

**SUPPLEMENT No. 2 DATED 26 OCTOBER 2023 TO THE BASE
PROSPECTUS DATED 14 SEPTEMBER 2023**

J.P.Morgan

J.P. Morgan Structured Products B.V.
(incorporated with limited liability in The Netherlands)

as Issuer

JPMorgan Chase Bank, N.A.
(a national banking association organised under the laws of the United States of America)

as Issuer and as Guarantor in respect of Securities
issued by
J.P. Morgan Structured Products B.V.

**Secured Structured Securities Programme for the issuance
of
Notes, Warrants and Certificates**

Arranger and Dealer for the Programme

J.P. Morgan

Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 14 September 2023 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 21 September 2023 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"), which constitutes two base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**") and (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A. (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Secured Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP and JPMorgan Chase Bank, N.A., irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A.

Supplement to the Base Listing Particulars for purposes of the GEM Rules

This supplement (the "**Supplement**") constitutes a supplement to the listing particulars dated 14 September 2023 (the "**Base Listing Particulars**"), which constitutes two base listing particulars for the purposes of the GEM Rules: (i) a base listing particulars in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**") and (ii) a base listing particulars in respect of JPMorgan Chase Bank, N.A. (the "**JPMorgan Chase Bank, N.A. Base Listing Particulars**"), in each case, prepared in connection with the issue of non-equity securities under the Secured Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP and JPMorgan Chase Bank, N.A., irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. The Supplement has been approved by Euronext Dublin pursuant to the GEM Rules.

References to the Base Prospectus in this document shall be deemed to be a reference to the Base Listing Particulars where the context so requires.

The *Commission de Surveillance du Secteur Financier* (the "CSSF**") has neither approved nor reviewed the information concerning the Base Listing Particulars or the Supplement to the Base Listing Particulars for the purposes of the GEM Rules.**

Terms defined in the Base Prospectus have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the JPMSP Base Prospectus and the JPMorgan Chase Bank, N.A. Base Prospectus.

Purpose of the Supplement

The purpose of this Supplement is to incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 13 October 2023 Form 8-K (as defined below).

Right to withdraw acceptances

In accordance with Article 23(2) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 30 October 2023. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

Status of Supplement

The Supplement is a supplement for the purposes of Article 23(1) of the Prospectus Regulation. On 14 September 2023, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base

Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

Responsibility

In relation to the JPMSP Base Prospectus, each of JPMSP and JPMorgan Chase Bank, N.A. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import. In relation to the JPMorgan Chase Bank, N.A. Base Prospectus, JPMorgan Chase Bank, N.A. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Information being supplemented

Incorporation by reference

This Supplement incorporates by reference into the Base Prospectus:

- (a) the Current Report on Form 8-K of JPMorgan Chase & Co. dated 13 October 2023 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 September 2023, as filed with the United States Securities and Exchange Commission (the "**JPMorgan Chase & Co. 13 October 2023 Form 8-K**") (available at <https://dl.luxse.com/dlp/109dfb142afa6544feab33e646a94fe400>).

A copy of this document has been filed with the CSSF in its capacity as competent authority under Article 31(1) of the Prospectus Regulation and, by virtue of this Supplement, the information set out in the sections of the document referred to below is incorporated by reference into and forms part of the Base Prospectus.

Information incorporated by reference		Page Number
<i>From the JPMorgan Chase & Co. 13 October 2023 Form 8-K*</i>		
Item 2.02	Results of Operations and Financial Condition	Page 2
Item 9.01	Financial Statements and Exhibits	Page 2
Exhibit 99.1	JPMorgan Chase & Co. Earnings Release – Third Quarter 2023 Results	Pages 4 to 12
Exhibit 99.2	JPMorgan Chase & Co. Earnings Release Financial Supplement – Third Quarter 2023	Pages 13 to 44

* The page numbers set out above are references to the PDF pages included in the JPMorgan Chase & Co. 13 October 2023 Form 8-K.

Any information not listed in the above cross-reference table but included in the document referred to in the above cross-reference table is not incorporated herein by reference for the purposes of the Prospectus Regulation and is either (a) covered elsewhere in the Base Prospectus; or (b) not relevant for the investor.

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Investors who have not previously reviewed the information contained in the document incorporated by reference above should do so in connection with their evaluation of the Securities.

This Supplement and the document incorporated by reference into it will be published on the Luxembourg Stock Exchange's website at *www.luxse.com*. In addition, any person receiving a copy of this Supplement may obtain, without charge, upon written or oral request, copies of the document incorporated by reference herein. Copies of the document incorporated by reference into this Supplement will be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), in physical or electronic form, at the office of the Principal Programme Agent (The Bank of New York Mellon, London Branch, 160 Queen Victoria Street, London EC4V 4LA, United Kingdom) and the office of the Paying Agent in Luxembourg (The Bank of New York Mellon S.A./N.V., Luxembourg Branch, Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg).

