

# J.P.Morgan

6 March 2024

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

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

**Guaranteed by**

**JPMorgan Chase Bank, N.A.**

**Issue of EUR 848,000 Six-Year Autocallable Barrier Reverse Convertible Notes linked to a Basket of Shares, due March 2030 (the "Securities")**

**ISIN: XS2381769137**

## **Notification of Final Issue Size and other information**

We refer to the amended and restated final terms dated 6 March 2024 (amending and restating the final terms dated 30 January 2024) relating to the securities (the "**Final Terms**") and the base prospectus dated 20 April 2023 (the "**Base Prospectus**"). The Base Prospectus constitutes a prospectus for the purposes of the Prospectus Regulation. The Issuer hereby gives notice of the following information in accordance with Article 17 of the Prospectus Regulation and the terms of the Final Terms:

1. **Issue Size**

The Aggregate Nominal Amount of Notes in the Series and in the Tranche is EUR 848,000.

2. **Initial Value**

The Initial Value is, in respect of:

- (i) the ordinary shares of Metsa Board Oyj ("**METSB FH**"), EUR 6.95; and
- (ii) the ordinary shares of Stora Enso Oyj ("**STERV FH**"), EUR 11.79,

in each case being the closing value of the Reference Asset on the Initial Valuation Date.

3. **Early Redemption Barrier**

The Early Redemption Barrier is, in respect of:

- (i) METSB FH, EUR 6.95; and
- (ii) STERV FH, EUR 11.79,

in each case being 100.00 per cent. of the closing value of the Reference Asset on the Initial Valuation Date.

4. **Coupon Barrier Level**

The Coupon Barrier Level is, in respect of:

- (i) METSB FH, EUR 5.21; and

(ii) STERV FH, EUR 8.84,

in each case being 75.00 per cent. of the closing value of the Reference Asset on the Initial Valuation Date.

5. Barrier Event Strike

The Barrier Event Strike is, in respect of:

(i) the ordinary shares of METSB FH, EUR 4.87; and

(ii) the ordinary shares of STERV FH, EUR 8.24,

in each case being 70.00 per cent. of the closing value of the Reference Asset on the Initial Valuation Date.

Capitalised terms not defined herein shall have the meaning given thereto in the Base Prospectus or the Final Terms (as applicable).

This Notice will be filed with the *Luxembourg Commission de Surveillance du Secteur Financier*.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS:** The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation. Notwithstanding the above, if the Dealer subsequently prepares and publishes a key information document under the UK PRIIPs Regulation in respect of the Securities, then the prohibition on the offering, sale or otherwise making available the Securities to a retail investor in the United Kingdom as described above shall no longer apply.

Amended and Restated Final Terms dated 6 March 2024 (amending and restating the Final Terms dated 30 January 2024)

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

**Legal Entity Identifier (LEI): XZYUUT6IYN31D9K77X08**

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

**Guaranteed by**

**JPMorgan Chase Bank, N.A.**

**Issue of EUR 848,000 Six-Year Autocallable Barrier Reverse Convertible Notes linked to a Basket of Shares, due March 2030 (the "Securities")**

## **PART A - CONTRACTUAL TERMS**

Terms used herein shall have the same meaning as in the General Conditions, the Payout Conditions and the applicable Reference Asset Linked Conditions (as may be amended and/or supplemented up to, and including, 19 January 2024) set forth in the Base Prospectus dated 20 April 2023 (the "**Base Prospectus**") and the supplements dated 17 May 2023, 26 May 2023, 13 July 2023, 27 July 2023, 17 August 2023, 21 September 2023, 26 October 2023, 16 November 2023, 25 January 2024 and 29 February 2024 to the Base Prospectus which together constitute a base prospectus for the purposes of the EU Prospectus Regulation (as defined below). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"), and must be read in conjunction with the Base Prospectus. A Summary of the Securities is annexed to these Final Terms. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus (as supplemented). The Base Prospectus and any supplements to the Base Prospectus are available from The Bank of New York Mellon S.A./N.V., Luxembourg Branch, at Vertigo Building, Polaris, 2-4 rue Eugène Ruppert, L-2453, Luxembourg and in electronic form on the Luxembourg Stock Exchange's website ([www.luxse.com](http://www.luxse.com)).

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|----|------|-----------------|------------|
| 1. | (i)  | Series Number:  | 2021-37540 |
|    | (ii) | Tranche Number: | One        |

2.	<b>Specified Currency or Currencies:</b>	EUR, as defined in General Condition 31.1 (Definitions)
3.	<b>Notes, Warrants or Certificates:</b>	Notes
4.	<b>Aggregate Nominal Amount:</b>	EUR 848,000
	(i) Series:	EUR 848,000
	(ii) Tranche:	EUR 848,000
5.	<b>Issue Price:</b>	100.00 per cent. (100.00%) of the Aggregate Nominal Amount
	(i) Specified Denomination:	EUR 1,000
	(ii) Calculation Amount:	EUR 1,000
	(iii) Trading in Units (Notes):	Not Applicable
	(iv) Trading in Notional (Certificates):	Not Applicable
	(v) Minimum trading size:	The Securities may only be traded in a minimum initial amount of five Securities (corresponding to an aggregate nominal amount of EUR 5,000) and, thereafter, in multiples of one Security (corresponding to a nominal amount of EUR 1,000)
6.	<b>Issue Date:</b>	8 March 2024
	<b>Trade Date:</b>	1 March 2024
7.	<b>Maturity Date:</b>	8 March 2030

#### **PROVISIONS APPLICABLE TO NOTES**

##### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

8.	<b>Fixed-to-Floating Rate Notes:</b>	Not Applicable
9.	<b>Floating-to-Fixed Rate Notes:</b>	Not Applicable
10.	<b>Interest Commencement Date:</b>	Not Applicable
11.	<b>Fixed Rate Accrual Provisions (General Condition 4.1(a)):</b>	Not Applicable
12.	<b>Fixed Coupon Amount Provisions (General Condition 4.1(b)):</b>	Not Applicable
13.	<b>Floating Rate Note Provisions (General Condition 4.2):</b>	Not Applicable

##### **PROVISIONS APPLICABLE TO WARRANTS (General Condition 11)**

14.	<b>European, American or Bermudan Style:</b>	Not Applicable
15.	<b>Automatic Exercise:</b>	Not Applicable
16.	<b>Expiration Date:</b>	Not Applicable

17.	<b>Expiration Date subject to Valuation Date adjustment:</b>	Not Applicable
18.	<b>Potential Exercise Date(s):</b>	Not Applicable
19.	<b>Potential Exercise Date subject to Valuation Date adjustment:</b>	Not Applicable
20.	<b>Exercise Amount:</b>	Not Applicable
21.	<b>Exercise Period:</b>	Not Applicable
22.	<b>Minimum Exercise Number:</b>	Not Applicable
23.	<b>Maximum Exercise Number:</b>	Not Applicable
24.	<b>Cash Settlement/Issuer Physical Settlement:</b>	Not Applicable
25.	<b>Settlement Amount:</b>	Not Applicable

#### **PROVISIONS APPLICABLE TO CERTIFICATES**

26.	<b>Exercise applicable to Certificates (General Condition 10):</b>	Not Applicable
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#### **CERTIFICATE COUPON PROVISIONS**

27.	<b>Fixed-to-Floating Rate Certificate:</b>	Not Applicable
28.	<b>Floating-to-Fixed Rate Certificate:</b>	Not Applicable
29.	<b>Fixed Rate Coupon Certificate Provisions and Fixed Rate Coupon Accrual Provisions (General Condition 8.1(a)):</b>	Not Applicable
30.	<b>Fixed Rate Coupon Certificate Provisions and Certificate Fixed Coupon Amount Provisions (General Condition 8.1(b)):</b>	Not Applicable
31.	<b>Certificate Floating Rate Coupon Provisions (General Condition 8.2):</b>	Not Applicable

#### **REFERENCE ASSET LINKED COUPON PROVISIONS**

32.	<b>Reference Asset Linked Coupon Provisions (Payout Condition 1):</b>	Applicable
(i)	Coupon Reference Asset(s):	Each Share as specified below in paragraph 38
(ii)	Contingent Coupon (Payout Condition 1(a)):	Not Applicable
(iii)	Memory Coupon (Payout Condition 1(b)):	Applicable
	Memory Coupon with Instalment Feature (Payout Condition 1(t)):	Not Applicable
(a)	Calculation Amount (CA):	EUR 1,000
(b)	Memory Coupon Value:	5.00 per cent. (5.00%) (expressed as 0.05)

	(c)	t:	The amount set forth in the Coupon Payment Table below in the column entitled "t" in the row corresponding to the Coupon Payment Date
	(d)	Coupon Averaging:	Not Applicable
(iv)	Factor Coupon (Single Reference Asset) (Payout Condition 1(c)):		Not Applicable
		Factor Coupon (Basket of Reference Assets) (Payout Condition 1(d)):	Not Applicable
(v)	Lock-in Coupon (Payout Condition 1(e)):		Not Applicable
(vi)	Performance Coupon 1 (Payout Condition 1(f)):		Not Applicable
(vii)	Performance Coupon 2 (Payout Condition 1(g)):		Not Applicable
(viii)	Range Accrual Coupon (Single Reference Asset) (Payout Condition 1(h)):		Not Applicable
		Range Accrual Coupon (Worst of) (Payout Condition 1(i)):	Not Applicable
		Range Accrual Coupon (Basket of Reference Assets) (Payout Condition 1(j)):	Not Applicable
(ix)	Enhanced Coupon (Payout Condition 1(k)):		Not Applicable
		Memory Enhanced Coupon (Payout Condition 1(l)):	Not Applicable
(x)	Contingent Floating Rate Coupon (Payout Condition 1(m)):		Not Applicable
		Memory Contingent Floating Rate Coupon (Payout Condition 1(n)):	Not Applicable
(xi)	In Fine Coupon (Payout Condition 1(o)):		Not Applicable
(xii)	In Fine Memory Coupon (Payout Condition 1(p)):		Not Applicable
(xiii)	Daily Coupon (Payout Condition 1(q)):		Not Applicable
		Daily Coupon 2 (Payout Condition 1(u)):	Not Applicable
(xiv)	Fixed, Worst-of, Weighted and / or Best-of Basket Coupon (Payout Condition 1(r)):		Not Applicable

- (xv) Drop Back Coupon (Payout Condition 1(s)): Not Applicable
- (xvi) Coupon Valuation Date(s): Each date set forth in the Coupon Payment Table in the column entitled "Coupon Valuation Date(s)"
- (xvii) Coupon Payment Date(s): Each date set forth in the Coupon Payment Table in the column entitled "Coupon Payment Date(s)"
- (xviii) Coupon Barrier Event: Applicable
- (a) Coupon Observation Period Closing: Not Applicable
- (b) Coupon Observation Period Intra-Day: Not Applicable
- (c) Coupon Valuation Date Closing: Applicable: (a) any Reference Asset and (b) less than the Coupon Barrier Level
- (xix) Coupon Barrier Level: As set forth in the Reference Asset Table in the column entitled "Coupon Barrier Level" corresponding to the relevant Reference Asset
- (xx) Coupon Event: Not Applicable
- (xxi) Coupon Level: Not Applicable
- (xxii) Coupon Observation Period: Not Applicable
- (xxiii) Provisions for determining Coupon Amount where calculation by reference to Share and/or Index and/or Commodity and/or Commodity Index and/or FX Rate and/or Fund is impossible or impracticable or otherwise disrupted: The Share Linked Provisions are applicable. See paragraph 38

<b>Coupon Payment Table</b>		
<b>t</b>	<b>Coupon Valuation Date(s)</b>	<b>Coupon Payment Date(s)</b>
1	2 September 2024	9 September 2024
2	3 March 2025	10 March 2025
3	1 September 2025	8 September 2025
4	2 March 2026	9 March 2026
5	1 September 2026	8 September 2026
6	1 March 2027	8 March 2027
7	1 September 2027	8 September 2027
8	1 March 2028	8 March 2028
9	1 September 2028	8 September 2028

10	1 March 2029	8 March 2029
11	3 September 2029	10 September 2029
12	1 March 2030	8 March 2030

