

**SUPPLEMENT No. 5 DATED 17 AUGUST 2023 TO THE BASE PROSPECTUS DATED 20 APRIL 2023 AND TO EACH OF THE FINAL TERMS DATED 19 JULY 2023, 31 JULY 2023, 3 AUGUST 2023 AND 10 AUGUST 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 and Supplement No. 4 dated 27 July 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.

This Supplement also constitutes a supplement to:

- the Final Terms dated 19 July 2023 relating to the issue of up to USD 50,000,000 1.5-Year 7.50% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the Swiss Market Index (Price Index), the S&P 500® Index (Price Index) and the EURO STOXX 50® Index (Price Index), due at the latest on 19 February 2025 (ISIN: DE000JL7QUG1) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 19 July 2023 (ISIN: DE000JL7QUG1)**");
- the Final Terms dated 19 July 2023 relating to the issue of up to CHF 50,000,000 1.5-Year 5.00% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the Swiss Market Index (Price Index), the S&P 500® Index (Price Index) and the EURO STOXX 50® Index (Price Index), due at the latest on 18 February 2025 (ISIN: DE000JL7QUE6) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 19 July 2023 (ISIN: DE000JL7QUE6)**");
- the Final Terms dated 19 July 2023 relating to the issue of up to EUR 50,000,000 1.5-Year 6.00% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the Swiss Market Index (Price Index), the S&P 500® Index (Price Index) and the EURO STOXX 50® Index (Price Index), due at the latest on 18 February 2025 (ISIN: DE000JL7QUF3) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 19 July 2023 (ISIN: DE000JL7QUF3)**");
- the Final Terms dated 19 July 2023 relating to the issue of up to USD 50,000,000 1-Year 10.00% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the ordinary share of Microsoft Corporation, the Class C Share of Alphabet Inc. and the ordinary share of Apple Inc., due at the latest on 19 August 2024 (ISIN: DE000JP23SN1) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 19 July 2023 (ISIN: DE000JP23SN1)**");
- the Final Terms dated 31 July 2023 relating to the issue of up to 3,000 4-Year 8.20% p.a. Autocallable Barrier Reverse Convertible Certificates, linked to the EURO STOXX® Banks Index (EUR Price Index), the STOXX® Europe 600 Basic Resources Index (EUR Price Index), the STOXX® Europe 600 Telecommunications Index (EUR Price Index) and the STOXX® Europe 600 Oil & Gas (EUR Price Index), due at the latest on 25 August 2027 (ISIN: DE000JL8HH82) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 31 July 2023 (ISIN: DE000JL8HH82)**");

- the Final Terms dated 3 August 2023 relating to the issue of up to USD 50,000,000 1.5-Year 9.00% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the ordinary share of Microsoft Corporation, due at the latest on 25 February 2025 (ISIN: DE000JL88UK5) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 3 August 2023 (ISIN: DE000JL88UK5)**"); and
- the Final Terms dated 10 August 2023 relating to the issue of up to EUR 50,000,000 1-Year 11.00% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the ordinary share of LVMH Moët Hennessy – Louis Vuitton SE, the ordinary share of Moncler S.p.A. and the ordinary share of Hermès International S.A., due at the latest on 5 September 2024 (ISIN: DE000JL9MMJ7) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 10 August 2023 (ISIN: DE000JL9MMJ7)**").

### **Purpose of Supplement**

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 30 June 2023 Form 10-Q, the JPMorgan Chase Bank, N.A. 2023 Interim Financial Statements, the Supplement No. 4 to the Registration Document of JPMorgan Chase & Co and the Supplement No. 4 to the Registration Document of JPMorgan Chase Bank, N.A. (each as defined below);
- (b) make certain amendments and corrections to the information in the sections entitled "General Description of the Programme", "Risk Factors", "General Conditions", "Form of Final Terms", "Form of Pricing Supplement", "Information Relating to Sustainable Securities", "Important Legal Information" and "General Information" in the Base Prospectus; and
- (c) amend and supplement the information in the Summary of each of the JPMSP Final Terms dated 19 July 2023 (ISIN: DE000JL7QUG1), the JPMSP Final Terms dated 19 July 2023 (ISIN: DE000JL7QUE6), the JPMSP Final Terms dated 19 July 2023 (ISIN: DE000JL7QUF3), the JPMSP Final Terms dated 19 July 2023 (ISIN: DE000JP23SN1), the JPMSP Final Terms dated 31 July 2023 (ISIN: DE000JL8HH82), the JPMSP Final Terms dated 3 August 2023 (ISIN: DE000JL88UK5) and the JPMSP Final Terms dated 10 August 2023 (ISIN: DE000JL9MMJ7).

### **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 21 August 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 June 2023, containing the unaudited consolidated financial statements of JPMorgan Chase & Co. for the six months ended 30 June 2023, as filed with the United States Securities and Exchange Commission on 3 August 2023 (the "**JPMorgan Chase & Co. 30 June 2023 Form 10-Q**") (available at <https://dl.luxse.com/dlp/10a333b8bf5e7d44289ef44b687c1a404f>);
- (b) the unaudited Consolidated Financial Statements of JPMorgan Chase Bank, N.A. for the six months ended 30 June 2023 (the "**JPMorgan Chase Bank, N.A. 2023 Interim Financial Statements**") (available at <https://dl.luxse.com/dlp/10d2ef39ca7f104804a4e37660a1a0e094>);
- (c) Supplement No. 4 dated 16 August 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase & Co. ("**Supplement No. 4 to the Registration Document of JPMorgan Chase & Co.**") (available at <https://dl.luxse.com/dlp/10baaf02f46ea244a6a1ba9375c59ba24d>); and
- (d) Supplement No. 4 dated 16 August 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase Bank, N.A. ("**Supplement No. 4 to the Registration Document of JPMorgan Chase Bank, N.A.**") (available at <https://dl.luxse.com/dlp/10bb922aa5e1c944779c639b79557e9482>).

