

Upon completion of the merger, holders of PrivateBancorp common stock will become holders of CIBC common shares. CIBC's businesses differ from those of PrivateBancorp, and accordingly the results of operations of CIBC will be affected by some factors that are different from those currently affecting the results of operations of PrivateBancorp. For a discussion of the businesses of PrivateBancorp and CIBC and of some important factors to consider in connection with those

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businesses, see the documents incorporated by reference in this proxy statement/prospectus and referred to under "Where You Can Find More Information."

***Combining the two companies may be more difficult, costly or time-consuming than expected.***

CIBC and PrivateBancorp have operated and, until the completion of the merger, will continue to operate, independently. The success of the merger, including anticipated benefits and cost savings, will depend, in part, on CIBC's ability to successfully integrate PrivateBancorp's operations in a manner that results in various benefits, including, among other things, deposit and revenue synergies, an expanded reach and operating efficiencies, and that does not materially disrupt existing client relationships nor result in decreased revenues due to loss of clients. Additionally, a loss of key PrivateBancorp personnel could cause an interruption of, or loss of momentum in, the activities of one or more of the surviving corporation's businesses or inconsistencies in standards, controls, procedures and policies that adversely affect the ability of CIBC or PrivateBancorp to and maintain and develop relationships with existing and prospective clients as well as employees. The diversion of management's attention and any delays or difficulties encountered in connection with the merger and the integration of PrivateBancorp's operations could have an adverse effect on the business, financial condition, operating results and prospects of CIBC after the merger.

The success of the combined entity following the merger will depend in part on the ability of CIBC to integrate the two businesses and grow the U.S. banking platform. If CIBC experiences difficulties in this process, including those listed above, CIBC may fail to realize the anticipated benefits of the merger in a timely manner or at all. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could have an adverse effect on CIBC's business, financial condition, operating results and prospects.

Among the factors considered by the boards of directors of CIBC and PrivateBancorp in connection with their respective approvals of the amended merger agreement were the benefits that could result from the merger. We cannot give any assurance that these benefits will be realized within the time periods contemplated or at all.

***Some directors and executive officers of PrivateBancorp have interests in the merger that differ from the interests of PrivateBancorp stockholders generally, including, if the merger is completed, the receipt of financial and other benefits.***

In considering the recommendation of PrivateBancorp's board of directors, you should be aware that some of its directors and executive officers have interests in the merger that are different from, or in addition to, those of PrivateBancorp stockholders generally. These interests include, among others, retention awards, potential severance benefits and other payments, the treatment of outstanding equity awards pursuant to the amended merger agreement, the employment agreement entered into by CIBC and PrivateBancorp's President & Chief Executive Officer, Larry D. Richman, and rights to ongoing indemnification and insurance coverage. These interests are described in more detail in the section entitled "The Merger - Interests of PrivateBancorp's Directors and Executive Officers in the Merger."

***The amended merger agreement contains provisions that may discourage other companies from trying to acquire PrivateBancorp for greater merger consideration.***

The amended merger agreement contains provisions that may discourage a third party from submitting an acquisition proposal to PrivateBancorp that might result in greater value to PrivateBancorp's common stockholders than the merger, or may cause a potential competing acquirer proposing to pay a lower per share price to acquire PrivateBancorp than it might otherwise have proposed to pay. These provisions include a general prohibition on PrivateBancorp from soliciting or,

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subject to certain exceptions relating to the exercise of fiduciary duties by the PrivateBancorp board of directors, entering into discussions with any third party regarding, any acquisition proposal or offers for competing transactions and a right of CIBC to be informed of any superior acquisition proposal. In addition, PrivateBancorp may be required to pay CIBC a termination fee of \$198,000,000 in certain circumstances involving acquisition proposals for competing transactions. See the sections entitled "The Amended Merger Agreement Termination" and "The Amended Merger Agreement Effect of Termination and Termination Fee."

*If the merger is not consummated by June 29, 2017, either CIBC or PrivateBancorp may choose not to proceed with the merger.*

Either CIBC or PrivateBancorp may terminate the amended merger agreement if the merger has not been completed by June 29, 2017, the date of the first anniversary of the original merger agreement, unless the failure of the merger to be completed has resulted from the material failure of the party seeking to terminate the amended merger agreement to perform its obligations. See the section entitled "The Amended Merger Agreement Termination."

***Termination of the amended merger agreement or failure to complete the merger at all, or a material delay in completing the merger, could negatively impact the stock price and the future business and financial results of PrivateBancorp, and in certain circumstances could result in the payment by PrivateBancorp of a termination fee.***

If the merger is not completed for any reason, including as a result of PrivateBancorp stockholders declining to approve the amended merger agreement or the failure of the parties to obtain the required regulatory approvals, or if there is a material delay in completing the merger, the ongoing business of PrivateBancorp may be adversely affected. In such case, PrivateBancorp would be subject to a number of risks, including the following:

PrivateBancorp may experience negative reactions from the financial markets, including negative impacts on its stock price;

PrivateBancorp may experience negative reactions from its clients, vendors and employees, and if there is a material delay in completing the merger, PrivateBancorp may find it more challenging to retain its clients and key employees due to the perceived uncertainty about the transaction;

PrivateBancorp will have incurred substantial expenses and will be required to pay certain costs relating to the merger, whether or not the merger is completed;

the amended merger agreement places certain restrictions on the conduct of PrivateBancorp's businesses prior to completion of the merger. Such restrictions, the waiver of which is subject to the consent of CIBC (not to be unreasonably withheld), may prevent or delay PrivateBancorp from making certain acquisition, entering into new lines of business, entering into or modifying material contracts or taking certain other specified actions during the pendency of the merger (see the section entitled "The Amended Merger Agreement Covenants and Agreements Conduct of Businesses Prior to the Completion of the Merger" for a description of the restrictive covenants applicable to PrivateBancorp); and

matters relating to the merger (including integration planning) will require substantial commitments of time and resources by PrivateBancorp management, which would otherwise have been devoted to other opportunities that may have been beneficial to PrivateBancorp as an independent company.

In addition to the above risks, if the amended merger agreement is terminated and PrivateBancorp's board of directors seeks another merger or business combination, PrivateBancorp stockholders cannot be certain that PrivateBancorp will be able to find a party willing to offer

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equivalent or more attractive consideration than the consideration CIBC has agreed to provide in the merger. If the amended merger agreement is terminated under certain circumstances, PrivateBancorp may be required to pay a termination fee of \$198 million to CIBC. See the section entitled "The Amended Merger Agreement Effect of Termination and Termination Fee."

***The merger is subject to the receipt of consents and approvals from government entities that may not be obtained and may impose conditions that could have an adverse effect on CIBC or could prevent or delay completion of the merger.***

Before the transactions contemplated in the amended merger agreement may be completed, various approvals must be obtained from the Federal Reserve Board, the Superintendent of Financial Institutions (Canada), the Illinois Department, Division of Banking, and other governmental authorities. In determining whether to grant these approvals, the regulators consider a variety of factors, including the regulatory standing of each party and the factors described under "The Merger Regulatory Matters Related to the Merger" and "The Amended Merger Agreement Conditions to the Merger." An adverse development in either party's regulatory standing or these factors could result in an inability to obtain one or more approvals or delay their receipt. These governmental entities may impose conditions, limitations or costs or place restrictions on the conduct of CIBC or the surviving entity after the closing as a condition to the granting of such approvals or require changes to the terms of the merger. Such conditions or changes and the process of obtaining regulatory approvals could have the effect of delaying completion of the merger or of imposing additional costs or limitations on CIBC following the merger, any of which might have an adverse effect on the surviving corporation following the merger. The regulatory approvals may not be received at any time, may not be received in a timely fashion, and may contain conditions on the completion of the merger that adversely affect the surviving corporation's business following the closing, or which are not anticipated or cannot be met.

In addition, one of the conditions for closing is that no regulatory approval required for the merger result in the imposition of a condition or restriction that would reasonably be likely to have a material and adverse effect on CIBC and its subsidiaries, taken as a whole (with such materiality measured on a scale relative to PrivateBancorp and its subsidiaries, taken as a whole).

***Certain rights of holders of PrivateBancorp common stock will change as a result of the merger.***

Following completion of the merger, holders of PrivateBancorp common stock will no longer be stockholders of PrivateBancorp, a Delaware corporation, but will instead be shareholders of CIBC, a Canadian chartered bank. There will be certain differences between your current rights as a stockholder of PrivateBancorp, on the one hand, and the rights to which you will be entitled as a shareholder of CIBC, on the other hand. For a more detailed discussion of the differences in the rights of stockholders of PrivateBancorp and CIBC, see "Comparison of Rights of CIBC Shareholders and PrivateBancorp Stockholders."

***If the merger fails to qualify as a "reorganization" within the meaning of Section 368(a) of the Code, PrivateBancorp stockholders may be required to recognize a greater amount of gain or loss for U.S. federal income tax purposes at the time of the exchange of their shares of PrivateBancorp common stock in the merger.***

CIBC and PrivateBancorp have structured the merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. Neither CIBC nor PrivateBancorp intends to request any ruling from the U.S. Internal Revenue Service, referred to as the "IRS," as to the tax consequences of the exchange of shares of PrivateBancorp common stock for CIBC common shares in the merger. If the merger fails to qualify as a reorganization, a PrivateBancorp stockholder would generally recognize gain or loss for U.S. federal income tax purposes on each share of PrivateBancorp common stock exchanged in the merger in an amount equal to the difference between that stockholder's tax basis in such share

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and the fair market value of the CIBC common shares and/or cash the PrivateBancorp stockholder receives or may receive in exchange for each such share of PrivateBancorp common stock. You are urged to consult with your own tax advisor regarding the proper reporting of the amount and timing of such gain or loss. See "The Merger Material United States Federal Income Tax Consequences."

***Holders of PrivateBancorp common stock will have a reduced ownership and voting interest after the merger and will exercise less influence over management of the combined organization.***

Holders of PrivateBancorp common stock currently have the right to vote in the election of PrivateBancorp's board of directors and on other matters affecting PrivateBancorp. Upon the completion of the merger, each holder of PrivateBancorp common stock that receives CIBC common shares will become a shareholder of CIBC with a percentage ownership of the combined organization that is much smaller than the stockholder's percentage ownership of PrivateBancorp. It is expected that the former holders of PrivateBancorp common stock as a group will receive shares in the merger constituting approximately 7.7% of the outstanding CIBC common shares immediately after the merger. Because of this, holders of PrivateBancorp common stock will have significantly less influence on the management and policies of CIBC than they now have on the management and policies of PrivateBancorp.

***PrivateBancorp will be subject to business uncertainties and contractual restrictions while the merger is pending.***

Uncertainty about the effect of the merger on employees and clients may have an adverse effect on PrivateBancorp and consequently on CIBC. These uncertainties may impair PrivateBancorp's ability to attract, retain and motivate key personnel, and could cause clients and others that deal with PrivateBancorp to seek to change existing business relationships with PrivateBancorp. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the business, CIBC's business following the merger could be negatively impacted. In addition, until the merger occurs, the amended merger agreement restricts PrivateBancorp from making certain acquisitions and taking other specified actions without the consent of CIBC. These restrictions may prevent PrivateBancorp from pursuing attractive business opportunities that may arise prior to the completion of the merger. See "The Amended Merger Agreement Covenants and Agreements" for a description of the restrictive covenants applicable to PrivateBancorp.

***CIBC's consolidated results of operations may be negatively impacted by foreign currency fluctuations.***

A portion of CIBC's consolidated revenues following the merger will be earned in non-Canadian currencies, primarily U.S. dollars. The revenues that are earned in currencies other than Canadian dollars are subject to unpredictable fluctuations if the values of non-Canadian currencies change relative to the Canadian dollar. Such fluctuations could decrease CIBC's revenues earned in non-Canadian currencies and have a material adverse impact on its business.

***CIBC expects to maintain its status as a "foreign private issuer" in the U.S. and thus will be exempt from a number of rules under the U.S. Securities Exchange Act of 1934, as amended, and will be permitted to file less information with the SEC than a company incorporated in the U.S.***

As a "foreign private issuer," CIBC is exempt from rules under the U.S. Securities Exchange Act of 1934, as amended, referred to as the "Exchange Act," that impose disclosure requirements, as well as procedural requirements, for proxy solicitations under Section 14 of the Exchange Act. In addition, CIBC's officers, directors and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the Exchange Act. In addition, CIBC is permitted, under a

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multi-jurisdictional disclosure system adopted by the United States and Canada, to prepare its disclosure documents filed under the Exchange Act in accordance with Canadian disclosure requirements, including preparing its financial statements in accordance with IFRS, which differ in some respects from U.S. GAAP. As a result, following the merger, holders of PrivateBancorp common stock may have less readily available access to information about the financial performance and business of CIBC as compared to PrivateBancorp, or such information may be presented differently.

***CIBC is chartered under the laws of Canada and a substantial portion of its assets are, and many of its directors and officers reside, outside of the United States. As a result, it may not be possible for shareholders to enforce civil liability provisions of the securities laws of the United States in Canada.***

CIBC is chartered under the laws of Canada. A substantial portion of CIBC's assets are located outside the United States, and many of CIBC's directors and officers and some of the experts named in this proxy statement/prospectus are residents of jurisdictions outside of the United States. As a result, it may be difficult for investors to effect service within the United States upon CIBC and those directors, officers and experts, or to realize in the United States upon judgments of courts of the United States predicated upon civil liability of CIBC and such directors, officers or experts under the United States federal securities laws. There is uncertainty as to the enforceability in Canada by a court in original actions, or in actions to enforce judgments of United States courts, of the civil liabilities predicated upon the United States federal securities laws.

***Certain market activities of CIBC and its affiliates may affect the value of CIBC common shares.***

CIBC and its affiliates engage in market making, derivatives and structured notes hedging, brokerage and facilitation trading, asset management, index-related adjustments, investment fund management, plan-related activities, banking-related activities, estates and trusts services, custody-related activities, stock borrowing, lending and taking of collateral, involving CIBC common shares outside the United States (and, to a limited extent, within the United States). Please read the section entitled "CIBC Market Activities Involving CIBC Common Shares" for more information. Such activities could have the effect of influencing the market price of CIBC common shares.

***The United Kingdom's vote to leave the European Union may adversely affect CIBC's and/or PrivateBancorp's results and financial condition.***

On June 23, 2016, the United Kingdom (UK) held a referendum to decide on the UK's membership in the European Union. The UK vote was to leave the European Union. There are a number of uncertainties in connection with the future of the UK and its relationship with the European Union. The negotiation of the UK's exit terms is likely to take a number of years. Until the terms and timing of the UK's exit from the European Union are clearer, it is not possible to determine the impact that the referendum, the UK's departure from the European Union and/or any related matters may have on CIBC's and/or PrivateBancorp's results and financial condition. As such, no assurance can be given that such matters would not adversely affect the market value or the performance of CIBC's common shares or shares of PrivateBancorp common stock.

***Litigation relating to the merger could require us to incur significant costs and suffer management distraction, as well as delay and/or enjoin the merger.***

Following the announcement of the Company's proposed merger with CIBC, three putative class actions were filed on behalf of PrivateBancorp stockholders in the Circuit Court of Cook County, Illinois: *Solak v. Richman, et al.*, No. 2016-CH-08949; *Parshall v. PrivateBancorp, Inc., et al.*, No. 2016-CH-09135; and *Griffin v. PrivateBancorp, Inc., et al.*, No. 2016-CH-09435. On October 7, 2016, Plaintiffs filed a Consolidated Amended Class Action Complaint on behalf of a putative class of PrivateBancorp's shareholders (the "Action"), alleging among other things that PrivateBancorp's

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directors had failed to disclose material information regarding the merger in the proxy statement/prospectus and that PrivateBancorp and CIBC aided and abetted the same.

The plaintiffs in the Action agreed in principle not to pursue the Action as a result of the inclusion of certain additional disclosures (the "Supplemental Disclosures") in the proxy statement/prospectus contained in the registration statement filed by CIBC dated October 31, 2016. On March 6, 2017, the parties executed a stipulation of settlement (the "Settlement Agreement"), and on March 7, 2017 the plaintiffs dismissed the Action. Pursuant to the Settlement Agreement, the three plaintiffs agreed to voluntarily dismiss the Action, without affecting the claims of the putative class, with leave to reinstate the Action if the merger is not consummated on or before June 29, 2017. Defendants in turn agreed to settle plaintiffs' demand for a mootness fee for \$185,000, but only upon consummation of the merger. If the merger is not consummated on or before June 29, 2017 and the Action is reinstated, the Settlement Agreement will be null and void, and plaintiffs may apply to the court for a mootness fee award, which defendants may oppose, in whole or in part. PrivateBancorp and CIBC agreed to settle Plaintiffs' demand for a mootness fee award solely to avoid the costs of further litigation. PrivateBancorp continues to believe the complaints are without merit, there are substantial legal and factual defenses to the claims asserted, and that proxy statement/prospectus contained in the registration statement first filed by CIBC on August 15, 2016 disclosed all material information prior to the inclusion of the Supplemental Disclosures.

***The opinions received by the PrivateBancorp board of directors from Goldman Sachs and Sandler have not been, and are not expected to be, updated to reflect any changes in circumstances that may have occurred since the dates of the opinions.***

The opinions delivered to the PrivateBancorp board of directors by Goldman Sachs and Sandler, financial advisors to PrivateBancorp, as to the fairness, from a financial point of view, of the merger consideration to be received by the holders of PrivateBancorp common stock in the proposed merger speak only as of the date of the opinions, which is March 29, 2017, with respect to Sandler and March 30, 2017, with respect to Goldman Sachs. Changes in the operations and prospects of CIBC or PrivateBancorp, general market and economic conditions and other factors which may be beyond the control of CIBC and PrivateBancorp may have altered the value of CIBC or PrivateBancorp or the sale prices of CIBC common shares as of the date of this proxy statement/prospectus, or may alter such values and sale prices by the time the merger is completed. Neither Goldman Sachs nor Sandler has any obligation to update, revise or reaffirm its opinion to reflect subsequent developments and neither has done so. PrivateBancorp does not currently anticipate asking Goldman Sachs or Sandler to update its opinion to address the fairness of the merger consideration from a financial point of view at the time the merger is completed. The PrivateBancorp board of directors' recommendation that PrivateBancorp common stockholders vote "FOR" approval of the amended merger agreement proposal, however, is made as of the date of this proxy statement/prospectus. See "The Merger Opinions of PrivateBancorp's Financial Advisors," and Appendix C and Appendix D to this proxy statement/prospectus.

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**THE SPECIAL MEETING**

*This section contains information for holders of PrivateBancorp common stock about the special meeting that PrivateBancorp has called to allow its common stockholders to consider and approve the amended merger agreement. PrivateBancorp is mailing this proxy statement/prospectus to its common stockholders on or about April 12, 2017. Together with this proxy statement/prospectus, PrivateBancorp is sending a notice of the special meeting and a form of proxy that PrivateBancorp's board of directors is soliciting for use at the special meeting and at any adjournments or postponements of the special meeting.*

This proxy statement/prospectus is also being furnished by CIBC to stockholders of PrivateBancorp as a prospectus in connection with the issuance of CIBC common shares upon completion of the merger.

**Time, Place and Purpose of the Special Meeting**

This proxy statement/prospectus is being furnished to PrivateBancorp common stockholders as part of the solicitation of proxies by the PrivateBancorp board of directors for use at the special meeting to be held on May 12, 2017, at 9:00 a.m. local time, at The Standard Club, 350 South Plymouth Court, Chicago, Illinois, or at any postponement or adjournment thereof.

At the special meeting, PrivateBancorp stockholders will be asked to consider and vote upon the following proposals:

1. a proposal to adopt the amended merger agreement (the "amended merger agreement proposal");
2. a proposal to approve, by advisory (non-binding) vote, certain compensation that may be paid or become payable to PrivateBancorp's named executive officers in connection with the merger (the "merger-related compensation proposal") and
3. a proposal for adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the amended merger agreement (the "adjournment proposal").

***Amended Merger Agreement Proposal***

PrivateBancorp common stockholders must adopt the amended merger agreement by approving the amended merger agreement proposal in order for the merger to occur. A copy of the amended merger agreement is attached as Appendix A (the original merger agreement) and Appendix B (Amendment No. 1) to this proxy statement/prospectus, and you are encouraged to read the amended merger agreement carefully and in its entirety, as well as the other information in this proxy statement/prospectus.

***Merger-Related Compensation Proposal***

Pursuant to Section 14A of the Exchange Act and Rule 14a-21(c) thereunder, PrivateBancorp is providing its common stockholders with a separate advisory (non-binding) vote to approve the merger-related compensation that may be paid or become payable to its named executive officers that is based on or otherwise relates to the merger, as described in the table in the section entitled "Interests of PrivateBancorp's Directors and Executive Officers in the Merger Quantification of Potential Payments and Benefits to PrivateBancorp's Named Executive Officers in Connection with the Merger," including the footnotes to the table and related narrative discussion.



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Stockholders are being asked to approve the following resolution on an advisory (non-binding) basis:

*"RESOLVED, that the compensation that may be paid or become payable to PrivateBancorp's named executive officers in connection with the merger, and the agreement or understandings pursuant to which such compensation may be paid or become payable, in each case as disclosed pursuant to Item 402(t) of Regulation S-K in the table in the section entitled "Interests of PrivateBancorp's Directors and Executive Officers in the Merger Quantification of Potential Payments and Benefits to PrivateBancorp's Named Executive Officers in Connection with the Merger," including the footnotes to the table and the related narrative discussion, is hereby APPROVED."*

The vote on the merger-related compensation proposal is advisory in nature and, therefore, is not binding on PrivateBancorp or on CIBC or the boards of directors or the compensation committees of PrivateBancorp or CIBC, regardless of whether the amended merger agreement proposal is approved.

Approval of this advisory (non-binding) proposal is not a condition to completion of the merger. If the merger is completed, the merger-related compensation may be paid to PrivateBancorp's named executive officers to the extent payable in accordance with the terms of their compensation agreements and arrangements, and the outcome of this advisory (non-binding) vote will not affect PrivateBancorp's or CIBC's obligations to make these payments even if PrivateBancorp common stockholders do not approve, by advisory (non-binding) vote, this proposal.

