

**SUPPLEMENT No. 8 DATED 16 NOVEMBER 2023 TO THE
BASE PROSPECTUS DATED 20 APRIL 2023**

J.P.Morgan

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

as Issuer

JPMorgan Chase Financial Company LLC
(incorporated with limited liability in the State of Delaware, United States of America)

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.

JPMorgan Chase & Co.
(incorporated in the State of Delaware, United States of America)

as Issuer and as Guarantor in respect of Securities
issued by
JPMorgan Chase Financial Company LLC

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 20 April 2023 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 17 May 2023, Supplement No. 2 dated 26 May 2023, Supplement No. 3 dated 13 July 2023, Supplement No. 4 dated 27 July 2023, Supplement No. 5 dated 17 August 2023, Supplement No. 6 dated 21 September 2023 and Supplement No. 7 dated 26 October 2023 (the Original Base Prospectus, as so supplemented, the "**Base Prospectus**"), which constitutes four 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**"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**") and (iv) a base prospectus in respect of JPMorgan Chase Financial Company LLC ("**JPMCFC**") (the "**JPMCFC Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP, JPMorgan Chase Bank, N.A., JPMorgan Chase & Co. and JPMCFC, irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. and in respect of Securities issued by JPMCFC as to payment, delivery and other obligations by JPMorgan Chase & Co. 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, the JPMorgan Chase Bank, N.A. Base Prospectus, the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus.

Purpose of Supplement

The purpose of this Supplement is to (i) incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 30 September 2023 Form 10-Q and the Supplement No. 6 to the Registration Document of JPMorgan Chase & Co. (each as defined below) and (ii) make certain amendments and corrections to the information in the sections entitled "Risk Factors", "General Conditions", "Payout Conditions", "Share Linked Provisions", "Index Linked Provisions", "Form of Final Terms", "Form of Pricing Supplement" and "General Information" in the Base Prospectus .

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 20 November 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 20 April 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. The amendments included in this Supplement to the terms and conditions of the Securities shall only apply to Final Terms, the date of which falls on or after the approval of this Supplement (save where the Final Terms provide that the terms and conditions of the Securities are to be incorporated from an earlier base prospectus).

Responsibility

In relation to the JPMSP Base Prospectus and 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. In relation to the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus, JPMorgan Chase & Co. 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

I. Incorporation by reference

This Supplement incorporates the following documents by reference into the Base Prospectus:

- (a) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 September 2023, containing the unaudited consolidated financial statements of JPMorgan Chase & Co. for the nine months ended 30 September 2023, as filed with the United States Securities and Exchange Commission on 1 November 2023 (the "**JPMorgan Chase & Co. 30 September 2023 Form 10-Q**") (available at <https://dl.luxse.com/dlp/1071d52486aa4e417ea7562465ba33631b>); and
- (b) Supplement No. 6 dated 15 November 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase & Co. ("**Supplement No. 6 to the Registration Document of JPMorgan Chase & Co.**") (available at <https://dl.luxse.com/dlp/108506af661fbd4191be0424ccea440bcc>).

A copy of each of these documents have 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 each document referred to below is incorporated by reference into and forms part of the Base Prospectus.

Information incorporated by reference

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Any information not listed in the above cross-reference table but included in the documents 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.

II. Amendments to the information in the Base Prospectus

(a) Amendments to the section entitled Risk Factors

Risk Factor 3.5 (*There are risks where the Securities include an averaging feature*) on page 16 of the Original Base Prospectus shall be deleted and replaced with the following:

"3.5 *There are risks where the Securities include an averaging feature*

If so provided in the applicable terms and conditions of the Securities, the amount payable (or deliverable) on the Securities (whether at maturity or otherwise) will be based on the arithmetic average of the applicable levels, prices, rates or other applicable values of the Reference Asset(s) on each of the specified averaging dates, and not the simple performance of the Reference Asset(s) over the term of the Securities. In such case, if (for example) the applicable level, price, rate or other applicable value of the particular Reference Asset(s) dramatically surged on the last of the averaging dates (other than the initial averaging dates) or dramatically diminished on the last of the initial averaging dates, the amount payable on the Securities may be significantly less than it would have been had the amount payable been linked only to the applicable level, price, rate or other applicable value of the particular Reference Asset(s) on that last averaging date."