#### PROVISIONS RELATING TO REDEMPTION OF SECURITIES

33. **Call Option (General Condition 5.1 in respect of Notes and General Condition 9.1 in respect of Certificates):** Not Applicable
- Details relating to Instalment Notes (General Condition 5.3):** Not Applicable
34. **Early Payment Amount:** Early Payment Amount 1 is applicable
35. **Early Redemption (Payout Condition 2):** Applicable
- (i) Early Redemption Reference Asset(s): Each Share as specified below in paragraph 38
- (ii) Early Redemption Event 1: Not Applicable
- (iii) Early Redemption Event 2: Applicable
- Early Redemption Barrier: As set forth in the Reference Asset Table in the column entitled "Early Redemption Barrier" corresponding to the relevant Reference Asset
- ER Averaging: Not Applicable
- Early Redemption Barrier Observation: Greater than or equal to its respective Early Redemption Barrier
- (iv) Early Redemption Event 3: Not Applicable
- (v) Early Redemption Valuation Date: Each date set forth in the Early Redemption Table in the column entitled "Early Redemption Valuation Date(s)"
- (vi) Early Redemption Date: Each date set forth in the Early Redemption Table in the column entitled "Early Redemption Date(s)"
- (vii) Early Redemption Amount: EUR 1,000

Early Redemption Table	
Early Redemption Valuation Date(s)	Early Redemption Date(s)
1 September 2025	8 September 2025
2 March 2026	9 March 2026
1 September 2026	8 September 2026
1 March 2027	8 March 2027



1 September 2027	8 September 2027
1 March 2028	8 March 2028
1 September 2028	8 September 2028
1 March 2029	8 March 2029
3 September 2029	10 September 2029

**Daily Observation Early Redemption (Payout Condition 2):** Not Applicable

**Fast Autocall Early Redemption (Payout Condition 2):** Not Applicable

36. **Security Redemption Amount (Payout Condition 3):** Applicable

(i) Security Redemption Reference Asset(s): Each Share as specified below in paragraph 38

(ii) Provisions for determining Security Redemption Amount where calculation by reference to Share and/or Index and/or Commodity/Commodity Index and/or Fund is impossible or impracticable or otherwise disrupted: The Share Linked Provisions are applicable. See paragraph 38

#### **PAYOUT CONDITIONS APPLICABLE TO THE SECURITIES**

37. **Payout Conditions:** Applicable

(i) Redemption Amount 1 (Single Reference Asset) (Payout Conditions 3(a) and 3(b)): Not Applicable

(ii) Redemption Amount 2 (Payout Conditions 3(c) and 3(d)): Not Applicable

(iii) Redemption Amount 3 (Payout Conditions 3(e) and 3(f)): Not Applicable

(iv) Redemption Amount 4 (Payout Conditions 3(g) and 3(h)): Not Applicable

(v) Redemption Amount 5 (Payout Condition 3(i)): Applicable

(a) Calculation Amount (CA): EUR 1,000

(b) Averaging: Not Applicable

(c) Initial Value: Initial Reference Asset Closing Value

(d) Floor: 0.0001

(e) Barrier Event: For the purposes of the definition of "Barrier Event" in the Payout Conditions, less than Barrier Event Strike is applicable

	– Barrier Observation Period Closing:	Not Applicable
	– Barrier Observation Period Intra-Day:	Not Applicable
	– Barrier Reference Date Closing:	Applicable
	– Barrier Reference Date:	In respect of each Share, the Valuation Date
	– Barrier Event Strike:	As set forth in the Reference Asset Table in the column entitled "Barrier Event Strike" corresponding to the relevant Reference Asset
(f)	Barrier Observation Period:	Not Applicable
(g)	Observation Date (Closing Valuation):	Not Applicable
(h)	Observation Date (Intra-Day Valuation):	Not Applicable
(vi)	Bonus Securities (Payout Conditions 3(j) and 3(k)):	Not Applicable
(vii)	Capped Bonus Securities (Payout Conditions 3(l) and 3(m)):	Not Applicable
(viii)	Barrier Reverse Convertible Securities (Payout Conditions 3(n) and 3(o)):	Not Applicable
(ix)	Reverse Convertible Securities (Payout Conditions 3(p) and 3(q)):	Not Applicable
(x)	Discount Securities (Payout Condition 3(r)):	Not Applicable
(xi)	Twin Win with Cap (Single Reference Asset) (Payout Condition 3(s)):	Not Applicable
	Twin Win with no Cap (Single Reference Asset) (Payout Condition 3(t)):	Not Applicable
(xii)	Barrier Event Redemption Amount (Single Reference Asset) (Payout Condition 3(u)):	Not Applicable
	Barrier Event Redemption Amount with Instalment Feature (Single Reference Asset) (Payout Condition 3(kkk)):	Not Applicable
(xiii)	ELIOS Redemption Amount (Payout Condition 3(v)):	Not Applicable
(xiv)	Best-of Bonus (Payout Condition 3(w)):	Not Applicable

(xv)	Capped Booster 1 (Payout Condition 3(x)):	Not Applicable
(xvi)	Capped Booster 2 (Payout Condition 3(y)):	Not Applicable
(xvii)	Redemption Amount 6 (Payout Condition 3(z)):	Not Applicable
(xviii)	Bullish Securities (Payout Condition 3(aa)):	Not Applicable
(xix)	Redemption at par (Payout Condition 3(bb)):	Not Applicable
(xx)	Redemption Amount 7 (Single Reference Asset) (Payout Condition 3(cc)):	Not Applicable
(xxi)	Redemption Amount 7 (Basket of Reference Assets) (Payout Condition 3(dd)):	Not Applicable
(xxii)	Call Warrants (Single Reference Asset) (Payout Condition 3(ee)):	Not Applicable
	Call Warrants (Basket of Reference Assets) (Payout Condition 3(ff)):	Not Applicable
	Put Warrants (Single Reference Asset) (Payout Condition 3(gg)):	Not Applicable
	Put Warrants (Basket of Reference Assets) (Payout Condition 3(hh)):	Not Applicable
(xxiii)	Delta One (Single Reference Asset) (Payout Condition 3(ii)):	Not Applicable
	Delta One (Basket of Reference Assets) (Payout Condition 3(jj)):	Not Applicable
(xxiv)	Twin Win II with Cap (Payout Condition 3(kk)):	Not Applicable
	Twin Win II with no Cap (Payout Condition 3(ll)):	Not Applicable
(xxv)	Outperformance with Cap (Payout Condition 3(mm)):	Not Applicable
	Outperformance with no Cap (Payout Condition 3(nn)):	Not Applicable
(xxvi)	Redemption Amount 1 (Basket of Reference Assets) (Payout Condition 3(oo)):	Not Applicable
(xxvii)	Twin Win with Cap (Basket of Reference Assets) (Payout Condition 3(pp)):	Not Applicable

	Twin Win with no Cap (Basket of Reference Assets) (Payout Condition 3(qq)):	Not Applicable
(xxviii)	Barrier Event Redemption Amount (Basket of Reference Assets) (Payout Condition 3(rr)):	Not Applicable
(xxix)	Downside Performance (Payout Condition 3(ss)):	Not Applicable
(xxx)	Redemption Amount 8 (Payout Condition 3(tt)):	Not Applicable
(xxxi)	Olympus Redemption Amount 1 (Payout Condition 3(uu)):	Not Applicable
(xxxii)	Olympus Redemption Amount 2 (Payout Condition 3(vv)):	Not Applicable
(xxxiii)	Hydra Redemption Amount (Payout Condition 3(ww)):	Not Applicable
(xxxiv)	Leveraged Put (Single Reference Asset) (Payout Condition 3(xx)):	Not Applicable
(xxxv)	Leveraged Put (Basket of Reference Assets) (Payout Condition 3(yy)):	Not Applicable
(xxxvi)	Market Participation (Payout Condition 3(zz)):	Not Applicable
(xxxvii)	Outperformance II with Cap (Payout Condition 3(aaa)):	Not Applicable
(xxxviii)	Outperformance II with no Cap (Payout Condition 3(bbb)):	Not Applicable
(xxxix)	Double Barrier without Rebate (Payout Condition 3(ccc)):	Not Applicable
(xl)	Double Barrier with Rebate (Payout Condition 3(ddd)):	Not Applicable
(xli)	Lock-in Event Redemption (Payout Condition 3(eee)):	Not Applicable
(xlii)	Reverse Trigger (Payout Condition 3(fff)):	Not Applicable
(xliii)	Buffered Return Enhanced (Single Reference Asset) (Payout Condition 3(ggg)):	Not Applicable
(xliv)	Barrier Event Redemption Amount (Basket of Reference Assets with Single Reference Asset Knock-In) (Payout Condition 3(hhh)):	Not Applicable
(xlv)	Barrier Performance Event Redemption Amount (Basket of Reference Assets with Single	Not Applicable

Reference Asset Knock-In) (Payout Condition 3(iii)):

(xlvii)	Currency Conversion (Payout Condition 3(III)):	Not Applicable
(xlvi)	Drop Back Redemption Amount (Payout Condition 3(jjj)):	Not Applicable

## REFERENCE ASSET LINKED CONDITIONS

### REFERENCE ASSET TABLE

Reference Asset(s)	Bloomberg / ISIN	Exchange(s) / Related Exchange(s)
Ordinary shares of Metsa Board Oyj	Bloomberg Code: METSB FH <Equity>; ISIN(s): FI0009000665	Exchange(s): Helsinki Stock Exchange Related Exchange(s): All Exchanges
Ordinary shares of Stora Enso Oyj	Bloomberg Code: STERV FH <Equity>; ISIN(s): FI0009005961	Exchange(s): Helsinki Stock Exchange Related Exchange(s): All Exchanges

### REFERENCE ASSET TABLE (CONTINUED)

Reference Asset(s)	Coupon Barrier Level	Barrier Strike	Event	Early Redemption Barrier
Ordinary shares of Metsa Board Oyj	In respect of each Coupon Valuation Date, 75.00 per cent. (75.00 %) of the Initial Value	70.00 per cent. (70.00%) of the Initial Value		In respect of each Early Redemption Valuation Date, 100.00 per cent. (100.00%) of the Initial Value
Ordinary shares of Stora Enso Oyj	In respect of each Coupon Valuation Date, 75.00 per cent. (75.00 %) of the Initial Value	70.00 per cent. (70.00%) of the Initial Value		In respect of each Early Redemption Valuation Date, 100.00 per cent. (100.00%) of the Initial Value

## SHARE LINKED PROVISIONS

38.	<b>Share Linked Provisions:</b>	Applicable in respect of each Share
(i)	Single Share or basket of Shares:	Basket of Shares
(ii)	Share(s):	As set forth in the Reference Asset Table above in the column entitled "Reference Asset(s)"
(iii)	Exchange Traded Fund(s):	Not Applicable
(iv)	Exchange(s):	As set forth in the Reference Asset Table above in the column entitled "Exchange(s)"
(v)	Related Exchange(s):	As set forth in the Reference Asset Table above in the column entitled "Related Exchange(s)"
(vi)	Initial Share Price:	Not Applicable
(vii)	Initial Closing Share Price:	Applicable

(viii)	Lowest Initial Closing Share Price:	Not Applicable
(ix)	Initial Valuation Date(s):	1 March 2024
(x)	Coupon Valuation Date(s):	Each date set forth in the Coupon Payment Table in the column entitled "Coupon Valuation Date(s)"
(xi)	Periodic Valuation Date(s):	Not Applicable
(xii)	Valuation Date(s):	1 March 2030
(xiii)	Averaging Dates:	Not Applicable
(xiv)	Final Averaging Date:	Not Applicable
(xv)	Valuation Time:	As specified in Share Linked Provision 10 ( <i>Definitions</i> )
(xvi)	Single Share and Reference Dates:	Not Applicable
(xvii)	Single Share and Averaging Dates:	Not Applicable
(xviii)	Share Basket and Reference Dates:	Applicable: as specified in Share Linked Provision 1.3 in respect of the Initial Valuation Date, each Coupon Valuation Date and the Valuation Date
(xix)	Share Basket and Averaging Dates:	Not Applicable
(xx)	Maximum Days of Disruption:	Three Scheduled Trading Days
(xxi)	Fallback Valuation Date:	Applicable: Default Fallback Valuation Date as specified in Share Linked Provision 10 ( <i>Definitions</i> )
(xxii)	Share Substitution:	Applicable
(xxiii)	Hedging Disruption:	Not Applicable
(xxiv)	Change in Law - Increased Cost:	Not Applicable
(xxv)	Insolvency Filing:	Not Applicable
(xxvi)	Partial Lookthrough Depository Receipts Provisions:	Not Applicable
(xxvii)	Full Lookthrough Depository Receipts Provisions:	Not Applicable
(xxviii)	Market Disruption Event – NAV Temporary Publication Suspension (ETF):	Not Applicable
(xxix)	Extraordinary Events – NAV Publication Suspension (ETF):	Not Applicable
(xxx)	Extraordinary Events – Underlying Index Cancellation (ETF):	Not Applicable
(xxxi)	Extraordinary Events – Underlying Index Modification (ETF):	Not Applicable