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

#### Information incorporated by reference

#### Page Number

#### *From the JPMorgan Chase & Co. 30 June 2023 Form 10-Q*

#### Part I - Financial Information

#### Item 1. Financial Statements.

##### Consolidated Financial Statements – JPMorgan Chase & Co.:

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Consolidated statements of comprehensive income (unaudited) for the three and six months ended June 30, 2023 and 2022 Page 97

Consolidated balance sheets (unaudited) at June 30, 2023 and December 31, 2022 Page 98

Consolidated statements of changes in stockholders' equity (unaudited) for the three and six months ended June 30, 2023 and 2022 Page 99

Consolidated statements of cash flows (unaudited) for the six months ended June 30, 2023 and 2022 Page 100

Notes to Consolidated Financial Statements (unaudited) Pages 101 to 196

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Consolidated Average Balance Sheets, Interest and Rates (unaudited) for the three months ended June 30, 2023 and 2022 Pages 198 to 199

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#### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

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***From the JPMorgan Chase Bank, N.A. 2023 Interim Financial Statements***

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Consolidated Statements of Comprehensive Income (unaudited) for the six months ended June 30, 2023 and 2022	Page 4
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***From Supplement No. 4 to the Registration Document of JPMorgan Chase & Co.***

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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 General Description of the Programme**

The last paragraph of subsection 2 (*Types of Securities*) in the section entitled "General Description of the Programme" on page 1 of the Original Base Prospectus shall be deleted and replaced with the following:

"The relevant Issuer may also issue Sustainable Securities comprising:

- "Green Securities" where an amount equal to the net proceeds of such issuance will be allocated to fund Eligible Green Projects meeting certain eligibility criteria which may include green buildings, renewable and clean energy and sustainable transportation;
- "Social Securities" where an amount equal to the net proceeds of such issuance will be allocated to fund Eligible Social Projects meeting certain eligibility criteria which may include small businesses, affordable housing, home ownership, education and healthcare; and/or
- "Sustainability Securities" where an amount equal to the net proceeds of such issuance will be allocated to fund a combination of Eligible Green Projects and/or Eligible Social Projects,

as described in the section entitled "*Information relating to Sustainable Securities*" of this Base Prospectus."

### **(b) Amendments to the section entitled Risk Factors**

Risk Factor 5.11(a) (*The use of proceeds of the Sustainable Securities to finance Eligible Projects may not meet the investment objectives of an investor*) on pages 37 to 38 of the Original Base Prospectus shall be deleted and replaced with the following:

"(a) ***The use of proceeds of the Sustainable Securities to finance Eligible Projects may not meet the investment objectives of an investor***

JPMorgan Chase will exercise judgment and use its sole discretion in determining what constitutes an Eligible Project (as such term is defined in the section entitled "*Information relating to Sustainable Securities*" of this Base Prospectus below). If the intended use of the net proceeds from the issuance of Sustainable Securities is a factor in your decision whether to invest in the Sustainable Securities, you should determine for yourself the relevance of the information set forth under the section entitled "*Information relating to Sustainable Securities*" of this Base Prospectus and "*Use of Proceeds*" in the relevant Issue Terms, consult with your counsel or other advisors and undertake any other investigation you deem necessary before investing in the Sustainable Securities. JPMorgan Chase cannot assure you that the Eligible Projects that JPMorgan Chase selects for inclusion in the Sustainable Asset Portfolio (as defined herein), and to which proceeds from the issuance of the Sustainable Securities may be allocated, will at any time meet your expectations concerning direct or indirect environmental or sustainability benefits or impacts, expectations for sustainable finance products or any criteria or guidelines with which you may wish or be required to comply. In addition, the Eligible Projects may have complex environmental, social, sustainability and/or other impacts, and adverse environmental, social or sustainability impacts may occur during the construction or implementation of an Eligible Project. Furthermore, any Eligible Project may become controversial or criticised by activist groups or

other stakeholders, which could adversely affect the return on, value of and market for the Sustainable Securities.