The vote on the merger-related compensation proposal is separate from the vote to adopt the amended merger agreement. You may vote "AGAINST" the merger-related compensation proposal and "FOR" approval of the amended merger agreement proposal and vice versa. You also may abstain from this proposal and vote on the amended merger agreement proposal and vice versa.

***Adjournment Proposal***

PrivateBancorp common stockholders are being asked to grant authority to proxy holders to vote in favor of one or more adjournments of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the amended merger agreement. If this proposal is approved, the special meeting could be successively adjourned to any date. In accordance with the PrivateBancorp by-laws, a vote on adjournment of the special meeting may be taken in the absence of a quorum. PrivateBancorp does not intend to call a vote on adjournment of the special meeting to solicit additional proxies if the amended merger agreement proposal is approved at the special meeting. Additionally, pursuant to the amended merger agreement, PrivateBancorp is only required to adjourn or postpone the special meeting to solicit additional proxies two times. On December 7, 2016, PrivateBancorp announced that it had postponed the special meeting that was originally scheduled for December 8, 2016 in view of the significant changes to trading market conditions to give PrivateBancorp's stockholders additional time to consider the value and long-term strategic benefits of the transaction.

The approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon, whether or not a quorum is present.

**Recommendations of the PrivateBancorp Board of Directors**

The PrivateBancorp board of directors recommends that you vote "FOR" the amended merger agreement proposal, "FOR" the merger-related compensation proposal and "FOR" the adjournment proposal.

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**Record Date**

PrivateBancorp has set the close of business on March 31, 2017 as the record date for the special meeting, and only holders of record of PrivateBancorp common stock on the record date are entitled to vote at the special meeting or any postponements or adjournments thereof. You are entitled to receive notice of, and to vote at, the special meeting if you owned shares of PrivateBancorp common stock, including shares in respect of PrivateBancorp restricted stock awards, as of the close of business on the record date. You will have one vote on all matters properly coming before the special meeting for each share of PrivateBancorp common stock that you owned as of the close of business on the record date.

As of the record date, March 31, 2017, there were 80,022,968 shares of PrivateBancorp common stock outstanding and entitled to vote, held by 373 holders of record. As of the record date, the directors and executive officers of PrivateBancorp and their affiliates beneficially owned and were entitled to vote approximately 1,113,498 shares of PrivateBancorp common stock representing approximately 1.39% of the shares of PrivateBancorp common stock outstanding on that date.

As of the record date, March 31, 2017, CIBC did not beneficially own any shares of PrivateBancorp's common stock.

**Quorum Required**

The presence, in person or represented by proxy, of holders of a majority of the aggregate voting power of the issued and outstanding shares of PrivateBancorp common stock entitled to vote at the special meeting constitutes a quorum for the purposes of the special meeting.

Abstentions, which occur when you vote "**ABSTAIN**" with respect to one or more proposals, will be considered present for purposes of establishing a quorum.

PrivateBancorp common shares held in "street name" with respect to which the beneficial owner fails to give voting instructions to the broker, bank, nominee or other holder of record, and shares of PrivateBancorp common stock with respect to which the beneficial owner otherwise fails to vote, will not be considered present and entitled to vote at the special meeting for the purpose of determining the presence of a quorum. Failures to vote will not be considered present for purposes of establishing a quorum.

**Vote Required**

The approval of the amended merger agreement proposal requires the affirmative vote of a majority of the outstanding shares of PrivateBancorp common stock entitled to vote thereon. **Failures to vote, abstentions and broker non-votes will have the same effect as a vote "AGAINST" the approval of the amended merger agreement.**

The approval of the merger-related compensation proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon; however, such vote is advisory (non-binding) only. If your shares of PrivateBancorp common stock are present at the special meeting but are not voted on the proposal, or if you vote to abstain on the proposal, each will have the effect of a vote "**AGAINST**" the merger-related compensation proposal. If you fail to submit a proxy and fail to attend the special meeting, or if you do not instruct your bank, brokerage firm or other nominee to vote your shares of PrivateBancorp common stock in favor of the proposal, your shares of PrivateBancorp common stock will not be voted, but this will not have an effect on the advisory (non-binding) vote to approve the merger-related compensation proposal except to the extent it results in there being insufficient shares present at the meeting to establish a quorum.

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The approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon, whether or not a quorum is present. If your shares of PrivateBancorp common stock are present at the special meeting but are not voted on the proposal, or if you vote to abstain on the proposal, each will have the effect of a vote "AGAINST" the adjournment proposal. If you fail to submit a proxy and fail to attend the special meeting or if your shares of PrivateBancorp common stock are held through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee to vote your shares of PrivateBancorp common stock, your shares of PrivateBancorp common stock will not be voted, but this will not have an effect on the approval of the adjournment proposal.

**How to Vote**

*Stockholders of Record*

If your shares of PrivateBancorp common stock are registered directly in your name with the transfer agent of PrivateBancorp, Computershare, you are considered, with respect to those shares of PrivateBancorp common stock, the stockholder of record. If you are a stockholder of record, this proxy statement/prospectus and the enclosed proxy card have been sent directly to you by PrivateBancorp.

If you are a stockholder of record, you may have your shares of PrivateBancorp common stock voted on matters presented at the special meeting in the following ways:

by touch-tone telephone or over the Internet, by accessing the telephone number or Internet website specified on the enclosed proxy card. The control number provided on your proxy card is designed to verify your identity when voting by telephone or by Internet. Proxies delivered over the Internet or by telephone must be submitted by 11:59 pm, Eastern Time, on the day before the special meeting. Please be aware that if you vote by telephone or over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible;

by completing, signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope, which must be received before the shares are voted at the special meeting; or

in person you may attend the special meeting and cast your vote there. Attendance at the special meeting will not, in and of itself, constitute a vote or a revocation of a prior proxy, however.

*Beneficial Holders*

If your shares of PrivateBancorp common stock are held through a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares of PrivateBancorp common stock held in "street name." In that case, this proxy statement/prospectus has been forwarded to you by your bank, brokerage firm or other nominee who is considered, with respect to those shares of PrivateBancorp common stock, the stockholder of record. As the beneficial owner, you have the right to direct your bank, brokerage firm or other nominee how to vote your shares by following their instructions for voting.

In accordance with the rules of the NASDAQ, brokers, banks and other nominees who hold shares of common stock in "street name" for their customers do not have discretionary authority to vote the shares with respect to the proposal to adopt the amended merger agreement, the advisory (non-binding) proposal to approve specified compensation that may be paid or become payable to the named executive officers of the Company in connection with the merger, or the adjournment of the special meeting, if necessary or appropriate, including to solicit additional proxies. Accordingly, if

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brokers, banks or other nominees do not receive specific voting instructions from the beneficial owner of such shares, they may not vote such shares with respect to these proposals. Under such circumstance, a "broker non-vote" would arise. Broker non-votes, if any, will not be considered present at the special meeting for purposes of determining whether a quorum is present at the special meeting, will have the same effect as a vote "AGAINST" the proposal to adopt the amended merger agreement and, assuming a quorum is present, will have no effect on the advisory (non-binding) proposal on executive compensation payable to the PrivateBancorp's named executive officers in connection with the merger or the adjournment proposal. Thus, for shares of common stock held in "street name," only shares of common stock affirmatively voted "FOR" the proposal to adopt the amended merger agreement will be counted as a vote in favor of such proposal.

*Savings Plan Participants*

If you participate in the PrivateBancorp, Inc. Savings, Retirement and Employee Stock Ownership Plan (the "KSOP"), and your plan account had an investment in shares of PrivateBancorp common stock as of the record date, you must provide voting instructions to the plan trustee, Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company (the "Trustee"), by the Internet, telephone, or executed voting direction card for your shares to be voted according to your instructions.

If voting instructions are not received by the Trustee with respect to shares of PrivateBancorp common stock allocated to your plan account in the KSOP, such shares will be voted by the Trustee in the same ratio as the shares for which voting directions have been received by the Trustee and in accordance with the Employee Retirement Income Security Act. ***The deadline to provide voting directions for shares allocated to your plan account in the KSOP is May 9, 2017 at 1:00 a.m., Central time, which, for administrative reasons, is earlier than the deadline for voting PrivateBancorp shares not held through the KSOP. You will not be able to submit or change voting directions after this deadline. If you own shares both through and outside of the KSOP, you will be required to vote those shares separately.***

*Other Voting Instructions*

Please refer to the instructions on your proxy or voting instruction card to determine the deadlines for voting over the Internet or by telephone. If you submit a proxy by mailing a proxy card, your proxy card should be mailed in the accompanying prepaid reply envelope, and your proxy card must be filed with the Secretary of PrivateBancorp by the time the special meeting begins. **Please do not send in your stock certificates with your proxy card.** When the merger is completed, a separate letter of transmittal will be mailed to you that will enable you to receive the merger consideration in your elected form in exchange for your stock certificates.

If you vote by proxy, the individuals named on the enclosed proxy card (each of them, with full power of substitution) will vote your shares of PrivateBancorp common stock in the way that you indicate. When completing the Internet or telephone processes or the proxy card, you may specify whether your shares of PrivateBancorp common stock should be voted "**FOR**" or "**AGAINST**" or to "**ABSTAIN**" from voting on all, some or none of the specific items of business to come before the special meeting.

If you properly sign your proxy card but do not mark the boxes showing how your shares of PrivateBancorp common stock should be voted on a matter, the shares of PrivateBancorp common stock represented by your properly signed proxy will be voted "**FOR**" the amended merger agreement proposal, "**FOR**" the merger-related compensation proposal and "**FOR**" the adjournment proposal.

If you hold your shares in more than one brokerage account, or if you hold your shares in multiple ways (as a record holder, beneficial holder and/or KSOP participant), you may have received more than one set of proxy materials. It is important that you return all proxy cards and voting instruction cards to make sure all your shares are voted.

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If you previously submitted a proxy for the special meeting of stockholders originally scheduled for December 8, 2016, which proxy has not subsequently been changed or revoked by the filing of a later-dated proxy or otherwise, and are a holder of record on March 31, 2017, PrivateBancorp intends to vote such proxy at the rescheduled special meeting of stockholders on May 12, 2017, as directed by you in the previously submitted proxy. Accordingly, if you have already submitted a proxy, you do not need to take any action unless you want to change or revoke your proxy.

However, if you have acquired shares after October 28, 2016, the original record date, and those shares are held by a bank, broker or other nominee to whom you did not previously issue voting instructions with respect to the special meeting, those newly acquired shares will not be voted unless you follow the instructions on your voting card or otherwise provided by your broker, bank or other nominee for submitting a proxy with respect to those newly acquired shares. Moreover, if you held shares in "street name" through a bank or broker on the original record date, but have acquired shares after the original record date, and you are the stockholder of record of those newly acquired shares, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you give a proxy with respect to those shares by completing, signing, dating and returning the enclosed proxy card, by following the instructions on the enclosed proxy card for Internet or telephone submissions or you attend the special meeting and vote in person. If you want to change or revoke your proxy, you need to submit a new proxy card, transmit additional voting instructions by telephone or through the Internet, or attend the applicable special meeting and vote in person. Otherwise, you will be considered to have voted on the proposals as indicated in the proxy card you previously provided and the proxies identified in the proxy card will vote your shares as indicated in that previously submitted proxy card. If you are a registered holder and you wish to change or revoke your proxy, please complete, sign, date and mail a new proxy card or submit a new proxy by telephone or through the Internet. If your shares are held in "street name" by your broker, and you wish to change or revoke your proxy, please refer to your voting card or other information forwarded by your broker, bank or other holder of record to determine whether you may submit a proxy by telephone or on the Internet and follow the instructions on the card or other information provided by the record holder.

If you have any questions or need assistance voting your shares, please contact PrivateBancorp's proxy solicitors, Innisfree M&A Incorporated, by calling toll-free at 888-750-5834, or Alliance Advisors, LLC, by calling toll-free at 855-976-3324.

**IT IS IMPORTANT THAT YOU VOTE YOUR SHARES OF PRIVATEBANCORP COMMON STOCK PROMPTLY.**

**Revocations**

*Stockholders of Record*

If you are a stockholder of record, you may change your vote at any time before your shares are voted in any of the following ways:

by voting via Internet or telephone at a later date (in which case only the later-submitted proxy will be counted and the earlier-submitted proxy will be revoked);

by completing, signing, dating and returning a new proxy card, which must be received before the shares are voted at the special meeting (in which case only the later-submitted proxy will be counted and the earlier-submitted proxy will be revoked);

by filing a timely written notice of revocation with the Corporate Secretary of PrivateBancorp at PrivateBancorp, Inc., Attn: Corporate Secretary, 120 South LaSalle Street, Chicago, Illinois 60603; or

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in person you may attend the special meeting and cast your vote there (in which case any earlier-submitted proxy will be revoked). Attendance at the special meeting will not, in and of itself, constitute a vote or a revocation of a prior proxy.

Unless you decide to attend the meeting and vote your shares in person after you have submitted a prior proxy, we recommend that you revoke or amend your prior instructions in the same way you initially gave them that is, by telephone, Internet or in writing. This will help to ensure that your shares are voted the way you have finally determined you wish them to be voted. If you revoke by mail or by using the telephone or Internet voting options, PrivateBancorp must receive the revocation before the special meeting begins. If you choose to revoke by mail, please make sure you have provided enough time for the replacement proxy to reach PrivateBancorp. Once the special meeting begins, you can only revoke your proxy in person. Once the polls close at the special meeting, the right to revoke ends.

*Beneficial Holders*

If you are a beneficial holder, you may change your vote by following the instructions provided to you by your bank, brokerage firm or other nominee and submit new voting instructions to such bank, brokerage firm or other nominee.

*Savings Plan Participants*

If you hold PrivateBancorp common stock through the KSOP, you must follow the instructions provided to you by the Trustee and submit new voting instructions to the Trustee. The deadline for such revocations is May 9, 2017, at 1:00 a.m., Central time. You will not be able to change your vote after this deadline.

**Inspector of Election**

PrivateBancorp has appointed Computershare Inc. to act as the inspector of election at the special meeting.

**Results of the Special Meeting**

The preliminary voting results will be announced at the special meeting. In addition, within four business days following certification of the final voting results, PrivateBancorp will file the final voting results with the SEC on Form 8-K.

**Solicitation of Proxies; Payment of Solicitation Expenses**

PrivateBancorp will pay for the proxy solicitation costs related to the special meeting, except that PrivateBancorp and CIBC will share equally the costs and expenses of printing and mailing the proxy statement/prospectus and all filing and other fees paid to the SEC in connection with the merger.

PrivateBancorp has engaged Alliance Advisors, LLC to act as a proxy solicitor and to assist in the solicitation of proxies for the special meeting. PrivateBancorp has agreed to pay such proxy solicitor approximately \$37,500 plus reasonable out-of-pocket expenses for such services and also will indemnify it against certain claims, costs, damages, liabilities, judgments and expenses. PrivateBancorp also engaged Innisfree M&A Incorporated at the end of January 2017 to act as a proxy solicitor and to assist in the solicitation of proxies for the special meeting. PrivateBancorp has agreed to pay such proxy solicitor an initial fee of \$40,000 for the first two months of its services and an additional fee of \$20,000 per month thereafter during the terms of its engagement, plus reasonable out-of-pocket expenses for such services and also will indemnify it against certain claims, costs, damages, liabilities, judgments and expenses.

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PrivateBancorp may reimburse banks, brokerage firms, other nominees or their respective agents for their expenses in forwarding proxy materials to beneficial owners of PrivateBancorp common stock.

PrivateBancorp's directors, officers and employees also may solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. They will not be paid any additional amounts for soliciting proxies.

**Questions and Additional Information**

If you have additional questions about the merger, need assistance in submitting your proxy or voting your shares of PrivateBancorp common stock or need additional copies of this proxy statement/prospectus or the enclosed proxy card, please contact PrivateBancorp's proxy solicitors, Innisfree M&A Incorporated, by calling toll-free at 888-750-5834, or Alliance Advisors, LLC, by calling toll-free at 855-976-3324.

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**INFORMATION ABOUT THE COMPANIES**

**Canadian Imperial Bank of Commerce**

Executive Offices

Commerce Court

Toronto, Ontario, M5L 1A2

Telephone: (416) 980-2211

CIBC is a leading Canadian-based, global financial institution with approximately 44,000 employees. CIBC serves approximately 11 million clients through three main businesses: Retail and Business Banking, Wealth Management and Capital Markets. Retail and Business Banking provides personal and business clients across Canada with financial advice, products and services through a strong team of advisors and relationship managers, in our banking centers or through remote channels such as mobile advisors, telephone, online or mobile banking. Wealth Management provides integrated advice and investment solutions to meet the needs of institutional, retail and high net worth clients. CIBC's asset management, retail brokerage and private wealth management businesses combine to create an integrated offer delivered through more than 1,500 advisors across Canada and the U.S. Capital Markets provides integrated credit and global markets products, investment banking advisory services and top-ranked research to corporate, government and institutional clients around the world. CIBC's three main businesses are supported by the following functional groups: Technology and Operations; Finance (including Treasury); Administration; Risk Management and Internal Audit as well as other support groups, which all form part of Corporate and Other purposes for purposes of CIBC's consolidated financial statements.

CIBC reported Basel III Common Equity Tier 1 ratio of 11.9% at January 31, 2017, and Tier 1 and Total capital ratios of 13.2% and 15.2%, respectively, on an all-in basis, compared with Basel III Common Equity Tier 1 ratio of 11.3%, Tier 1 capital ratio of 12.8% and Total capital ratio of 14.8% at the end of the prior quarter. CIBC's reported Basel III leverage ratio at January 31, 2017 was 4.0% on an all-in basis.

On February 23, 2017, CIBC announced a quarterly dividend increase of C\$0.03 per common share to C\$1.27 per common share.

CIBC common shares trade under the symbol "CM" on the TSX and the NYSE.

Additional information about CIBC can be found on its website at [www.cibc.com](http://www.cibc.com). The information provided on CIBC's website (or any other website referenced herein) is not part of this proxy statement/prospectus and is not incorporated herein by reference.

Additional information about CIBC and its subsidiaries is included in documents incorporated by reference into this document. For more information, see the section entitled "Where You Can Find More Information."

**CIBC Holdco Inc.**

425 Lexington Ave.

New York, NY 10017

CIBC Holdco Inc. ("Holdco") is a Delaware corporation and a direct wholly-owned subsidiary of CIBC. Holdco was incorporated June 20, 2016 for the purpose of effecting the merger.



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**PrivateBancorp, Inc.**

Executive Offices

120 South LaSalle Street

Chicago, Illinois 60603

Telephone: (312) 564-2000

PrivateBancorp, a Delaware corporation, is a Chicago-based bank holding company registered under the Bank Holding Company Act of 1956, as amended. The Company is the holding company for The PrivateBank and Trust Company ("PrivateBank" or the "Bank"), an Illinois-chartered bank founded in Chicago in 1991. Through the Bank, PrivateBancorp provides customized business and personal financial services to middle market companies, as well as business owners, executives, entrepreneurs and families in the markets and communities it serves. As of December 31, 2016, PrivateBancorp had total assets of \$20.1 billion, including total loans of \$15.1 billion, total deposits of \$16.1 billion and total stockholders' equity of \$1.9 billion and operated out of 36 offices located in 13 states, including 23 full-service banking branches in four states. PrivateBancorp's full-service bank branches are located principally in the greater Chicago metropolitan area, with additional branches in the St. Louis, Milwaukee and Detroit metropolitan areas. PrivateBancorp has non-depository commercial banking offices strategically located in major commercial centers to further its reach with its core client base of middle market companies.

PrivateBancorp common stock trades under the symbol "PVTB" on the NASDAQ.

Additional information about PrivateBancorp can be found on its website at [www.theprivatebank.com](http://www.theprivatebank.com). The information provided on PrivateBancorp's website is not part of this proxy statement/prospectus and is not incorporated herein by reference.

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**THE MERGER**

*The following discussion contains material information about the merger and certain terms of the amended merger agreement. You should also read in its entirety the section entitled "The Amended Merger Agreement" for a discussion of additional material information about the terms of the amended merger agreement. The discussion is subject to, and qualified in its entirety by reference to, the amended merger agreement, a copy of which is attached as Appendix A (the original merger agreement) and Appendix B (Amendment No. 1) to this proxy statement/prospectus and incorporated herein by reference. We urge you to read carefully this entire proxy statement/prospectus, including the amended merger agreement, for a more complete understanding of the merger.*

**Terms of the Merger**

***Transaction Structure***

CIBC's and PrivateBancorp's boards of directors have approved the amended merger agreement. The amended merger agreement provides for the acquisition of PrivateBancorp by CIBC through the merger of PrivateBancorp with and into Holdco, with Holdco continuing as the surviving entity. Upon completion of the merger, the separate corporate existence of PrivateBancorp will cease. The PrivateBank and Trust Company ("PrivateBank"), which is currently a wholly-owned subsidiary of PrivateBancorp, will be a wholly-owned subsidiary of Holdco upon completion of the merger.

***Merger Consideration***

Under the terms and subject to the conditions of the amended merger agreement, at the effective time of the merger, each share of PrivateBancorp common stock, without par value, will be converted into the right to receive without interest (i) 0.4176 common shares of CIBC and (ii) \$24.20 in cash (the consideration described in clauses (i) and (ii), collectively, the "merger consideration"). The value of the merger consideration constituting common shares of CIBC described in clause (i) will depend on the market price of CIBC common shares at the time you receive the CIBC common shares (following completion of the merger). For a discussion of the treatment of awards outstanding under PrivateBancorp's equity incentive plans as of the effective time, see "The Amended Merger Agreement Treatment of PrivateBancorp Equity Awards" beginning on page 114 of this proxy statement/prospectus.