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| (xxxii) ETF – Successor Index Event Provision: | Not Applicable   |
| (xxxiii) Extraordinary Events – Delisting:     | As specified in Share Linked Provision 10 ( <i>Definitions</i> ) |

#### **INDEX LINKED PROVISIONS**

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|-------------------------------------|----------------|
| 39. <b>Index Linked Provisions:</b> | Not Applicable |
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#### **COMMODITY LINKED PROVISIONS**

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|---|----------------|
| 40. <b>Commodity Linked Provisions:</b> | Not Applicable |
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#### **FX LINKED PROVISIONS**

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| 41. <b>FX Linked Provisions:</b> | Not Applicable |
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#### **CREDIT LINKED PROVISIONS**

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|--------------------------------------|----------------|
| 42. <b>Credit Linked Provisions:</b> | Not Applicable |
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#### **FUND LINKED PROVISIONS**

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|------------------------------------|----------------|
| 43. <b>Fund Linked Provisions:</b> | Not Applicable |
|------------------------------------|----------------|

#### **GENERAL PROVISIONS APPLICABLE TO THE SECURITIES**

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|--|---|
| 44. <b>New Safekeeping Structure (in respect of Registered Notes) or New Global Note (in respect of Bearer Notes):</b>   | Not Applicable  |
| 45. <b>Form of Securities:</b>   | Registered Securities   |
| (i) Temporary or Permanent Bearer Global Security / Registered Global Security:  | Temporary Registered Global Security which is exchangeable for a Permanent Registered Global Security, each of which is exchangeable for Registered Definitive Securities (i) automatically in the limited circumstances specified in the relevant Registered Global Security or (ii) in the case of a Permanent Registered Global Security only, at any time at the option of the Issuer by giving notice to the Holders and the Registrar of its intention to effect such exchange on the terms as set forth in the relevant Permanent Registered Global Security |
| (ii) Are the Notes to be issued in the form of obligations under French law?   | Not Applicable  |
| (iii) Name of French Registration Agent (only if French Securities are in registered form ( <i>au nominatif</i> ) and if the Notes are not inscribed with the Issuer): | Not Applicable  |
| (iv) Representation of Holders of Notes / Masse:   | Not Applicable  |
| (v) Appointment of Holders' Joint Representative:  | Not Applicable  |

	(vi) Are the Securities New York Law Notes?	No
46.	<b>Record Date:</b>	As set out in General Condition 6.2
47.	<b>Additional Financial Centre(s) (General Condition 12.2) or other special provisions relating to payment dates:</b>	For the avoidance of doubt, TARGET2
	– Default Business Day:	Applicable
48.	<b>Payment Disruption Event (General Condition 13):</b>	Applicable
	– Relevant Currency(ies):	Specified Currency
49.	<b>Termination Event Notice Period (General Condition 16):</b>	As specified in General Condition 16
50.	<b>Extraordinary Hedge Disruption Event (General Condition 17):</b>	Applicable
	(i) Extraordinary Hedge Sanctions Event:	Applicable
	(ii) Extraordinary Hedge Bail-in Event:	Applicable
	(iii) Extraordinary Hedge Currency Disruption Event:	Applicable
51.	<b>Tax Termination Event Notice Period (General Condition 18.3):</b>	As specified in General Condition 18.3
52.	<b>Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4):</b>	Not Applicable
53.	<b>Physical Settlement (General Condition 14):</b>	Not Applicable
54.	<b>Calculation Agent:</b>	J.P. Morgan Securities plc
55.	<b>Redenomination, Renominalisation and Reconventioning Provisions (General Condition 21.1):</b>	Not Applicable
56.	<b>Gross Up (General Condition 18):</b>	Applicable – as specified in General Condition 18.1
	(i) Exclude Section 871(m) Taxes from Gross Up (General Condition 18):	Not Applicable
	(ii) Exclude U.S. Withholding Taxes other than Section 871(m) Taxes from Gross Up (General Condition 18):	Not Applicable
	(iii) 871(m) Securities:	Section 871(m) and the regulations promulgated thereunder will not apply to the Securities
57.	<b>Rounding (General Condition 22):</b>	



(i)	Percentages – Default Rounding:	Applicable – as specified in General Condition 22.1(a)
(ii)	Figures – Default Rounding:	Not Applicable
(iii)	Currency amounts due and payable – Default Rounding:	Applicable – as specified in General Condition 22.1(c)
(iv)	Yen currency amounts due and payable – Default Rounding:	Not Applicable
(v)	Specified Fraction:	Not Applicable
(vi)	Specified Unit:	Not Applicable
(vii)	Specified Decimal Place:	Coupon Barrier Level: and Barrier Event Strike rounded to the nearest two decimal places (with halves being rounded up)

#### DISTRIBUTION

58.	<b>If non-syndicated, name and address of Dealer:</b>	J.P. Morgan SE of TaunusTurm, Taunustor 1, 60310 Frankfurt am Main, Germany  For the avoidance of doubt, the Dealer will not act as distributor.
	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
59.	<b>JPMSP ERISA (Purchaser representations and requirements and transfer restrictions):</b>	JPMSP Standard Restrictions apply
60.	<b>ECI Holder Restrictions:</b>	Not Applicable
61.	<b>Prohibition of Sales to EEA Retail Investors:</b>	Not Applicable
62.	<b>Prohibition of Sales to UK Retail Investors:</b>	Applicable
63.	<b>Belgian Securities Annex:</b>	Not Applicable
64.	<b>Swiss Non-Exempt Public Offer:</b>	No
65.	<b>Additional Selling Restrictions:</b>	Not Applicable

**Signed on behalf of the Issuer:**

By: \_\_\_\_\_

Duly authorised

**Signed on behalf of the Guarantor:**

By: \_\_\_\_\_

Duly authorised

## PART B - OTHER INFORMATION

- 1. LISTING AND ADMISSION TO TRADING** Application will be made for the Securities to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from, at the earliest, 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).

The Issuer has no duty to maintain the listing and/or admission to trading (if any) of the Securities on the relevant stock exchange 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.

- 2. RATINGS** Not Applicable

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

Save as discussed in the section of the Base Prospectus entitled "Conflicts of Interest", so far as the Issuer is aware, no person involved in the Offer of the Securities has an interest material to the offer.

### **4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: Not Applicable
- (ii) Estimated net proceeds: Not Applicable
- (iii) Estimated total expenses: Not Applicable

### **5. PERFORMANCE OF REFERENCE ASSET(S) AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S)**

Details of the past and future performance and the volatility of the Reference Assets may be obtained at a charge from Bloomberg®.

### **6. POST-ISSUANCE INFORMATION**

The Issuer will not provide any post-issuance information with respect to the Reference Assets, unless required to do so by applicable law or regulation.

### **7. OPERATIONAL INFORMATION**

Intended to be held in a manner which would allow Eurosystem eligibility: No

ISIN: XS2381769137

Common Code: 238176913

Relevant Clearing System(s): Euroclear/Clearstream, Luxembourg

Delivery: Delivery against payment

The Agents appointed in respect of the Securities are: 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

Registrar: The Bank of New York Mellon S.A./N.V.,  
Luxembourg Branch

## 8. TERMS AND CONDITIONS OF THE OFFER

Non-exempt Offer: An offer of the Securities may be made by Alexandria Group Oyj, Etelä Esplanadi 22 A, 00130 Helsinki, Helsinki FI-00130, Finland (the "**Distributor**") other than pursuant to Article 1(4) of the EU Prospectus Regulation in Finland during the period from (and including) 31 January 2024 to (and including) 23 February 2024 (the "**Offer Period**").

Offer Price: Issue Price

Conditions to which the offer is subject: The offer of the Securities is conditional on their issue.

The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations. Any adjustments to such Offer Period will be set out in one or more notices to be made available 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 (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The offer of the Securities may be withdrawn in whole or in part at any time before the Issue Date at the discretion of the Issuer by giving at least two Business Days' notice, and notification of such withdrawal 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 (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

If the Aggregate Nominal Amount subscribed for during this subscription period is less than EUR 500,000, then the offer of the Securities may be withdrawn by the Issuer at its option, and if so, no Securities will be issued, and notification of such withdrawal will be available 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.

For the avoidance of doubt, if any application has been made by a potential purchaser and the Issuer exercises such a right, each such potential purchaser shall not be entitled to subscribe or otherwise acquire the Securities.

Description of the application process:

The Securities will be offered in Finland on the basis of a public offer.

Investors may apply to subscribe for Securities during the Offer Period. The Offer Period may be discontinued at any time. In such a case, the Issuer shall give immediate notice to the public before the end of the Offer Period by means of a notice 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 (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

Any application shall be made in Finland to the Distributor. Investors shall not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for any Securities.

A potential purchaser should contact the Distributor prior to the end of the Offer Period. A purchaser will subscribe for Securities in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally.

There is no pre-identified allotment criteria. The Distributor will adopt allotment criteria that ensures equal treatment of potential purchasers. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the offer. In the event that during the Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests. In such a case, the Issuer shall give immediate notice to the public before the end of the Offer Period by means of a notice 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 (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

A potential purchaser will, on the Issue Date, receive 100.00 per cent. (100.00%) of the amount of Securities allocated to it at the end of the Offer Period.

Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant:	Not Applicable
Details of the minimum and/or maximum amount of application:	The maximum Aggregate Nominal Amount of Securities to be issued is EUR 2,000,000.
Details of the method and time limits for paying up and delivering the Securities:	<p>The minimum amount of application per investor will be five Securities (corresponding to an aggregate nominal amount of EUR 5,000). The maximum amount of application will be subject only to availability at the time of application.</p> <p>Securities will be available on a delivery versus payment basis.</p> <p>The Issuer estimates that the Securities will be delivered to the purchaser's respective securities accounts on or around the Issue Date.</p> <p>The settlement and the delivery of the Securities will be executed through the Dealer for technical reasons only.</p>
Manner and date in which results of the offer are to be made public:	<p>The results of the offering will be available on the website of the Luxembourg Stock Exchange (<a href="http://www.luxse.com">www.luxse.com</a>) and the website of the Issuer (<a href="https://sp.jpmorgan.com/spweb/index.html">https://sp.jpmorgan.com/spweb/index.html</a>) and from the Distributor on or prior to the Issue Date.</p>
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	<p>Applicants will be notified directly by the Distributor of the success of their application. Dealing in the Securities may commence on the Issue Date.</p>
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	<p>Apart from the Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.</p>
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	<p>Alexandria Group Oyj, Etelä Esplanadi 22 A, 00130 Helsinki, Helsinki FI-00130, Finland</p>
Consent:	<p>The Issuer consents to the use of the Base Prospectus by the financial intermediary/ies ("<b>Authorised Offeror(s)</b>"), during the Offer Period and subject to the conditions, as provided as follows:</p>
Name, address, legal entity identifier, domicile, legal form and law and country of incorporation of Authorised Offeror(s):	<p>Alexandria Group Oyj, a public limited company (FI: <i>Oyj</i>) incorporated in Finland and governed by the laws of Finland. Its address is Etelä Esplanadi 22 A, 00130 Helsinki, Helsinki FI-00130, Finland, and its Legal Entity Identifier is 7437002ONTEZT59NA993</p>
Offer period for which use of the Base Prospectus is authorised by the	The Offer Period

Authorised  
Offeror(s):

Conditions to the use of the Base Prospectus by the Authorised Offeror(s):

The Base Prospectus may only be used by the relevant Authorised Offeror(s) in connection with the making of an offer of the Securities to the public requiring the prior publication of a prospectus under the EU Prospectus Regulation (a "**Non-exempt Offer**") in the jurisdiction in which the Non-exempt Offer is to take place.

If you intend to purchase Securities from an Authorised Offeror, you will do so, and such offer and sale will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and you, including as to price and settlement arrangements. The Issuer will not be a party to any such arrangements and, accordingly, this Base Prospectus does not contain such information. The terms and conditions of such offer should be provided to you by that Authorised Offeror at the time the offer is made. Neither the Issuer nor any Dealer has any responsibility or liability for such information.