There is currently no universally accepted, global framework or definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, an "ESG" (Environmental, Social or Governance), "green", "sustainable", "climate-friendly", "social" or an equivalently-labelled product or project, or as to what precise attributes are required for a particular investment, product, project or asset to be defined as "green", "sustainable", "climate-friendly", "social", "ESG" or such other equivalent label; nor can any assurance be given that such a globally accepted definition or consensus will develop over time. In the EU, the EU Taxonomy Regulation ("**EU Taxonomy**") (Regulation (EU) 2020/852) establishes a classification system (or taxonomy) which seeks to provide a common basis to identify whether or not a given economic activity should be considered "environmentally sustainable". Also, the Sustainable Finance Disclosure Regulation ("**SFDR**") (Regulation (EU) 2019/2088) sets out how financial market participants must disclose sustainability information including the criteria to qualify certain investment products or their holdings as "sustainable investments". However, this legislation is still developing (including through the passage of delegated acts) and the Securities do not take into account any of the EU criteria for environmentally sustainable investments as set out under the EU Taxonomy Regulation and do not qualify as "sustainable investments" under the SFDR. Further, whilst the European Commission has proposed a regulation on a voluntary European Green Bond Standard ("**EUGBS**"), the regulation has not yet been published and JPMorgan Chase does not currently intend for any Sustainable Securities to qualify under the EUGBS. Save as specified in the section entitled "*Information relating to Sustainable Securities*" of this Base Prospectus, the Sustainable Securities or the Eligible Projects are not intended to and no assurance is or can be given to investors that they satisfy, in whole or in part, any present or future "green", "sustainable", "climate-friendly", "social", "ESG", or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline and/or other independent expectation with which an investor or its investments may be expected to comply or otherwise seeks to have. The value of and market for the Sustainable Securities may be negatively affected if any concerns should arise among investors or the market in general about the suitability of the Sustainable Securities as "green", "sustainable", "climate-friendly", "social" or equivalently-labelled bonds or if, more broadly, investor demand for "green", "sustainable", "climate-friendly", "social" or equivalently-labelled bonds diminishes due to evolving investor preferences, increased regulatory or market scrutiny of investments linked to environmental, social or sustainability objectives, or for other reasons.

There is no assurance or representation given as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by JPMorgan Chase) that may be made available in connection with the issuance of the Sustainable Securities, in particular as it regards the ability of an Eligible Project to fulfill any environmental, social, sustainability or other criteria. No such opinion or certification is, nor should it be deemed to be, a recommendation by JPMorgan Chase, any agent, dealer or underwriter for the offering of the Sustainable Securities or any other person to buy, sell or hold any Sustainable Securities. Investors must determine for themselves the relevance of any such opinion or certification, the information contained therein and the provider of such opinion or certification for the purpose of any investment in the Sustainable Securities. To the knowledge of JPMorgan Chase, the providers of such opinions and certifications are not currently subject to any specific regulatory or other regime or oversight (however, the European Commission has published a proposal which, if eventually passed in its proposed form, would require such providers in the EU to be authorised by a European competent authority and be subject to a number of other obligations and requirements). In addition, any such provider, to the extent engaged by JPMorgan Chase, will receive compensation from JPMorgan Chase in connection with the issuance of any such opinion or certification, which could give rise to a conflict of interest for such provider. For the avoidance of doubt, no such opinion or certification is, or shall be deemed to be, incorporated into this Base Prospectus.

JPMorgan Chase has undertaken to allocate an amount equal to the net proceeds from the issuance of the Sustainable Securities to fund Eligible Projects. However, potential investors in Sustainable Securities should consider the following:



- there can be no assurance that the net proceeds from the issuance of the Sustainable Securities will be promptly allocated to fund Eligible Projects in accordance with any timing schedule and, pending allocation, may be invested temporarily in cash, cash equivalents and/or other high quality liquid assets;
- Eligible Projects may be included in the Sustainable Asset Portfolio for up to 24 months from the date of JPMorgan Chase's financing, investment or disbursement of funds for such projects. Accordingly, any or all of the net proceeds from the relevant Sustainable Securities offered may be allocated to existing Eligible Projects and not to any new or future Eligible Projects;
- JPMorgan Chase has considerable flexibility in allocating the net proceeds from the Sustainable Securities, including reallocating the net proceeds if it determines in its sole discretion that any project receiving an allocation no longer meets JPMorgan Chase's criteria for Eligible Projects;
- while JPMorgan Chase will not knowingly allocate proceeds from the issuance of Sustainable Securities to certain activities (see the section entitled "*Information relating to Sustainable Securities – Excluded Activities*" of this Base Prospectus), JPMorgan Chase has absolute discretion in determining whether or not any particular potential Eligible Project includes any such activities and it is possible that the circumstances may be unclear or ambiguous as to whether any such activities are taking place or are present in the relevant project; and
- there can be no assurance that any Eligible Projects will be completed within any specified time period or at all, or that such Eligible Projects will achieve the results or outcome, environmental, social or otherwise, originally expected or anticipated by JPMorgan Chase or as contemplated by the information set forth under the section entitled "*Information relating to Sustainable Securities*" of this Base Prospectus.

In the event any Sustainable Securities are listed or admitted to trading on any dedicated "green", "environmental", "sustainable" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), no assurance or representation is given by JPMorgan Chase, any dealer or any other person that such listing or admission satisfies, whether in whole or in part, the expectations of investors concerning environmental, social or sustainability benefits, expectations for sustainable finance products or any criteria or guidelines with which an investor may be required to comply. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. No assurance or representation is given by JPMorgan Chase, any dealer or any other person that any such listing or admission to trading will be obtained in respect of any Sustainable Securities or, if obtained, that any such listing or admission to trading will be maintained during the life of the relevant Sustainable Securities.