CIBC will not issue any fractional CIBC common shares in the merger. Instead, a PrivateBancorp common stockholder who otherwise would have received a fraction of a CIBC common share will receive an amount in cash, rounded to the nearest cent, determined by multiplying (i) the volume-weighted average trading price of one CIBC common share for the 10 day-period in which both the Canadian and U.S. markets are open for trading ending on the last such day immediately preceding the closing date of the merger, calculated using both Canadian and U.S. trading prices and volumes during normal market hours and assuming, in respect of such trading prices on the TSX for each trading day, the Bank of Canada daily noon Canada/U.S. exchange rate for the Canadian calculations (the "CIBC share closing price") by (ii) the fraction of a CIBC common share (rounded to the nearest thousandth when expressed in decimal form) to which such holder would otherwise be entitled (after taking into account all shares of PrivateBancorp common stock owned by such holder as of immediately prior to the effective time). Accordingly, the value of the cash consideration that you will receive in lieu of any fractional CIBC common shares will depend on the CIBC share closing price.

**Conversion of PrivateBancorp Common Stock; Exchange of Certificates**

The conversion of PrivateBancorp common stock into the right to receive the merger consideration will occur automatically upon completion of the merger (except, with respect to dissenting shares as discussed below). As soon as reasonably practicable after completion of the merger, an exchange agent will exchange certificates or book entry shares representing shares of PrivateBancorp common stock for

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merger consideration to be received by holders of PrivateBancorp common stock in the merger pursuant to the terms of the amended merger agreement.

***Letter of Transmittal***

Soon after the completion of the merger, the exchange agent will send a letter of transmittal to only those persons who were PrivateBancorp common stockholders at the effective time of the merger. This mailing will contain instructions on how to surrender shares of PrivateBancorp common stock (if these shares have not already been surrendered) in exchange for the merger consideration that the holder is entitled to receive under the amended merger agreement. If a certificate for PrivateBancorp common stock has been lost, stolen or destroyed, the exchange agent will issue the consideration properly payable under the amended merger agreement upon receipt of appropriate evidence as to that loss, theft or destruction, appropriate evidence as to the ownership of that certificate by the claimant, and appropriate and customary indemnification.

***Withholding***

CIBC is entitled to deduct and withhold, or cause the surviving entity (i.e., Holdco) or the exchange agent to deduct and withhold, from the cash portion of the aggregate merger consideration, any cash in lieu of fractional CIBC common shares, and cash dividends or distributions payable to any holder of PrivateBancorp common stock such amounts as it is required to deduct and withhold under any federal, state, local or foreign tax law. If any such amounts are withheld, these amounts will be treated for all purposes of the merger as having been paid to the PrivateBancorp common stockholders from whom they were withheld.

***Dividends and Distributions***

Until PrivateBancorp common stock certificates or book-entry shares are surrendered for exchange, any dividends or other distributions having a record date after the effective time of the merger with respect to the CIBC common shares into which shares of PrivateBancorp common stock have been converted will accrue but will not be paid. CIBC will pay to former PrivateBancorp common stockholders any unpaid dividends or other distributions, without interest, only after they have duly surrendered their PrivateBancorp common stock certificates or book-entry shares. After the effective time of the merger, there will be no transfers on the stock transfer books of PrivateBancorp of any shares of PrivateBancorp common stock. If certificates representing shares of PrivateBancorp common stock are presented for transfer after the completion of the merger, they will be cancelled and exchanged for the merger consideration into which the shares of PrivateBancorp common stock represented by that certificate have been converted.

***Dissenting Shares***

Shares held by PrivateBancorp common stockholders who have perfected and not lost their right to dissenters' rights of appraisal in accordance with the procedures and requirements of Delaware law will not be converted into the right to receive the merger consideration, and such PrivateBancorp common stockholders will be entitled only to the rights granted by Delaware law. If any such PrivateBancorp stockholder withdraws or loses his, her or its right to dissent under Delaware law at or prior to the effective time of the merger, the shares of PrivateBancorp common stock held by such PrivateBancorp stockholder will be converted into the right to receive the merger consideration.

**Background of the Merger**

The board of directors of PrivateBancorp has regularly reviewed and discussed PrivateBancorp's business, performance, prospects and long-term strategy in the context of developments in the banking industry, the competitive landscape, PrivateBank's predominantly middle market commercial banking business model and its expected growth opportunities under the leadership of the current executive

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management team. The board's strategic discussions have included focus on the company's balance sheet risk profile resulting from loan and deposit concentrations inherent in its commercial banking model and its core deposit gathering potential given a limited retail branch network. Among other things, the board has considered the ability of PrivateBank's funding strategy to continue supporting its organic loan growth over the long term, the potential business impact of uncertainty about future interest rate changes and the infrastructure investments and additional personnel capabilities that may be required to successfully manage a larger banking organization in the current regulatory environment. In light of the foregoing, the board has considered, from time to time, various potential strategic alternatives to diversify its funding base, including acquisitions or business combinations involving other financial institutions, such as possible acquisitions of bank holding companies of a smaller size operating primarily in the Chicago area or business combinations with larger banking institutions in the midwest region. PrivateBancorp also considered standalone alternatives such as increasing its number of traditional bank branches and developing a more robust online banking platform. In considering the feasibility of these various alternatives, the board considered, among other factors, the inherent risks and uncertainties associated with pursuing an acquisition strategy or seeking to significantly grow PrivateBank's core deposit gathering platform through organic growth strategies.

CIBC periodically evaluates potential acquisitions of financial institutions, particularly in North America. In early 2014, CIBC announced the completion of its acquisition of Atlantic Trust Private Wealth Management, a leading U.S.-based private wealth management firm, from Invesco Ltd. Following that announcement, on several occasions, CIBC publicly expressed its interest in further expanding its banking and wealth management capabilities in the United States, as part of its overall strategy of creating a financially strong, innovative and client-focused bank and as a means of diversifying CIBC's earnings and funding.

Mr. Victor Dodig, Chief Executive Officer of CIBC, and Mr. Richman, Chief Executive Officer of PrivateBancorp, had met informally a few times over the past number of years and discussed generally their respective businesses, the general nature and needs of their respective clients, the current state of the banking industry and the opportunities and challenges faced by banks in the current environment. During the middle of 2015, Mr. Dodig and Mr. Michael Capatides, Senior Executive Vice-President, Chief Administrative Officer and General Counsel of CIBC, met with Mr. Richman in Chicago to more specifically discuss their respective organizations' corporate cultures, shared focus on client relationships and the potential for a possible combination between the two companies generally. Mr. Richman also subsequently visited with Mr. Dodig, Mr. Capatides and other members of CIBC's executive management team in Toronto for the parties to further learn about the other's business and culture, and had other informal conversations with Mr. Dodig. Those meetings and conversations did not, at that time, include any discussion of specific transaction terms. During that time, Mr. Richman provided frequent updates to the PrivateBancorp board of directors about the general nature of his preliminary discussions with Mr. Dodig and about CIBC generally.

In early November 2015, Mr. Dodig and Mr. Capatides met with Mr. Richman and PrivateBancorp's Chief Financial Officer and General Counsel in Chicago to more specifically discuss the possibility of the parties exploring a potential business combination. They also discussed the possibility of entering into a non-exclusive mutual confidentiality agreement so that the parties could continue their preliminary non-binding discussions of the potential benefits and risks of a business combination. At a regularly scheduled meeting of the PrivateBancorp board of directors held later that week, Mr. Richman updated the board on management's meeting with Messrs. Dodig and Capatides and informed the directors of the parties' intent to enter into a non-exclusive mutual confidentiality agreement. At that meeting, PrivateBancorp's General Counsel reviewed for the board of directors the nature of the directors' fiduciary duties in connection with the consideration of various strategic alternatives, including an acquisition of or by PrivateBancorp or a business combination involving PrivateBancorp. Following these presentations and after discussion, the board supported Mr. Richman continuing to engage in exploratory discussions with Mr. Dodig, but also directed management to continue evaluating other alternatives consistent with the board's prior strategic discussions.

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Additionally, the board directed management to request that representatives of Goldman, Sachs & Co., financial advisor to PrivateBancorp, which we refer to as Goldman Sachs, attend the board's next regularly scheduled meeting in December 2015. Shortly following the November 2015 board meeting, the parties executed a non-exclusive mutual confidentiality agreement.

At its December 2015 meeting, the board reviewed PrivateBancorp's 2016 profit plan and engaged in a discussion with management regarding various assumptions underlying such plan, including funding considerations. The board continued its discussions of potential strategic options for PrivateBancorp, with a particular focus on the funding strategy to support its continued organic loan growth. During this meeting, representatives of Goldman Sachs reviewed with the board the current operating environment and outlook for U.S. regional banks, issues impacting the banking industry generally and leading economic indicators. Goldman Sachs also discussed the current market for mergers and acquisitions of financial institutions in the United States and in the Chicago region (including those comparable to PrivateBancorp), as well as strategic and financial considerations for PrivateBancorp. As part of this discussion, Goldman Sachs provided an overview of potential acquisition targets and merger partners. Additionally, Goldman reviewed several acquirors who could potentially have the ability to acquire an organization the size of PrivateBancorp, as well as circumstances specific to each that may impact their ability or willingness to pursue a large transaction at that time. The board reviewed and engaged in extensive discussions with management and representatives of Goldman Sachs regarding various strategic alternatives.

Following the December 2015 meeting, it was the opinion of the board, based on its discussions at this meeting and over prior months about the company's strategic objectives and business outlook, that continuing discussions with CIBC would be in the best interests of PrivateBancorp and its stockholders. As a result, the board authorized Mr. Richman to continue these discussions.

On January 19, 2016, Mr. Dodig contacted Mr. Richman to make an initial, oral and non-binding transaction proposal with an implied value of \$44.00 per share, with the consideration to consist of 60% CIBC common shares and 40% cash. Mr. Richman advised Mr. Dodig that he would discuss CIBC's proposal with PrivateBancorp's board of directors at its next regularly scheduled meeting.

Later that month, the PrivateBancorp board of directors discussed the transaction proposal received from CIBC on January 19, 2016. Representatives of Goldman Sachs attended the meeting and provided an overview of the financial terms of CIBC's proposal. The board decided that more focused conversations with CIBC may ultimately be warranted but that further discussion of CIBC's offer and a proposed improvement in its terms would likely be required to merit further consideration and periodic engagement with CIBC in the near term. To assist the board during the early stages of discussions in evaluating the terms of any potential transaction with CIBC, the board formed a special strategic opportunities committee comprised of James M. Guyette, William R. Rybak and Michelle L. Collins, each a PrivateBancorp independent director, which we refer to as the special committee. In addition, in connection with its regular annual review of strategic plans for long-term value creation, the board reviewed and discussed, among other things, PrivateBancorp's long-term growth plan, the impact of PrivateBank's commercial banking-focused business model on that growth plan and strategic options for diversifying its overall funding base, including by enhancing core deposit gathering capabilities, to support continued organic loan growth and the potential risks and uncertainties of pursuing certain strategic options, such as acquisitions of other banking organizations to diversify its deposit base. The board also discussed PrivateBancorp's strategic, business and operational capabilities that would be critical to future growth plans.

The special committee met on a periodic basis over the next several weeks to continue discussions regarding CIBC's initial non-binding \$44.00 per share transaction proposal and the board's strategic objectives and opportunities and reported to the PrivateBancorp board on these discussions. After considering the financial analyses discussed with Goldman Sachs and input from management, the special committee and the PrivateBancorp board determined that the proposal did not reflect adequate value for PrivateBancorp's stockholders, which determination was subsequently communicated to CIBC.

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On February 17, 2016, a small number of executives of CIBC and PrivateBancorp met in person in Chicago to discuss their respective organizations, the possibility of engaging in further dialogue regarding a potential business combination and the determination of PrivateBancorp's board of directors that CIBC's \$44.00 per share proposal did not reflect adequate value for PrivateBancorp's stockholders. During the meeting, PrivateBancorp's representatives also responded to certain initial high-level due diligence questions from CIBC that did not involve disclosure of any non-public information of PrivateBancorp. Following that meeting, Mr. Dodig communicated to Mr. Richman that CIBC would be prepared to increase its non-binding transaction proposal to \$44.50 per share of PrivateBancorp common stock, with the same mix of 60% CIBC common shares and 40% cash. The special committee and the PrivateBancorp board each met later that month to discuss the revised CIBC proposal, which meetings were attended by representatives of Goldman Sachs. After discussion among the special committee and the board with PrivateBancorp's management and advisors, including an overview of the financial terms of the proposal provided by representatives of Goldman Sachs, CIBC's recent financial performance and financial considerations for PrivateBancorp, it was the opinion of the special committee and the board that the revised offer of \$44.50 per share still did not reflect adequate value for PrivateBancorp's stockholders and, accordingly, that CIBC should not be granted access to commence a more fulsome due diligence investigation without an increased offer. This view was subsequently communicated by Mr. Richman to Mr. Dodig. During this conversation, Mr. Richman and Mr. Dodig agreed that their respective financial advisors should engage in direct discussions to understand each party's financial perspective and to support CIBC's ongoing high-level due diligence review of publicly available information of PrivateBancorp.

On March 29, 2016, CIBC submitted a revised non-binding written proposal, which valued PrivateBancorp common stock at \$47.00 per share, consisting of 60% in CIBC common shares and 40% in cash, with a fixed exchange ratio to be agreed between the parties prior to the execution of any definitive agreement. CIBC's March 29 proposal indicated that CIBC would expect PrivateBancorp's management team to continue operating the PrivateBancorp business following the merger, with Mr. Richman becoming a member of CIBC's global Executive Committee and overseeing CIBC's banking and wealth management franchises in the U.S. The proposal contemplated that Mr. Richman would enter into an employment agreement providing for his continued service as President and CEO of PrivateBancorp for three years and as Chairman of PrivateBancorp for an additional two years. The proposal was subject to CIBC's completion of a more fulsome due diligence investigation of PrivateBancorp, which CIBC indicated that it would like to begin promptly, as well as CIBC obtaining final approval from its board of directors and the parties' negotiation of a mutually acceptable definitive agreement. The proposal also indicated the regulatory approvals that CIBC expected to be required in connection with the merger.

Shortly following receipt of CIBC's March 29, 2016 proposal, the special committee and the PrivateBancorp board each met again, including with representatives of Goldman Sachs and of Wachtell, Lipton, Rosen & Katz, PrivateBancorp's legal counsel, which we refer to as Wachtell Lipton, to consider the revised offer and the merits of providing access to PrivateBancorp's non-public material information to facilitate CIBC's desire to complete its due diligence investigation. CIBC's revised proposal was considered in the context of the board's previous extensive strategic discussions regarding PrivateBancorp's long-term growth plans, options for expanding its core deposit gathering capabilities and diversifying its overall funding base, the potential risks and opportunities presented by these options and the potential likelihood of and time horizon for successfully implementing these strategies. The board discussed the potential benefits of PrivateBank becoming part of a significantly larger banking organization with a strong credit rating and the opportunity for the U.S. banking business, with an enhanced funding strategy, to contribute to CIBC's overall financial performance. Representatives of Goldman Sachs also reviewed with the board the financial terms of selected U.S. bank and thrift merger transactions involving targets with greater than \$5 billion in assets. The PrivateBancorp board discussed other potential acquirors that were identified and discussed by Goldman Sachs at a prior board meeting, including specific circumstances of these other potential acquirors that may impact their

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ability or appetite to pursue a large transaction, the analysis of Goldman Sachs regarding the financial ability of CIBC to complete a large transaction, and the potential benefits and risks of affirmatively soliciting acquisition proposals from parties other than CIBC (including, among other things, the risk of potential disruption to the business from a sale process involving additional third parties should information about the process leak into the public markets). Following this discussion, the board determined, taking into account the information obtained from its financial advisor, that there were likely to be limited or no potential purchasers with the ability and willingness to acquire a financial institution of PrivateBancorp's type and size in the current regulatory environment. In addition, the board concluded, taking into account the information obtained from its financial advisor and taking into account advice from management, that the risks associated with attempting to affirmatively solicit other business combination proposals outweighed the potential benefits of soliciting other proposals. After extensive discussion of the financial terms of the revised proposal, such risks and potential benefits, and an updated overview by Goldman Sachs of the financial terms of the revised proposal and financial considerations for PrivateBancorp, it was the consensus of the board that PrivateBancorp should allow CIBC to commence the requested due diligence investigation and, because CIBC was proposing to use its stock for 60% of the consideration in its transaction proposal, PrivateBancorp should initiate a "reverse" due diligence investigation of CIBC.

In mid-April 2016, CIBC was granted access to a virtual data room populated by PrivateBancorp and its advisers for the purpose of commencing more fulsome documentary due diligence review of PrivateBancorp. Around that time, representatives of CIBC contacted representatives of PrivateBancorp to request that the confidentiality agreement entered into in November 2015 be amended, in recognition of the considerable resources expected to be committed by the parties in completing their respective due diligence processes, to include customary exclusivity and standstill provisions. On April 25, 2016, and based upon the determination by the PrivateBancorp board at its prior meeting that the risks associated with attempting to affirmatively solicit business combination proposals from other potential parties outweighed the potential benefits of possibly having competing offers to consider, and in order to facilitate CIBC continuing its due diligence process, the parties entered into an amended confidentiality agreement, which included a 30-day exclusivity period requested by CIBC and a customary standstill provision applicable to CIBC. Later that month, representatives of CIBC met in Chicago with a team of PrivateBancorp representatives to discuss initial diligence matters.

CIBC's due diligence investigation of PrivateBancorp continued over the next several weeks, with PrivateBancorp providing detailed non-public information and making select executives and other employees available to CIBC to facilitate its evaluation. To protect PrivateBancorp from the risk that the parties might be unable to reach agreement on the definitive terms of a transaction, and to avoid potential disruptions to the on-going business operations, PrivateBancorp required CIBC to complete its due diligence in distinct phases, focusing initially on PrivateBank's loan portfolio, credit risk, certain treasury matters and PrivateBancorp's three-year business plan, and without providing CIBC with direct access to, or involving, any PrivateBancorp executives or employees who were not specifically approved in advance by Mr. Richman. In addition, during this period, PrivateBancorp and its advisors began to engage in discussions with CIBC regarding the proposed terms of Mr. Richman's employment by CIBC following a transaction, in order to address CIBC's expectation that Mr. Richman become an executive of CIBC responsible for the combined U.S. banking and wealth management franchise, as outlined in CIBC's March 29 proposal. In late May, the PrivateBancorp board of directors met to discuss the status of CIBC's due diligence and the discussions regarding a potential transaction. At this meeting, the board decided that in light of the additional due diligence performed by CIBC since CIBC's March 29 proposal, it would direct PrivateBancorp's management and advisors to request that, before proceeding with expanded management due diligence, CIBC provide the terms on which it was willing to move forward with negotiating a definitive agreement.

On May 31, 2016, at PrivateBancorp's request, CIBC wrote PrivateBancorp to re-confirm its interest in pursuing a business combination and provided additional details concerning its transaction proposal. CIBC's May 31 letter stated CIBC was prepared to acquire PrivateBancorp for \$18.80 in cash

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and 0.3786 CIBC common shares per share of PrivateBancorp common stock, representing the exchange ratio as though it was set based on the closing share prices of PrivateBancorp and CIBC of March 29, 2016 when the \$47.00 price was indicated in CIBC's prior proposal and PrivateBancorp allowed CIBC to commence its requested due diligence process on that basis. The letter also specified that the proposal remained subject to CIBC's completion of its remaining due diligence, obtaining approval from its board of directors and the parties' execution of mutually acceptable definitive agreements, included, among other things, information regarding the proposed treatment of PrivateBancorp equity awards in the merger and reiterated CIBC's expectation that Mr. Richman would continue in a role at PrivateBancorp and enter into an employment agreement on the terms previously indicated. CIBC also indicated that it would expect to complete its remaining due diligence within two weeks of receiving information that it had requested.

On June 8, 2016, as part of CIBC's ongoing due diligence review of PrivateBancorp, representatives of CIBC's senior management team met in person in Chicago with PrivateBancorp's management and business line heads to discuss PrivateBancorp's business operations and financial outlook. CIBC's detailed due diligence investigation continued during the month of June until the announcement of the transaction. Also in the first half of June, PrivateBancorp conducted reverse due diligence of public and non-public information regarding CIBC, including an in-person meeting in Toronto on June 13, 2016 to discuss CIBC's business operations and financial and regulatory outlook among members of senior management of CIBC and PrivateBancorp that was attended by their respective financial advisors and representatives of Wachtell Lipton. Among other topics, the PrivateBancorp team focused on CIBC's oil-and-gas-related exposure given its concentration in the Canadian market, its contemplated U.S. expansion strategy and the role of the PrivateBancorp organization and leadership in that strategy. PrivateBancorp's evaluation of CIBC continued until shortly prior to the parties' announcement that they had entered into the original merger agreement.

Shortly following these reverse due diligence meetings, Mayer Brown LLP, CIBC's legal counsel, provided Wachtell Lipton a draft merger agreement and the parties began to negotiate transaction documentation simultaneously with the ongoing due diligence investigations. Additionally, on June 21, the PrivateBancorp board engaged Sandler O'Neill & Partners, L.P., which we refer to as Sandler, to review the financial terms of the proposed transaction and to prepare and render to the PrivateBancorp board, in connection with its consideration of the proposed merger, conducted separately from Goldman Sachs, an opinion as to whether the proposed merger consideration was fair, from a financial point of view, to the holders of PrivateBancorp common stock. PrivateBancorp engaged Sandler because Sandler is a nationally recognized investment banking firm whose principal business specialty is financial institutions and that has significant recent experience advising on financial institutions transactions. The engagement of Sandler was not due to any potential or perceived conflict of interest on the part of Goldman Sachs.

On June 23, 2016, Mayer Brown LLP provided Wachtell Lipton a draft employment agreement between CIBC and Mr. Richman providing for the terms of Mr. Richman's employment by CIBC following the completion of a transaction, consistent with the condition to CIBC's offer as outlined in the March 29 proposal. The parties and their respective advisors discussed and negotiated the terms of the draft agreement from this date until June 29, the date that the original merger agreement was entered into and the transaction was announced.