(b) Amendments to the section entitled General Conditions

General Condition 20.7 (*Replacement of Calculation Agent*) on page 212 of the Original Base Prospectus shall be deleted and replaced with the following:

"20.7 If the Calculation Agent is unable to act as such or if the Calculation Agent fails duly to establish any rate or any amount, whether in cash or in kind, specified in the relevant Specific Payout Conditions, to make any other required determination or to comply with any of its other

obligations, the Issuer shall appoint a leading bank or investment banking firm engaged in the interbank market (or, if appropriate, money, swap or over-the-counter options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal London office or any other office actively involved in such market) to act as such in its place provided that if an Event of Default specified in General Condition 15.1(c), (d), (e) or (f) (as applicable) has occurred with respect to the Issuer, the Holders may appoint such a replacement in accordance with General Condition 23.1(c)(i) (*Majority Consent*) in respect of Securities other than French Securities and German Securities, General Condition 23.1(d) (*Modification of French Securities*) in respect of French Securities and General Condition 23.1(e) (*Modification of German Securities with Holder consent*) in respect of German Securities."

(c) Amendments to the section entitled Payout Conditions

The section entitled "Payout Conditions" on pages 268 to 358 of the Original Base Prospectus shall be amended as follows:

- (i) The definition entitled "Adjusted Asset Initial Valuation Date" on page 299 of the Original Base Prospectus shall be deleted and replaced with the following:

"Adjusted Asset Initial Valuation Date" means, in respect of Securities that relate to: (a) a single Reference Asset, the Initial Valuation Date, Initial Pricing Date, Final Averaging Date in respect of the Initial Valuation Date, or Specified Observation Date (as applicable) in respect of such Reference Asset after all adjustments (if any) to such date pursuant to the applicable Reference Asset Linked Conditions, or (b) a basket of Reference Assets, the latest Initial Valuation Date, Initial Pricing Date, Final Averaging Date in respect of the Initial Valuation Date, or Specified Observation Date (as applicable) to occur in respect of the Reference Assets after all adjustments (if any) to such dates pursuant to the applicable Reference Asset Linked Conditions."

- (ii) The definition entitled "Final Averaging Date" on page 337 of the Original Base Prospectus shall be deleted and replaced with the following:

"Final Averaging Date" means, in respect of a Reference Asset and an Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable), the Averaging Date specified as such in respect of such Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable) in the relevant Issue Terms or, if "Modified Postponement" or "Omission" is specified to be applicable in the relevant Issue Terms, the latest Averaging Date in respect of such Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable) for such Reference Asset to occur after all adjustments (if any) to such dates pursuant to the applicable Reference Asset Linked Conditions."

- (iii) The new definitions entitled "Initial Average Index Level" and "Initial Average Share Price" shall be inserted immediately after the existing definition entitled "Index Strike Level" on page 341 of the Original Base Prospectus as follows:

"Initial Average Index Level" means, in respect of an Index and an Initial Valuation Date, the arithmetic mean of the Closing Index Level of the Index on each Averaging Date for such Index and such Initial Valuation Date, as determined by the Calculation Agent and subject to adjustment and correction in accordance with the Conditions.

"Initial Average Share Price" means, in respect of a Share and an Initial Valuation Date, the arithmetic mean of the Closing Share Price of the Share on each Averaging Date for such Share and such Initial Valuation Date, as determined by the Calculation Agent and subject to adjustment and correction in accordance with the Conditions."

- (iv) The definition entitled "Initial Reference Asset Closing Value" on page 343 of the Original Base Prospectus shall be deleted and replaced with the following:

"Initial Reference Asset Closing Value" means in respect of a Reference Asset which is:

- (a) a Share, the Initial Closing Share Price of such Share, the Lowest Initial Closing Share Price of such Share, the Lowest Initial Closing Share Price (Specified Observation Dates) of such Share or the Initial Average Share Price of such Share, as specified to be applicable in the relevant Issue Terms;
- (b) an Index, the Initial Closing Index Level of such Index, the Lowest Initial Closing Index Level of such Index, the Lowest Initial Closing Index Level (Specified Observation Dates) of such Index or the Initial Average Index Level of such Index, as specified to be applicable in the relevant Issue Terms;
- (c) a Commodity, the Initial Commodity Reference Price of such Commodity;
- (d) a Commodity Index, the Initial Closing Commodity Index Level of such Commodity Index;
- (e) an FX Rate, the Initial FX Rate of such FX Rate; and
- (f) a Fund Share, the Initial Closing Fund Price of or the Initial Average Fund Price such Fund Share of such Fund."