Any failure of Eligible Projects to achieve the results or outcome originally expected or anticipated by JPMorgan Chase or investors, any termination of any listing or admission to trading of any Sustainable Securities on any dedicated "green", "environmental", "sustainable" or other equivalently-labelled segment of any stock exchange or securities market, any withdrawal of any opinion or certification of a third party or any attestation regarding JPMorgan Chase's complying in whole or in part with any matters subject to such opinion, certification or attestation, or any change in demand for sustainability- or green- or social-themed investment products may have a material adverse effect on the return on, value of and market for the Sustainable Securities and may result in adverse consequences for investors, especially those with portfolio mandates to invest in securities to be used for a particular purpose. Further, none of such events will constitute an Event of Default under the Conditions of the Sustainable Securities or give rise to any claim by a Holder of the Sustainable Securities against JPMorgan Chase."

**(c) Amendments to the section entitled General Conditions**

- (i) General Condition 22.2 (*Rounding*) on page 215 of the Original Base Prospectus shall be deleted and replaced with the following:

"Notwithstanding anything to the contrary in the Conditions or the Agency Agreement, in respect of each Security which is not in definitive form (and save where a Fixed Coupon Amount or other specific amounts is expressed to be payable in respect of a Calculation Amount or Notional Amount or number of Securities (as applicable)), the entitlement to and calculation of each amount payable in cash in respect of such Security shall be based on the aggregate nominal amount or aggregate notional amount (as applicable) of all Securities of that Series outstanding on such date (or the relevant affected portion thereof (and not the Calculation Amount or Notional Amount (as applicable))), rounded in accordance with the method provided in General Condition 22.1 above and distributed in accordance with the Relevant Rules."

- (ii) General Condition 8.1 (*Fixed Rate Coupon Certificates*) on page 168 of the Original Base Prospectus shall be deleted and replaced with the following:

**"8.1 Fixed Rate Coupon Certificates**

Each Fixed Rate Coupon Certificate will pay an amount (the "**Coupon Amount**") in respect of each Coupon Payment Date determined in accordance with (a) or (b) below.

(a) ***Fixed Rate Coupon Accrual***

Each Certificate will pay a Coupon Amount in respect of the Notional Amount per Certificate at the rate per annum (expressed as a percentage) equal to the Fixed Rate Coupon, such Coupon Amount being payable in arrear on each Coupon Payment Date.

If the relevant Issue Terms specify "Fixed Rate Coupon Accrual Provisions" to be applicable, the Coupon Amount in respect of a Coupon Period shall be calculated by multiplying the Notional Amount by the Fixed Rate Coupon for such Coupon Period, further multiplying the product by the Day Count Fraction, and rounding the result in accordance with General Condition 22 (*Rounding*).

(b) ***Certificate Fixed Coupon Amount***

If the relevant Issue Terms specify "Certificate Fixed Coupon Amount Provisions" to be applicable, each Certificate (or, if the relevant Issue Terms specify "Trading in Notional (Certificates)" to be applicable, each Certificate of the Notional Amount) will pay a Coupon Amount equal to the Certificate Fixed Coupon Amount on each Coupon Payment Date."

**(d) Amendments to the section entitled Form of Final Terms**

- (i) The cover page of the Form of Final Terms shall be amended by deleting the paragraph beginning with "[*Include for all Securities which may include any ESG considerations:*" on page 537 of the Original Base Prospectus and replacing it with the following:

"[*Include for all Securities which may include any ESG considerations:* There is currently no universally accepted, global framework or definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes a "green", "sustainable", "climate-friendly", "social", "ESG" (Environmental, Social or Governance) or an equivalently-labelled product or project, or as to what precise attributes are required for a particular investment, product, project or asset to be defined as "green", "sustainable", "climate-friendly", "social", "ESG" or such other equivalent label; nor can any assurance be given that such a globally accepted definition or consensus will develop over time."

- (ii) The cover page of the Form of Final Terms shall be amended by deleting the paragraph beginning with "[*Include for all Securities which may include any ESG considerations, other than Sustainable Securities:*" on pages 537 to 538 of the Original Base Prospectus and replacing it with the following:

"[*Include for all Securities which may include any ESG considerations, other than Sustainable Securities:* The Securities are not intended to and no assurance is or can be given to investors that they satisfy, in whole or in part, any present or future "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline

and/or other independent expectation with which an investor or its investments may be expected to comply or otherwise seeks to have. For example and without limitation, the Securities are not Green Bonds and/or Social Bonds as defined under the International Capital Market Association (ICMA) Green Bond Principles and/or Social Bond Principles; the Securities are not intended to qualify for the proposed EU Green Bond Standard label; do not take into account any of the EU criteria for environmentally sustainable investments, including as set out under the EU Taxonomy Regulation (Regulation (EU) 2020/852) (or any equivalent regime); nor do they qualify as "sustainable investments" as defined under the Sustainable Finance Disclosure Regulations (Regulation (EU) 2019/2088) (or any equivalent regime).]"