On June 24, 2016, Mr. Dodig and Mr. Richman discussed the current status of discussions between the parties and recent volatility in the financial markets. Following that discussion, PrivateBancorp requested CIBC to confirm the terms of its transaction proposal in advance of a meeting of the PrivateBancorp board scheduled to be held on June 27. On the evening of June 26, CIBC sent a letter to PrivateBancorp confirming that it was prepared to enter into a merger agreement with PrivateBancorp for an implied merger consideration value of \$47.00 per share of PrivateBancorp common stock, consisting of \$18.80 in cash (representing 40% of the total merger consideration) and a fixed number of CIBC common shares to be reflected in an exchange ratio calculated as \$28.20



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(representing 60% of the total merger consideration) divided by the latest closing price on the NYSE of CIBC common shares immediately prior to public announcement of the transaction. The letter also stated that CIBC's proposal was subject to no material further deterioration in financial markets, obtaining final approval from the CIBC board of directors and the execution of mutually acceptable definitive agreements.

On June 27, 2016, the PrivateBancorp board held a special meeting, attended by PrivateBancorp management, representatives of Goldman Sachs and Sandler, and representatives of Wachtell Lipton. Mr. Richman began the meeting with an update regarding the status of the potential transaction and a discussion of the current offer as communicated in the letter received from CIBC the previous evening. At the meeting, representatives of PrivateBancorp's management and Goldman Sachs and Sandler discussed with the board the potential opportunity with CIBC, recent financial market and economic events and the banking landscape, CIBC's businesses, performance, competitive positioning and valuation metrics (including views of analysts and rating agencies), the results of the reverse due diligence review of CIBC performed by PrivateBancorp management and the company's financial and legal advisors, and valuation metrics for PrivateBancorp. Representatives of PrivateBancorp management and Goldman Sachs and Sandler noted that the proposal made by CIBC the previous evening of \$47.00 per share of PrivateBancorp common stock represented approximately a 25.9% premium to the closing price of PrivateBancorp common stock on the NASDAQ the previous trading day. The board discussed with PrivateBancorp's management and financial advisors the implied value of CIBC's offer relative to PrivateBancorp's current valuation and long-term outlook in light of recent market developments and economic events.

After further discussion among members of the board, representatives of Goldman Sachs and Sandler then separately (without the other present) reviewed with the board their financial analysis of the merger consideration, as more fully described below under the heading " Opinions of PrivateBancorp's Financial Advisors." Following this discussion, representatives of Wachtell Lipton circulated a summary of the current draft of the merger agreement to each member of the board. Wachtell Lipton reviewed for the board of directors the fiduciary duties of the directors in connection with their consideration of the transaction, as had previously been discussed with the board, and the terms of the proposed merger agreement with CIBC. The representatives of Wachtell Lipton also reviewed with the directors the proposed post-merger employment arrangements with Mr. Richman, the proposed post-merger governance commitments by CIBC and the treatment of outstanding PrivateBancorp equity awards and other compensation- and benefits-related matters for PrivateBancorp employees.

At this point in the meeting, at the request of PrivateBancorp, Mr. Dodig and Mr. Capatides of CIBC joined the PrivateBancorp board meeting in a session in which representatives of PrivateBancorp's advisors were not present. Mr. Dodig discussed CIBC's strategic approach and goals for the combined company if a transaction were to occur, and responded to questions from the PrivateBancorp board regarding the proposed transaction and market developments. Mr. Dodig also noted that CIBC's board of directors was scheduled to meet the following day to consider the proposed transaction for approval. At the conclusion of the June 27 meeting, based on management's presentation, the financial analysis provided by Goldman Sachs and Sandler, the review of terms of the proposed merger agreement and the discussion with Mr. Dodig and Mr. Capatides, PrivateBancorp's board reached consensus that it was prepared to approve entering into a merger agreement with CIBC on the terms proposed by CIBC in its June 26 letter, and requested Mr. Richman to inform Mr. Dodig prior to CIBC's board meeting the following day of the PrivateBancorp board's commitment to those terms. Mr. Richman communicated the PrivateBancorp board's decision to Mr. Dodig, and Mr. Dodig stated that he would inform Mr. Richman whether the proposal had been approved by the CIBC board at its upcoming meeting.

During the afternoon of June 28, 2016, following the meeting of the CIBC board of directors held earlier that day, Mr. Dodig telephoned Mr. Richman to confirm that the CIBC board had approved

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entering into a merger agreement with PrivateBancorp at a price of \$47.00 per share, for consideration consisting of \$18.80 in cash and \$28.20 in CIBC common shares, at a fixed exchange ratio based on the closing price of CIBC common shares that day.

During the evening of June 28, 2016, the PrivateBancorp board of directors convened a special meeting. Mr. Richman described to the board his conversation with Mr. Dodig earlier in the day, including that the CIBC board of directors had approved entering into a definitive merger agreement with PrivateBancorp for merger consideration consisting of \$18.80 in cash and 0.3657 CIBC common shares, implying a total value of the merger consideration of \$47.00 per share of PrivateBancorp common stock based on the closing price of CIBC common shares that day.

Following this discussion, representatives of Goldman Sachs and Sandler then reviewed with the board their financial analysis of the merger consideration that was discussed with the board at the meeting the previous day and each of the firms rendered to the PrivateBancorp board of directors its respective oral opinion (subsequently confirmed in writing) that, as of that date and based on and subject to various assumptions, matters considered and limitations described in the opinion, the merger consideration to be paid to the holders of shares of PrivateBancorp common stock pursuant to the original merger agreement was fair, from a financial point of view, to those holders. After discussion, and in light of the board's review and consideration of the factors described under " PrivateBancorp's Reasons for the Merger; Recommendation of the PrivateBancorp Board of Directors" (other than those in the first two bullets of such section, which apply only to the amended merger agreement) as well as the other types of strategic alternatives that had been considered by the board, as described in the first paragraph of this section entitled " Background of the Merger", and the terms of the transaction with PrivateBancorp relative to the potential benefits, risks and uncertainties involved with potentially pursuing other alternatives, the board unanimously determined that the merger and the other transactions contemplated by the original merger agreement were advisable and in the best interests of PrivateBancorp and its stockholders, and the board unanimously approved and adopted the merger and determined to recommend that PrivateBancorp common stockholders approve and adopt the original merger agreement.

During the morning of June 29, 2016, the parties entered into the original merger agreement and publicly announced the merger the same day.

On or around November 2, 2016, PrivateBancorp mailed the proxy statement/prospectus to PrivateBancorp stockholders and began soliciting proxies with respect to the original merger agreement and the merger. Subsequent to such mailing, the equity markets in the United States traded up significantly over a short period of time, including in particular the market for U. S. bank stocks. Over the period from the close of trading on November 8, 2016, the date of the U.S. presidential election, to the close of trading on November 25, 2016, the Russell 2000 Index increased 12.7%. Indices tracking the stocks of publicly traded bank holding companies significantly outperformed the broader market during that same period, with the KBW Nasdaq Bank Index ("KRX"), for example, increasing 20.4%. The outperformance by the KRX was influenced, in part, by changes in market interest rates, particularly on the shorter-end of the interest rate curve, expectations for accelerated timing of possible future increases in the fed funds rate by the Federal Reserve, expectations of corporate tax reform, and expectations of regulatory reform applicable to the financial sector. These stock market developments resulted in a number of PrivateBancorp stockholders communicating publicly through open letters to stockholders and directly to PrivateBancorp management that they would not be likely to support the transaction with CIBC on the then-current terms.

During the weeks leading to the stockholder meeting scheduled for December 8, 2016, representatives of PrivateBancorp management and the board and its proxy solicitor engaged with PrivateBancorp stockholders to seek support of the proposed merger, including both longer-term investors as well as shorter-term stockholders who had acquired shares of PrivateBancorp common stock subsequent to the initial announcement of the merger in June 2016. On November 30, one of the major proxy advisory firms issued a report recommending that PrivateBancorp stockholders vote against

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the adoption of the original merger agreement. In the subsequent days, two other proxy advisory firms that had previously recommended voting in favor revoked their favorable recommendations and instead recommended that PrivateBancorp stockholders vote against the adoption of the original merger agreement. Representatives of PrivateBancorp's management team and advisors had regular discussions with representatives of CIBC's management and advisors regarding these developments and ongoing communications with stockholders, and PrivateBancorp's management provided updates to the PrivateBancorp board of directors.

During the morning of December 6, 2016, Mr. Richman telephoned Mr. Dodig to discuss the status of voting proxies submitted and communications with PrivateBancorp stockholders in advance of the upcoming special meeting. Mr. Richman and Mr. Dodig also discussed the fact that, following the negative recommendations of the proxy advisory firms, PrivateBancorp's stock price had begun trading above the implied value of the per share merger consideration based on the then-current trading price of CIBC common shares. Mr. Richman indicated that, absent a change to the terms of the transaction, the PrivateBancorp board intended to evaluate postponing the stockholder meeting, consistent with the terms of the original merger agreement, to allow the PrivateBancorp stockholders additional time to consider the value and long-term strategic benefits of the transaction in light of current trading and economic conditions.

During the evening of December 6, 2016, the special committee met to discuss the latest developments relating to the PrivateBancorp special meeting. Representatives of PrivateBancorp management, Goldman Sachs and Wachtell Lipton participated in the meeting. Mr. Richman updated the special committee regarding the recent communications with stockholders and his conversations earlier that day with Mr. Dodig and reported that, based on communications with PrivateBancorp stockholders and the voting proxies that had been submitted to date, it was not expected that the proposal to adopt the original merger agreement would be approved at the December 8 meeting without a change to the current terms.

After extensive discussion with PrivateBancorp management and representatives of Goldman Sachs and Wachtell Lipton, and taking into account informal discussions with other independent members of the PrivateBancorp board over the past several days regarding the strategic rationale for the combination with CIBC, it was the consensus of the special committee that the transaction continued to offer significant long-term value for both companies and that the transaction was in the best interests of PrivateBancorp and its stockholders. The special committee then unanimously determined that, in light of prevailing market conditions, the changing expectations about market interest rates and the pace of potential future actions of the Federal Reserve, potential corporate tax reform, and potential regulatory reform applicable to the financial sector that had each significantly impacted bank stock trading valuations and the indications of PrivateBancorp stockholders regarding their support for the transaction on the current terms, it would be in the best interests of PrivateBancorp and its stockholders to postpone the PrivateBancorp special meeting until sometime in 2017 to allow PrivateBancorp stockholders additional time to consider the value and long-term strategic benefits of the transaction beyond the short-term market volatility that had arisen in the weeks following the U.S. presidential election.

On the morning of December 7, 2016, PrivateBancorp issued a press release stating that the PrivateBancorp special meeting originally scheduled for December 8, 2016 had been postponed. The press release noted that a new record date for the meeting was expected to be set in the first calendar quarter of 2017, and that the new record date, as well as the new date, time and location for the special meeting, would be announced at a future date. Shortly thereafter, CIBC issued a press release noting that the PrivateBancorp special meeting had been postponed and indicating that it remained committed to the transaction with PrivateBancorp on the agreed terms.

Throughout December, January and early February, representatives of PrivateBancorp's management, Goldman Sachs and Wachtell Lipton engaged in frequent discussions regarding the proposed merger and market developments. In late January and early February, the PrivateBancorp

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board of directors met multiple times, which meetings included representatives of Goldman Sachs and Wachtell Lipton. At these meetings, the board, management and advisors discussed generally the status of the CIBC transaction and market and industry developments. In late January, PrivateBancorp's board directed management to engage Innisfree M&A Incorporated, which we refer to as Innisfree, a proxy solicitation firm with significant experience in complex merger transactions, to conduct additional stockholder outreach regarding the views of the PrivateBancorp's stockholders relative to the proposed transaction.

At the meeting of the PrivateBancorp board of directors in early February, representatives of Goldman Sachs provided an overview of the current banking industry landscape including factors driving bank stock prices following the U.S. presidential election, recent U.S. bank merger activity and the impact of recent political and market developments on the outlook for the U.S. banking industry. The board also reviewed with management PrivateBancorp's updated 2017 annual plan and three-year financial projections, which reflected assumptions incorporating current market conditions and expectations for future interest rate increases as well as the company's actual fourth quarter 2016 results. The Board discussed the company's standalone growth prospects, strategic risks and potential challenges to the forecasts, the sensitivity of earnings projections to interest rate movements and credit loss assumptions, and the risk profile of PrivateBancorp's concentrated loan and deposit portfolios. The board also received updated information regarding stockholder views relative to the proposed transaction based on the outreach conducted by Innisfree and management reported on its ongoing work with CIBC with respect to regulatory approval and integration planning matters related to the transaction.

On the evening of February 23, 2017, Mr. Richman met with Mr. Dodig and Mr. Capatides at CIBC's offices in Toronto to discuss timing for rescheduling the stockholder meeting as well as information regarding the views of PrivateBancorp's stockholders on the proposed merger as expressed to PrivateBancorp's advisors and proxy solicitor. Mr. Dodig indicated to Mr. Richman that CIBC acknowledged that market expectations for U.S. banks had changed significantly over the past few months and would act reasonably with respect to considering a potential change to the terms of the transaction to address current stockholder expectations, and remained committed to obtaining the approval of PrivateBancorp's stockholders and completing the proposed merger. Mr. Dodig and Mr. Richman discussed the possibility of PrivateBancorp setting a record date for the special meeting that would allow the rescheduled meeting to be held in late April or early May.

On February 24, 2017, the special committee met to discuss Mr. Richman's conversation with Mr. Dodig and Mr. Capatides the previous evening. Representatives of PrivateBancorp management, Goldman Sachs and Wachtell Lipton attended the meeting. After Mr. Richman provided an overview of his conversation with Messrs. Dodig and Capatides, the special committee engaged in extensive discussions with management and the advisors present at the meeting. Based on this discussion, it was the consensus of the committee that in order for it to be advisable for PrivateBancorp to make any public announcement regarding the timing of a new record date or a rescheduled special meeting, CIBC should indicate to PrivateBancorp a specific timeframe in which it would intend to provide an update regarding potential revised terms of the transaction and the current status of CIBC's pending regulatory applications. The special committee directed representatives of Goldman Sachs and Wachtell Lipton to deliver this message to representatives of J.P. Morgan Securities LLC, CIBC's financial advisor, which we refer to as J.P. Morgan, and Mayer Brown, respectively. Following the meeting, the PrivateBancorp board was informed of the special committee discussions.

During the week of February 27, 2017, representatives of PrivateBancorp and CIBC and their respective advisors held discussions regarding potential timing in the event that CIBC would propose any changes to the terms of the transaction. As part of these discussions, CIBC indicated that it would expect to provide any update in the coming weeks.

On March 3, 2017, the special committee, based on this indication from CIBC and after receiving information from CIBC regarding the current status of CIBC's pending regulatory applications,

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unanimously determined to establish the close of business on March 31, 2017 as the record date for the special meeting. On the morning of March 6, 2017, PrivateBancorp issued a press release indicating the record date and that PrivateBancorp at that time expected the special meeting to be scheduled for on or around May 4, 2017.

On March 17, 2017, Mr. Dodig contacted Mr. Richman to propose an increase to the merger consideration with an implied value of \$59.00 per share based on the closing price of CIBC common shares the previous day, consisting of \$23.60 in cash and 0.3999 CIBC common shares per share of PrivateBancorp common stock. Mr. Dodig noted to Mr. Richman that CIBC remained committed to the merger with PrivateBancorp. Shortly thereafter, Mr. Dodig sent Mr. Richman a written proposal, which included a proposed form of amendment to the original merger agreement reflecting, among other things, the proposed increase to the merger consideration that had been communicated by Mr. Dodig. The written proposal also reiterated CIBC's view regarding the strategic benefits of the proposed combination to PrivateBancorp, in particular the benefits of becoming part of a larger, financially strong North American organization consistent with PrivateBancorp's strategic priorities to diversify PrivateBancorp's overall funding base to continue supporting loan growth over the long term.

On March 18, 2017, the special committee met to discuss the proposal received from CIBC the previous day. Representatives of PrivateBancorp management, Goldman Sachs and Wachtell Lipton attended the meeting. Mr. Richman began the meeting by summarizing his conversation with Mr. Dodig and the terms of the new proposal, a copy of which was provided to the members of the committee prior to the meeting. The special committee also reviewed materials prepared by Goldman Sachs summarizing the financial aspects of the proposal, a financial comparison of selected peer companies and the financial terms of recent comparable U.S. bank merger transactions. Representatives of PrivateBancorp management noted that, based on discussions with PrivateBancorp stockholders over the prior several months by both management and the company's proxy solicitor, the proposed merger consideration with a value of \$59.00 per share would likely not result in stockholder approval being obtained. The special committee discussed the importance of any proposed increase in the merger consideration reflecting the changed market conditions and PrivateBancorp's enhanced outlook as illustrated by the revised three-year projections reviewed at the board's early February meeting, and the need to address current stockholder expectations regarding the merger consideration to obtain the required stockholder vote. At the conclusion of the meeting, the special committee directed the representatives of Goldman Sachs to communicate to J.P. Morgan that CIBC's proposal was unlikely to garner sufficient stockholder support and to attempt to secure a revised proposal from CIBC with a value in excess of \$60 per share. Following the meeting, Goldman Sachs communicated to J.P. Morgan that CIBC's March 17 proposal was deemed inadequate. The PrivateBancorp board was kept apprised of these developments by the special committee and had access to the materials reviewed by the special committee.

Mr. Dodig contacted Mr. Richman on March 24, 2017. U.S. bank stock prices had declined significantly over the preceding week. For example, between March 16 and March 24, the KRX had dropped approximately 6%. During their phone conversation, Messrs. Dodig and Richman discussed generally the proposed merger consideration offered by CIBC on March 17, but Mr. Dodig and Mr. Richman ended the conversation without any tentative agreement on revised merger consideration.

On March 28, 2017, Mr. Dodig contacted Mr. Richman again. Mr. Dodig noted that despite the recent decline in U.S. bank stock prices since March 16, CIBC was prepared to increase the merger consideration to an implied value of \$60.50 per share based on the closing price of CIBC common shares the previous day, consisting of \$24.20 in cash and 0.4176 CIBC common shares per share of PrivateBancorp common stock. Mr. Dodig noted that the proposed increase reflected the same mix in the form of the merger consideration of approximately 40% cash and 60% stock as was agreed at the time the original merger agreement was executed in June 2016. He further noted that the revised proposal had been approved by the CIBC board of directors. Mr. Dodig indicated that although CIBC continued to recognize the long-term strategic benefits of the transaction, CIBC and its board did not

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intend to offer any further increase to the merger consideration. Mr. Richman indicated that he would present the increased offer to the PrivateBancorp board of directors for discussion.

On March 29, 2017, the PrivateBancorp board held a special meeting, attended by PrivateBancorp management and representatives of Goldman Sachs, Sandler, who had been engaged by the board to render an independent fairness opinion, and Wachtell Lipton. Mr. Richman and the members of the special committee began the meeting by summarizing for the board the recent communications with CIBC and the terms of the revised proposal communicated by Mr. Dodig the previous day. The board discussed extensively the terms of the proposed amendment to the original merger agreement and the transaction with CIBC and asked questions of management and the advisors. The board noted during the course of discussion that based on the closing price of CIBC common shares the previous day, the revised proposal represented a significant increase of approximately \$800 million, or 20%, to the implied value of the merger consideration as compared to the merger consideration provided for in the original merger agreement. The board also discussed with PrivateBancorp's management and financial advisors the implied value of CIBC's revised proposal relative to other recent comparable transactions and PrivateBancorp's long-term outlook in light of recent market developments and economic events, including the updated financial projections and outlook discussed by the board with PrivateBancorp management at its meetings in January and early February. The board noted that no alternative acquisition proposals had been received by PrivateBancorp since the date of the original merger agreement. As part of this discussion, representatives of Innisfree reviewed with the board the current composition of PrivateBancorp's stockholder base and the feedback received in discussions by management and the proxy solicitor with PrivateBancorp stockholders over the prior several weeks.

At this point in the meeting, representatives of Goldman Sachs reviewed with the board their financial analyses of the revised merger consideration proposed in the amendment to the original merger agreement, as more fully described below under the heading " Opinions of PrivateBancorp's Financial Advisors Opinion of Goldman Sachs," and rendered to the PrivateBancorp board of directors its oral opinion (subsequently confirmed in writing) that, as of the date of its opinion and based on and subject to various assumptions, matters considered and limitations described in the opinion, the merger consideration to be paid to the holders of shares of PrivateBancorp common stock pursuant to the amended merger agreement was fair, from a financial point of view, to those holders. Following Goldman Sachs presentation, Sandler was then asked to review its financial analyses, conducted separately from Goldman Sachs, of the revised merger consideration as proposed in the amendment to the original merger agreement, as more fully described below under the heading " Opinions of PrivateBancorp's Financial Advisors Opinion of Sandler," and Sandler also rendered to the PrivateBancorp board of directors its oral opinion (subsequently confirmed in writing) that, as of the date of its opinion and based on and subject to various assumptions, matters considered and limitations described in the opinion, the merger consideration to be paid to the holders of shares of PrivateBancorp common stock pursuant to the amended merger agreement was fair, from a financial point of view, to those holders.

Wachtell Lipton then reviewed for the board of directors the terms of the amendment and the original merger agreement with CIBC. A current summary of the draft of the amendment to the original merger agreement was circulated to each member of the board prior to the meeting. After further discussion, and in light of the board's review and consideration of the factors described under " PrivateBancorp's Reasons for the Merger; Recommendation of the PrivateBancorp Board of Directors", and the proposed amended terms of the transaction with CIBC relative to the potential benefits, risks and uncertainties involved with not amending the original merger agreement, the board unanimously determined that the merger and the other transactions contemplated by the original merger agreement as proposed to be amended were advisable and in the best interests of PrivateBancorp and its stockholders, and the board unanimously approved and adopted the merger and determined to recommend that PrivateBancorp common stockholders approve and adopt the amended merger agreement. The PrivateBancorp board then directed management and the advisors to finalize

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the form of the proposed amendment to the original merger agreement on the terms discussed at the meeting.