(v) The definitions entitled "Lowest Initial Closing Share Price" and "Lowest Initial Closing Index Level" on pages 347 to 348 of the Original Base Prospectus shall be deleted and replaced with the following:

"Lowest Initial Closing Index Level" means, if specified to be applicable in the relevant Issue Terms, in respect of an Index and each Observation Date (Closing Valuation) falling in the Initial Observation Period for such Index, the lowest Closing Index Level of such Index on each such Observation Date (Closing Valuation), and if specified in the relevant Issue Terms, being the amount specified in the Reference Asset Table in the column entitled "Initial Value" in the row corresponding to such Index, as determined by the Calculation Agent and subject to adjustment and correction in accordance with the Conditions.

"Lowest Initial Closing Index Level (Specified Observation Dates)" means, if specified to be applicable in the relevant Issue Terms, in respect of an Index and each Specified Observation Date for such Index, the lowest Closing Index Level of such Index on each such Specified Observation Date, and if specified in the relevant Issue Terms, being the amount specified in the Reference Asset Table in the column entitled "Initial Value" in the row corresponding to such Index, as determined by the Calculation Agent and subject to adjustment and correction in accordance with the Conditions.

"Lowest Initial Closing Share Price" means, if specified to be applicable in the relevant Issue Terms, in respect of a Share and each Observation Date (Closing Valuation) falling in the Initial Observation Period for such Share, the lowest Closing Share Price of such Share on each such Observation Date (Closing Valuation), and if specified in the relevant Issue Terms, being the amount specified in the Reference Asset Table in the column entitled "Initial Value" in the row corresponding to such Share, as determined by the Calculation Agent and subject to adjustment and correction in accordance with the Conditions.

"Lowest Initial Closing Share Price (Specified Observation Dates)" means, if specified to be applicable in the relevant Issue Terms, in respect of a Share and each Specified Observation Date for such Share, the lowest Closing Share Price of such Share on each such Specified Observation Date, and if specified in the relevant Issue Terms, being the amount specified in the Reference Asset Table in the column entitled "Initial Value" in the row corresponding to such Share, as determined by the Calculation Agent and subject to adjustment and correction in accordance with the Conditions."

(vi) A new definition entitled "Specified Observation Date" shall be inserted immediately after the existing definition entitled "Specified Currency" on page 356 of the Original Base Prospectus as follows:

"Specified Observation Date" in respect of:

- (a) a Share, has the meaning given in the Share Linked Provisions; and
- (b) an Index, has the meaning given in the Index Linked Provisions."

(d) Amendments to the section entitled Share Linked Provisions

The section entitled "Share Linked Provisions" on pages 359 to 377 of the Original Base Prospectus shall be amended as follows:

- (i) The definition entitled "Averaging Date" on page 371 of the Original Base Prospectus shall be deleted and replaced with the following:

"Averaging Date" means, in respect of a Share and an Initial Valuation Date, a Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable), each date specified as such or otherwise determined as provided in the relevant Issue Terms, in each case, in respect of such Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable), or if such date is not a Scheduled Trading Day in respect of the Share, the next following Scheduled Trading Day in respect of the Share.

For the avoidance of doubt, references to Averaging Date or Averaging Dates shall be deemed to refer to Averaging Date or Averaging Dates in respect of the relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable) and shall not include Averaging Dates in respect of any other Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date."

- (ii) The definition entitled "Reference Date" on page 375 of the Original Base Prospectus shall be deleted and replaced with the following:

"Reference Date" means each Initial Valuation Date, Coupon Valuation Date, Periodic Valuation Date, Valuation Date or Specified Observation Date, in each case, subject to adjustment in accordance with the Share Linked Provisions."

- (iii) The definition entitled "Scheduled Reference Date" on page 376 of the Original Base Prospectus shall be deleted and replaced with the following:

"Scheduled Reference Date" means each Scheduled Initial Valuation Date, Scheduled Coupon Valuation Date, Scheduled Periodic Valuation Date, Scheduled Valuation Date or Scheduled Specified Observation Date."

- (iv) A new definition entitled "Scheduled Specified Observation Date" shall be inserted immediately after the existing definition entitled "Scheduled Reference Date" on page 376 of the Original Base Prospectus as follows:

"Scheduled Specified Observation Date" means any original date that, but for the occurrence of an event causing a Disrupted Day, would have been a Specified Observation Date."

- (v) A new definition entitled "Specified Observation Date" shall be inserted immediately after the existing definition entitled "Share Strike Price" on page 376 of the Original Base Prospectus as follow

"Specified Observation Date" means each date specified as such in the relevant Issue Terms or, if such date is not a Scheduled Trading Day in respect of a Share, the next following Scheduled Trading Day."