## 9. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) statement on benchmarks: Not Applicable

## SUMMARY

INTRODUCTION AND WARNINGS				
<p>This Summary should be read as an introduction to the Base Prospectus (which includes the documents incorporated by reference therein). Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p><b><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></b></p>				
<p><b>The Securities:</b> Issue of EUR 848,000 Six-Year Autocallable Barrier Reverse Convertible Notes linked to a Basket of Shares, due March 2030 under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (ISIN: XS2381769137) (the "Securities")</p>				
<p><b>The Issuer:</b> J.P. Morgan Structured Products B.V. ("JPMSB"). Its registered office is at Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands and its Legal Entity Identifier (LEI) is XZYUUT6IYN31D9K77X08.</p>				
<p><b>The Authorised Offeror(s):</b> Alexandria Group Oyj (the "Distributor"), a public limited company (FI: Oyj) incorporated in Finland and governed by the laws of Finland. Its address is Etelä Esplanadi 22 A, 00130 Helsinki, Helsinki FI-00130, Finland, and its Legal Entity Identifier (LEI) is 7437002ONTEZT59NA993.</p>				
<p><b>Competent authority:</b> The Base Prospectus was approved on 20 April 2023 by the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> of 283, route d'Arlon, L-1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1-2601; Email: <a href="mailto:direction@cssf.lu">direction@cssf.lu</a>).</p>				
KEY INFORMATION ON THE ISSUER				
Who is the Issuer of the Securities?				
<p><b>Domicile and legal form of the Issuer, law under which the Issuer operates and country of incorporation:</b> JPMSB was incorporated as a private limited liability company (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) under the laws of the Netherlands on 6 November 2006 for an unlimited duration. JPMSB is registered at the Chamber of Commerce of Amsterdam under registered number 34259454. JPMSB's LEI is XZYUUT6IYN31D9K77X08.</p>				
<p><b>Issuer's principal activities:</b> JPMSB's business principally consists of the issuance of securitised derivatives comprising notes, warrants and certificates, including equity-linked, reverse convertible and market participation notes and the subsequent hedging of those risk positions.</p>				
<p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> JPMSB is an indirect, wholly-owned subsidiary of JPMorgan Chase Bank, N.A. JPMorgan Chase Bank, N.A. is directly wholly-owned by JPMorgan Chase &amp; Co. and its principal bank subsidiary.</p>				
<p><b>Key managing directors:</b> The current managing directors of JPMSB are: Steffen Engelbertus Johannes Ruigrok; Djonie Maria Angela Spreeuwers; Jozef Cornelis Petrus van Uffelen; and Sim Ee Cheah.</p>				
<p><b>Statutory auditors:</b> PricewaterhouseCoopers Accountants N.V. are the independent auditors of JPMSB and have audited the historical financial information of JPMSB for the financial years ended 31 December 2022 and 31 December 2021 and have issued an unqualified opinion in each case.</p>				
What is the key financial information regarding the Issuer?				
<p>The following key financial information (according to IFRS) has been extracted from the audited financial statements of JPMSB for the years ended 31 December 2022 and 2021 and from the unaudited interim financial statements of JPMSB for the six month period ended 30 June 2023.</p>				
Summary information – income statement				
(in USD)	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Selected income statement data				
Operating profit/loss or similar measure of financial performance used by the Issuer in the financial statements	1,118,000	48,000	(156,000)	380,000



<b>Summary information – balance sheet</b>				
<b>(in USD)</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>	
Net financial debt (long term debt plus short term debt minus cash)	28,419,866,000	30,923,175,000	22,621,518,000	
<b>Summary information – cash flow</b>				
<b>(in USD)</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>	<b>As at 30 June 2022 (unaudited)</b>
Net cash flows from operating activities	170,317,000	(130,884,000)	(3,666,304,000)	758,921,000
Net cash flows from financing activities	(872,860,000)	(611,091,000)	382,576,000	(16,471,000)
Net cash flows from investing activities	(871,648,000)	(683,406,000)	3,633,329,000	(1,480,441,000)
<b>Qualifications in audit report on historical financial information:</b> There were no qualifications in the audit report with respect to the Issuer's historical financial information included herein.				
<b>What are the key risks that are specific to the Issuer?</b>				
<p>The Issuer is subject to the following key risks:</p> <ul style="list-style-type: none"> <li>• The payments owing to investors under the Securities is subject to the credit risk of the Issuer. The Securities are unsecured and unsubordinated general obligations of the Issuer. They are not deposits and they are not protected under any deposit protection insurance scheme. Therefore, if the Issuer and the Guarantor fail or are otherwise unable to meet their respective payment obligations under the Securities or the guarantee (as applicable), investors will lose some or all of their investment.</li> <li>• JPMorgan Chase is a major, global financial services group and faces a variety of risks that are substantial and inherent in its businesses, and which may affect the Issuer's and the Guarantor's ability to fulfil their respective payment obligations under the Securities, including regulatory, legal and reputation risks, political and country risks, market and credit risks, liquidity and capital risks and operational, strategic, conduct and people risks.</li> <li>• JPMSP is an indirect wholly-owned subsidiary of JPMorgan Chase &amp; Co. It is anticipated that, in respect of each issuance of Securities by it, JPMSP will enter into hedging arrangements with one or more affiliates within the JP Morgan Chase group in order to hedge its market risk for such issuance. The ability of JPMSP to perform its respective obligations under the Securities may be affected by any inability or failure to perform, pursuant to its respective hedging arrangements, by such other J.P. Morgan affiliate. Accordingly, JPMSP is subject to the risk applicable to the JPMorgan Chase group.</li> </ul>				
<b>KEY INFORMATION ON THE SECURITIES</b>				
<b>What are the main features of the Securities?</b>				
<p><b>Type and class of Securities being offered and/or admitted to trading, including security identification numbers</b></p> <p>The Securities are cash settled derivative securities in the form of notes. The Securities are share-linked Securities.</p> <p>The Securities will be cleared and settled through Euroclear Bank SA/NV and Clearstream Banking, société anonyme.</p> <p><b>Issue Date:</b> 8 March 2024.</p> <p><b>Issue Price:</b> 100.00 per cent. (100.00%) of the aggregate nominal amount.</p> <p><b>Security identification numbers:</b> ISIN: XS2381769137; Common Code: 238176913.</p>				
<p><b>Currency, denomination, issue size and term of the Securities</b></p> <p>The currency of the Securities will be Euro ("EUR") (the "Settlement Currency").</p> <p>The nominal amount per Security is EUR 1,000.</p> <p>The issue size is EUR 848,000.</p> <p><b>Maturity Date:</b> 8 March 2030. This is the date on which the Securities are scheduled to redeem. The Securities may redeem earlier if an early redemption event occurs.</p>				
<b>Rights attached to the Securities</b>				

The Securities will give each investor the right to receive a return, together with certain ancillary rights such as the right to receive notice of certain determinations and events. The return on the Securities will comprise the coupon amount(s) (if any), the early redemption amount(s) (if an early redemption event occurs) and (unless otherwise early redeemed) the final redemption amount payable on the Maturity Date, and the amount(s) payable and whether or not an early redemption event occurs will depend on the performance of the Underlyings.

**Coupon amount:** If the Securities have not been redeemed early, on each coupon payment date you will receive a coupon payment of EUR 50.00 together with any previously unpaid coupon payments if the reference price of the Worst Performing Underlying is at or above its coupon barrier price on the immediately preceding coupon observation date. If this condition is not met, you will receive no coupon payment on such coupon payment date. The relevant dates are shown in the table(s) below.

Coupon Payment Table	
Coupon observation date(s)	Coupon payment date(s)
2 September 2024	9 September 2024
3 March 2025	10 March 2025
1 September 2025	8 September 2025
2 March 2026	9 March 2026
1 September 2026	8 September 2026
1 March 2027	8 March 2027
1 September 2027	8 September 2027
1 March 2028	8 March 2028
1 September 2028	8 September 2028
1 March 2029	8 March 2029
3 September 2029	10 September 2029
1 March 2030	Maturity Date

**Early redemption amount:** The Securities will redeem on an autocall payment date if, on the immediately preceding autocall observation date, the reference price of the Worst Performing Underlying is at or above its autocall barrier price (an "early redemption event"). On such autocall payment date you will receive, in addition to any final coupon payment, a cash payment equal to the autocall payment of EUR 1,000.00. No coupon payments will be made on any date after such autocall payment date. The relevant dates are shown in the table below.

Autocall Payment Table	
Autocall observation date(s)	Autocall payment date(s)
1 September 2025	8 September 2025
2 March 2026	9 March 2026
1 September 2026	8 September 2026
1 March 2027	8 March 2027
1 September 2027	8 September 2027
1 March 2028	8 March 2028
1 September 2028	8 September 2028
1 March 2029	8 March 2029
3 September 2029	10 September 2029

**Final redemption amount:** If the Securities have not redeemed early, on the Maturity Date, you will receive:

- (a) if the final reference price of the Worst Performing Underlying is at or above its barrier price, a cash payment equal to EUR 1,000.00; or
- (b) if the final reference price of the Worst Performing Underlying is below its barrier price, a cash payment directly linked to the performance of the Worst Performing Underlying. The cash payment will equal (i) the calculation amount multiplied by (ii) (A) the final reference price of the Worst Performing Underlying divided by (B) its initial reference price. However, if this cash payment is less than EUR 0.10, you will receive EUR 0.10 (the minimum payment).

Under the terms of the Securities, certain dates specified above and below will be adjusted if the respective date is either not a business day or not a trading day (as applicable). Any adjustments may affect the return, if any, you receive.

The terms of the Securities also provide that if certain exceptional events occur (1) adjustments may be made to the Securities and/or (2) the Issuer may redeem the Securities early. These events are specified in the terms of the Securities and principally relate to the Underlyings, the Securities and the Issuer. The return (if any) you receive on such early redemption is likely to be different from the scenarios described above and may be less than the amount you invested.

When purchasing this product during its lifetime, the purchase price may include accrued interest on a *pro rata* basis.

You do not have any entitlement to a dividend from any of the Underlyings and you have no right to any further entitlement resulting from any such Underlying (e.g., voting rights).

Defined terms used above:

- **Autocall barrier price:** 100.00 per cent. (100.00%) of the initial reference price.
- **Barrier price:** 70.00 per cent. (70.00%) of the initial reference price.
- **Calculation amount:** EUR 1,000.
- **Coupon barrier price:** 75.00 per cent. (75.00%) of the initial reference price.
- **Final reference price:** The reference price on the Final Valuation Date.
- **Final Valuation Date:** 1 March 2030.
- **Initial reference price:** The reference price on the Initial Valuation Date.
- **Initial Valuation Date:** 1 March 2024
- **Reference price:** The closing price of the relevant Underlying as per the reference source.
- **Reference source:** The relevant exchange as shown in the table below.
- **Worst Performing Underlying:** For purposes of the payment at maturity: the Underlying with the worst performance between the initial reference price and the final reference price. For all other purposes: for a given date, the Underlying with the worst performance between the initial reference price and the relevant reference price.

<i>Underlying(s)</i>	<i>Exchange</i>	<i>Bloomberg Ticker</i>
Ordinary shares of Metsa Board Oyj (ISIN: FI0009000665)	Helsinki Stock Exchange	METSB FH <Equity>
Ordinary shares of Stora Enso Oyj (ISIN: FI0009005961)	Helsinki Stock Exchange	STERV FH <Equity>

**Governing law:** The terms and conditions of the Securities are governed under English law.

**Status of the Securities:** The Securities are direct, unsecured and unsubordinated general obligations of the Issuer and rank equally among themselves and with all other direct, unsecured and unsubordinated general obligations of the Issuer.

**Description of restrictions on free transferability of the Securities**

The Securities may not be legally or beneficially owned by any U.S. person at any time nor offered, sold, transferred, pledged, assigned, delivered, exercised or redeemed at any time within the United States or to, or for the account or benefit of, any U.S. person; provided, however, that this restriction shall not apply to a U.S. person that is an affiliate (as defined in Rule 405 under the Securities Act) of the Issuer. Further, unless otherwise permitted, the Securities may not be acquired by, on behalf of, or with the assets of any plans subject to the U.S. Employee Retirement Income Security Act of 1974 or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, other than certain insurance company general accounts. Subject to the above, the Securities will be freely transferable.