During the morning of March 30, 2017, the parties entered into the amendment to the original merger agreement and issued a press release publicly announcing entry into the amendment.

**PrivateBancorp's Reasons for the Merger; Board Recommendation of the PrivateBancorp Board of Directors**

After careful consideration, and in consultation with PrivateBancorp's management and external financial and legal advisors, the PrivateBancorp board unanimously determined that the amended merger agreement, the merger and the other transactions contemplated by the amended merger agreement were advisable, fair to and in the best interests of PrivateBancorp and its stockholders and approved and adopted the amended merger agreement, the merger and the other transactions contemplated by the amended merger agreement. Accordingly, the PrivateBancorp board unanimously recommends that its common stockholders approve and adopt the amended merger agreement, the merger and the other transactions contemplated by the amended merger agreement.

The PrivateBancorp board considered a number of factors in determining to approve the amended merger agreement, the merger and the other transactions contemplated by the amended merger agreement, including the following material factors:

the implied value of the merger consideration of \$60.92 as of March 29, 2017 (the day of the board meeting at which the board approved the amendment to the original merger agreement) represented an increase of approximately 20% compared to the value of the merger consideration provided for in the original merger agreement, and was 2.7 times PrivateBancorp's tangible book value per share as of December 31, 2016;

the financial presentations of PrivateBancorp's financial advisors, Goldman Sachs and Sandler, to the PrivateBancorp board on March 29, 2017, and the separate oral opinions of each such financial advisor delivered to the PrivateBancorp board on March 29, 2017, which opinions were subsequently confirmed in writing as of March 29, 2017, in the case of Sandler, and March 30, 2017, in the case of Goldman Sachs, that as of such date and based on and subject to certain assumptions, procedures, qualifications and limitations, the merger consideration was fair, from a financial point of view, to PrivateBancorp's common stockholders, as further described under "The Merger Opinions of PrivateBancorp's Financial Advisors;"

the PrivateBancorp board's familiarity with and understanding of PrivateBancorp's business, results of operations, asset quality, financial and market position, business risks, strategic challenges and its expectations concerning PrivateBancorp's future earnings and prospects;

the belief that the merger would accelerate the accomplishment of a variety of key elements of PrivateBancorp's strategic priorities, promoting both continuity and growth, providing an ongoing source of diversified, stable funding, diversifying its balance sheet and revenue, mitigating risks associated with operating a concentrated business model on a stand-alone basis and enabling PrivateBancorp's team to maintain and even strengthen PrivateBancorp's value proposition by drawing upon the combined company's compatible competencies, talented employees and combined resources;

the PrivateBancorp board's familiarity with and understanding of the current and prospective banking environment in which each of PrivateBancorp and CIBC operate, including foreign, domestic and local economic conditions, the interest rate environment, the competitive and regulatory environments for financial institutions generally, and the likely effect of these factors on PrivateBancorp both with and without the merger;

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the relative valuations of PrivateBancorp common stock and CIBC common shares and the potential for PrivateBancorp's stockholders, as future CIBC shareholders, to benefit to the extent of their interest in the combined company from the synergies of the merger, in particular, enhanced revenue opportunities, and the anticipated pro forma impact of the merger discussed with the PrivateBancorp board, and the expectation that the merger will be accretive to CIBC's adjusted earnings per share within three years of the closing date;

the view that the shared core values of PrivateBancorp and CIBC, including both companies' prudent risk culture, strong commitment to client service, focus on building solid client relationships, and complementary business fit in the United States make the proposed combination a compelling strategic opportunity and would contribute to the likelihood of successful integration and operation of the combined company post-closing, as well as the view that the combined strength of CIBC's and PrivateBancorp's management teams would benefit PrivateBancorp common stockholders as future CIBC shareholders;

the PrivateBancorp board's evaluation, with the assistance of financial advisors, of strategic alternatives available to PrivateBancorp for maximizing value over the long term and the potential risks, rewards and uncertainties associated with such alternatives, and the PrivateBancorp board's belief when approving the original merger agreement that the proposed merger with CIBC was the best option available to PrivateBancorp common stockholders and its continued belief that the proposed merger is in the best interests of stockholders;

the cash component of the merger consideration offers PrivateBancorp common stockholders the opportunity to realize cash for the value of their shares with immediate certainty of value and mitigates some of the risk of the value of the merger consideration decreasing prior to closing as a result of a decline in the trading price of CIBC common shares;

the stock component of the merger consideration offers PrivateBancorp common stockholders the opportunity to participate in the future growth and opportunities of the combined company, and the expected tax treatment of the merger as a "reorganization" for U.S. federal income tax purposes, such that receipt of share consideration will generally be tax-free to PrivateBancorp's common stockholders to the extent realized gains exceed the cash consideration received (including cash in lieu of fractional shares), as further described under "The Merger Material United States Federal Income Tax Consequences" in the proxy statement/prospectus;

the significantly higher current dividend yield of CIBC common shares relative to PrivateBancorp common stock;

CIBC's commitment that at the effective time of the merger, PrivateBank will be headquartered in Chicago, Illinois, and Holdco and PrivateBank will constitute the primary banking, lending and wealth management platform of CIBC in the United States;

the results of the reverse due diligence conducted by PrivateBancorp and its advisors on CIBC during the negotiation of the transaction of the original merger agreement and Amendment No. 1 to the original merger agreement and PrivateBancorp's knowledge of CIBC's management team, business, results of operations, financial and market position and future earnings and prospects;

the historical trading prices, volumes and performance of each of PrivateBancorp's common stock and CIBC's common shares, and both companies' trading multiples of earnings and tangible book value relative to historical levels;



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the regulatory and other approvals required in connection with the merger, and the expectation that such approvals could be received in a reasonably timely manner and without the imposition of unacceptable conditions;

the terms and conditions of the amended merger agreement and the course of negotiations of the amended merger agreement (see "The Merger Terms of the Merger" in the proxy statement/prospectus), the ability of the PrivateBancorp board, under certain circumstances, to change its recommendation to PrivateBancorp stockholders regarding the merger (see "The Amended Merger Agreement Covenants and Agreements" in the proxy statement/prospectus), the conditions to closing (see "The Amended Merger Agreement Conditions to the Merger" in the proxy statement/prospectus), the ability of PrivateBancorp to terminate the amended merger agreement under certain circumstances (see "The Amended Merger Agreement Termination" in the proxy statement/prospectus), the possibility that PrivateBancorp would be required to pay a termination fee under certain circumstances, as well as the PrivateBancorp board's belief that the termination fee is not likely to significantly deter another party from making a superior acquisition proposal (see "The Amended Merger Agreement Effect of Termination and Termination Fee" in the proxy statement/prospectus) and that PrivateBancorp's common stockholders will have an opportunity to vote on the merger and that their approval is a condition to completion of the merger (see "The Amended Merger Agreement Conditions to the Merger" in the proxy statement/prospectus), and the terms of the amended merger agreement that restrict PrivateBancorp's ability to solicit alternative transactions (see "The Amended Merger Agreement Covenants and Agreements" in the proxy statement/prospectus);

the risk that the merger may not be consummated or that the closing may be unduly delayed, including as a result of factors outside either party's control;

the potential risk of diverting management attention and resources from the operation of PrivateBancorp's business to the merger, and the possibility of employee attrition and the transactions contemplated in the amended merger agreement intended to mitigate this risk;

adverse effects on client and business relationships as a result of the announcement and pendency of the merger;

the potential risks and costs associated with successfully integrating elements of PrivateBancorp's business, operations and workforce with those of CIBC, including the risk of not realizing all of the anticipated benefits of the merger or not realizing them in the expected timeframe; and

the other risks described under the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements."

In considering the recommendation of the PrivateBancorp board, you should be aware that certain directors and officers of PrivateBancorp may have interests in the merger that are different from, or in addition to, interests of stockholders of PrivateBancorp generally and may create potential conflicts of interest. The PrivateBancorp board was aware of these interests and considered them when evaluating and negotiating the original merger agreement and the amended merger agreement, the merger and the other transactions contemplated by the amended merger agreement, and in recommending to PrivateBancorp's common stockholders that they vote in favor of the amended merger agreement proposal. See "The Merger Interests of PrivateBancorp Directors and Executive Officers in the Merger."

This discussion of the information and factors considered by the PrivateBancorp board includes the material factors considered by the PrivateBancorp board, but it is not intended to be exhaustive and may not include all the factors considered by the PrivateBancorp board. In view of the wide variety of factors considered, and the complexity of these matters, the PrivateBancorp board did not quantify or assign any relative or specific weights to the various factors that it considered in reaching its

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determination to adopt and approve the amended merger agreement, the merger and the other transactions contemplated by the amended merger agreement. Rather, the PrivateBancorp board viewed its recommendation as being based on the totality of the information presented to and factors considered by it, including discussions with, and questioning of, PrivateBancorp's management and its financial and legal advisors. In addition, individual members of the PrivateBancorp board may have given differing weights to different factors. It should be noted that this explanation of the reasoning of the PrivateBancorp board and certain information presented in this section is forward-looking in nature and, therefore, that information should be read in light of the factors discussed in the section entitled "Cautionary Statement Regarding Forward-Looking Statements."

**For the reasons set forth above, the PrivateBancorp board of directors unanimously recommends that the PrivateBancorp common stockholders vote "FOR" the amended merger agreement proposal.**

**Opinions of PrivateBancorp's Financial Advisors**

*Opinion of Goldman Sachs*

At a meeting of the PrivateBancorp board of directors held to evaluate the amendment to the original merger agreement, Goldman Sachs rendered to the board of directors of PrivateBancorp its oral opinion, subsequently confirmed in writing, to the effect that, as of March 30, 2017, the date of its written opinion, and based upon and subject to the factors and assumptions set forth in Goldman Sachs' written opinion, the merger consideration consisting of \$24.20 in cash and 0.4176 CIBC common shares to be paid to the holders (other than CIBC and its affiliates) of the shares of PrivateBancorp common stock pursuant to the amended merger agreement was fair from a financial point of view to such holders.

The full text of the written opinion of Goldman Sachs, dated March 30, 2017, which sets forth assumptions made, procedures followed, matters considered, qualifications and limitations on the review undertaken in connection with the opinion, is attached to this proxy statement/prospectus as Appendix C. The summary of the Goldman Sachs opinion contained in this proxy statement/prospectus is qualified in its entirety by reference to the full text of Goldman Sachs' written opinion. Goldman Sachs' advisory services and opinion were provided for the information and assistance of the board of directors of PrivateBancorp in connection with its consideration of the merger and the opinion does not constitute a recommendation as to how any holder of PrivateBancorp common stock should vote with respect to the proposed transaction or any other matter.

In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

the amended merger agreement;

annual reports to stockholders and Annual Reports on Form 10-K of PrivateBancorp for the five fiscal years ended December 31, 2016 and annual reports to shareholders and Annual Reports on Form 40-F of CIBC for the five fiscal years ended October 31, 2016;

certain interim reports to stockholders and Quarterly Reports on Form 10-Q of PrivateBancorp and certain interim reports to shareholders of CIBC;

certain other communications from PrivateBancorp to its stockholders and from CIBC to its shareholders;

certain publicly available research analyst reports for PrivateBancorp and CIBC; and

certain updated internal financial analyses and forecasts for PrivateBancorp on a stand-alone basis prepared by its management, which we refer to as "PrivateBancorp Financial Forecasts," certain financial analyses and forecasts for CIBC on a stand-alone basis reflecting CIBC



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management's publicly disclosed guidance as extrapolated by management of PrivateBancorp, which we refer to as the "CIBC Forecasts," and certain financial analyses and forecasts for combined PrivateBancorp and CIBC provided by PrivateBancorp and comprised of the PrivateBancorp Financial Forecasts, the CIBC Forecasts and the Adjustments/Synergies (as defined below), which we refer to as the "CIBC Pro-Forma Forecasts," in each case as approved for Goldman Sachs' use by PrivateBancorp, which we refer to, collectively, as the Forecasts, including certain adjustments and operating synergies and other adjustments anticipated by the management of PrivateBancorp to result from the proposed transaction, as approved for Goldman Sachs' use by PrivateBancorp, which we refer to as the "Adjustments/Synergies."

Goldman Sachs also held discussions with members of the senior management of PrivateBancorp regarding their assessment of the past and current business operations, financial condition and future prospects of PrivateBancorp and CIBC and the strategic rationale for, and the potential benefits of, the proposed transaction; and with members of the senior management of CIBC regarding their assessment of the past and current business operations, financial condition and future prospects of CIBC and the strategic rationale for, and the potential benefits of, the proposed transaction; reviewed the reported price and trading activity for PrivateBancorp common stock and CIBC common shares; compared certain financial and stock market information for PrivateBancorp and CIBC with similar information for certain other companies the securities of which are publicly traded; reviewed the financial terms of certain recent business combinations in the banking industry; and performed such other studies and analyses, and considered such other factors, as Goldman Sachs deemed appropriate.

For purposes of rendering its opinion, Goldman Sachs, with the consent of the PrivateBancorp board of directors, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by, Goldman Sachs, without assuming any responsibility for independent verification thereof. In that regard, Goldman Sachs assumed with the consent of the board of directors of PrivateBancorp that the Forecasts, including the Adjustments/Synergies, have been reasonably prepared and reflect the best currently available estimates and judgments of the management of PrivateBancorp. Goldman Sachs did not review individual credit files or make an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of PrivateBancorp or CIBC or any of their respective subsidiaries and Goldman Sachs was not furnished with any such evaluation or appraisal. Goldman Sachs is not an expert in the evaluation of loan and lease portfolios for purposes of assessing the adequacy of the allowances and marks for losses with respect thereto and, accordingly, Goldman Sachs assumed that such allowances and marks are in the aggregate adequate to cover such losses. Goldman Sachs assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the proposed transaction will be obtained without any adverse effect on PrivateBancorp or CIBC or on the expected benefits of the proposed transaction in any way meaningful to Goldman Sachs' analysis. Goldman Sachs assumed that the proposed transaction will be completed on the terms set forth in the amended merger agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to its analysis.

Goldman Sachs' opinion does not address the underlying business decision of PrivateBancorp to engage in the proposed transaction, or the relative merits of the proposed transaction as compared to any strategic alternatives that may be available to PrivateBancorp; nor does it address any legal, regulatory, tax or accounting matters. Goldman Sachs was not requested to solicit, and did not solicit, interest from other parties with respect to an acquisition of, or other business combination with, PrivateBancorp or any other alternative transaction. Goldman Sachs' opinion addresses only the fairness from a financial point of view to the holders (other than CIBC and its affiliates) of PrivateBancorp common stock, as of March 30, 2017, of the merger consideration to be paid to such holders pursuant to the amended merger agreement. Goldman Sachs did not express any view on, and

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its opinion does not address, any other term or aspect of the amended merger agreement, or the proposed transaction or any term or aspect of any other agreement or instrument contemplated by the amended merger agreement or entered into or amended in connection with the proposed transaction, including, the fairness of the proposed transaction to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors, or other constituencies of PrivateBancorp; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of PrivateBancorp, or class of such persons, in connection with the proposed transaction, whether relative to the merger consideration to be paid to the holders (other than CIBC and its affiliates) of PrivateBancorp common stock pursuant to the amended merger agreement or otherwise. Goldman Sachs did not express any opinion as to the prices at which the CIBC common shares will trade at any time or as to the impact of the proposed transaction on the solvency or viability of PrivateBancorp or CIBC or the ability of PrivateBancorp or CIBC to pay their respective obligations when they come due. Goldman Sachs' opinion was necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Goldman Sachs as of March 30, 2017, and Goldman Sachs assumed no responsibility for updating, revising or reaffirming its opinion based on circumstances, developments or events occurring after March 30, 2017. Goldman Sachs' advisory services and its opinion were provided for the information and assistance of the board of directors of PrivateBancorp in connection with its consideration of the proposed transaction and the opinion does not constitute a recommendation as to how any holder of shares of PrivateBancorp common stock should vote with respect to the proposed transaction or any other matter. Goldman Sachs' opinion was approved by a fairness committee of Goldman Sachs.

The following is a summary of the material financial analyses presented by Goldman Sachs to the board of directors of PrivateBancorp in connection with rendering the opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Goldman Sachs, nor does the order of analyses described represent relative importance or weight given to those analyses by Goldman Sachs. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Goldman Sachs' financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before March 27, 2017, and is not necessarily indicative of current market conditions.

***Analysis of Implied Deal Premia and Multiples***

Goldman Sachs calculated and compared certain premia and multiples using the closing price for shares of PrivateBancorp common stock on March 27, 2017, and the implied value of the merger consideration. For purposes of its analysis, Goldman Sachs used an implied value for the merger consideration of \$60.50, which reflects the sum of (1) the exchange ratio of 0.4176 multiplied by \$86.93, the closing price for the CIBC common shares on the New York Stock Exchange on March 27, 2017, and (2) the \$24.20 per share of cash merger consideration.

In addition, Goldman Sachs calculated and compared certain premia and multiples using the terms of the original merger agreement, without giving effect to the amendment, which we refer to as the June 29 transaction, using the closing price for shares of PrivateBancorp common stock on March 27, 2017 and on June 28, 2016, the last trading day prior to the announcement of the June 29 transaction, to calculate the implied value of the merger consideration using the terms of the June 29 transaction. For purposes of its analysis, Goldman Sachs used an implied value for the merger consideration as of March 27, 2017 using the terms of the June 29 transaction of \$50.59, which reflects the sum of (1) the exchange ratio of 0.3657 multiplied by \$86.93, the closing price for the CIBC common shares on the New York Stock Exchange on March 27, 2017, and (2) the \$18.80 per share of cash merger

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consideration; and an implied value for the merger consideration as of June 29, 2016 using the terms of the June 29 transaction of \$47.00, which reflects the sum of (1) the exchange ratio of 0.3657 multiplied by \$77.11, the closing price for the CIBC common shares on the New York Stock Exchange on June 28, 2016, the last trading day prior to the announcement of the June 29 transaction, and (2) the \$18.80 per share of cash merger consideration.

Goldman Sachs calculated and/or compared the following:

the closing share price for PrivateBancorp common stock on March 27, 2017, as compared to (i) the average trading price of the shares of PrivateBancorp common stock over the 90-day time period ended March 27, 2017, (ii) the all-time high closing price of the shares of PrivateBancorp common stock and (iii) the closing price for PrivateBancorp common stock on June 28, 2016, the last trading day prior to the announcement of the June 29 transaction;

the implied premia represented by the implied value of the merger consideration and the implied value of the merger consideration using the terms of the June 29 transaction relative to (i) the closing share price for PrivateBancorp common stock on March 27, 2017, (ii) the average trading price of the shares of PrivateBancorp common stock over the 90-day time period ended March 27, 2017, (iii) the all-time high closing price of the shares of PrivateBancorp common stock and (iv) the closing price for PrivateBancorp common stock on June 28, 2016, the last trading day prior to the announcement of the June 29 transaction;

the closing share price for PrivateBancorp common stock on March 27, 2017, as a multiple of the estimated earnings per share, or "EPS," for 2017 and 2018 for PrivateBancorp, calculated using both the EPS estimates for PrivateBancorp reflected in the PrivateBancorp Financial Forecasts and the median EPS estimates for PrivateBancorp published by Institutional Broker Estimate System, or "IBES", as of March 27, 2017;

the \$60.50 per share implied value of the merger consideration, the \$50.59 per share implied value of the merger consideration using the terms of the June 29 transaction as of March 27, 2017, and the \$47.00 per share implied value of the merger consideration using the terms of the June 29 transaction as of June 29, 2016 as a multiple of the price to estimated EPS for 2017 and 2018 for PrivateBancorp, calculated using both the EPS estimates for the PrivateBancorp reflected in PrivateBancorp Financial Forecasts and the median EPS estimates for PrivateBancorp published by IBES as of March 27, 2017;

the closing share price for PrivateBancorp common stock on March 27, 2017 as a multiple of the stated book value per share, or "SBV per share," and the tangible book value per share, or "TBV per share," for PrivateBancorp, in each case as of December 31, 2016, using TBV per share and SBV per share information provided by management of PrivateBancorp; and

the \$60.50 per share implied value of the merger consideration, the \$50.59 per share implied value of the merger consideration using the terms of the June 29 transaction as of March 27, 2017, and the \$47.00 per share implied value of the merger consideration using the terms of the June 29 transaction as of June 29, 2016 as a multiple of the SBV per share and TBV per share as of December 31, 2016.

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The results of these calculations and comparisons are listed below:

Difference/Implied Premium to:	Amended Terms		June 29 Terms	
	PrivateBancorp March 27, 2017 Closing Price	Implied Value of Merger Consideration	Implied Value of Merger Consideration as of March 27, 2017	Implied Value of Merger Consideration as of June 29, 2016
March 27, 2017 Closing Price	N/A	7.6%	(10.0)%	25.9%
90-Day Average Price	3.6%	11.4%	(6.8)%	18.8%
All Time High Price	(3.6)%	3.8%	(13.2)%	2.6%
June 28, 2016 Closing Price	56.5%	68.4%	40.8%	30.8%

	Amended Terms				June 29 Terms			
	PrivateBancorp Financial Forecasts		IBES Median Estimates		PrivateBancorp Financial Forecasts		IBES Median Estimates	
	PrivateBancorp March 27, 2017 Closing Price	Implied Value of Merger Consideration	PrivateBancorp March 27, 2017 Closing Price	Implied Value of Merger Consideration	Implied Value of Merger Consideration as of March 27, 2017	Implied Value of Merger Consideration as of June 29, 2016(1)	Implied Value of Merger Consideration as of March 27, 2017	Implied Value of Merger Consideration as of June 29, 2016(1)
Price/2017E EPS	17.9x	19.3x	18.9x	20.3x	16.1x	18.5x	17.0x	17.1x
Price/2018E EPS	16.5x	17.8x	16.7x	18.0x	14.9x	17.7x	15.1x	15.7x

- (1) EPS multiples shown relative to PrivateBancorp management projections and IBES estimates as of June 28, 2016

	Amended Terms		June 29 Terms	
	PrivateBancorp March 27, 2017 Closing Price	Implied Value of Merger Consideration	Implied Value of Merger Consideration as of March 27, 2017	Implied Value of Merger Consideration as of June 29, 2016(1)
Price/SBV per share	2.3x	2.5x	2.1x	2.1x
Price/TBV per share	2.5x	2.6x	2.2x	2.2x

- (1) Tangible book value as of June 28, 2016.