(e) Amendments to the section entitled Index Linked Provisions

The section entitled "Index Linked Provisions" on pages 378 to 391 of the Original Base Prospectus shall be amended as follows:

- (i) The definition entitled "Averaging Date" on pages 384 to 385 of the Original Base Prospectus shall be deleted and replaced with the following:

""**Averaging Date**" means, in respect of an Index and an Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable), each date specified as such or otherwise determined as provided in the relevant Issue Terms, in each case, in respect of such Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable), or if such date is not a Scheduled Trading Day in respect of the Index, the next following Scheduled Trading Day in respect of the Index.

For the avoidance of doubt, references to Averaging Date or Averaging Dates shall be deemed to refer to Averaging Date or Averaging Dates in respect of the relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date (as applicable) and shall not include Averaging Dates in respect of any other Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date."

- (ii) The definition entitled "Reference Date" on page 389 of the Original Base Prospectus shall be deleted and replaced with the following:

""**Reference Date**" means each Initial Valuation Date, Coupon Valuation Date, Periodic Valuation Date, Valuation Date or Specified Observation Date, in each case, subject to adjustment in accordance with the Index Linked Provisions."

- (iii) The definition entitled "Scheduled Reference Date" on page 389 of the Original Base Prospectus shall be deleted and replaced with the following:

""**Scheduled Reference Date**" means each Scheduled Initial Valuation Date, Scheduled Coupon Valuation Date, Scheduled Periodic Valuation Date, Scheduled Valuation Date or Scheduled Specified Observation Date."

- (iv) A new definition entitled "Scheduled Specified Observation Date" shall be inserted immediately after the existing definition entitled "Scheduled Reference Date" on page 389 of the Original Base Prospectus as follows:

""**Scheduled Specified Observation Date**" means any original date that, but for the occurrence of an event causing a Disrupted Day, would have been a Specified Observation Date."

- (v) A new definition entitled "Specified Observation Date" shall be inserted immediately after the existing definition entitled "Share Disrupted Day" on page 390 of the Original Base Prospectus as follow

""**Specified Observation Date**" means each date specified as such in the relevant Issue Terms or, if such date is not a Scheduled Trading Day in respect of an Index, the next following Scheduled Trading Day."

(f) Amendments to the section entitled Form of Final Terms

- (i) Line item 38(vi) (Initial Share Price) in Part A (Contractual Terms) of the Form of Final Terms at page 650 of the Original Base Prospectus is deleted and replaced with the following:

(vi) Initial Share Price:	[Share Price/Share Strike Price/Not Applicable] [As set forth in the Reference Asset Table above in the column entitled "Initial Value"]
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[Initial Average Share Price:	[Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]]
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- (ii) Line item 38(viii) (Lowest Initial Closing Share Price) in Part A (Contractual Terms) of the Form of Final Terms at page 650 of the Original Base Prospectus is deleted and replaced with the following:

(viii) Lowest Initial Closing Share Price: [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]

(If specified as Not Applicable delete the remaining sub-paragraphs of this paragraph)

- Initial Observation Period Start Date: [●] - [Included/Excluded]

- Initial Observation Period End Date: Initial Valuation Date - [Included/Excluded]

- Observation Date (Closing Valuation): Applicable, as specified in the Share Linked Provisions in respect of [each/the] Share

- Specified Observation Date (Closing Valuation): [In respect of the Initial Observation Period, [●]]/[Not Applicable]

[Lowest Initial Closing Share Price (Specified Observation Dates): [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]

(If specified as Not Applicable delete the remaining sub-paragraphs of this paragraph)

- Specified Observation Date(s): [●]

(iii) Line item 38(xiii) (Averaging Dates) in Part A (Contractual Terms) of the Form of Final Terms at page 651 of the Original Base Prospectus is deleted and replaced with the following:

(xiii) Averaging Dates: [Not Applicable /

In respect of the [Initial Valuation Date] / [Coupon Valuation Date] / [Early Redemption Valuation Date] / [Valuation Date] scheduled to fall on [●] / [●] (*insert relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date corresponding to the relevant set of Averaging Dates*):

[●], [●] and [●]

(repeat as necessary)

(iv) Line item 38(xiv) (Final Averaging Dates) in Part A (Contractual Terms) of the Form of Final Terms at page 651 of the Original Base Prospectus is deleted and replaced with the following:

(xiv) Final Averaging Date: [Not Applicable

/ In respect of the [Initial Valuation Date] / [Coupon Valuation Date] / [Early Redemption Valuation Date] / [Valuation Date] scheduled to fall on [●] / [●] (*insert relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation*