**Where will the Securities be traded?**

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from (on or around) the Issue Date. The Issuer does not assume any legal obligation in respect of the realisation of listing or admission to trading as of any particular date or the maintenance of any listing or admission to trading that is realised.

**Is there a guarantee attached to the Securities?**

**Brief description of the Guarantor:** The Guarantor is JPMorgan Chase Bank, N.A. JPMorgan Chase Bank, N.A. is a national banking association organised under U.S. federal law on 13 November 2004. JPMorgan Chase Bank, N.A. is a member of the U.S. Federal Reserve System and its U.S. Federal Reserve Bank Identification Number is 852218. Its LEI is 7H6GLXDRUGQFU57RNE97. The Guarantor is directly wholly-owned by JPMorgan Chase & Co. and its principal bank subsidiary (together with its consolidated subsidiaries, "JPMorgan Chase").

**Nature and scope of guarantee:** The Guarantor unconditionally and irrevocably guarantees the Issuer's payment obligations under the Securities. The guarantee is limited to a guarantee of the payment and other obligations which the Issuer has under the terms and conditions of the Securities.

**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 2023 and 2022. 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 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>
<b>Selected income statement data</b>		
Noninterest revenue	54,037	50,555
Net interest income	92,984	68,422
Provision for credit losses	8,996	6,347
Total noninterest expense	78,460	68,736
Income before income tax expense	59,565	43,894
Net income	47,496	34,342
<b>Summary information – balance sheet</b>		
<b>(in USD millions)</b>	<b>As at 31 December 2023 (audited)</b>	<b>As at 31 December 2022 (audited)</b>
Loans, net of allowance for loan losses	1,297,809	1,113,271
Total assets	3,395,126	3,201,942
Deposits	2,498,231	2,440,722
Long-term debt	206,945	75,138
Total stockholder's equity	299,279	303,620
<b>Qualifications in audit report on historical financial information:</b> There were no qualifications in the audit report with respect to the Guarantor's historical financial information included herein.		
<b>Risk factors associated with the Guarantor:</b> The Guarantor is subject to the following key risks:		
<ul style="list-style-type: none"> <li>JPMorgan Chase is a major, global financial services group and faces a variety of risks that are substantial and inherent in its businesses, and which may affect the Guarantor's ability to fulfil its obligations under the guarantee, including regulatory, legal and reputation risks, political and country risks, market and credit risks, liquidity and capital risks and operational, strategic, conduct and people risks. Failure to appropriately manage these risks could have a material adverse effect on JPMorgan Chase's results of operations and financial condition.</li> <li>JPMorgan Chase Bank, N.A. is a wholly-owned subsidiary of the JPMorgan Chase group. It is the principal bank subsidiary of the JPMorgan Chase group. As such, it will be subject to the risks of the JPMorgan Chase group including regulatory, legal and reputation risks, political and country risks, market and credit risks, liquidity and capital risks and operational, strategic, conduct and people risks, and affected by events which impact the JPMorgan Chase group.</li> </ul>		
<b>What are the key risks that are specific to the Securities?</b>		
<b>Risk factors associated with the Securities:</b> The Securities are subject to the following key risks:		
<ul style="list-style-type: none"> <li><b>At maturity, the Securities do not provide for the full scheduled payment of the face value of the Securities:</b> Depending on the performance of the Underlyings, you may lose some or all of your investment.</li> <li><b>Risks relating to certain features of the Securities:</b> <ul style="list-style-type: none"> <li>The ability to participate in any positive change in the value of the Underlyings is limited, no matter how much the level, price or other value of the Underlyings rises above the cap level over the life of the Securities. Accordingly, the value of or return on the Securities may be significantly less than if you had purchased the Underlyings directly.</li> <li>Investors in the Securities will be exposed to the performance of the Underlying which has the worst performance, rather than the basket as a whole. This means that, regardless of how the other Underlyings perform, if the Worst Performing Underlying fails to meet a relevant threshold or barrier for the payment of interest or the calculation of any redemption amount, you might receive no interest payments or return on your initial investment and you could lose some or all of your investment.</li> <li>The coupon amount will only be paid if the level, price or other applicable value of the Underlyings on the relevant valuation date(s) either reaches or crosses one or more specific barrier(s). It is possible that such level, price or other applicable value of the Underlyings on the relevant valuation date(s) will not either reach or cross the barrier(s) (as applicable), and therefore, no coupon will be payable on the relevant coupon payment date. This means that the amount</li> </ul> </li> </ul>		

of coupon payable over the term of the Securities will vary and may be zero. The payment of coupon amount will be conditional on the value or performance of the Underlyings. The coupon amount payable will be zero on a coupon payment date if the Underlyings do not perform in accordance with the terms of the Securities although such payment will be deferred to the next coupon payment date. If the Underlyings meet the performance criteria, the coupon payable will be an amount for the current coupon payment date plus any amounts deferred from previous coupon payment dates where coupon was not paid. Investors in the Securities will not be paid any coupon or other allowance for the deferred payments of coupon and it is possible that the Underlyings never meet the performance criteria, meaning that investors will not receive any coupon at all for the lifetime of the Securities.

- The final redemption amount is determined based on the performance of the Underlyings on the Final Valuation Date only (rather than in respect of multiple periods throughout the term of the Securities), and therefore investors in the Securities will not benefit from any movement in level of the Underlyings during the term of the Securities that is not reflected in the performance of the Underlyings on the Final Valuation Date.
- **Risks relating to the Underlyings:**
  - Past performance of the Underlyings is not indicative of future performance, and performance may be subject to unpredictable change over time.
  - The performance of the Underlyings cannot be predicted and is determined by macroeconomic factors which may adversely affect the performance of the Underlyings and the value and return on the Securities. The share issuer may not act in the interests of investors in the Securities and any of these actions could adversely affect the value and return on the Securities. Investors in the Securities will not have any voting rights or rights to dividends or other amounts or rights in respect of the Underlyings.
- **No or limited liquidity:** The Securities may have no liquidity or the market for such Securities may be limited and this may adversely impact their value or your ability to dispose of them.
- **Secondary market value:** The market value of the Securities prior to maturity may be significantly lower than their original purchase price. Consequently, if you sell your Securities before their scheduled maturity (assuming you are able to), you may lose some of your original investment.
- **Early redemption:** The Securities may be redeemed prior to their scheduled maturity in certain extraordinary circumstances and in such case, the early redemption amount paid to investors may be less than their original investment. In such case, you may only be able to reinvest the proceeds on less favourable market terms compared to when the Securities were purchased.

**KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET**

**Under which conditions and timetable can I invest in this Security?**

**Terms and conditions of the offer**

The Offer Price for subscriptions during the subscription period and on the Issue Date: EUR 1,000 per Security.

The Securities are offered for subscription in Finland during the period from and including 31 January 2024 to and including 23 February 2024 (the "Offer Period").

The Securities are offered subject to the following conditions:

- the offer of the Securities is conditional on their issue;
- the Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations;
- the offer of the Securities may be withdrawn in whole or in part at any time before the issue date at the discretion of the Issuer by giving at least two business days' notice; and
- if the aggregate nominal amount subscribed for during this subscription period is less than EUR 500,000, then the offer of the Securities may be withdrawn by the Issuer at its option.

Description of the application process:

- investors may apply to subscribe for Securities during the Offer Period;
- any application shall be made in Finland to the Distributor. Investors shall not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for any Securities;
- a potential purchaser should contact the Distributor prior to the end of the Offer Period. A purchaser will subscribe for Securities in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally;
- there is no pre-identified allotment criteria. The Distributor will adopt allotment criteria that ensures equal treatment of potential purchasers. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the offer. If during the Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests; and
- a potential purchaser will, on the issue date, receive 100.00 per cent. (100.00%) of the amount of Securities allocated to it at the end of the Offer Period.

Description of possibility to reduce subscription and manner for refunding excess amount paid by applicants: Not applicable; it is not possible to reduce subscription.

Details of the minimum and/or maximum amount of application:

- maximum aggregate nominal amount of Securities to be issued is EUR 2,000,000; and

<ul style="list-style-type: none"> <li>• minimum amount of application per investor will be five Securities (corresponding to an aggregate nominal amount of EUR 5,000). The maximum amount of application will be subject only to availability at the time of application.</li> </ul> <p>Details of method and time limits for paying up and delivering the Securities:</p> <ul style="list-style-type: none"> <li>• Securities will be available on a delivery versus payment basis;</li> <li>• the Issuer estimates that the Securities will be delivered to the purchaser's respective securities accounts on or around the issue date; and</li> <li>• the settlement and the delivery of the Securities will be executed through the Dealer for technical reasons only.</li> </ul> <p>Manner in and date on which results of the offer are to be made public: Results of the offering will be available on the websites of the Issuer (<a href="https://sp.jpmorgan.com/spweb/index.html">https://sp.jpmorgan.com/spweb/index.html</a>) and the Luxembourg Stock Exchange (<a href="http://www.luxse.com">www.luxse.com</a>) respectively, and from the Distributor on or prior to the Issue Date.</p> <p>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Distributor of the success of their application. Dealing in the Securities may commence on the Issue Date.</p>
<p><b><i>Estimated expenses charged to investor by issuer/offeror</i></b></p> <p>There are no estimated expenses charged to the investor by the Issuer.</p>
<p align="center"><b>Who is the offeror and/or the person asking for admission to trading?</b></p>
<p>See the item entitled "The Authorised Offeror(s)" above.</p> <p>The Issuer is the entity requesting for the admission to trading of the Securities.</p>
<p align="center"><b>Why is the Prospectus being produced?</b></p>
<p><b><i>Use and estimated net amount of proceeds when different from making profit</i></b></p> <p>The proceeds of the issue of the Securities will be used by the Issuer for its general corporate purposes (including hedging arrangements).</p> <p>The estimated net proceeds is the product of the Issue Price and the aggregate nominal amount of the Securities to be issued.</p>
<p><b><i>Underwriting agreement on a firm commitment basis:</i></b> The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.</p>
<p><b><i>Description of any interest material to the issue/offer, including conflicting interests</i></b></p> <p>The interests relating to the issue/offer that may be material include the fees payable to the dealer and the fact that JPMorgan Chase affiliates (including the Issuer and the Guarantor) are subject to certain conflicts of interest between their own interests and those of holders of Securities, including: JPMorgan Chase affiliates may take positions in or deal with the Underlying(s); the calculation agent, which will generally be a JPMorgan Chase affiliate, has broad discretionary powers which may not take into account the interests of the holders of the Securities; JPMorgan Chase may have confidential information relating to the Underlying(s) and/or the Securities; and a JPMorgan Chase affiliate is the hedge counterparty to the Issuer's obligations under the Securities.</p>

## TIIVISTELMÄ

### JOHDANTO JA VAROITUKSET

Tämä tiivistelmä on luettava johdantona ohjelmaesitteelle (Base Prospectus, mukaan lukien siinä viitauksin esitetyt asiakirjat). Sijoittajan on näihin arvopapereihin liittyvää sijoituspäätöstä tehdessään otettava huomioon ohjelmaesite kokonaisuudessaan. Tietyissä olosuhteissa sijoittaja voi menettää kaiken tai osan sijoittamastaan pääomasta. Jos tämän ohjelmaesitteen tietoihin liittyvä kanne tulee käsiteltäväksi tuomioistuimessa, kanteen nostanut sijoittaja saattaa kansallisen lain mukaan olla velvollisen kääntämään ohjelmaesitteen omalla kustannuksellaan ennen tuomioistuinkäsittelyn alkua. Siviilioikeudellinen vastuu on yksinomaan henkilöillä, jotka ovat julkistaneet tiivistelmän sen käännös mukaan luettuna, mutta vain siinä tapauksessa, että tiivistelmä on harhaanjohtava, epätarkka tai epäohdonmukainen ohjelmaesitteen muihin osiin verrattuna tai että se ei yhdessä ohjelmaesitteen muiden osien kanssa anna avaintietoja, jotka auttavat kyseisiin arvopapereihin sijoittamista harkitsevia henkilöitä.