- (iii) The cover page of the Form of Final Terms shall be amended by deleting the paragraph beginning with "[*Include for Sustainable Securities that are not linked to Reference Asset(s):*]" on page 538 of the Original Base Prospectus and replacing it with the following:

"[*Include for Sustainable Securities that are not linked to Reference Asset(s):* Save as specified in "*Use of Proceeds*" below, the Securities and the Eligible Projects are not intended to and no assurance is or can be given to investors that they satisfy, in whole or in part, any present or future "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline and/or other independent expectation with which an investor or its investments may be expected to comply or otherwise seeks to have. For example and without limitation, the Securities are not intended to qualify for the proposed EU Green Bond Standard label; do not take into account any of the EU criteria for environmentally sustainable investments, including as set out under the EU Taxonomy Regulation (Regulation (EU) 2020/852) (or any equivalent regime); nor do they qualify as "sustainable investments" as defined under the Sustainable Finance Disclosure Regulations (Regulation (EU) 2019/2088) (or any equivalent regime). The value of and market for the Sustainable Securities may be negatively affected if any concerns should arise among investors or the market in general about the suitability of the Sustainable Securities as "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled bonds or if, more broadly, investor demand for "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled bonds diminishes due to evolving investor preferences, increased regulatory or market scrutiny of investments linked to environmental, social or sustainability objectives, or for other reasons.]"

- (iv) The cover page of the Form of Final Terms shall be amended by deleting the paragraph beginning with "[*Include for Sustainable Securities that are linked to Reference Asset(s):*]" on page 538 of the Original Base Prospectus and replacing it with the following:

"[*Include for Sustainable Securities that are linked to Reference Asset(s):* Save as specified in "*Use of Proceeds*" below, the Securities or the Eligible Projects are not intended to and no assurance is or can be given to investors that they satisfy, in whole or in part, any present or future "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline and/or other independent expectation with which an investor or its investments may be expected to comply or otherwise seeks to have. For example and without limitation, the Securities are not intended to qualify for the proposed EU Green Bond Standard label; do not take into account any of the EU criteria for environmentally sustainable investments, including as set out under the EU Taxonomy Regulation (Regulation (EU) 2020/852) (or any equivalent regime); nor do they qualify as "sustainable investments" as defined under the Sustainable Finance Disclosure Regulations (Regulation (EU) 2019/2088) (or any equivalent regime). [*Include only where the Reference Asset(s) may not include any ESG considerations:* In particular, while the net proceeds from the issuance of the Securities may be allocated to fund Eligible Projects, amounts payable and/or deliverable with respect to the Securities may be linked to the performance of one or more Reference Assets which do not align with and/or take into consideration any "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline and/or other independent expectation.] The value of and market for the Sustainable Securities may be negatively affected if any concerns should arise among investors or the market in general about the suitability of the Sustainable Securities as "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled bonds or if, more broadly, investor demand for "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled bonds diminishes due to evolving investor preferences, increased regulatory or market scrutiny of investments linked to environmental, social or sustainability objectives, or for other reasons.]"

- (v) The section entitled "[3.] [4.] Reasons for the Issue, Estimated Net Proceeds and Total Expenses" of the Form of Final Terms shall be amended by deleting the paragraph beginning with "On an annual basis," on page 676 of the Original Base Prospectus and replacing it with the following:

"On an annual basis, JPMorgan Chase intends to prepare and make publicly available a report that will describe its allocation of the net proceeds of all outstanding Sustainable Securities, including any new issuances since its last report, to fund Eligible Projects within the Sustainable Asset Portfolio."

- (vi) Section 1 (*Listing and Admission to Trading*) of Part B (*Other Information*) in the Form of Final Terms on page 673 of the Original Base Prospectus shall be deleted and replaced with the following:

**"1. LISTING AND ADMISSION TO TRADING** [Application [will be/has been/is expected to be] made for the Securities to be [listed] [on the Official List] [and] admitted to trading on [the Regulated Market of [the Luxembourg Stock Exchange/other (*specify*)] [and] [the multilateral trading facility EuroTLX (managed by EuroTLX SIM S.p.A)/other (*specify*)] [and] [SeDeX (MTF), the multilateral trading facility organised and managed by Borsa Italiana S.p.A.] [and] [the Open Market (Freiverkehr) of the Frankfurt Stock Exchange (Börse Frankfurt Zertifikate AG)] [and] [the regulated unofficial market (Freiverkehr) of the Stuttgart Stock Exchange (EUWAX)] [with effect from, at the earliest,]/[before] the Issue Date. [No assurances can be given that such application for [listing and/or] admission to trading will be granted (or, if granted, will be granted by the Issue Date)]/[*Insert only for Securities listed on an Italian exchange: The validity of the offer of the Securities is conditional upon the [listing and/or] admission to trading of the Securities before the Issue Date. The notification of the invalidity of the offer of the Securities will be published on the websites of the Issuer (<https://sp.jpmorgan.com/spweb/index.html>) and the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)) respectively, and through the Distributor[s] (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).*].]

[The Issuer has no duty to maintain the [listing and/or] admission to trading (if any) of the Securities on the relevant [stock exchange(s)][multilateral trading facility(ies)] over their entire lifetime. Securities may be suspended from trading [and/or de-listed] at any time in accordance with applicable rules and regulations of the relevant [stock exchange(s)][multilateral trading facility(ies)].]

[The Securities will not be listed or admitted to trading on any exchange.]