Date or Valuation Date corresponding to the relevant set of Averaging Dates):

The Averaging Date scheduled to fall on [●]

(repeat as necessary)

/ As specified in Share Linked Provision 10
(Definitions)

- (v) Line item 38(xvi) (Single Share and Reference Dates) in Part A (Contractual Terms) of the Form of Final Terms at page 651 of the Original Base Prospectus is deleted and replaced with the following:

(xvi) Single Share and Reference Dates: [Applicable: as specified in Share Linked Provision 1.1 [in respect of [the]/[each] [Initial Valuation Date]/[Coupon Valuation Date(s)]/[Periodic Valuation Date(s)]/[Valuation Date]/[Specified Observation Date(s)]]]

[Not Applicable]

- (vi) Line item 38(xviii) (Share Basket and Reference Dates) in Part A (Contractual Terms) of the Form of Final Terms at page 652 of the Original Base Prospectus is deleted and replaced with the following:

(xviii) Share Basket and Reference Dates: [Applicable: as specified in Share Linked Provision 1.3 [in respect of [the]/[each] [Initial Valuation Date]/[Coupon Valuation Date(s)]/[Periodic Valuation Date(s)]/[Valuation Date]/[Specified Observation Date(s)]]]

[Not Applicable]

- (vii) Line item 39(vii) (Initial Index Level) in Part A (Contractual Terms) of the Form of Final Terms at page 653 of the Original Base Prospectus is deleted and replaced with the following:

(vii) Initial Index Level: [Index Level / Index Strike Level / Not Applicable] [as set forth in the Reference Asset Table above in the column entitled "Initial Value"]

[Initial Average Index Level: [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]]

- (viii) Line item 39(ix) (Lowest Initial Closing Index Level) in Part A (Contractual Terms) of the Form of Final Terms at page 654 of the Original Base Prospectus is deleted and replaced with the following:

(ix) Lowest Initial Closing Index Level: [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]

(If specified as Not Applicable delete the remaining sub-paragraphs of this paragraph)

- Initial Observation Period Start Date: [●] - [Included/Excluded]
 - Initial Observation Period End Date: Initial Valuation Date - [Included/Excluded]
 - Observation Date (Closing Valuation): Applicable, as specified in the Index Linked Provisions in respect of [each/the] Index
 - Specified Observation Date (Closing Valuation): [In respect of the Initial Observation Period, [●]]/[Not Applicable]
- [Lowest Initial Closing Index Level (Specified Observation Dates): [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]
- (If specified as Not Applicable delete the remaining sub-paragraphs of this paragraph)*
- Specified Observation Date(s): [●]]

(ix) Line item 39(xiv) (Averaging Dates) in Part A (Contractual Terms) of the Form of Final Terms at page 654 of the Original Base Prospectus is deleted and replaced with the following:

- (xiv) Averaging Dates: [Not Applicable /
- In respect of the [Initial Valuation Date] / [Coupon Valuation Date] / [Early Redemption Valuation Date] / [Valuation Date] scheduled to fall on [●]/[●] (*insert relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date corresponding to the relevant set of Averaging Dates*):
- [●], [●] and [●]
- (repeat as necessary)*]

(x) Line item 39(xv) (Final Averaging Dates) in Part A (Contractual Terms) of the Form of Final Terms at page 654 of the Original Base Prospectus is deleted and replaced with the following:

- (xv) Final Averaging Date: [Not Applicable
- / In respect of the [Initial Valuation Date] / [Coupon Valuation Date] / [Early Redemption Valuation Date] / [Valuation Date] scheduled to fall on [●]/[●] (*insert relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date corresponding to the relevant set of Averaging Dates*):
- The Averaging Date scheduled to fall on [●]
- (repeat as necessary)*

/ As specified in Index Linked Provision 8
(Definitions)]

- (xi) Line item 39(xvii) (Single Index and Reference Dates) in Part A (Contractual Terms) of the Form of Final Terms at page 655 of the Original Base Prospectus is deleted and replaced with the following:

(xvii) Single Index and Reference Dates: [Applicable: as specified in Index Linked Provision 1.1 [in respect of [the]/[each] [Initial Valuation Date]/[Coupon Valuation Date(s)]/[Periodic Valuation Date(s)]/[Valuation Date]/[Specified Observation Date(s)]]

[Not Applicable]

- (xii) Line item 39(xix) (Index Basket and Reference Dates) in Part A (Contractual Terms) of the Form of Final Terms at page 655 of the Original Base Prospectus is deleted and replaced with the following:

(xix) Index Basket and Reference Dates: [Applicable: as specified in Index Linked Provision 1.3 [in respect of [the]/[each] [Initial Valuation Date]/[Coupon Valuation Date(s)]/[Periodic Valuation Date(s)]/[Valuation Date]/[Specified Observation Date(s)]]

[Not Applicable]

(g) Amendments to the section entitled Form of Pricing Supplement

- (i) Line item 38(vi) (Initial Share Price) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 794 of the Original Base Prospectus is deleted and replaced with the following:

(vi) Initial Share Price: [Share Price/Share Strike Price/Not Applicable] [As set forth in the Reference Asset Table above in the column entitled "Initial Value"] [Initial Value]

[Initial Average Share Price: [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]]

- (ii) Line item 38(viii) (Lowest Initial Closing Share Price) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 794 of the Original Base Prospectus is deleted and replaced with the following:

(viii) Lowest Initial Closing Share Price: [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]

(If specified as Not Applicable delete the remaining sub-paragraphs of this paragraph)

- Initial Observation Period Start Date: [●] - [Included/Excluded]
 - Initial Observation Period End Date: Initial Valuation Date - [Included/Excluded]
 - Observation Date (Closing Valuation): Applicable, as specified in the Share Linked Provisions in respect of [each/the] Share
 - Specified Observation Date (Closing Valuation): [In respect of the Initial Observation Period, [●]]/[Not Applicable]
 - [Lowest Initial Closing Share Price (Specified Observation Dates): [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]
- (If specified as Not Applicable delete the remaining sub-paragraphs of this paragraph)*
- Specified Observation Date(s): [●]

(iii) Line item 38(xiii) (Averaging Dates) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 795 of the Original Base Prospectus is deleted and replaced with the following:

- (xiii) Averaging Dates: [Not Applicable /
- In respect of the [Initial Valuation Date] / [Coupon Valuation Date] / [Early Redemption Valuation Date] / [Valuation Date] scheduled to fall on [●]/[●] (*insert relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date corresponding to the relevant set of Averaging Dates*):
- [●], [●] and [●]
- (repeat as necessary)*

(iv) Line item 38(xiv) (Final Averaging Dates) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 795 of the Original Base Prospectus is deleted and replaced with the following:

- (xiv) Final Averaging Date: [Not Applicable
- / In respect of the [Initial Valuation Date] / [Coupon Valuation Date] / [Early Redemption Valuation Date] / [Valuation Date] scheduled to fall on [●]/[●] (*insert relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date corresponding to the relevant set of Averaging Dates*):
- The Averaging Date scheduled to fall on [●]
- (repeat as necessary)*

/ As specified in Share Linked Provision 10
(Definitions)]

- (v) Line item 38(xvi) (Single Share and Reference Dates) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 795 of the Original Base Prospectus is deleted and replaced with the following:

(xvi) Single Share and Reference Dates: [Applicable: as specified in Share Linked Provision 1.1 [in respect of [the]/[each] [Initial Valuation Date]/[Coupon Valuation Date(s)]/[Periodic Valuation Date(s)]/[Valuation Date]/[Specified Observation Date(s)]]

[Not Applicable]

- (vi) Line item 38(xviii) (Share Basket and Reference Dates) in Part A (Contractual Terms) of the Form of Pricing Supplement at pages 795 to 796 of the Original Base Prospectus is deleted and replaced with the following:

(xviii) Share Basket and Reference Dates: [Applicable: as specified in Share Linked Provision 1.3 [in respect of [the]/[each] [Initial Valuation Date]/[Coupon Valuation Date(s)]/[Periodic Valuation Date(s)]/[Valuation Date]/[Specified Observation Date(s)]]

[Not Applicable]

- (vii) Line item 39(vii) (Initial Index Level) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 797 of the Original Base Prospectus is deleted and replaced with the following:

(vii) Initial Index Level: [Index Level / Index Strike Level / Not Applicable] [as set forth in the Reference Asset Table above in the column entitled "Initial Value"]

[Initial Average Index Level: [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]]

- (viii) Line item 39(ix) (Lowest Initial Closing Index Level) in Part A (Contractual Terms) of the Form of Pricing Supplement at pages 797 to 798 of the Original Base Prospectus is deleted and replaced with the following:

(ix) Lowest Initial Closing Index Level: [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]

(If specified as Not Applicable delete the remaining sub-paragraphs of this paragraph)

- Initial Observation Period Start Date: [●] - [Included/Excluded]