*Olet ostamassa tuotetta, joka ei ole yksinkertainen ja jota voi olla haastava ymmärtää.*

**Arvopaperit:** EUR 848 000 osakekoriin sidottuja Barrier Reverse Convertible velkakirjoja kuuden vuoden juoksujalla, jotka erääntyvät maaliskuussa 2030 (Issue of up to to EUR 2,000,000 Six-Year Autocallable Barrier Reverse Convertible Notes linked to a Basket of Shares, due March 2030) velkakirjojen, warranttien ja sertifikaattien liikkeeseenlaskemista varten laaditun strukturoitujen arvopapereiden ohjelman (Structured Securities Programme for the issuance of Notes, Warrants and Certificates) mukaisesti (ISIN-koodi: XS2381769137) ("arvopaperit")

**Liikkeeseenlaskija:** J.P. Morgan Structured Products B.V. ("JPMSB"). Sen rekisteröity toimipaikka sijaitsee osoitteessa Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, Alankomaat ja sen oikeushenkilötunnus (LEI) on XZYUUT61YN31D9K77X08.

**Valtuutettu tarjoaja:** Alexandria Group Oyj ("jakelija"), Suomen lain mukaan perustettu suomalainen osakeyhtiö, jonka osoite on Eteläesplanadi 22 A, 00130 Helsinki ja jonka oikeushenkilötunnus (LEI) on 7437002ONTEZT59NA993.

**Toimivaltainen viranomainen:** Tämän ohjelmaesitteen hyväksyi 20. huhtikuuta 2023 Luxemburgin *Commission de Surveillance du Secteur Financier* osoitteessa 283, route d'Arlon, L-1150 Luxembourg (puhelinnumero: (+352) 26 25 1-1; telekopionumero: (+352) 26 25 1-2601; sähköposti: direction@cssf.lu).

### KESKEISET TIEDOT LIIKKEESEENLASKIJASTA

#### Kuka on arvopapereiden liikkeeseenlaskija?

**Liikkeeseenlaskijan kotipaikka ja oikeudellinen muoto, liikkeeseenlaskijaan sovellettava laki ja sen perustamismaa:** JPMSB on perustettu yksityiseksi osakeyhtiöksi (*besloten vennootschap met beperkte aansprakelijkheid*) Alankomaiden lain alla rajoittamattomaksi ajaksi 6. marraskuuta 2006. JPMSB on rekisteröity Amsterdamin kauppakamariin rekisterinumeroilla 34259454. JPMSB:n oikeushenkilötunnus (LEI) on XZYUUT61YN31D9K77X08.

**Liikkeeseenlaskijan pääasiallinen toiminta:** JPMSB:n liiketoiminta koostuu pääasiassa arvopaperistettujen johdannaisien liikkeeseenlaskusta, joihin sisältyvät velkakirjat, warrantit ja sertifikaatit, mukaan lukien osakesidonnaiset velkakirjat, käänteiset vaihtovelkakirjalainat, market participation-velkakirjat, sekä näihin riskipositioihin liittyvät suojaukset.

**Suurimmat osakkeenomistajat sekä tieto siitä, onko se suoraan tai välillisesti jonkun omistuksessa tai määräysvallassa ja jos on, kenen:** JPMSB on JPMorgan Chase Bank, N.A:n välillisesti kokonaan omistama tytäryhtiö. JPMorgan Chase Bank, N.A. on JPMorgan Chase & Co.:n suoraan kokonaan omistama ja sen pääasiallinen tytäryhtiö.

**Johtoon kuuluvat avainhenkilöt:** Nykyiset JPMSB:n johtoon kuuluvat henkilöt ovat: Steffen Engelbertus Johannes Ruijgrok; Djonie Maria Angela Spreeuwiers; Jozef Cornelis Petrus van Uffelen; ja Sim Ee Cheah.

**Lakisäätöiset tilintarkastajat:** Pricewaterhouse Coopers Accountants N.V. on JPMSB:n itsenäinen tilintarkastaja, joka on tarkastanut JPMSB:n historialliset taloudelliset tiedot 31. joulukuuta 2022 ja 31. joulukuuta 2021 päättyneiltä tilikausilta ja antanut varauksettomat kertomukset kummastakin.

**Mitä ovat liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?**

Seuraavat keskeiset taloudelliset tiedot (IFRS:n mukaisesti) on poimittu JPMSP:n tilintarkastetuista tilinpäätöksistä 31. joulukuuta 2022 ja 2021 sekä JPMSP:n tilintarkastamattomasta välitilinpäätöksestä 30. kesäkuuta 2023 päättyneeltä kuuden kuukauden jaksolta.

<b>Tiivistetyt tiedot – tuloslaskelma</b>				
<b>Yhdysvaltain dollaria (USD)</b>	<b>Tilikausi päättynyt 31.12.2022 (tilintarkastettu)</b>	<b>Tilikausi päättynyt 31.12.2021 (tilintarkastettu)</b>	<b>Kuuden kuukauden jakso päättynyt 30.6.2023 (tilintarkastamaton)</b>	<b>Kuuden kuukauden jakso päättynyt 30.6.2022 (tilintarkastamaton)</b>
<b>Valikoituja tuloslaskelmatietoja</b>				
Liikevoitto/-tappio tai muu samantyyppinen liikkeeseenlaskijan tilinpäätöksessään käyttämä tuloksellisuutta kuvaava luku	1 118 000	48 000	(156 000)	380 000
<b>Tiivistetyt tiedot – tase</b>				
<b>Yhdysvaltain dollaria (USD)</b>	<b>31.12.2022 (tilintarkastettu)</b>	<b>31.12.2021 (tilintarkastettu)</b>	<b>30.6.2023 (tilintarkastamaton)</b>	
Nettorahoitusvelka (pitkäaikainen velka plus lyhytaikainen velka miinus käteinen)	28 419 866 000	30 923 175 000	22 621 518 000	
<b>Tiivistetyt tiedot – rahavirta</b>				
<b>Yhdysvaltain dollaria (USD)</b>	<b>31.12.2022 (tilintarkastettu)</b>	<b>31.12.2021 (tilintarkastettu)</b>	<b>30.6.2023 (tilintarkastamaton)</b>	<b>30.6.2022 (tilintarkastamaton)</b>
Toiminnan nettorahavirta	170 317 000	(130 884 000)	(3 666 304 000)	758 921 000
Rahoitustoiminnan nettorahavirta	(872 860 000)	(611 091 000)	382 576 000	(16 471 000)
Sijoitustoiminnan nettorahavirta	(871 648 000)	(683 406 000)	3 633 329 000	(1 480 441 000)

*Historiallisia taloudellisia tietoja koskevat varaukset tilintarkastuskertomuksessa:* Liikkeeseenlaskijan tähän sisällytettyjä historiallisia taloudellisia tietoja koskevassa tilintarkastuskertomuksessa ei ollut varauksia.

**Mitkä ovat liikkeeseenlaskijaan liittyvät olennaiset riskit?**

Liikkeeseenlaskijaan kohdistuu seuraavat olennaiset riskit:

- Sijoittajille arvopapereiden ehtojen mukaan suoritettaviin maksuihin kohdistuu liikkeeseenlaskijan luottoriski. Arvopaperit ovat liikkeeseenlaskijan yleisiä vakuudettomia velvoitteita, joiden etuoikeusasema ei ole takasijainen. Ne eivät ole talletuksia eikä niitä suojaa mikään talletussuojavakuutusjärjestelmä. Näin ollen, mikäli liikkeeseenlaskija ja takaaja epäonnistuu tai muutoin on kykenemätön suorittamaan arvopapereiden tai takuutodistuksen (soveltuvin osin) ehtojen mukaisia maksu- velvoitteitaan, sijoittajat voivat menettää koko sijoituksensa arvon tai osan siitä.
- JPMorgan Chase on suuri globaali rahoituspalveluita tarjoava konserni ja sen toimintaan kohdistuu monia erilaisia merkittäviä ja väistämättömiä riskejä, jotka voivat vaikuttaa haitallisesti liikkeeseenlaskijan ja takaajan kykyyn täyttää arvopapereista johtuvat maksuvelvoitteensa, mukaan lukien säädännölliset, oikeudelliset ja maineriskit, poliittiset ja kansalliset riskit, markkina- ja luottoriskit, maksukyky- ja pääomariskit sekä toiminnalliset, strategiset, menettelylliset ja inhimilliset riskit.
- JPMSP on JPMorgan Chase & Co.:n välillisesti kokonaan omistama tytäryhtiö. On odotettavissa, että JPMSP ryhtyy suojaustoimiin jokaisen arvopaperien liikkeeseenlaskun osalta yhdessä yhden tai useamman J.P. Morgan Chase-konsernin tytäryhtiöiden kanssa suojataksaan markkinariskiään kyseisessä liikkeeseenlaskussa. Toisen J.P. Morganin tytäryhtiön kyyttömyys suoritua suojaustoimien mukaisista velvoitteistaan tai näiden velvoitteiden laiminlyönti saattaa vaikuttaa JPMSP:n kykyyn suoritua arvopapereihin liittyvistä velvoitteistaan. Sen vuoksi JPMSP:een kohdistuu JPMorgan Chase-konserniin kohdistuvat riskit.

**KESKEISET TIEDOT ARVOPAPEREISTA**

**Mitkä ovat arvopapereiden keskeiset ominaisuudet?**



**Tarjottavien ja/tai kaupankäynnin kohteeksi otettavien arvopapereiden tyyppi ja laji, mukaan lukien arvopapereiden tunnistenumero**

Arvopaperit ovat käteisenä selvitettäviä johdannaisarvopapereita velkakirjojen muodossa. Arvopaperit ovat osakesidonnaisia arvopapereita.

Arvopaperit selvitetään Euroclear Bank SA/NV:n ja Clearstream Banking, société anonyme:n puolesta.

**Liikkeeseenlaskupäivä:** 8.3.2024.

**Liikkeeseenlaskuhinta:** 100,00 prosenttia (100 %) kokonaisnimellismäärästä

**Arvopapereiden tunnistenumerot:** ISIN-koodi: XS2381769137; Common-koodi: 238176913.

**Valuutta, nimellismäärä, liikkeeseenlaskun koko ja arvopapereiden voimassaoloaika**

Arvopapereiden valuutta on euro ("EUR") ("Selvitysvaluutta" ("Settlement Currency")).

Nimellisarvo per arvopaperi on EUR 1 000.

Liikkeeseenlaskun koko on EUR 848 000.

**Erääntymispäivä:** 8.3.2030. Tämä on se päivä, jona arvopaperit on suunniteltu lunastaa. Arvopaperit voidaan lunastaa aiemmin, jos ennaikainen lunastustapahtuma toteutuu.

**Arvopapereihin liittyvät oikeudet**

Arvopaperit antavat kullekin sijoittajalle oikeuden saada tuottoa muiden tiettyjen lisäoikeuksien lisäksi, kuten oikeuden saada tieto tietyistä päätöksistä ja tapahtumista. Arvopapereiden perusteella saatavaan tuottoon kuuluu (mahdollinen/mahdolliset) kuponkikorkomäärä(t), ennaikaisen lunastuksen määrä(t) (jos ennaikainen lunastustapahtuma toteutuu) ja (ellei muutoin ennaikaisesti lunastettu) erääntymispäivänä maksettava lopullinen lunastushinta ja maksettava(t) määrä(t). Se, toteutuuko ennaikainen lunastustapahtuma, riippuu kohde-etuksien kehityksestä.

**Kuponkikoron määrä:** Ellei tuote ole eräännytynyt ennaikaisesti, sijoittaja saa kunakin koronmaksupäivänä korkomaksun, jonka määrä on 50,00 EUR, sekä mahdolliset aiemmat maksamattomat korkomaksut, jos heikoimmin kehittyneen kohde-etuuden viitehinta on yhtä suuri tai suurempi kuin koron rajahinta välittömästi edeltävänä koron tarkastelupäivänä. Jos tämä edellytys ei täyty, sijoittaja ei saa korkomaksua kyseisenä koronmaksupäivänä. Sovellettavat ajankohdat on esitetty seuraavassa (seuraavissa) taulukossa (taulukossa).