*(No Notes issued by JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. will be admitted to trading on a regulated market in the European Economic Area unless they have a minimum denomination of at least EUR 100,000 (or its equivalent in another currency). Warrants and Certificates issued by JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. will not be admitted to trading on a regulated market in the European Economic Area)*

**[Estimated expenses related to admission to trading:** [Not Applicable]/[●] (*If Annex 15 applies, include estimate of the total expenses related to the admission to trading*)]"

- (e) **Amendments to the section entitled Form of Pricing Supplement**

- (i) The cover page of the Form of Pricing Supplement shall be amended by deleting the paragraph beginning with "[Include for all Securities which may include any ESG considerations:" on page 684 of the Original Base Prospectus and replacing it with the following:

"[Include for all Securities which may include any ESG considerations: There is currently no universally accepted, global framework or definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes a "green", "sustainable", "climate-friendly", "social", "ESG" (Environmental, Social or Governance) or an equivalently-labelled product or project, or as to what precise attributes are required for a particular investment, product, project or asset to be defined as "green", "sustainable", "climate-friendly", "social", "ESG" or such other equivalent label; nor can any assurance be given that such a globally accepted definition or consensus will develop over time."

- (ii) The cover page of the Form of Pricing Supplement shall be amended by deleting the paragraph beginning with "[Include for all Securities which may include any ESG considerations, other than Sustainable Securities:" on pages 684 to 685 of the Original Base Prospectus and replacing it with the following:

"[Include for all Securities which may include any ESG considerations, other than Sustainable Securities: The Securities are not intended to and no assurance is or can be given to investors that they satisfy, in whole or in part, any present or future "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline and/or other independent expectation with which an investor or its investments may be expected to comply or otherwise seeks to have. For example and without limitation, the Securities are not Green Bonds and/or Social Bonds as defined under the International Capital Market Association (ICMA) Green Bond Principles and/or Social Bond Principles; the Securities are not intended to qualify for the proposed EU Green Bond Standard label; do not take into account any of the EU criteria for environmentally sustainable investments, including as set out under the EU Taxonomy Regulation (Regulation (EU) 2020/852) (or any equivalent regime); nor do they qualify as "sustainable investments" as defined under the Sustainable Finance Disclosure Regulations (Regulation (EU) 2019/2088) (or any equivalent regime).]"

- (iii) The cover page of the Form of Pricing Supplement shall be amended by deleting the paragraph beginning with "[Include for Sustainable Securities that are not linked to Reference Asset(s):" on page 685 of the Original Base Prospectus and replacing it with the following:

"[Include for Sustainable Securities that are not linked to Reference Asset(s): Save as specified in "Use of Proceeds" below, the Securities and the Eligible Projects are not intended to and no assurance is or can be given to investors that they satisfy, in whole or in part, any present or future "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline and/or other independent expectation with which an investor or its investments may be expected to comply or otherwise seeks to have. For example and without limitation, the Securities are not intended to qualify for the proposed EU Green Bond Standard label; do not take into account any of the EU criteria for environmentally sustainable investments, including as set out under the EU Taxonomy Regulation (Regulation (EU) 2020/852) (or any equivalent regime); nor do they qualify as "sustainable investments" as defined under the Sustainable Finance Disclosure Regulations (Regulation (EU) 2019/2088) (or any equivalent regime). The value of and market for the Sustainable Securities may be negatively affected if any concerns should arise among investors or the market in general about the suitability of the Sustainable Securities as "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled bonds or if, more broadly, investor demand for "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled bonds diminishes due to evolving investor preferences, increased regulatory or market scrutiny of investments linked to environmental, social or sustainability objectives, or for other reasons.]"

- (iv) The cover page of the Form of Pricing Supplement shall be amended by deleting the paragraph beginning with "[Include for Sustainable Securities that are linked to Reference Asset(s):" on page 685 of the Original Base Prospectus and replacing it with the following:

"[Include for Sustainable Securities that are linked to Reference Asset(s): Save as specified in "Use of Proceeds" below, the Securities or the Eligible Projects are not intended to and no assurance is or can be given to investors that they satisfy, in whole or in part, any present or future "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline and/or other independent expectation with which an investor or its investments may be expected to comply or otherwise seeks to have. For example and without limitation, the Securities are not intended to qualify for the proposed EU Green Bond Standard label; do not take into account any of the EU criteria for environmentally sustainable investments, including as set out under the EU Taxonomy Regulation (Regulation (EU) 2020/852) (or any equivalent regime); nor do they qualify as "sustainable investments" as defined under the Sustainable Finance Disclosure Regulations (Regulation (EU) 2019/2088) (or any equivalent regime). [Include only where the Reference Asset(s) may not include any ESG considerations: In particular, while the net proceeds from the issuance of the Securities may be allocated to fund Eligible Projects, amounts payable and/or deliverable with respect to the Securities may be linked to the performance of one or more Reference Assets which do not align with and/or take into consideration any "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled certification, criteria, standard, guideline, taxonomy, label, voluntary guideline and/or other independent expectation.] The value of and market for the Sustainable Securities may be negatively affected if any concerns should arise among investors or the market in general about the suitability of the Sustainable Securities as "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled bonds or if, more broadly, investor demand for "green", "sustainable", "climate-friendly", "social", "ESG" or equivalently-labelled bonds diminishes due to evolving investor preferences, increased regulatory or market scrutiny of investments linked to environmental, social or sustainability objectives, or for other reasons.]]"

- (vii) The section entitled "[[3.] [4.] Reasons for the Offer/Issue, Estimated Net Proceeds and Total Expenses]" of the Form of Pricing Supplement shall be amended by deleting the paragraph beginning with "On an annual basis," on page 818 of the Original Base Prospectus and replacing it with the following:

"On an annual basis, JPMorgan Chase intends to prepare and make publicly available a report that will describe its allocation of the net proceeds of all outstanding Sustainable Securities, including any new issuances since its last report, to fund Eligible Projects within the Sustainable Asset Portfolio."