- Initial Observation Period End Date: Initial Valuation Date - [Included/Excluded]
 - Observation Date (Closing Valuation): Applicable, as specified in the Index Linked Provisions in respect of [each/the] Index
 - Specified Observation Date (Closing Valuation): [In respect of the Initial Observation Period, [●]]/[Not Applicable]
 - [Lowest Initial Closing Index Level (Specified Observation Dates): [Applicable [, as set forth in the Reference Asset Table above in the column entitled "Initial Value"]/Not Applicable]
- (If specified as Not Applicable delete the remaining sub-paragraphs of this paragraph)*
- Specified Observation Date(s): [●]

(ix) Line item 39(xiv) (Averaging Dates) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 798 of the Original Base Prospectus is deleted and replaced with the following:

- (xiv) Averaging Dates: [Not Applicable /
- In respect of the [Initial Valuation Date] / [Coupon Valuation Date] / [Early Redemption Valuation Date] / [Valuation Date] scheduled to fall on [●]/[●] (*insert relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date corresponding to the relevant set of Averaging Dates*):
- [●], [●] and [●]
- (repeat as necessary)*]

(x) Line item 39(xv) (Final Averaging Dates) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 798 of the Original Base Prospectus is deleted and replaced with the following:

- (xv) Final Averaging Date: [Not Applicable
- / In respect of the [Initial Valuation Date] / [Coupon Valuation Date] / [Early Redemption Valuation Date] / [Valuation Date] scheduled to fall on [●]/[●] (*insert relevant Initial Valuation Date, Coupon Valuation Date, Early Redemption Valuation Date or Valuation Date corresponding to the relevant set of Averaging Dates*):
- The Averaging Date scheduled to fall on [●]
- (repeat as necessary)*
- / As specified in Index Linked Provision 8 (*Definitions*)]

- (xi) Line item 39(xvii) (Single Index and Reference Dates) in Part A (Contractual Terms) of the Form of Pricing Supplement at pages 798 to 799 of the Original Base Prospectus is deleted and replaced with the following:

(xvii) Single Index and Reference Dates: [Applicable: as specified in Index Linked Provision 1.1 [in respect of [the]/[each] [Initial Valuation Date]/[Coupon Valuation Date(s)]/[Periodic Valuation Date(s)]/[Valuation Date]/[Specified Observation Date(s)]]]

[Not Applicable]

- (xii) Line item 39(xix) (Index Basket and Reference Dates) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 799 of the Original Base Prospectus is deleted and replaced with the following:

(xix) Index Basket and Reference Dates: [Applicable: as specified in Index Linked Provision 1.3 [in respect of [the]/[each] [Initial Valuation Date]/[Coupon Valuation Date(s)]/[Periodic Valuation Date(s)]/[Valuation Date]/[Specified Observation Date(s)]]]

[Not Applicable]

(h) Amendments to the section entitled General Information

The section entitled "General Information" on pages 954 to 955 of the Original Base Prospectus shall be amended as follows:

- (i) A new sub-section 8 entitled "Change of Luxembourg listing agent" shall be inserted immediately after the existing sub-section 7 entitled "De-listing" on page 955 of the Original Base Prospectus as follows:

"8. Change of Luxembourg listing agent

With effect from 27 November 2023 (the "**Listing Agent Change Effective Date**"), the Bank of New York Mellon S.A./N.V., Luxembourg Branch, at Vertigo Building, Polaris, 2-4 rue Eugène Ruppert, L-2453, Luxembourg ("**BNYM Luxembourg**") shall cease to be the Luxembourg listing agent.

From and including the Listing Agent Change Effective Date:

- (i) Matheson, at 70 Sir John Rogerson's Quay, Dublin 2, Ireland ("**Matheson**") shall act as the Luxembourg listing agent; and
- (ii) all references to BNYM Luxembourg in its capacity as Luxembourg listing agent in this Base Prospectus and any related Issue Terms and other documents shall be deemed to be references to Matheson."

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 documents incorporated by reference above should do so in connection with their evaluation of the Securities.