*Selected Companies Analyses for PrivateBancorp on a Stand-alone Basis*

Goldman Sachs reviewed and compared certain financial information for PrivateBancorp to corresponding financial information and public market multiples for selected publicly traded companies in the banking industry.

Goldman Sachs calculated and compared with respect to PrivateBancorp and each of the selected companies its price per share as of March 27, 2017:

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as a multiple of estimated EPS for the next twelve month, or the "NTM period" on a time weighted basis, ended December 31, 2017, as a multiple of estimated EPS for calendar year 2017 and as a multiple of estimated EPS for calendar year 2018;

as a multiple of its SBV per share and TBV per share as of its most recently completed fiscal quarter for which SBV per share and TBV per share information was publicly available as of March 27, 2017; and



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the excess of price per share over tangible book value per share divided by core deposits per share (calculated exclusive of time deposits with balances in excess of \$100,000), or "Core Deposit Premium".

For purposes of its calculations, Goldman Sachs used NTM period, 2017 and 2018 EPS estimates for PrivateBancorp and the selected companies reflecting the most recent median EPS estimates for such companies published by IBES as of March 27, 2017. For PrivateBancorp, Goldman Sachs also used the NTM period, 2017 and 2018 EPS estimates reflected in the PrivateBancorp Financial Forecasts. Goldman Sachs used SBV per share and TBV per share information for PrivateBancorp and for the selected companies as publicly disclosed.

The names of the selected publicly traded companies reviewed by Goldman Sachs and the multiples calculated by Goldman Sachs for each selected company is listed below:

Company	Price/NTM Period EPS	Price/2017E EPS	Price/2018E EPS	Price/SBV per share	Price/TBV per share	Core Deposit Premium
Associated Banc-Corp	16.1x	16.7x	14.7x	1.2x	1.8x	7.4%
Boston Private Financial Holdings, Inc.	17.2x	17.6x	16.3x	1.9x	2.4x	13.6%
Commerce Bancshares, Inc.	19.2x	19.5x	18.2x	2.4x	2.5x	17.1%
Cullen/Frost Bankers, Inc.	16.3x	16.7x	15.2x	1.9x	2.4x	12.5%
First Horizon National Corporation	15.4x	16.1x	13.7x	1.8x	2.0x	9.7%
First Midwest Bancorp, Inc.	15.2x	15.8x	13.8x	1.3x	2.2x	12.4%
Fulton Financial Corporation	16.9x	17.5x	15.4x	1.4x	1.9x	10.5%
Hancock Holding Company	15.8x	16.4x	14.3x	1.3x	1.7x	8.6%
IBERIABANK Corporation	15.9x	17.0x	13.3x	1.1x	1.9x	9.3%
MB Financial, Inc.	15.6x	16.1x	14.2x	1.4x	2.5x	18.3%
PacWest Bancorp	16.1x	16.5x	15.0x	1.4x	2.7x	26.6%
Prosperity Bancshares, Inc.	16.4x	16.7x	15.6x	1.3x	2.8x	18.9%
Signature Bank	15.2x	15.8x	13.7x	2.1x	2.1x	13.2%
Sterling Bancorp	16.8x	17.9x	14.2x	1.7x	2.9x	21.7%
Texas Capital Bancshares, Inc.	18.7x	19.6x	16.3x	2.1x	2.2x	12.8%
UMB Financial Corporation	19.3x	19.9x	17.8x	1.9x	2.1x	12.6%
Webster Financial Corporation	19.6x	20.4x	17.8x	1.9x	2.5x	14.3%
Western Alliance Bancorporation	15.3x	15.8x	13.8x	2.6x	3.1x	25.0%
Wintrust Financial Corporation	16.7x	17.1x	15.4x	1.4x	1.8x	8.3%

The multiples calculated by Goldman Sachs for PrivateBancorp and the median of the multiples calculated by Goldman Sachs for the selected companies are listed below:

	PrivateBancorp		
	PrivateBancorp Financial Forecasts	IBES Median Estimates	Selected Companies (Median)
Price/NTM Period EPS	17.5x	18.3x	16.3x
Price/2017E EPS	17.9x	18.9x	16.7x
Price/2018E EPS	16.5x	16.7x	15.0x
Price/SBV per share	2.3x	2.3x	1.7x
Price/TBV per share	2.5x	2.5x	2.2x
Core Deposit Premium	18.4%	18.4%	12.8%

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Although none of the selected companies are directly comparable to PrivateBancorp, the selected companies were chosen because they are publicly traded companies with operations that for purposes of analysis may be considered similar to certain operations of PrivateBancorp.

*Illustrative Present Value of Future Stock Price Analyses for PrivateBancorp on a Stand-alone Basis*

Goldman Sachs performed an illustrative analysis of the implied present value of the future value per share of the common stock of PrivateBancorp on a stand-alone basis.

Goldman Sachs first derived a range of theoretical future values per share for PrivateBancorp common stock as of December 31, 2017, 2018 and 2019, by applying illustrative price to EPS multiples ranging from 15.5x to 17.0x to the estimates of PrivateBancorp's EPS for the years ending December 31, 2018, 2019 and 2020, respectively, reflected in the PrivateBancorp Financial Forecasts. By applying a discount rate of 12.75%, reflecting an estimate of PrivateBancorp's cost of equity on a stand-alone basis, derived by application of the Capital Asset Pricing Model, which incorporates certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States markets generally, Goldman Sachs discounted to present value as of December 31, 2016, both the theoretical future values per share it derived and the estimated dividends to be paid per share of PrivateBancorp common stock through the end of the applicable year as reflected in the PrivateBancorp Financial Forecasts to yield illustrative present values per share of common stock of PrivateBancorp on a stand-alone basis ranging from \$44.76 to \$51.30.

*Illustrative Discounted Dividend Analyses for PrivateBancorp on a Stand-Alone Basis*

Using PrivateBancorp Financial Forecasts, Goldman Sachs performed an illustrative discounted dividend analyses on PrivateBancorp, on a stand-alone basis, to derive a range of illustrative present values per share of PrivateBancorp common stock on a stand-alone basis.

Using discount rates ranging from 11.75% to 13.75%, reflecting estimates of the cost of equity for PrivateBancorp on a stand-alone basis, derived by application of the Capital Asset Pricing Model, which incorporates certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States markets generally, Goldman Sachs derived a range of illustrative equity values for PrivateBancorp on a stand-alone basis by discounting to present value as of December 31, 2016, (a) the estimated dividends to be paid by PrivateBancorp to PrivateBancorp's stockholders and the estimated cash infusion to be made into PrivateBancorp over the period beginning December 31, 2016 through the year ending December 31, 2021, based on the PrivateBancorp Financial Forecasts and PrivateBancorp maintaining a common equity tier 1 ratio, or "CET1 Ratio," ranging from 9.0% to 10.0%, and (b) a range of illustrative terminal values for PrivateBancorp on a stand-alone basis as of December 31, 2021, calculated by applying illustrative price to EPS multiples ranging from 15.5x to 17.0x to the estimate of PrivateBancorp's EPS for the year ending December 31, 2022, reflected in the PrivateBancorp Financial Forecasts. Goldman Sachs then divided the range of illustrative equity values it derived for PrivateBancorp by the total number of fully diluted shares of PrivateBancorp common stock outstanding as provided by PrivateBancorp management to derive illustrative present values per share of common stock of PrivateBancorp on a stand-alone basis ranging from \$47.14 to \$55.61.

*Company Stand-Alone Regression Analysis*

Goldman Sachs performed a regression analysis using the price/TBV per share multiples for the selected companies calculated by Goldman Sachs as summarized under " *Selected Companies Analyses for PrivateBancorp on a Stand-alone Basis*" above compared to the estimated 2017 return on average tangible common equity, or the "2017E ROATCE," for the selected companies using the median estimates for such companies published by IBES as of March 27, 2017, to derive a regression line

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reflecting a range of Price/TBV per share multiples at a range of 2017E ROATCEs for the selected companies. The 2017E ROATCE for PrivateBancorp on a stand-alone basis, as reflected in the PrivateBancorp Financial Forecasts corresponded to a Price/TBV per share multiple of 2.3x on the regression line. By applying Price/TBV per share multiples ranging from 2.2x to 2.5x, reflecting Price/TBV per share multiples ranging plus or minus one standard deviation from the 2.3x Price/TBV per share multiple on the regression line, to TBV per share as of December 31, 2016 for PrivateBancorp, as provided by PrivateBancorp management, Goldman Sachs derived implied values per share of common stock of PrivateBancorp on a stand-alone basis ranging from \$49.17 to \$57.77.

*Selected Transactions Analysis*

Goldman Sachs reviewed and compared certain publicly available information relating to selected acquisition transactions announced since 2013 in which the target company had an asset value of \$5 billion or more and involving target companies in the banking and thrift industry.

Goldman Sachs calculated and compared with respect to each of the selected transactions and the proposed transaction:

the implied premia represented by the implied value of the consideration per target company share paid in the applicable transaction relative to the last undisturbed closing share price for the target company prior to the announcement of the applicable transaction, or "One-Day Offer Premia";

the implied value of the consideration per target company share paid in the applicable transaction as a multiple of the target company's estimated EPS for its first full fiscal year after the announcement of the applicable transaction, or "Consideration/FY + 1 EPS";

the implied value of the consideration per target company share paid in the applicable transaction as a multiple of the target company's Consideration/FY + 1 EPS, as adjusted to include buyer's publicly disclosed fully phased-in announced synergies as a percentage of non-interest expense of the target, assuming a 35% tax rate, or "Consideration/Synergy Adjusted FY + 1 EPS";

the implied value of the consideration per target company share paid in the applicable transaction as a multiple of SBV per share, or the "Consideration/SBV per share," and as a multiple of TBV per share, or "Consideration/TBV per share," of the target company as of the last full fiscal quarter prior to the announcement of the applicable transaction; and

the implied value of the consideration per target company share paid in the applicable transaction over tangible book value per share as a percentage of core deposits per share (calculated exclusive of time deposits with balances in excess of \$100,000) of the target company as of the last full fiscal quarter prior to the announcement of the applicable transaction.

For purposes of its calculations, Goldman Sachs used estimates for EPS for each target company's first full fiscal year after the announcement of the applicable transaction reflecting the most recent median estimates for such company published by SNL Financial prior to the announcement of the applicable transaction, and Goldman Sachs used SBV per share, TBV per share and core deposit figures publicly disclosed for each target company for the last quarter end prior to the announcement of the applicable transaction. In performing its calculations with respect to PrivateBancorp and the proposed transaction, Goldman used the closing share price for PrivateBancorp common stock as of March 27, 2017, the 2017 EPS estimate reflected in the PrivateBancorp Financial Forecasts and the most recent median 2017 EPS estimate for PrivateBancorp published by IBES as of March 27, 2017 and the SBV per share, TBV per share and core deposit per share information for PrivateBancorp as provided by PrivateBancorp management.

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The selected transactions reviewed by Goldman Sachs and the multiples calculated by Goldman Sachs for the selected transactions are listed below:

Announcement Date	Acquiror	Target	Implied Premium	Consideration/ Synergy		SBV per share	TBV per share	Core Deposit Premium
				Adjusted FY+1 EPS	Adjusted FY+1 EPS			
February 28, 2017	IBERIABANK Corporation	Sabadell United Bank, N.A.		21.1x(1)	16.8x(1)	1.7x	2.0x	12.7%
January 22, 2017	Pinnacle Financial Partners, Inc.	BNC Bancorp	(0)%	20.3x	16.2x	1.9x	3.1x	18.6%
August 8, 2016	Teachers Insurance and Annuity Association of America	EverBank Financial Corp.	5%	15.0x		1.4x	1.5x	4.3%
July 21, 2016	F.N.B. Corporation	Yadkin Financial Corporation	10%	16.8x	13.5x	1.5x	2.2x	16.1%
January 26, 2016	Huntington Bancshares Incorporated	FirstMerit Corporation	31%	14.3x	8.5x	1.2x	1.7x	6.8%
October 30, 2015	KeyCorp	First Niagara Financial Group, Inc.	27%	18.7x	8.5x	1.1x	1.7x	6.7%
August 17, 2015	BB&T Corporation	National Penn Bancshares, Inc.	19%	16.8x	12.1x	1.6x	2.2x	15.7%
January 22, 2015	Royal Bank of Canada	City National Corporation	26%	21.0x	17.5x	2.0x	2.6x	12.3%
November 12, 2014	BB&T Corporation	Susquehanna Bancshares, Inc.	36%	17.4x	10.1x	0.9x	1.7x	7.4%
September 11, 2013	Umpqua Holdings Corporation	Sterling Financial Corporation	12%	18.8x	11.1x	1.6x	1.7x	16.5%
July 15, 2013	MB Financial, Inc.	Taylor Capital Group, Inc.	24%	13.8x	7.3x	1.8x	1.8x	11.5%

(1) For this transaction, 2016 net income was utilized.

The multiples calculated by Goldman Sachs for the proposed transaction and the median of the multiples calculated by Goldman Sachs for the selected transactions are listed below:

	Proposed Transaction	Selected Transactions (Median)
Implied Premium	8%	21%
Consideration/FY + 1 EPS	19.3x	17.4x
Consideration/Synergy Adjusted FY + 1 EPS	18.6x	11.6x
	(PrivateBancorp Financial Forecasts)	(IBES Median Estimate)
Consideration/SBV per share	2.5x	1.6x
Consideration/TBV per share	2.6x	1.8x
Core Deposit Premium	20.7%	12.3%

As a result of its review of the calculations summarized above and its professional judgment and experience, Goldman Sachs applied illustrative ranges of Consideration/FY + 1 EPS, Consideration/Synergy Adjusted FY + 1 EPS, Consideration/TBV and Core Deposit Premium per share indicated below, reflecting the 25th and 75th percentiles of the Consideration/FY + 1 EPS, Consideration/Synergy Adjusted FY + 1 EPS, Consideration/TBV and Core Deposit Premium multiples calculated by Goldman Sachs for the selected transactions, to the estimated EPS for 2017 for PrivateBancorp on a stand-alone basis as reflected in the PrivateBancorp Financial Forecasts, TBV per share as of December 31, 2016 for PrivateBancorp and core deposits as of December 31, 2016, as provided by



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PrivateBancorp management, to derive ranges of illustrative values per share of PrivateBancorp common stock as listed below:

	<b>Indicative Range</b>	<b>Range of Illustrative Values per Share of PrivateBancorp</b>
Consideration/FY + 1 EPS	16.0x - 19.5x	\$50.24 - \$61.23
Consideration/Synergy Adjusted FY + 1 EPS	9.0x - 15.5x	\$29.34 - \$50.53
Consideration/TBV per share	1.8x - 2.3x	\$39.98 - \$51.41
Core Deposit Premium	7.0% - 16.0%	\$35.58 - \$51.96

Although none of the target companies in the selected transactions are directly comparable to PrivateBancorp and none of the selected transactions are directly comparable to the proposed transaction, the selected transactions were chosen because the target companies were publicly traded companies with operations that for purposes of analysis may be considered similar to certain operations of PrivateBancorp, and as such, for purposes of the analysis, the selected transactions may be considered similar to the proposed transaction.

*CIBC Selected Companies Analyses*

Goldman Sachs reviewed and compared certain financial information for CIBC to corresponding financial information and public market multiples for selected publicly traded companies in the Canadian banking industry.

Goldman Sachs calculated and compared with respect to CIBC and each of the selected companies its closing price per share as of March 27, 2017, on the New York Stock Exchange (except National Bank of Canada, for which the closing share price on the Toronto Stock Exchange was used a translated into US dollars at C\$/US\$ rate of 0.747):

as a multiple of estimated cash EPS for the next twelve months, or the "NTM period" on a time weighted basis, as a multiple of estimated cash EPS for fiscal year 2017 and as a multiple of estimated cash EPS for fiscal year 2018; and

as a multiple of its SBV per share and TBV per share as of its most recently completed fiscal quarter for which SBV per share and TBV per share information was publicly available as of March 27, 2017.

For purposes of its calculations, Goldman Sachs used NTM period, fiscal year 2017 and fiscal year 2018 cash EPS estimates for the selected companies and CIBC reflecting the most recent median EPS estimates for such companies published by IBES as of March 27, 2017. Goldman Sachs used SBV per share and TBV per share information for the selected companies and CIBC as publicly disclosed.

The names of the selected publicly traded companies reviewed by Goldman Sachs and the multiples calculated by Goldman Sachs for each selected company is listed below.

<b>Company</b>	<b>Price/NTM Period EPS</b>	<b>Price/ 2017E EPS</b>	<b>Price/ 2018E EPS</b>	<b>Price/SBV per share</b>	<b>Price/TBV per share</b>
Bank of Montreal	12.2x	12.5x	11.8x	1.7x	2.1x
National Bank of Canada	10.5x	10.7x	10.2x	1.9x	2.5x
Royal Bank of Canada	12.9x	13.2x	12.5x	2.2x	2.9x
The Toronto-Dominion Bank	12.1x	12.4x	11.7x	1.8x	2.5x
The Bank of Nova Scotia	11.8x	12.2x	11.4x	1.8x	2.3x

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The multiples calculated by Goldman Sachs for CIBC and the median of the multiples calculated by Goldman Sachs for the selected companies are listed below:

	CIBC	Selected Companies (Median)
Price/NTM Period Cash EPS	10.7x	12.1x
Price/FY 2017E Cash EPS	10.8x	12.4x
Price/FY 2018E Cash EPS	10.5x	11.7x
Price/SBV per share	2.0x	1.8x
Price/TBV per share	2.3x	2.5x

Although none of the selected companies are directly comparable to CIBC, the included companies were chosen because they are publicly traded companies with operations that for purposes of analysis may be considered similar to certain operations of CIBC.

*Illustrative Present Value of Future Stock Price Analyses for CIBC on Stand-Alone and Pro-Forma Bases*

Goldman Sachs performed an illustrative analysis of the implied present value of the future value per share of CIBC common shares on a stand-alone basis and on a pro-forma basis giving effect to the proposed transaction.

Goldman Sachs derived a range of theoretical future values per share for CIBC common shares on a stand-alone basis as of October 31, 2017, 2018 and 2019, by applying illustrative price to EPS multiples of 10.5x and 11.5x to the estimates of CIBC's cash EPS for the fiscal years ending October 31, 2018, 2019 and 2020, respectively, reflected in the CIBC Forecasts. By applying a discount rate of 9.0%, reflecting an estimate of CIBC's cost of equity on a stand-alone basis, derived by application of the Capital Asset Pricing Model, which incorporates certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States and, in the case of CIBC, Canadian markets generally, Goldman Sachs discounted to present value as of January 31, 2017 both the theoretical future values per share it derived for CIBC on a stand-alone basis and the estimated dividends to be paid per CIBC common share on a stand-alone basis through the end of the applicable year as reflected in the CIBC Forecasts to yield illustrative present values per CIBC common share on a stand-alone basis ranging from \$85.79 to \$95.38.

Goldman Sachs also derived a range of theoretical future values per share for CIBC common shares on a pro-forma basis (giving effect to the proposed transaction) as of October 31, 2017, 2018 and 2019, by applying illustrative price to cash EPS multiples of 11.0x and 12.0x to the estimates of CIBC's cash EPS for the fiscal years ending October 31, 2018, 2019 and 2020, respectively, reflected in the CIBC Pro-Forma Forecasts. By applying a discount rate of 9.25%, reflecting an estimate of CIBC's cost of equity on a pro-forma basis, derived by application of the Capital Asset Pricing Model, which incorporates certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States and, in the case of CIBC on a pro-forma basis, Canadian markets generally, Goldman Sachs discounted to present value as of January 31, 2017 both the theoretical future values per share it derived for CIBC on a pro-forma basis and the estimated dividends to be paid per CIBC common share on a pro-forma basis through the end of the applicable year as reflected in the CIBC Pro-Forma Forecasts to yield illustrative present values per common share of CIBC on a pro-forma basis ranging from \$88.93 to \$98.81.

Goldman Sachs multiplied this range of illustrative present values per CIBC common share on a pro-forma basis by an illustrative transaction exchange ratio of 0.4176 and added to the result \$24.20, the per share cash merger consideration, to derive a range of illustrative present values for the merger consideration of \$61.34 to \$65.46 per share of common stock of PrivateBancorp.

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*Illustrative Discounted Dividend Analyses for CIBC on Stand-Alone and Pro-Forma Bases*

Using the CIBC Forecasts, Goldman Sachs performed illustrative discounted dividend analyses on CIBC on stand-alone and pro-forma bases to derive ranges of illustrative present values per share of CIBC common shares on stand-alone and pro-forma bases.

Using discount rates ranging from 8.0% to 10.0%, reflecting estimates of the cost of equity for CIBC on a stand-alone basis, derived by application of the Capital Asset Pricing Model, which incorporates certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States and, in the case of CIBC, Canadian markets generally, Goldman Sachs derived a range of illustrative equity values for CIBC on a stand-alone basis by discounting to present value as of January 31, 2017, (a) the estimated dividends to be paid by CIBC to its shareholders over the period beginning February 1, 2017, through the end of CIBC's fiscal year ending October 31, 2021, as reflected in the CIBC Forecasts and assuming CIBC maintaining Tier 1 Leverage ratios ranging from 3.5% to 4.5%, and (b) a range of illustrative terminal values for CIBC on a stand-alone basis as of October 31, 2021, calculated by applying illustrative price to cash EPS multiples ranging from 10.5x to 11.5x to the estimate of CIBC's cash EPS for its fiscal year ending October 31, 2022, reflected in the CIBC Forecasts. Goldman Sachs then divided the range of illustrative equity values it derived for CIBC on a stand-alone basis by the total number of fully diluted CIBC common shares outstanding as provided by PrivateBancorp management, to derive illustrative present values per common share of CIBC on a stand-alone basis ranging from \$94.78 to \$113.65.