**(f) Amendments to the section entitled Information Relating to Sustainable Securities**

- (i) The first four paragraphs of the section entitled "Information relating to Sustainable Securities" on page 824 of the Original Base Prospectus shall be deleted and replaced with the following:

**"INFORMATION RELATING TO SUSTAINABLE SECURITIES**

The relevant Issue Terms may specify that the Securities are Green Securities ("**Green Securities**"), Social Securities ("**Social Securities**") or Sustainability Securities ("**Sustainability Securities**" and, together with Green Securities and Social Securities, "**Sustainable Securities**"), as the case may be. JPMorgan Chase has developed a firmwide sustainability strategy, and part of this strategy includes our issuance from time to time of Sustainable Securities is part of that strategy. Sustainable Securities are issuances by JPMorgan Chase of Securities in which case the relevant Issuer intends to lend the net proceeds from the sale of the Securities to JPMorgan Chase. JPMorgan Chase, in turn, intends to allocate an amount equal to the proceeds of that loan to fund:

- in the case of Green Securities, Eligible Green Projects (as described below);
- in the case of Social Securities, Eligible Social Projects (as described below); and
- in the case of Sustainability Securities, a combination of Eligible Green Projects and/or Eligible Social Projects (collectively, "**Eligible Projects**") (in such proportion between Eligible Green Projects and Eligible Social Projects as is determined at the discretion of JPMorgan Chase),

in each case on a portfolio basis, as described below.

For purposes of such allocation, Eligible Projects include projects for which JPMorgan Chase disburses funds up to 24 months prior to the issuance of the relevant Securities. Any payment on the Securities will not be directly linked to the performance, maturity or termination of any Eligible Projects.

Sustainable Securities will be issued pursuant to the terms of JPMorgan Chase's Sustainable Bond Framework (the "**Sustainable Bond Framework**"). The below description is based on the Sustainable Bond Framework as at the date of this Base Prospectus; however, JPMorgan Chase anticipates that it will periodically review the Sustainable Bond Framework in light of evolving market practices and applicable guidelines and, therefore, it is subject to change. Potential investors in Sustainability Securities should ensure to review the latest version of the Sustainable Bond Framework and the applicable Issue Terms for information on the use of proceeds of the relevant Sustainable Securities.

The latest version of the Sustainable Bond Framework can be found at (<https://www.jpmorganchase.com/about/governance/esg> (or any successor website)). The Sustainable Bond Framework does not form part of, is not incorporated in (whether in whole or in part), and shall not be deemed to be part of or incorporated in (whether in whole or in part), this Base Prospectus. The above website reference is provided for ease of reference only: none of the website or any information hosted on the website forms part of, is incorporated in (whether in whole or in part), or shall be deemed to be part of or incorporated in (whether in whole or in part), this Base Prospectus.

**Before investing in Sustainable Securities, prospective investors should carefully consider the information in Risk Factor 5.11 (*There are risks associated with Sustainable Securities*) above, as well as the other information in this Base Prospectus.**

- (ii) The subsection headed "Exclusionary criteria" on page 826 of the Original Base Prospectus shall be deleted and replaced with the following:

"Excluded activities

JPMorgan Chase will not knowingly allocate proceeds from the issuance of Sustainable Securities to the following activities:

- activities related to the exploration, production or transportation of fossil fuels (e.g., coal, oil and gas);
- consumption of fossil fuels for the purpose of power generation;
- nuclear energy;
- activities involving exploitation of human rights, modern slavery (e.g., forced labour or human trafficking) or child labour; or
- any other activity that it determines is ineligible for allocation of proceeds at the time of allocation."

- (iii) The subsection headed "Post-Issuance Reporting" on page 827 of the Original Base Prospectus shall be deleted and replaced with the following:

***"Post-Issuance Reporting***

On an annual basis, JPMorgan Chase intends to prepare and make publicly available a report that will describe its allocation of the net proceeds of all outstanding Sustainable Securities, including any new issuances since its last report, to fund Eligible Projects within the Sustainable Asset Portfolio, at such level of detail as JPMorgan Chase deems practicable based on commercial, confidentiality and other relevant considerations. JPMorgan Chase intends to publish a report annually until the aggregate net proceeds of the relevant Sustainable Securities issuance(s) have been fully allocated to fund Eligible Projects, and thereafter, JPMorgan Chase may publish an update of any such report at its sole discretion.

JPMorgan Chase expects that each report or update that it publishes concerning the allocation of the proceeds of Sustainable Securities issuances will:

- contain an assertion by its management that the aggregate nominal amount of all Eligible Projects included in the Sustainable Asset Portfolio meets or exceeds the aggregate principal amount of all outstanding Sustainable Securities issued by JPMorgan Chase from and after October 2022, or in the event of any shortfall, an amount equal to the shortfall is temporarily invested in cash, cash equivalents and/or other high quality liquid assets pending allocation of that amount; and
- be accompanied by a related report from an independent accountant or an independent third party consultant with experience in environmental, social and governance research and analysis.

JPMorgan Chase also intends to publish information, where feasible, concerning measures of the expected environmental or social impact of the Eligible Projects, as applicable, included in the Sustainable Asset Portfolio."