This Supplement and the documents 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 documents incorporated by reference herein. Copies of the documents 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 JPMSP

J.P. Morgan Structured Products B.V.
Luna ArenA
Herikerbergweg 238
1101 CM Amsterdam
The Netherlands

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

Principal Executive Office of JPMCFC

**Principal Office of
JPMorgan Chase & Co.**

**JPMorgan Chase Bank,
N.A.**
1111 Polaris Parkway
Columbus, Ohio 43240
United States of America

JPMorgan Chase Financial Company LLC
383 Madison Avenue
New York, New York 10179
United States of America

JPMorgan Chase & Co.
383 Madison Avenue
New York, New York
10179
United States of America

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 SE
TaunusTurm
Taunustor 1
60310 Frankfurt am Main
Germany

**J.P. Morgan Securities
(Asia Pacific) Limited**
25/F Chater House
8 Connaught Road Central
Hong Kong

**J.P. Morgan Securities
Australia Limited**
Level 18
85 Castlereagh Street
Sydney NSW 2000
Australia

**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**

Paying Agent, Registrar and Transfer Agent

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

**The Bank of New York Mellon S.A./N.V.
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

before the Listing Agent Change Effective Date:

The Bank of New York Mellon S.A./N.V., Luxembourg Branch
Vertigo Building
Polaris
2-4 rue Eugène Ruppert
L-2453
Luxembourg

from and including the Listing Agent Change Effective Date:

Matheson
70 Sir John Rogerson's Quay
Dublin 2
Ireland
Auditors

**Independent Auditors of
JPMSP**

**Independent Auditors of JPMorgan Chase
Bank, N.A.**

**Independent Registered
Public Accounting Firm
of JPMorgan Chase &
Co.**

**PricewaterhouseCoopers
Accountants N.V.**
Thomas R. Malthusstraat 5
1066 JR Amsterdam
The Netherlands

PricewaterhouseCoopers LLP
300 Madison Avenue
New York, New York 10017
United States of America

**PricewaterhouseCoopers
LLP**
300 Madison Avenue
New York, New York
10017
United States of America

**Independent Auditors of JPMorgan Chase
Financial Company LLC**

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

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

in respect of Dutch law

Clifford Chance LLP
Droogbak 1A
1013 GE Amsterdam
PO Box 251
1000 AG Amsterdam
The Netherlands

In respect of Norwegian Securities:

Norwegian Programme Agent

**Skandinaviska Enskilda Banken
AB (publ)**
Oslo Branch
Investor Services
Filipstad Brygge 1
N-0252 Oslo
Norway

Norwegian Registrar

Verdipapirsentralen ASA
Fred Olsens gate 1
N-0152 Oslo
P.O. Box. 1174 Sentrum
N-0107 Oslo
Norway

**Legal Adviser to the Issuers
in respect of Norwegian law**

**Advokatfirmaet DLA
Piper Norway DA**
Bryggegata 6,
N-0250 Oslo
P.O. Box 1364
Vika
N-0114 Oslo
Norway

In respect of Swedish Securities:

Swedish Programme Agent

**Skandinaviska Enskilda Banken
AB (publ)**
Investor Services, A-S12
Råsta Strandväg 5
SE-169 79 Solna
Sweden

Swedish Registrar

Euroclear Sweden AB
Klarabergsviadukten 63,
Box 191
SE-101 23 Stockholm
Sweden

**Legal Adviser to the Issuers
in respect of Swedish law**

AG Advokat KB
Regeringsgatan 38
Box 3124
SE-103 62
Stockholm
Sweden

In respect of Finnish Securities

Finnish Programme Agent

**Skandinaviska Enskilda Banken
AB (publ)**
Helsinki Branch
Investor Services
Eteläesplanadi 18,
FI-00130 Helsinki
Finland

Finnish Registrar

Euroclear Finland Oy
Urho Kekkosen katu 5 C
00100 Helsinki
Finland

**Legal Advisers to the Issuers
in respect of Finnish law**

Waselius & Wist
Eteläesplanadi 24 A
00130 Helsinki
Finland

In respect of Danish Notes:

Danish Programme Agent

**Skandinaviska Enskilda Banken
AB (publ)**
Copenhagen Branch
Investor Services Bernstorffsgade
50
1577 Copenhagen V
Denmark

Danish Registrar

**Euronext Securities Copenhagen
(VP Securities A/S)**
Nicolai Eigveds Gade 8
1402 Copenhagen K
Denmark

**Legal Adviser to the Issuers
in respect of Danish law**

Bech-Bruun Law Firm P/S
Langelinie Allé 35
2100 Copenhagen
Denmark

In respect of French Securities:

French Programme Agent

BNP Paribas S.A.
16, boulevard des Italiens
75009 Paris
France

Dutch Listing Agent

**Coöperatieve Centrale Raiffeisen-
Boerenleenbank BA**
Amstelplein 1, 1096 HA
Amsterdam
The Netherlands

**Legal Advisers to the
Arranger and the Dealers
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 the Dealers
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