Using discount rates ranging from 8.25% to 10.25%, reflecting estimates of the cost of equity for CIBC on a pro-forma basis (giving effect to the proposed transaction), derived by application of the Capital Asset Pricing Model, which incorporates certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States and, in the case of CIBC on a pro-forma basis, Canadian markets generally, Goldman Sachs derived a range of illustrative equity values for CIBC on a pro-forma basis by discounting to present value as of January 31, 2017, (a) the estimated dividends to be paid by CIBC to the CIBC shareholders and the estimated cash infusion to be made into CIBC over the period beginning February 1, 2017, through the end of CIBC's fiscal year ending October 31, 2021, as well as the dividends and estimated cash infusions that would be made into PrivateBancorp as reflected in the CIBC Forecasts for the period until closing of the proposed transaction (assumed, for illustrative purposes to occur in the third quarter of CIBC's fiscal year ended October 31, 2017) and the CIBC Pro-Forma Forecasts for the periods thereafter and on CIBC maintaining Tier 1 Leverage ratios ranging from 3.5% to 4.5%, and (b) a range of illustrative terminal values for CIBC on a pro-forma basis as of October 31, 2021, calculated by applying illustrative price to cash EPS multiples ranging from 11.0x to 12.0x to the estimate of CIBC's cash EPS for its fiscal year ending October 31, 2022, reflected in the CIBC Pro-Forma Forecasts. Goldman Sachs then divided the range of illustrative equity values it derived for CIBC on a pro-forma basis by the total number of fully diluted CIBC common shares outstanding, increased by the number of CIBC common shares anticipated to be issued in the proposed transaction, as provided by PrivateBancorp management, to derive illustrative present values per common share of CIBC on a pro-forma basis ranging from \$95.55 to \$113.63.

Goldman Sachs multiplied this range of illustrative present values per common share of CIBC on a pro-forma basis by an illustrative transaction exchange ratio of 0.4176 and added to the result \$24.20, the per share cash merger consideration, to derive a range of illustrative present values for the merger consideration of \$64.10 to \$71.65 per share of PrivateBancorp common stock.

*Regression Analysis for CIBC*

Goldman Sachs performed a regression analysis using the price/TBV per share multiples for the selected companies calculated by Goldman Sachs as summarized under " *CIBC Selected Companies*



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*Analyses for PrivateBancorp on a Stand-alone Basis*" above compared to the estimated fiscal year 2018 return on average tangible common equity, or the "FY 2018E ROATCE," for the selected companies using the median estimates for such companies published by IBES as of March 27, 2017, to derive a regression line reflecting a range of Price/TBV per share multiples at a range of FY 2018E ROATCEs for the selected companies. The FY 2018E ROATCE for CIBC on a stand-alone basis, as reflected in the CIBC Forecasts yielded a regression implied price per common share of CIBC of \$97.25. The FY 2018E ROATCE for CIBC on a pro-forma basis as reflected in the CIBC Pro-Forma Forecasts yielded a regression implied price per common share of CIBC of \$100.16 as of closing of the proposed transaction (assumed for illustrative purposes to occur in the third quarter of CIBC's fiscal year ended October 31, 2017) corresponding to a Price/TBV per share multiple of 2.7x on the regression line. Goldman Sachs applied illustrative Price/TBV per share multiples ranging from plus or minus one standard deviation from the 2.7x Price/TBV per share multiple on the regression line, to TBV per share of CIBC on a pro-forma basis as of closing of the proposed transaction as reflected in the CIBC Pro-Forma Forecasts and discounted the result to present value as of January 31, 2017, using a discount rate of 9.25%, reflecting an estimate of CIBC's cost of equity on a pro-forma basis, derived by application of the Capital Asset Pricing Model, which incorporates certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States and, in the case of CIBC on a pro-forma basis, Canadian markets generally, to derive regression implied present values per common share of CIBC on a pro-forma basis ranging from \$90.54 to \$103.76.

Goldman Sachs multiplied this range of regression implied present values per common share of CIBC on a pro-forma basis by an illustrative transaction exchange ratio of 0.4176 and added to the result \$24.20, the per share cash merger consideration, to derive a range of illustrative implied present values for the merger consideration of \$62.01 to \$67.53 per share of PrivateBancorp common stock.

In addition, Goldman Sachs applied illustrative Price/TBV per share multiples ranging from plus or minus one standard deviation from the 2.7x Price/TBV per share multiple taking into account a 10.7% constant discount to the regression line, to TBV per share of CIBC on a pro-forma basis as of closing of the proposed transaction as reflected in the CIBC Pro-Forma Forecasts and discounted the result to present value as of January 31, 2017, using a discount rate of 9.25%, reflecting an estimate of CIBC's cost of equity on a pro-forma basis, derived by application of the Capital Asset Pricing Model, which incorporates certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States and, in the case of CIBC on a pro-forma basis, Canadian markets generally, to derive regression implied present values per common share of CIBC on a pro-forma basis ranging from \$80.90 to \$92.70.

Goldman Sachs multiplied this range of regression implied present values per common share of CIBC on a pro-forma basis by an illustrative transaction exchange ratio of 0.4176 and added to the result \$24.20, the per share cash merger consideration, to derive a range of illustrative implied present values for the merger consideration of \$57.98 to \$62.91 per share of PrivateBancorp common stock.

*General*

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs' opinion. In arriving at its fairness determination, Goldman Sachs considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the above analyses as a comparison is directly comparable to PrivateBancorp or CIBC or the proposed transaction.

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Goldman Sachs prepared these analyses for purposes of providing its opinion to the board of directors of PrivateBancorp that, as of March 30, 2017, the date of its written opinion, and based upon and subject to the factors and assumptions set forth in Goldman Sachs' written opinion, the merger consideration to be paid to the holders (other than CIBC and its affiliates) of the shares of PrivateBancorp common stock pursuant to the amended merger agreement was fair from a financial point of view to such holders. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon projections of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of PrivateBancorp, Goldman Sachs or any other person assumes responsibility if future results are materially different from those forecasted.

The merger consideration to be paid to the holders of the shares of PrivateBancorp common stock pursuant to the amended merger agreement was determined through arm's-length negotiations between PrivateBancorp and CIBC and was approved by the board of directors of PrivateBancorp. Goldman Sachs provided advice to PrivateBancorp during these negotiations. Goldman Sachs did not, however, recommend any specific amount of consideration to PrivateBancorp or that any specific amount of consideration constituted the only appropriate consideration for the proposed merger.

As described above, Goldman Sachs' opinion was one of many factors taken into consideration by the board of directors of PrivateBancorp in considering the proposed transaction. The foregoing summary does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with the delivery of its fairness opinion to the board of directors of PrivateBancorp and is qualified in its entirety by reference to the written opinion of Goldman Sachs attached as Appendix C to this proxy statement/prospectus.

Goldman Sachs and its affiliates are engaged in advisory, underwriting and financing, principal investing, sales and trading, research, investment management and other financial and non-financial activities and services for various persons and entities. Goldman Sachs and its affiliates and employees, and funds or other entities they manage or in which they invest or have other economic interests or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of PrivateBancorp, CIBC and any of their respective affiliates and third parties, or any currency or commodity that may be involved in the transaction contemplated by the amended merger agreement. Goldman Sachs acted as financial advisor to PrivateBancorp in connection with, and participated in certain of the negotiations leading to, the proposed transaction. Goldman Sachs has provided certain financial advisory and/or underwriting services to PrivateBancorp and/or its affiliates from time to time. In addition, Goldman Sachs has provided certain financial advisory and/or underwriting services to CIBC and/or its affiliates from time to time for which its Investment Banking Division has received, and may receive compensation, which compensation, during the two year period ended March 30, 2017, the date of execution of the amendment to the original merger agreement, was less than \$25,000. Goldman Sachs may also in the future provide financial advisory and/or underwriting services to PrivateBancorp, CIBC and their respective affiliates for which its investment banking division may receive compensation.

PrivateBancorp selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the proposed transaction. Pursuant to an engagement letter between PrivateBancorp and Goldman Sachs, PrivateBancorp has agreed to pay Goldman Sachs a transaction fee that is estimated, based on information that is available as of the date of announcement, of approximately \$39.5 million, \$5.0 million of which was paid at the announcement of the proposed transaction, and the remainder of which is contingent upon consummation of the proposed transaction. In addition, PrivateBancorp

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agreed to reimburse Goldman Sachs for certain of its expenses, including reasonable attorneys' fees and disbursements, and to indemnify Goldman Sachs and related persons against various liabilities, including certain liabilities under the federal securities laws. During the two year period ended March 30, 2017, the date of the execution of the amendment to the original merger agreement, the Investment Banking Division of Goldman Sachs has not been engaged by PrivateBancorp or its affiliates to provide financial advisory or underwriting services for which Goldman Sachs has received compensation.

*Opinion of Sandler*

On June 21, 2016, the board of directors of PrivateBancorp retained Sandler to prepare and render to the board, in connection with its consideration of the initially proposed merger, an opinion as to whether the merger consideration was fair to the holders of PrivateBancorp common stock from a financial point of view. On March 23, 2017, the board of directors of PrivateBancorp retained Sandler to prepare and render to the board, in connection with its consideration of the proposed amended merger, an opinion as to whether the merger consideration was fair to the holders of PrivateBancorp common stock from a financial point of view.

PrivateBancorp selected Sandler because Sandler is a nationally recognized investment banking firm whose principal business specialty is financial institutions. In the ordinary course of its investment banking business, Sandler is regularly engaged in the valuation of financial institutions and their securities in connection with mergers and acquisitions and other corporate transactions.

At the meeting of the board of directors of PrivateBancorp held to evaluate the proposed amended merger, Sandler rendered to the board of directors of PrivateBancorp its oral opinion, subsequently confirmed in writing, to the effect that, as of March 29, 2017, the date of its written opinion, and based upon and subject to the factors set forth in Sandler's written opinion, the merger consideration consisting of \$24.20 in cash and 0.4176 common shares of CIBC was fair to the holders of PrivateBancorp common stock from a financial point of view. The full text of Sandler's opinion, dated March 29, 2017, is attached as Appendix D to this proxy statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sandler in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the full text of the opinion. Holders of PrivateBancorp common stock are urged to read the entire opinion carefully in connection with their consideration of the proposed merger.

Sandler's opinion speaks only as of March 29, 2017, the date of the opinion. The opinion was directed to the board of directors of PrivateBancorp in connection with its consideration of the amended merger agreement and the proposed merger and is directed only to the fairness, from a financial point of view, of the merger consideration to the holders of PrivateBancorp common stock. Sandler's opinion does not constitute a recommendation to any holder of PrivateBancorp common stock as to how such holder of PrivateBancorp common stock should vote at any meeting of stockholders called to consider and vote upon the adoption of the amended merger agreement and approval of the merger. It does not address the underlying business decision of PrivateBancorp to engage in the merger, the form or structure of the merger or other transactions contemplated in the amended merger agreement, the relative merits of the merger as compared to any other alternative business strategies that might exist for PrivateBancorp or the effect of any other transaction in which PrivateBancorp might engage, or the fairness of the merger to any other class of securities, creditor or other constituency of PrivateBancorp. Sandler also did not express any opinion as to the fairness of the amount or nature of the compensation to be received in the merger or other transactions contemplated by the amended merger agreement by any PrivateBancorp or CIBC officer, director, or employee, or any class of such persons, if any, relative to the merger consideration to be received by any other

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stockholder of PrivateBancorp. Sandler's opinion was approved by Sandler's fairness opinion committee.

In connection with rendering its opinion, Sandler reviewed and considered, among other things:

the June 29 merger agreement, as well as a draft amendment, dated as of March 17, 2017, including certain adjustments to the terms of the amendment, as provided by and discussed with the senior management of PrivateBancorp;

certain publicly available financial statements and other historical financial information of PrivateBancorp that Sandler deemed relevant;

certain publicly available financial statements and other historical financial information of CIBC that Sandler deemed relevant;

internal financial projections for PrivateBancorp for the years ending December 31, 2017 through December 31, 2022, as prepared and provided by the senior management of PrivateBancorp;

publicly available mean and median analyst earnings per share estimates for PrivateBancorp for the years ending December 31, 2017 and December 31, 2018;

financial projections for CIBC for the fiscal years ending October 31, 2017 through October 31, 2022, as provided by the senior management of PrivateBancorp;

publicly available mean and median analyst earnings per share estimates for CIBC for the years ending October 31, 2017 and October 31, 2018;

the pro forma financial impact of the merger on CIBC based on certain assumptions relating to transaction expenses, purchase accounting adjustments, a core deposit intangible asset and cost savings, as provided by the senior management of PrivateBancorp;

the publicly reported historical price and trading activity for PrivateBancorp common stock and CIBC common shares, including a comparison of certain stock market information for PrivateBancorp common stock and CIBC common shares and certain stock indices as well as publicly available information for certain other similar companies, the securities of which are publicly traded;

a comparison of certain financial information for PrivateBancorp and CIBC with similar institutions for which information is publicly available;

the financial terms of certain recent business combinations in the banking industry (on a regional and nationwide basis), to the extent publicly available;

the current market environment generally and the commercial banking environment in particular; and

such other information, financial studies, analyses and investigations and financial, economic and market criteria as Sandler considered relevant.

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Sandler also discussed with certain members of the senior management of PrivateBancorp the business, financial condition, results of operations and prospects of PrivateBancorp and held similar discussions with certain members of senior management of CIBC regarding publicly available information pertaining to the business, financial condition, results of operations and prospects of CIBC.

In performing its review, Sandler relied upon the accuracy and completeness of all of the financial and other information that was available to and reviewed by Sandler from public sources, that was provided to Sandler by PrivateBancorp or CIBC or their respective representatives, or that was otherwise reviewed by Sandler and Sandler assumed such accuracy and completeness for purposes of

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rendering its opinion, without any independent verification or investigation. Sandler further relied on the assurances of the respective managements of PrivateBancorp and CIBC that they were not aware of any facts or circumstances that would make any of such information inaccurate or misleading. Sandler was not asked to undertake, and did not undertake, an independent verification of any of such information and Sandler did not assume any responsibility or liability for the accuracy or completeness thereof. Sandler did not make an independent evaluation or perform an appraisal of the specific assets, the collateral securing assets or the liabilities (contingent or otherwise) of PrivateBancorp or CIBC, or any of their respective subsidiaries, and Sandler was not furnished with any such evaluations or appraisals. Sandler did not render any opinion or evaluation on the collectability of any assets or the future performance of any loans of PrivateBancorp or CIBC or any of their respective subsidiaries. Sandler did not make an independent evaluation of the adequacy of the allowance for loan losses of PrivateBancorp or CIBC, or the combined entity after the merger, and did not review any individual credit files relating to PrivateBancorp or CIBC or any of their respective subsidiaries. Sandler assumed, with PrivateBancorp's consent, that the respective allowances for loan losses for both PrivateBancorp and CIBC were adequate to cover such losses and will be adequate on a pro forma basis for the combined entity.

In preparing its analyses, Sandler used internal financial projections for PrivateBancorp for the years ending December 31, 2017 through December 31, 2022, as prepared and provided by the senior management of PrivateBancorp. In addition, in preparing its analyses Sandler used internal financial projections for CIBC for the fiscal years ending October 31, 2017 through October 31, 2022, as provided by the senior management of PrivateBancorp. Sandler also received and used in its pro forma analyses certain assumptions relating to transaction expenses, purchase accounting adjustments, a core deposit intangible asset and cost savings, as provided by the senior management of PrivateBancorp. With respect to the foregoing information, the management of PrivateBancorp confirmed to Sandler that such information reflected the best currently available projections, estimates and judgment of senior management of the future financial performance of PrivateBancorp and CIBC, as applicable, and Sandler assumed that such performance would be achieved. Sandler expressed no opinion as to such projections, estimates or judgments, or the assumptions on which they are based. Sandler also assumed that there has been no material change in PrivateBancorp's or CIBC's assets, financial condition, results of operations, business or prospects since the date of the most recent financial statements made available to Sandler. Sandler assumed in all respects material to its analysis that PrivateBancorp and CIBC will remain as going concerns for all periods relevant to its analyses.

Sandler also assumed, with PrivateBancorp's consent, that (i) each of the parties to the amended merger agreement will comply in all material respects with all material terms and conditions of the amended merger agreement and all related agreements, that all of the representations and warranties contained in such agreements are true and correct in all material respects, that the parties to such agreements will perform in all material respects all of the covenants and other obligations required to be performed by such party under such agreements and that the conditions precedent in such agreements are not and will not be waived, (ii) in the course of obtaining the necessary regulatory or third party approvals, consents and releases with respect to the proposed merger, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on PrivateBancorp, CIBC or the benefits contemplated by the merger or any related transaction, and (iii) the proposed merger and any related transaction will be consummated in accordance with the terms of the amended merger agreement without any waiver, modification or amendment of any material term, condition or agreement thereof and in compliance with all applicable laws and other requirements. Sandler expressed no opinion as to any of the legal, accounting or tax matters relating to the proposed merger or any other transactions contemplated in connection therewith.

Sandler's analyses and opinion are necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to Sandler as of, March 29, 2017, the

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date of its opinion. Events occurring after such date could materially affect Sandler's opinion. Sandler has not undertaken to update, revise, reaffirm or withdraw its opinion or otherwise comment upon events occurring after the date of its opinion. Sandler expressed no opinion as to the trading values of PrivateBancorp common stock or CIBC common shares at any time or what the value of CIBC common shares would be once it is actually received by the holders of PrivateBancorp common stock.

In rendering its opinion, Sandler performed a variety of financial analyses. The summary below is not a complete description of all the analyses underlying Sandler's opinion or the presentation made by Sandler to the board of directors of PrivateBancorp, but is a summary of the material analyses performed and presented by Sandler. The summary includes information presented in tabular format. In order to fully understand the financial analyses, these tables must be read together with the accompanying text. The tables alone do not constitute a complete description of the financial analyses. The preparation of a fairness opinion is a complex process involving subjective judgments as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. The process, therefore, is not necessarily susceptible to a partial analysis or summary description. Sandler believes that its analyses must be considered as a whole and that selecting portions of the factors and analyses to be considered without considering all factors and analyses, or attempting to ascribe relative weights to some or all such factors and analyses, could create an incomplete view of the evaluation process underlying its opinion. Also, no company included in Sandler's comparative analyses described below is identical to PrivateBancorp or CIBC and no transaction is identical to the proposed merger. Accordingly, an analysis of comparable companies or transactions involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and other factors that could affect the public trading values or merger transaction values, as the case may be, of PrivateBancorp and CIBC and the companies to which they were compared. In arriving at its opinion, Sandler did not attribute any particular weight to any analysis or factor that it considered. Rather, Sandler made qualitative judgments as to the significance and relevance of each analysis and factor. Sandler did not form an opinion as to whether any individual analysis or factor (positive or negative) considered in isolation supported or failed to support its opinion; rather, Sandler made its determination as to the fairness of the merger consideration to the holders of PrivateBancorp common stock on the basis of its experience and professional judgment after considering the results of all its analyses taken as a whole.

In performing its analyses, Sandler also made numerous assumptions with respect to industry performance, business and economic conditions and various other matters, many of which cannot be predicted and are beyond the control of PrivateBancorp, CIBC, and Sandler. The analyses performed by Sandler are not necessarily indicative of actual values or future results, both of which may be significantly more or less favorable than suggested by such analyses. Sandler prepared its analyses solely for purposes of rendering its opinion and provided such analyses to the board of directors of PrivateBancorp at its March 29, 2017 meeting. Estimates on the values of companies do not purport to be appraisals or necessarily reflect the prices at which companies or their securities may actually be sold. Such estimates are inherently subject to uncertainty and actual values may be materially different. Accordingly, Sandler's analyses do not necessarily reflect the value of PrivateBancorp common stock or the prices at which PrivateBancorp or CIBC common shares may be sold at any time. The analyses of Sandler and its opinion were among a number of factors taken into consideration by the board of directors of PrivateBancorp in making its determination to approve the amended merger agreement and the analyses described below should not be viewed as determinative of the decision of the board of directors of PrivateBancorp or senior management with respect to the fairness of the merger.

*Summary of Proposed Merger Consideration and Implied Transaction Metrics*

Sandler reviewed the financial terms of the proposed merger. Pursuant to the terms of the amended merger agreement, upon the effective time of the merger, each share of PrivateBancorp

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common stock issued and outstanding immediately prior to the effective time, other than certain shares as specified in the amended merger agreement, will be converted into the right to receive, without interest, merger consideration consisting of 0.4176 CIBC common shares and \$24.20 in cash. For purposes of this analysis, Sandler utilized a transaction value (inclusive of the value of consideration to holders of in-the-money options, restricted stock awards, restricted stock units and performance stock units, in each case that were expected by PrivateBancorp management to be vested upon closing of the proposed merger) of approximately \$4.95 billion(1), or a transaction price per share of approximately \$60.50. Based upon financial information for PrivateBancorp as of December 31, 2016 or for the twelve months ended December 31, 2016, or LTM, (unless otherwise indicated), Sandler calculated the following implied transaction metrics.

Transaction Price / LTM Earnings Per Share	23.5x
Transaction Price / Median Analyst 2017E Earnings Per Share	20.5x
Transaction Price / Median Analyst 2018E Earnings Per Share	18.0x
Transaction Price / December 31, 2016 Book Value Per Share	252%
Transaction Price / December 31, 2016 Tangible Book Value Per Share	265%
Tangible Book Premium / Core Deposits(2)	23.4%
1-Day Market Premium as of March 27, 2017	7.6%

- (1) Consideration of \$4,826,023,653 to the holders of PrivateBancorp common stock outstanding as of February 28, 2017 (excluding restricted stock awards not expected by PrivateBancorp management to be vested upon closing the proposed merger), \$82,703,890 to the holders of PrivateBancorp in-the-money stock options with a weighted average strike price of \$22.08 expected by PrivateBancorp management to be vested upon closing of the proposed merger, \$20,358,855 to the holders of restricted stock units that were expected by PrivateBancorp management to be vested upon closing of the proposed merger, \$16,293,558 to the holders of performance stock units that were expected by PrivateBancorp management to be vested upon closing of the proposed merger.
- (2) Tangible Book Premium to Core Deposits calculated as (transaction value - tangible common equity)/(core deposits); core deposits was defined as total deposits less time deposit accounts with a balance of at least \$100,000 and foreign deposits.