**(g) Amendments to the section entitled Important Legal Information**

The second paragraph of subsection 7 (*Listing and admission to trading*) of the section entitled "Important Legal Information" on page 948 of the Original Base Prospectus shall be deleted and replaced with the following:

"Notes issued by JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. will not be admitted to trading on a Regulated Market unless they have a minimum denomination of at least EUR 100,000 (or its equivalent in other currencies). No Warrants or Certificates issued by JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. will be admitted to trading on a Regulated Market."

**(h) Amendments to the section entitled General Information**

Subsection 5 (*Limitations on admission to trading on a regulated market of certain securities of JPMorgan Chase Bank, N.A.*) of the section entitled "General Information" on page 955 of the Original Base Prospectus shall be deleted and replaced with the following:

**"5. Limitations on admission to trading on a regulated market of certain securities of JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co.**

No Notes issued by JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. will be admitted to trading on a regulated market in the European Economic Area unless they have a minimum denomination of at least EUR 100,000 (or its equivalent in another currency). Warrants and Certificates issued by JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. will not be admitted to trading on a regulated market in the European Economic Area."

**III. Amendments to the Summary of the relevant JPMSF Final Terms**

The subsection entitled "Key financial information of the Guarantor" under the section headed "Is there a guarantee attached to the Securities?" on each of:

- (i) page 24 of the JPMSF Final Terms dated 19 July 2023 (ISIN: DE000JL7QUG1);
- (ii) page 24 of the JPMSF Final Terms dated 19 July 2023 (ISIN: DE000JL7QUE6);
- (iii) page 24 of the JPMSF Final Terms dated 19 July 2023 (ISIN: DE000JL7QUF3);
- (iv) page 23 of the JPMSF Final Terms dated 19 July 2023 (ISIN: DE000JP23SN1);
- (v) page 22 of the JPMSF Final Terms dated 31 July 2023 (ISIN: DE000JL8HH82);
- (vi) page 23 of the JPMSF Final Terms dated 3 August 2023 (ISIN: DE000JL88UK5); and
- (vii) page 23 of the JPMSF Final Terms dated 10 August 2023 (ISIN: DE000JL9MMJ7),

shall be deleted and replaced with the following:



**"Key financial information of the Guarantor:** The following key financial information has been extracted from the audited consolidated financial statements of JPMorgan Chase Bank, N.A. for the years ended 31 December 2022 and 2021 and from the unaudited consolidated interim financial statements of JPMorgan Chase Bank, N.A. for the six month period ended 30 June 2023. JPMorgan Chase Bank, N.A.'s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

<b>Summary information – income statement</b>				
<b>(in USD millions)</b>	<b>Year ended 31 December 2022 (audited)</b>	<b>Year ended 31 December 2021 (audited)</b>	<b>Six months ended 30 June 2023 (unaudited)</b>	<b>Six months ended 30 June 2022 (unaudited)</b>
<b>Selected income statement data</b>				
Noninterest revenue	50,555	52,399	29,514	26,302
Net interest income	68,422	51,806	44,713	29,040
Provision for credit losses	6,347	(9,296)	5,103	2,557
Total noninterest expense	68,736	64,445	36,943	34,063
Income before income tax expense	43,894	49,056	32,181	18,722
Net income	34,342	38,055	25,713	14,296
<b>Summary information – balance sheet</b>				
<b>(in USD millions)</b>	<b>As at 31 December 2022 (audited)</b>	<b>As at 31 December 2021 (audited)</b>	<b>As at 30 June 2023 (unaudited)</b>	
Loans, net of allowance for loan losses	1,113,271	1,058,728	1,276,265	
Total assets	3,201,942	3,306,982	3,382,195	
Deposits	2,440,722	2,549,631	2,505,649	
Long-term debt	75,138	84,042	148,726	
Total stockholder's equity	303,620	302,848	315,369"	

## **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  
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United States of America

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

**JPMorgan Chase & Co.**  
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New York, New York  
10179  
United States of America

**Dealer and Arranger**

**J.P. Morgan Securities plc**  
25 Bank Street  
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United Kingdom

**Dealers**

**J.P. Morgan Securities  
LLC**  
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**J.P. Morgan Securities  
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Hong Kong

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

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

**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

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

**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)**

**Norwegian Registrar**

**Verdipapirsentralen ASA**  
Fred Olsens gate 1

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

**Advokatfirmaet DLA  
Piper Norway DA**

Oslo Branch  
Investor Services  
Filipstad Brygge 1  
N-0252 Oslo  
Norway

N-0152 Oslo  
P.O. Box. 1174 Sentrum  
N-0107 Oslo  
Norway

Bryggegata 6,  
N-0250 Oslo  
P.O. Box 1364  
Vika  
N-0114 Oslo  
Norway

*In respect of Swedish Securities:*

**Swedish Programme Agent**

**Swedish Registrar**

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

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

**Euroclear Sweden AB**  
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Box 191  
SE-101 23 Stockholm  
Sweden

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

*In respect of Finnish Securities*

**Finnish Programme Agent**

**Finnish Registrar**

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

**Skandinaviska Enskilda Banken  
AB (publ)**  
Helsinki Branch  
Investor Services  
Eteläesplanadi 18,  
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Urho Kekkosen katu 5 C  
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