**Registered Office of JPMorgan
Chase Bank, N.A.**

JPMorgan Chase Bank, N.A.

1111 Polaris Parkway
Columbus, Ohio 43240
United States of America

Registered Office of JPMSB

**J.P. Morgan Structured
Products B.V.**

Luna Arena
Herikerbergweg 238
1101 CM Amsterdam
The Netherlands

Dealer and Arranger

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London, E14 5JP
United Kingdom

Dealers

J.P. Morgan Securities LLC

383 Madison Avenue
5th Floor
New York, New York 10179
United States of America

**J.P. Morgan Securities
Australia Limited**

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Sydney NSW 2000
Australia

J.P. Morgan SE

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60310 Frankfurt am Main
Germany

**J.P. Morgan Securities (Asia
Pacific) Limited**

25/F Chater House
8 Connaught Road Central
Hong Kong

**JPMorgan Securities Japan
Co., Ltd.**

Tokyo Building
7-3 Marunouchi 2-Chome
Chiyoda-ku
Tokyo 100-6432
Japan

**Principal Programme Agent,
Paying Agent and Transfer
Agent**

**The Bank of New York Mellon,
London Branch**

160 Queen Victoria Street
London, EC4V 4LA
United Kingdom

**Paying Agent, Registrar and
Transfer Agent**

**The Bank of New York Mellon
SA/NV**

Luxembourg Branch

Vertigo Building
Polaris
2-4 rue Eugène Ruppert
L-2453
Luxembourg

Calculation Agents and Delivery Agents

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London, E14 5JP
United Kingdom

J.P. Morgan SE

TaunusTurm
Taunustor 1
60310 Frankfurt am Main
Germany

J.P. Morgan Securities LLC

383 Madison Avenue
5th Floor
New York, New York 10179
United States of America

Luxembourg Listing Agent
The Bank of New York Mellon SA/NV,
Luxembourg Branch
Vertigo Building
Polaris
2-4 rue Eugène Ruppert
L-2453
Luxembourg

Irish Listing Agent
Maples and Calder (Ireland) LLP
75 St. Stephen's Green
Dublin 2
Ireland

Auditors

Independent Auditors of
JPMSP
PricewaterhouseCoopers
Accountants N.V.
Thomas R. Malthusstraat 5
1066 JR Amsterdam
The Netherlands

Independent Auditors of
JPMorgan Chase Bank, N.A.
PricewaterhouseCoopers LLP
300 Madison Avenue
New York, New York 10017
United States of America

Legal Advisers

To the Arranger and Dealer

in respect of English law

Ashurst LLP
London Fruit and Wool Exchange
1 Duval Square
London E1 6PW
United Kingdom

in respect of U.S. law

Ashurst LLP
55 Hudson Yards
18th Floor
New York, NY 10001
United States of America

in respect of German law

Ashurst LLP
Operturm
Bockenheimer Landstraße 2-4
60306 Frankfurt am Main
Federal Republic of German

in respect of Luxembourg law

Ashurst LLP
Le Dôme, Building A
15, rue Bender
L-1229 Luxembourg

To the Security Trustee

in respect of English law

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London Fruit and Wool
Exchange
1 Duval Square
London E1 6PW
United Kingdom

In respect of French Securities:

French Programme Agent

BNP Paribas S.A.
Les Grands Moulins de Pantin
9, rue du Débarcadère
93500 Pantin
France

Legal Advisers to the
Arranger and Dealer
in respect of French law
Ashurst LLP
Avocats au Barreau de Paris
18, square Edouard VII
75009 Paris
France

In respect of Swiss Securities:

Swiss Programme Agent

Credit Suisse AG
Paradeplatz 8
8001 Zürich
Switzerland

**Legal Advisers to the
Arranger and Dealer**
in respect of Swiss law

Homburger AG
Prime Tower
Hardstrasse 201
8005 Zurich
Switzerland

In respect of German Securities:

German Programme Agent

BNP Paribas S.A.
Germany Branch
Senckenberganlage 19
60325 Frankfurt am Main
Germany

**Legal Advisers to the
Arranger and Dealer**
*in respect of German securities
law*

Simmons & Simmons LLP
MesseTurm
Friedrich-Ebert-Anlage 49
60308 Frankfurt am Main
Germany

*In respect of the Security
Interests:*

Collateral Custodian (Lux)

**The Bank of New York Mellon
SA/NV
Luxembourg Branch**
Vertigo Building
Polaris
2-4 rue Eugène Ruppert
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Luxembourg

Collateral Custodian (UK)

**The Bank of New York
Mellon, London Branch**
160 Queen Victoria Street
London EC4V 4LA
United Kingdom

Security Trustee

**BNY Mellon Corporate
Trustee Services Limited**
160 Queen Victoria Street
London EC4V 4LA
United Kingdom

Collateral Monitoring Agent

**The Bank of New York Mellon
SA/NV, Dublin Branch**
4th Floor
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Ireland