*Stock Trading History*

Sandler reviewed the historical publicly reported trading prices of PrivateBancorp common stock and CIBC common shares for the three-year period ended March 27, 2017. Sandler then compared the relationship between the movements in the price of PrivateBancorp common stock and CIBC common shares, respectively, to movements in their respective peer groups (as described below under " *Comparable Company Analyses* ") as well as certain stock indices.

**PrivateBancorp Three-Year Stock Performance**

	<b>Beginning Value</b>	<b>Ending Value</b>
	<b>March 27, 2014</b>	<b>March 27, 2017</b>
PrivateBancorp	100%	190.8%
S&P 500 Index	100%	126.6%
NASDAQ Bank Index	100%	138.2%
PrivateBancorp Peers	100%	125.6%



Table of Contents**CIBC Three-Year Stock Performance**

	<b>Beginning Value</b>	<b>Ending Value</b>
	<b>March 27, 2014</b>	<b>March 27, 2017</b>
CIBC	100%	123.1%
CIBC Canadian Peers	100%	129.2%
S&P TSX Composite Index	100%	109.4%
CIBC Peers	100%	114.0%

*Comparable Company Analyses*

Sandler used publicly available information to compare selected financial information for PrivateBancorp with a group of financial institutions selected by Sandler. The PrivateBancorp peer group included 26 nationwide banks whose securities are publicly traded on major United States exchanges with assets between \$12.0 billion and \$26.0 billion, excluding targets of announced merger transactions and banks not in the continental United States.

The analysis compared publicly available financial information for PrivateBancorp with corresponding data for the PrivateBancorp peer group as of or for the twelve months ended December 31, 2016, with pricing data as of March 27, 2017. The tables below set forth the data for PrivateBancorp and the names and certain data, including certain high, low, mean, and median data, for the PrivateBancorp peer group. Certain financial data prepared by Sandler, as referenced in the table presented below, may not correspond to the data presented in PrivateBancorp's historical financial statements, as a result of the different periods, assumptions and methods used by Sander to compute the financial data presented.

<b>Company</b>	<b>Total Assets (\$ millions)</b>	<b>Market Capitalization (\$ millions)</b>	<b>Stock Price/Tangible Book Value</b>	<b>Stock Price/Book Value</b>	<b>Stock Price/Earnings Per Share</b>	<b>Stock Price/2017E EPS</b>	<b>Stock Price/2018E EPS</b>	<b>LTM Return on Assets</b>	<b>LTM Return on Tangible Equity</b>	<b>LTM Net Interest Margin</b>
BancorpSouth, Inc.	\$ 14,724	\$ 2,746	196%	159%	20.8x	18.1x	15.4x	0.93%	9.7%	3.52%
Bank of the Ozarks, Inc.	\$ 18,890	\$ 6,058	292%	216%	19.3x	16.3x	13.7x	1.89%	16.2%	4.92%
Cathay General Bancorp	\$ 14,521	\$ 2,898	199%	160%	16.6x	16.0x	14.0x	1.31%	12.6%	3.38%
Chemical Financial Corporation	\$ 17,355	\$ 3,504	244%	135%	22.7x	15.8x	14.3x	0.90%	12.2%	3.60%
Commerce Bancshares, Inc.	\$ 25,641	\$ 5,567	252%	236%	21.0x	19.5x	18.2x	1.13%	12.0%	3.04%
F.N.B. Corporation	\$ 21,845	\$ 4,660	221%	124%	18.5x	14.4x	12.8x	0.83%	12.8%	3.38%
Fulton Financial Corporation	\$ 18,944	\$ 3,047	192%	144%	18.8x	17.3x	15.4x	0.88%	10.3%	3.18%
Hancock Holding Company	\$ 23,975	\$ 3,684	183%	135%	23.3x	16.1x	14.3x	0.64%	9.1%	3.23%
Hilltop Holdings, Inc.	\$ 12,738	\$ 2,592	165%	139%	17.8x	15.2x	13.6x	1.21%	10.2%	3.76%
Hope Bancorp, Inc.	\$ 13,442	\$ 2,526	184%	136%	17.0x	14.2x	12.6x	1.10%	10.5%	3.75%
IBERIABANK Corporation	\$ 21,659	\$ 3,856	165%	121%	17.6x	17.2x	13.4x	0.92%	10.3%	3.56%
MB Financial, Inc.	\$ 19,302	\$ 3,484	245%	141%	19.5x	16.0x	14.2x	1.03%	13.1%	3.73%
Old National Bancorp	\$ 14,860	\$ 2,247	200%	124%	15.8x	15.7x	14.8x	0.98%	13.6%	3.58%
PacWest Bancorp	\$ 21,870	\$ 6,176	272%	138%	17.5x	16.9x	15.1x	1.66%	15.8%	5.40%
Prosperity Bancshares, Inc.	\$ 22,331	\$ 4,702	277%	129%	17.2x	16.7x	15.6x	1.25%	17.3%	3.35%
Sterling Bancorp	\$ 14,178	\$ 3,179	290%	171%	21.9x	17.6x	14.2x	1.09%	15.2%	3.53%
TCF Financial Corporation	\$ 21,441	\$ 2,704	140%	125%	13.8x	13.0x	11.4x	1.05%	10.3%	4.34%
Texas Capital Bancshares, Inc.	\$ 21,697	\$ 3,967	215%	213%	25.7x	19.6x	16.3x	0.74%	9.4%	3.11%
Trustmark Corporation	\$ 13,352	\$ 2,108	184%	137%	19.3x	17.2x	15.8x	0.84%	10.0%	3.53%
UMB Financial Corporation	\$ 20,683	\$ 3,645	214%	185%	22.7x	20.0x	17.9x	0.81%	9.7%	2.88%
Umpqua Holdings Corporation	\$ 24,813	\$ 3,801	182%	97%	16.4x	15.5x	13.8x	0.97%	11.5%	4.04%
United Bankshares, Inc.	\$ 14,509	\$ 3,285	244%	147%	20.4x	19.4x	17.7x	1.10%	13.7%	3.60%
Valley National Bancorp	\$ 22,864	\$ 3,031	198%	134%	18.2x	16.4x	14.7x	0.76%	11.6%	3.16%
Washington Federal, Inc.	\$ 14,874	\$ 2,907	171%	145%	17.4x	17.6x	16.4x	1.15%	10.2%	3.07%
Western Alliance Bancorporation	\$ 17,201	\$ 4,933	309%	260%	18.7x	15.8x	13.8x	1.61%	17.8%	4.58%
Wintrust Financial Corporation	\$ 25,669	\$ 3,526	182%	143%	18.4x	17.1x	15.4x	0.85%	10.9%	3.26%



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Company	LTM Efficiency Ratio	Tangible Common Equity/ Assets		Tier 1 Leverage Ratio	Total Risk Based Capital Ratio	Allowance for Loan and Loss Reserve/ Gross Loans	Non-Performing Assets/ Total Assets(1)	Net Charge Offs/ Loans	LTM Current Dividend Yield	LTM Dividend Payout Ratio
		Ratio	Ratio							
BancorpSouth, Inc.	68.7%	9.73%	10.32%	12.23%	13.38%	1.13%	0.72%	0.12%	1.7%	31.9%
Bank of the Ozarks, Inc.	33.7%	11.40%	11.99%	9.99%	11.99%	0.53%	0.31%	0.09%	1.4%	24.4%
Cathay General Bancorp	50.0%	10.28%	11.57%	12.84%	14.97%	1.06%	0.98%	(0.04)%	2.3%	34.2%
Chemical Financial Corporation	54.6%	8.70%	8.96%	10.74%	11.50%	0.60%	0.71%	0.06%	2.2%	48.8%
Commerce Bancshares, Inc.	60.5%	8.66%	9.55%	11.62%	13.32%	1.16%	0.25%	0.27%	1.6%	32.8%
F.N.B. Corporation	55.2%	6.64%	7.70%	9.23%	12.00%	1.06%	0.62%	0.31%	3.3%	61.5%
Fulton Financial Corporation	66.9%	8.63%	9.00%	10.43%	13.22%	1.15%	1.01%	(0.03)%	2.5%	44.1%
Hancock Holding Company	62.7%	8.64%	9.56%	11.26%	13.21%	1.37%	1.57%	0.50%	2.2%	51.3%
Hilltop Holdings, Inc.	82.3%	12.65%	13.51%	18.30%	19.34%	0.69%	0.25%	0.17%	0.9%	4.1%
Hope Bancorp, Inc.	47.1%	10.60%	11.49%	12.10%	13.64%	0.75%	0.84%	0.05%	2.6%	40.9%
IBERIABANK Corporation	60.5%	9.82%	10.86%	11.84%	14.13%	0.95%	1.63%	0.20%	1.9%	32.6%
MB Financial, Inc.	64.1%	7.67%	8.38%	8.72%	11.63%	1.03%	0.58%	0.10%	1.8%	34.7%
Old National Bancorp	66.5%	7.92%	8.43%	11.51%	12.18%	0.55%	1.11%	(0.00)%	3.1%	49.5%
PacWest Bancorp	39.6%	11.54%	11.91%	12.31%	15.56%	1.02%	1.11%	0.35%	3.9%	69.0%
Prosperity Bancshares, Inc.	40.6%	8.32%	8.68%	14.48%	15.20%	0.89%	0.21%	0.09%	2.0%	31.5%
Sterling Bancorp	45.8%	8.14%	8.95%	10.73%	12.73%	0.66%	0.72%	0.06%	1.2%	26.2%
TCF Financial Corporation	68.3%	9.13%	10.73%	10.24%	13.69%	0.88%	1.70%	0.26%	1.9%	26.1%
Texas Capital Bancshares, Inc.	54.7%	8.49%	9.34%	8.97%	12.48%	0.91%	0.86%	0.46%	0.0%	0.0%
Trustmark Corporation	67.3%	8.74%	9.90%	12.16%	13.59%	1.00%	0.84%	0.07%	3.0%	57.5%
UMB Financial Corporation	71.7%	8.32%	9.09%	11.80%	12.87%	0.87%	0.46%	0.24%	1.4%	30.7%
Umpqua Holdings Corporation	61.7%	9.10%	9.21%	11.47%	14.72%	0.75%	0.30%	0.29%	3.7%	61.0%
United Bankshares, Inc.	46.3%	9.90%	12.15%	12.18%	14.86%	0.70%	0.94%	0.22%	3.3%	66.3%
Valley National Bancorp	64.4%	6.99%	7.74%	9.27%	12.15%	0.66%	0.59%	0.00%	3.8%	69.8%
Washington Federal, Inc.	48.5%	11.68%	11.71%	17.94%	19.19%	1.16%	2.14%	(0.21)%	1.8%	29.9%
Western Alliance Bancorporation	43.0%	9.40%	9.93%	10.02%	13.19%	0.94%	0.82%	(0.03)%	0.0%	0.0%
Wintrust Financial Corporation	64.3%	7.65%	8.91%	8.64%	11.94%	0.61%	0.57%	0.06%	0.8%	13.1%

(1) Non-Performing Assets equal to nonaccrual loans and leases, renegotiated loans and leases, and real estate owned.

	PrivateBancorp	Peer Group High	Peer Group Low	Peer Group Mean	Peer Group Median
Total Assets (\$ millions)	\$ 20,054	\$ 25,669	\$ 12,738	\$ 18,976	\$ 19,123
Market Capitalization (\$ millions)	\$ 4,499	\$ 6,176	\$ 2,108	\$ 3,647	\$ 3,494
Stock Price / Tangible Book Value	246%	309%	140%	216%	200%
Stock Price / Book Value	234%	260%	97%	154%	140%
Stock Price / LTM Earnings Per Share	21.9x	25.7x	13.8x	19.1x	18.6x
Stock Price / 2017 Estimated Earnings Per Share	19.1x	20.0x	13.0x	16.7x	16.5x
Stock Price / 2018 Estimated Earnings Per Share	16.8x	18.2x	11.4x	14.8x	14.5x
LTM Return on Average Assets	1.13%	1.89%	0.64%	1.06%	1.01%
LTM Return on Average Tangible Common Equity	12.0%	17.8%	9.1%	12.2%	11.6%
LTM Net Interest Margin	3.30%	5.40%	2.88%	3.63%	3.53%
LTM Efficiency Ratio	49.1%	82.3%	33.7%	57.3%	60.5%

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Tangible Common Equity / Tangible Assets	9.14%	12.65%	6.64%	9.18%	8.72%
Leverage Ratio	10.28%	13.51%	7.70%	9.98%	9.56%
Tier 1 Common Ratio	9.83%	18.30%	8.64%	11.58%	11.49%
Total Risk Based Capital Ratio	12.49%	19.34%	11.50%	13.72%	13.27%
Allowance for Loan and Lease Loss Reserve / Gross Loans	1.26%	1.37%	0.53%	0.89%	0.90%
Non-Performing Assets / Total Assets(1)	0.80%	2.14%	0.21%	0.84%	0.77%
Net Charge Offs / Average Loans	0.02%	0.50%	(0.21)%	0.14%	0.09%
Current Dividend Yield	0.1%	3.9%	0.0%	2.1%	2.0%
LTM Dividend Payout Ratio	1.6%	69.8%	0.0%	37.4%	33.5%

(1) Non-Performing Assets equal to nonaccrual loans and leases, renegotiated loans and leases, and real estate owned.

Sandler used publicly available information to perform a similar analysis for CIBC by comparing selected financial information for CIBC and a group of financial institutions selected by Sandler. The CIBC peer group consisted of nine United States and Canadian banks with assets between

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\$150.0 billion and \$1.0 trillion, excluding The Bank of New York Mellon Corporation, State Street Corporation and Capital One Finance Corporation.

The analysis compared publicly available financial information for CIBC with corresponding data for the CIBC peer group as a whole, and for Canadian peers as of or for the twelve months ended January 31, 2017 or the most recent quarter available (except as indicated in note 1 below), with pricing data as of March 27, 2017. The tables below set forth the data for CIBC and the names and certain data, including certain high, low, mean, and median data for the CIBC peer group, and for the Canadian peers. Certain financial data prepared by Sandler, as referenced in the table presented below, may not correspond to the data presented in CIBC's historical financial statements, as a result of the different periods, assumptions and methods used by Sandler to compute the financial data presented. All amounts are in United States dollars using historical currency exchange rates for historical reporting periods and March 27, 2017 currency exchange rate for market pricing data.

Company	Total Assets (US\$ millions)(1)	Market Capitalization (US\$ millions)	Stock Price/Book Value	Stock Price/Book Value	Stock Price/Earnings Per Share	Stock Price/2017E EPS	Stock Price/2018E EPS	LTM Return on Assets	LTM Return on Tangible Equity	
									Average	Net Interest Margin
Bank of Montreal	\$ 531,867	\$ 48,165	207%	162%	12.9x	12.4x	11.8x	0.71%	17.8%	1.65%
BB&T Corporation	\$ 219,276	\$ 35,712	219%	133%	15.9x	14.7x	12.9x	1.12%	14.4%	3.39%
National Bank of Canada	\$ 179,843	\$ 14,267	248%	185%	14.0x	10.6x	10.2x	0.62%		1.57%
PNC Financial Services Group, Inc.	\$ 366,380	\$ 57,464	176%	138%	16.2x	14.8x	13.2x	1.10%	11.6%	2.73%
Royal Bank of Canada	\$ 892,430	\$ 106,773	282%	214%	13.3x	13.1x	12.5x	0.94%	24.1%	1.71%
Sun Trust Banks, Inc.	\$ 204,875	\$ 26,703	165%	120%	15.1x	14.2x	12.7x	0.95%	11.0%	3.00%
The Bank of Nova Scotia	\$ 681,358	\$ 70,791	225%	174%	13.1x	12.1x	11.4x	0.83%	18.9%	1.76%
The Toronto-Dominion Bank	\$ 911,725	\$ 90,588	267%	175%	13.3x	12.3x	11.7x	0.79%		2.02%
U.S. Bancorp	\$ 445,964	\$ 88,386	279%	212%	16.1x	14.9x	13.7x	1.37%	18.0%	3.01%

Company	LTM Efficiency Ratio	Tangible Equity/Assets	Tangible Leverage Ratio	Tier 1 Common Ratio	Total Risk Based Capital Ratio	Allowance for Loan and Lease Loss Reserve/Gross Loans	Non-Performing Assets/Total Assets(2)	Net Charge Offs/Average Loans	Current Dividend Yield	LTM Dividend Payout Ratio
BB&T Corporation	58.4%	7.82%	9.98%	10.25%	14.12%	1.03%	0.70%	0.42%	2.7%	41.5%
National Bank of Canada	58.9%	3.24%	9.22%	10.60%	15.90%	0.65%	1.68%	0.18%	4.0%	55.7%
PNC Financial Services Group, Inc.	61.6%	9.06%	10.15%	10.58%	14.31%	1.21%	0.95%	0.20%	1.9%	29.0%
Royal Bank of Canada	58.3%	4.31%	11.00%	14.70%	0.43%	0.18%	3.6%	45.8%		
Sun Trust Banks, Inc.	62.7%	8.03%	9.22%	9.59%	12.26%	1.16%	1.68%	0.37%	1.9%	27.8%
The Bank of Nova Scotia	52.9%	4.68%	11.30%	14.80%	0.90%	0.49%	3.9%	49.4%		
The Toronto-Dominion Bank	61.3%	4.26%	10.90%	15.10%	0.64%	0.30%	0.33%	3.7%	45.5%	
U.S. Bancorp	54.5%	7.28%	9.04%	9.41%	13.22%	1.38%	0.93%	0.47%	2.1%	33.0%

(1) Financial data as of January 31, 2017 or most recent quarter available, except that financial data for U.S. Bancorp, PNC Financial Services Group, Inc., BB&T Corporation and SunTrust Banks, Inc. is as of December 31, 2016.

(2) Non-Performing Assets equal to nonaccrual loans and leases, renegotiated loans and leases, and real estate owned.

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	All Comparable Companies				
	CIBC	Peer Group High	Peer Group Low	Peer Group Mean	Peer Group Median
Total Assets (US\$ millions)(1)	\$ 394,296	\$ 911,725	\$ 179,843	\$ 492,635	\$ 445,964
Market Capitalization (US\$ millions)	\$ 34,734	\$ 106,773	\$ 14,267	\$ 59,872	\$ 57,464
Stock Price / Tangible Book Value	220%	282%	165%	230%	225%
Stock Price / Book Value	192%	214%	120%	168%	174%
Stock Price / LTM Earnings Per Share	9.7x	16.2x	12.9x	14.4x	14.0x
Stock Price / 2017 Estimated Earnings Per Share	10.8x	14.9x	10.6x	13.2x	13.1x
Stock Price / 2018 Estimated Earnings Per Share	10.5x	13.7x	10.2x	12.2x	12.5x
LTM Return on Average Assets	0.91%	1.37%	0.62%	0.94%	0.94%
LTM Return on Average Tangible Common Equity	24.9%	24.1%	11.0%	16.5%	17.8%
LTM Net Interest Margin	1.95%	3.39%	1.57%	2.31%	2.02%
LTM Efficiency Ratio	58.5%	62.7%	52.9%	59.0%	58.9%
Tangible Common Equity / Tangible Assets	4.03%	9.06%	3.24%	5.90%	4.68%
Leverage Ratio		10.15%	9.04%	9.52%	9.22%
Tier 1 Common Ratio	11.90%	11.30%	9.41%	10.53%	10.60%
Total Risk Based Capital Ratio	15.20%	15.90%	12.26%	14.35%	14.70%
Allowance for Loan and Lease Loss Reserve / Gross Loans	0.52%	1.38%	0.43%	0.88%	0.90%
Non-Performing Assets / Total Assets(2)		1.68%	0.30%	1.04%	0.94%
Net Charge Offs / Average Loans	0.30%	0.49%	0.18%	0.31%	0.33%
Current Dividend Yield	4.3%	4.0%	1.9%	3.0%	3.5%
LTM Dividend Payout Ratio	41.1%	55.7%	27.8%	41.5%	45.5%

(1) Financial data as of January 31, 2017 or most recent quarter available, except that financial data for U.S. Bancorp, PNC Financial Services Group, Inc., BB&T Corporation and SunTrust Banks, Inc. is as of December 31, 2016.

(2) Non-Performing Assets equal to nonaccrual loans and leases, renegotiated loans and leases, and real estate owned.

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	Canadian Comparable Companies				
	CIBC	Peer Group High	Peer Group Low	Peer Group Mean	Peer Group Median
Total Assets (US\$ millions)	\$ 394,296	\$ 911,725	\$ 179,843	\$ 639,444	\$ 681,358
Market Capitalization (US\$ millions)	\$ 34,734	\$ 106,773	\$ 14,267	\$ 66,117	\$ 70,791
Stock Price / Tangible Book Value	220%	282%	207%	246%	248%
Stock Price / Book Value	192%	214%	162%	182%	175%
Stock Price / LTM Earnings Per Share	9.7x	14.0x	12.9x	13.3x	13.3x
Stock Price / 2017 Estimated Earnings Per Share	10.8x	13.1x	10.6x	12.1x	12.3x
Stock Price / 2018 Estimated Earnings Per Share	10.5x	12.5x	10.2x	11.5x	11.7x
LTM Return on Average Assets	0.91%	0.94%	0.62%	0.78%	0.79%
LTM Return on Average Tangible Common Equity	24.9%	24.1%	17.8%	20.3%	18.9%
LTM Net Interest Margin	1.95%	2.02%	1.57%	1.74%	1.71%
LTM Efficiency Ratio	58.5%	62.5			