<b>Kuponkikoron maksutaulukko</b>	
<b>Koron tarkastelupäivä(t)</b>	<b>Koronmaksupäivä(t)</b>
2.9.2024	9.9.2024
3.3.2025	10.3.2025
1.9.2025	8.9.2025
2.3.2026	9.3.2026
1.9.2026	8.9.2026
1.3.2027	8.3.2027
1.9.2027	8.9.2027
1.3.2028	8.3.2028
1.9.2028	8.9.2028
1.3.2029	8.3.2029
3.9.2029	10.9.2029
1.3.2030	Eräpäivä

**Ennaikaisen lunastuksen määrä:** Tuote eräännytynyt autocall-maksupäivänä, jos heikoimmin kehittyneen kohde-etuuden viitehinta välittömästi edeltävänä autocall-tarkastelupäivänä on yhtä suuri tai suurempi kuin sen autocall-rajahinta ("ennaikainen lunastustapahtuma"). Tällaisena autocall-maksupäivänä sijoittaja saa mahdollisen lopullisen korkomaksun lisäksi käteismaksun, joka on yhtä suuri kuin autocall-maksu, suuruudeltaan EUR 1 000,00. Korkomaksuja ei makseta minään ajankohdalla kyseisen autocall-maksupäivän jälkeen. Sovellettavat ajankohdat on esitetty alla olevassa taulukossa

<b>Autocall maksutaulukko</b>	
<b>Autocall-tarkastelupäivä(t)</b>	<b>Autocall-maksupäivä(t)</b>
1.9.2025	8.9.2025
2.3.2026	9.3.2026
1.9.2026	8.9.2026
1.3.2027	8.3.2027

1.9.2027	8.9.2027
1.3.2028	8.3.2028
1.9.2028	8.9.2028
1.3.2029	8.3.2029
3.9.2029	10.9.2029

**Lopullinen lunastusmäärä:** Mikäli arvopapereita ei ole lunastettu ennaikaisesti sijoittajalle maksetaan eräpäivänä:

- jos heikoimmin kehittyneen kohde-etuuden lopullinen viitehinta on yhtä suuri tai suurempi kuin sen rajahinta, käteismaksu, jonka määrä on EUR 1 000,00; tai
- jos heikoimmin kehittyneen kohde-etuuden lopullinen viitehinta on pienempi kuin sen rajahinta, käteismaksu, joka on suoraan yhteydessä heikoimmin kehittyneen kohde-etuuden kehitykseen. Käteismaksun määrä on yhtä suuri kuin (i) laskentamäärä kerrottuna (ii) (A) heikoimmin kehittyneen kohde-etuuden lopullisella viitehinnalla jaettuna (B) sen alkuperäisellä viitehinnalla. Jos käteismaksu on pienempi kuin EUR 0,10, sijoittaja saa kuitenkin EUR 0,10 (vähimmäismaksun).

Arvopapereiden ehtojen mukaan yllä mainittuja päivämääriä voidaan muuttaa, jos kyseinen päivä ei ole joko pankkipäivä tai kaupankäyntipäivä (tapauksen mukaan). Tarkistukset saattavat vaikuttaa sijoittajan mahdollisesti saamaan tuottoon.

Arvopapereiden ehtoissa määrätään lisäksi, että tiettyjen poikkeuksellisten tapahtumien sattuessa (1) arvopapereihin saatetaan tehdä muutoksia ja/tai (2) liikkeeseenlaskija saattaa eräännyttää arvopaperit ennaikaisesti. Tällaiset tapahtumat on määritelty arvopapereiden ehtoissa, ja ne liittyvät pääsääntöisesti kohde-etuuksiin, arvopaperiin ja liikkeeseenlaskijaan. Ennaikaisen eräännyttämisen yhteydessä mahdollisesti saatava tuotto eroaa todennäköisesti edellä esitetystä vaihtoehdoista, ja se saattaa olla sijoitettua määrää pienempi.

Kun tuote ostetaan sen elinkaaren aikana, ostohinta saattaa sisältää kertynyttä korkoa pro rata -suhteessa.

Sijoittajalla ei ole oikeutta kohde-etuuksien maksamiin osinkoihin eikä muihin kohde-etuuden tuottamiin oikeuksiin (esim. äänioikeus).

Määritetyt termit yllä:

- Autocall-rajahinta:** 100,00 prosenttia (100,00 %) alkuperäisestä viitehinnasta.
- Rajahinta:** 70,00 prosenttia (70,00 %) alkuperäisestä viitehinnasta.
- Laskentamäärä:** EUR 1 000.
- Koron rajahinta:** 75,00 prosenttia (75,00 %) alkuperäisestä viitehinnasta.
- Lopullinen viitehinta:** Viitehinta lopullisena arvostuspäivänä.
- Lopullinen arvostuspäivä:** 1.3.2030.
- Alkuperäinen viitehinta:** Viitehinta alkuperäisenä arvostuspäivänä.
- Alkuperäinen arvostuspäivä:** 1.3.2024.
- Viitehinta:** Kyseisen kohde-etuuden päätöshinta viitelähteen mukaan.
- Viitelähde:** Alla olevassa taulukossa mainittu pörssi.
- Heikoimmin kehittynyt kohde-etuus:** Eräännyttämisen yhteydessä maksettavan tuoton osalta: kohde-etuus, jolla on huonoin kehitys alkuperäisen viitehinnan ja lopullisen viitehinnan välillä. Muiden tapahtumien osalta: kohde-etuus, jolla on kyseessä olevana päivänä huonoin kehitys alkuperäisen viitehinnan ja kyseisen viitehinnan välillä

<i>Kohde-etuudet</i>	<i>Pörssi</i>	<i>Bloomberg ticker</i>
Metsä Board Oyj:n kantaosakkeet (ISIN: FI0009000665)	Helsingin Pörssi	METSB FH <Equity>
Stora Enso Oyj:n kantaosakkeet (ISIN: FI0009005961)	Helsingin Pörssi	STERV FH <Equity>

**Sovellettava laki:** Arvopapereiden ehtoihin sovelletaan Englannin lakia.

**Arvopapereiden asema:** Arvopaperit ovat liikkeeseenlaskijan yleisiä suoria ja vakuudettomia velvoitteita, joiden etuoikeusasema ei ole takasijainen, ja jotka ovat maksunsaantijärjestyksessä samassa asemassa liikkeeseenlaskijan muiden yleisten suorien ja vakuudettomien velvoitteiden, joiden etuoikeusasema ei ole takasijainen, kanssa.

**Kuvaus arvopapereiden vapaan vaihtokelpoisuuden rajoituksista:**

Arvopaperit eivät saa olla minkään yhdysvaltalaisen henkilön laillisessa tai tosiasiallisessa omistuksessa, eikä niitä saa tarjota, myydä, siirtää, pantata, luovuttaa, toimittaa, toteuttaa tai lunastaa minään ajankohtana Yhdysvalloissa tai yhdysvaltalaiselle henkilölle, tämän nimissä tai tämän eduksi; kyseinen rajoitus ei kuitenkaan koske sellaista yhdysvaltalaista henkilöä, joka on Yhdysvaltain arvopaperimarkkinalain (Securities Act) 405 säännön mukainen liikkeeseenlaskijan tytäryhtiö. Lisäksi, ellei erikseen sallita, muut kuin tietyt vakuutusyhtiöiden yleistiltilt eivät saa hankkia arvopapereita sellaisten varojen puolesta tai avulla, jotka sisältyvät Yhdysvaltain vuoden 1974 työntekijän eläketulon turvaamiseksi annetun lain (ERISA) tai Yhdysvaltain vuoden 1986 verolain (U.S. Internal Revenue Code of 1986, myöhempien muutoksineen) 4975 pykälän alaisiin suunnitelmiin. Jos edellä mainitusta ei muuta johdu, arvopaperit ovat vapaasti vaihdettavissa.

### Missä arvopapereilla tullaan käymään kauppaa?

Liikkeeseenlaskijan (tai jonkun sen puolesta) odotetaan tekevän hakemus arvopapereiden listaamiseksi ja kaupankäynnin kohteeksi ottamiseksi Luxembourg Stock Exchangen säännellylle markkinalle liikkeeseenlaskupäivästä (tai sen lähipäivästä) alkaen. Liikkeeseenlaskija ei ota mitään oikeudellista vastuuta listauksen tai kaupankäynnin kohteeksi ottamisen toteutumisesta jostain tietystä päivästä alkaen tai toteutuneen listauksen tai kaupankäynnin ylläpitämisestä.

### Liittykö arvopapereihin takaus?

**Lyhyt kuvaus takaajasta:** Takaaja on JPMorgan Chase Bank, N.A. JPMorgan Chase Bank, N.A. on kansallinen pankkiyhteisö, joka on järjestäytynyt Yhdysvaltain liittovaltion lain mukaan 13. marraskuuta 2004. JPMorgan Chase Bank, N.A. on jäsen Yhdysvaltain keskuspankissa ja sen Yhdysvaltain alueellisen keskuspankin tunnusnumero on 852218. Sen oikeushenkilötunnus (LEI) on 7H6GLXDRUGQFU57RNE97. Takaaja on JPMorgan Chase & Co.:n suoraan kokonaan omistama ja sen pääasiallinen tytäryhtiö (yhdessä konsolidoitujen tytäryhtiöidensä kanssa "JPMorgan Chase").

**Takuksen luonne ja soveltamisala:** Takaaja takaa ehdoitta ja peruuttamattomasti liikkeeseenlaskijan arvopapereista johtuvat maksuvelvollisuudet. Takaus rajoittuu takauksen arvopapereiden ehtojen mukaisista liikkeeseenlaskijan maksu- ja muista velvollisuuksista.

**Takaajan keskeiset taloudelliset tiedot:** Seuraavat keskeiset taloudelliset tiedot on poimittu JPMorgan Chase Bank, N.A.:n tilintarkastetuista konsolidoiduista tilinpäätöksistä 31. joulukuuta 2023 ja 2022 päättyneiltä tilikausilta. JPMorgan Chase Bank, N.A.:n konsolidoidut tilinpäätökset laaditaan Yhdysvalloissa yleisesti hyväksytyjen kirjanpidon periaatteiden ("U.S. GAAP") mukaisesti.

#### Tiivistetyt tiedot – tuloslaskelma

miljoonaa Yhdysvaltain dollaria (USD)	Tilikausi päättynyt 31.12.2023 (tilintarkastettu)	Tilikausi päättynyt 31.12.2022 (tilintarkastettu)
<b>Valikoituja tuloslaskelmatietoja</b>		
Muut kuin korkotulot	54 037	50 555
Korkokate	92 984	68 422
Luottotappiovaraukset	8 996	6 347
Muut kuin korkokulut	78 460	68 736
Tulos ennen veroja	59 565	43 894
Tilikauden tulos	47 496	34 342

#### Tiivistetyt tiedot – tase

miljoonaa Yhdysvaltain dollaria (USD)	31.12.2023 (tilintarkastettu)	31.12.2022 (tilintarkastettu)
Lainat lainatappiovarausten jälkeen	1 297 809	1 113 271
Varat yhteensä	3 395 126	3 201 942
Talletukset	2 498 231	2 440 722
Pitkäaikaiset velat	206 945	75 138
Oma pääoma yhteensä	299 279	303 620

**Historiallisia taloudellisia tietoja koskevat varaukset tilintarkastuskertomuksessa:** Takaajan tähän sisällytettyjä historiallisia taloudellisia tietoja koskevassa tilintarkastuskertomuksessa ei ollut varauksia.

**Takaajaan liittyvät riskitekijät:** Takaajaan kohdistuvat seuraavat keskeiset riskit:

- JPMorgan Chase on suuri globaali rahoituspalveluita tarjoava konserni ja sen toimintaan kohdistuu monia erilaisia merkittäviä ja väistämättömiä riskejä, jotka voivat vaikuttaa haitallisesti takaajan kykyyn täyttää takauksesta johtuvat velvoitteensa, mukaan lukien säädännölliset, oikeudelliset ja maineriskit, poliittiset ja kansalliset riskit, markkina- ja luottoriskit, maksukyky- ja pääomariskit sekä toiminnalliset, strategiset, menettelylliset ja inhimilliset riskit. Epäonnistuminen näiden riskien asianmukaisessa hallinnassa voi olennaisesti vaikuttaa haitallisesti JPMorgan Chase:n toimintojen tuloksiin ja maksukykyyn.
- JPMorgan Chase Bank, N.A. on JPMorgan Chase-konsernin kokonaan omistama tytäryhtiö. Se on JPMorgan Chase -konsernin pääasiallinen tytäryhtiö. Sellaisena siihen kohdistuu JPMorgan Chase-konsernin riskit, mukaan lukien säädännölliset, oikeudelliset

ja maineriskit, poliittiset ja kansalliset riskit, markkina- ja luottoriskit, maksukyky- ja pääomariskit sekä toiminnalliset, strategiset, menettelylliset ja inhimilliset riskit, ja siihen vaikuttaa tapahtumat, jotka vaikuttavat JPMorgan Chase-konserniin.

### Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

**Arvopapereihin liittyvät riskitekijät:** Arvopapereihin kohdistuvat seuraavat keskeiset riskit:

- **Erääntyessä arvopaperien nimellisarvoa ei tulla arvopapereiden ehtojen mukaan kokonaisuudessaan korvaamaan:** Riippuen kohde-etuuksien kehityksestä, sijoittaja voi menettää osan tai kaiken sijoittamastaan määrästä.
- **Tiettyihin arvopapereiden ominaisuuksiin liittyvät riskit:**
  - Mahdollisuus hyötyä kohde-etuuksien arvon positiivisesta muutoksesta on rajoitettu siitä riippumatta kuinka paljon kohde-etuuksien taso, hinta tai muu arvo nousee kattotason yläpuolelle arvopapereiden juoksuajan aikana. Tästä johtuen arvopapereiden arvo tai tuotto voi olla merkittävästi vähemmän kuin jos sijoittaja olisi ostanut kohde-etuuksia suoraan.
  - Arvopapereihin sijoittaneet ovat lähinnä alttiita sen kohde-etuuden kehitykselle, jolla on huonoin kehitys, kuin korille kokonaisuudessaan. Tämä tarkoittaa, että siitä huolimatta kuinka muut kohde-etuudet kehittyvät, jos heikoimmin kehittyvä kohde-etuus ei onnistu saavuttamaan kyseistä kynnystä tai rajaa koron maksamiselle tai lunastusmäärän laskemiselle, sijoittaja ei välttämättä saa korkomaksuja tai tuottoa alkuperäiselle sijoitukselleen ja sijoittaja voi menettää osan tai kaiken sijoittamastaan määrästä.
  - Korkomäärä maksetaan ainoastaan, mikäli kohde-etuuksien taso, hinta tai muu soveltuva arvo kyseisenä arvostuspäivänä/kyseisinä arvostuspäivinä joko saavuttaa tai ylittää yhden tai useamman määritetyn rajan. On mahdollista, etteivät kohde-etuuksien tasot, hinnat tai muut soveltuvat arvot saavuta tai ylitä kyseistä rajaa/kyseisiä rajoja kyseisenä arvostuspäivänä, jolloin korkoa ei makseta asiaankuuluvana koronmaksupäivänä. Tämä tarkoittaa, että arvopapereiden voimassaoloaikana maksettava korkomäärä vaihtelee ja se voi olla nolla. Korkomäärän maksaminen on ehdollinen kohde-etuuksien arvolle tai kehitykselle. Maksettava korkomäärä on nolla koronmaksupäivänä, jos kohde-etuudet eivät kehity arvopaperien ehtojen mukaisesti, vaikkakin kyseinen maksu siirretään seuraavaan koronmaksupäivään. Jos kohde-etuudet kehittyvät tuottoehtojen mukaisesti, maksettava korko on kyseisen koronmaksupäivän mukainen, johon lisätään niiltä edellisiltä koronmaksupäiviltä siirretyt määrät, jolloin korkoa ei maksettu. Arvopapereihin sijoittaneille ei makseta mitään korkoa tai muuta hyvitystä siirretyistä korkomaksuista ja on mahdollista, että kohde-etuudet eivät koskaan saavuta tuottoehtoja, mikä tarkoittaa, että sijoittajat eivät saa lainkaan korkoa arvopapereiden juoksuajan aikana.
  - Lopullinen lunastusmäärä määritellään kohde-etuuksien kehitysten perusteella ainoastaan lopullisena arvostuspäivänä (eikä suhteessa useampaan ajanjaksoon arvopapereiden voimassaolon aikana), ja tästä syystä arvopapereihin sijoittaneet eivät hyödy mistään sellaisesta liikkeestä kohde-etuuksien tasossa arvopapereiden voimassaoloaikana, joka ei näy kohde-etuuksien kehityksessä lopullisena arvostuspäivänä.
- **Kohde-etuuksiin liittyvät riskit:**
  - Kohde-etuuksien historiallinen kehitys ei ole tae niiden tulevasta kehityksestä, ja kehitykseen saattaa kohdistua arvaamattomia muutoksia ajan kuluessa.
  - Kohde-etuuksien kehitystä ei voida ennakoita ja se määräytyy makrotaloudellisten tekijöiden mukaan, jotka saattavat vaikuttaa kielteisesti kohde-etuuksien kehityksen ja arvopapereiden arvoon ja tuottoon. Osakkeiden liikkeeseenlaskija ei välttämättä toimi arvopapereihin sijoittaneiden intressien mukaisesti ja nämä toimet voivat vaikuttaa kielteisesti arvopapereiden arvoon ja tuottoon. Arvopapereihin sijoittaneilla ei ole kohde-etuuksiin liittyvää äänestys-oikeutta tai oikeutta osinkoon tai muihin määriin tai oikeuksiin.
- **Ei likviditeettiä tai rajoitettu likviditeetti:** Arvopapereilla ei välttämättä ole likviditeettiä tai tällaisten arvopapereiden markkinat voivat olla rajoitetut, ja tämä voi vaikuttaa haitallisesti niiden arvoon tai sijoittajan mahdollisuuteen myydä niitä.
- **Jälkimarkkina-arvo:** Arvopapereiden markkina-arvo ennen erääntymistä voi olla merkittävästi alhaisempi kuin niiden alkuperäinen ostohinta. Näin ollen, jos sijoittaja myy arvopaperinsa ennen niiden sovittua eräpäivää (olettaen että se on mahdollista), sijoittaja voi menettää osan alkuperäisestä sijoituksestaan.
- **Ennenaikainen erääntyminen:** Arvopaperit voidaan eräännyttää ennen niiden sovittua erääntymistä tietyissä poikkeuksellisissa tilanteissa ja tällaisessa tapauksessa, ennenaikaisesta erääntymisestä sijoittajille maksettava määrä voi olla pienempi kuin heidän alkuperäinen sijoituksensa. Tällaisessa tapauksessa, sijoittaja saattaa voida uudelleensijoittaa tuotot ainoastaan epäedullisemmillä markkinaehdoilla verrattuna arvopapereiden ostohetkeen.

### KESKEISET TIEDOT ARVOPAPERIEN TARJOAMISESTA YLEISÖLLE JA/TAI KAUPANKÄYNNIN KOHTEEKSI OTTAMISESTA SÄÄNNELLYLLÄ MARKKINALLA

#### Millä ehdoilla ja minä aikana voin sijoittaa näihin arvopapereihin?

**Tarjouksen ehdot:**

Merkintähinta merkinnöille merkintäaikana ja liikkeeseenlaskupäivänä: EUR 1 000 per arvopaperi.

Arvopapereita tarjotaan merkittäviksi Suomessa 31.1.2024 alkaen, kyseinen päivä mukaan lukien, ja 23.2.2024 asti, kyseinen päivä mukaan lukien ("**tarjousaika**").

Arvopapereita tarjotaan seuraavien ehtojen mukaisesti:

- Arvopaperien tarjous on riippuvainen niiden liikkeeseenlaskusta.
- Tarjousaikaa voidaan muuttaa soveltuvien määräysten mukaan liikkeeseenlaskijan toimesta tai tämän puolesta.
- Arvopaperien tarjous voidaan peruuttaa kokonaan tai osittain milloin tahansa ennen liikkeeseenlaskupäivää liikkeeseenlaskijan harkinnan mukaan tiedottamalla tästä vähintään kaksi päivää ennen peruuttamista; ja
- Jos sijoittajien merkitemä kokonaisnimellisarvo merkintäaikana alittaa EUR 500 000 liikkeeseenlaskija voi harkintansa mukaan perua tarjouksen.

Merkintähakemusprosessin kuvaus:

- Sijoittajat voivat merkitä arvopapereita tarjousaikana.
- Merkintähakemukset Suomessa tulee lähettää jakelijalle. Sijoittajilta ei vaadita suoraa sopimussuhdetta liikkeeseenlaskijaan liittyen arvopaperien merkintään.
- Potentiaalisen sijoittajan tulisi olla yhteydessä jakelijaan ennen tarjousajan päättymistä. Sijoittaja merkitsee arvopaperit jakelijan kanssa sovittavien yleisten merkintäehtojen mukaisesti.
- Tarjoukseen ei sovelleta kiintiöitä. Jakelija voi soveltaa kiintiöitä potentiaalisten sijoittajien yhdenvertaisuuden turvaamiseksi. Jakelijan kautta tarjousaikana tehdyt merkinnät allokoidaan tarjouksen enimmäismäärään asti. Jos merkintöjen määrä tarjousaikana ylittää enimmäismäärän, liikkeeseenlaskija päättää tarjousajan enneaikaisesti ja keskeyttää tulevien ostotarjousten hyväksymisen.
- Liikkeeseenlaskupäivänä potentiaalinen sijoittaja saa 100 prosenttia (100 %) hänelle tarjousajan päätyttyä allokoiduista arvopapereista.

Kuvaus merkintöjen määrän rajoitusmahdollisuudesta ja merkintämäärän ylittävän osan palauttamistavasta: ei sovellu, merkintöjen määrää ei rajoiteta.

Tiedot merkintöjen vähimmäis- ja/tai enimmäismäärästä:

- Liikkeeseenlaskettavien arvopapereiden kokonaisnimellismäärä on enintään EUR 2 000 000, ja
- Vähimmäismerkintämäärä per sijoittaja on viisi arvopaperia (joka vastaa EUR 5 000 kokonaisnimellismäärää). Merkinnän enimmäismäärä on riippuvainen arvopaperien saatavuudesta merkintähetkellä.

Tiedot arvopaperien maksamis- ja toimittamistavasta ja niille asetetuista aikarajoista:

- Arvopaperit toimitetaan maksua vastaan.
- Arvopaperit toimitetaan liikkeeseenlaskijan arvion mukaan sijoittajan arvo-osuustilille liikkeeseenlaskupäivänä tai niillä main.
- Teknisistä syistä arvopaperien selvityksen ja toimituksen hoitaa välittäjä (Dealer).

Tarjouksen tulosten julkistamistapa ja -päivä: Tarjouksen lopputulos on saatavilla liikkeeseenlaskijan verkkosivulta (<https://sp.jpmorgan.com/spweb/index.html>), Luxembourg Stock Exchange:lta ([www.luxse.com](http://www.luxse.com)) sekä jakelijalta viimeistään liikkeeseenlaskupäivänä.

Menettely, jota noudatetaan jaettavan määrän ilmoittamisessa merkitsijöille, ja selvitys siitä, voidaanko kaupankäynti aloittaa ennen ilmoituksen antamista: Jakelija ilmoittaa tarjouksen hyväksymisestä suoraan merkinnän tehneille. Kaupankäynti arvopapereilla voidaan aloittaa liikkeeseenlaskupäivänä.

**Arvio kustannuksista, jotka liikkeeseenlaskija tai tarjoaja veloittaa sijoittajalta**

Liikkeeseenlaskijan ei arvioida veloittavan sijoittajalta kuluja.

**Kuka on tarjoaja ja/tai kaupankäynnin kohteeksi säännellyllä markkinalla ottamista pyytävää henkilö?**

Katso kohta "**Valtuutettu tarjoaja**" yllä.

Liikkeeseenlaskija on yhteisö, joka pyytää arvopaperien kaupankäynnin kohteeksi ottamista.

### **Miksi esite laaditaan?**

**Arvioidut kokonaisnettotuotot ja niiden käyttö, kun ne eroavat voiton tuottamisesta:** Liikkeeseenlaskija käyttää arvopapereista saadut tuotot yritystoimintansa tukemiseen (mukaan lukien suojausjärjestelyt).

Arvioidut nettotuotot ovat liikkeeseenlaskuhinnan ja arvopapereiden kokonaisnimellisarvon tulo.

**Liikkeeseenlaskulle annettu merkintätakaus:** Arvopapereita tarjotaan ilman liikkeeseenlaskulle annettua merkintätakausta.

### **Kuvaus kaikista liikkeeseenlaskuun/tarjoukseen liittyvistä olennaisista intresseistä, mukaan lukien eturistiriidat**

Liikkeeseenlaskuun/tarjoukseen liittyviin olennaisiin intresseihin kuuluu jakelijalle maksettavat palkkiot, sekä tieto siitä, että JPMorgan Chase:n tytäryhtiöiden (mukaan lukien liikkeeseenlaskija ja takaaja) ja arvopaperien haltijoiden intressien välillä on tiettyjä eturistiriitoja, mukaan lukien se, että: JPMorgan Chase:n tytäryhtiöt voivat ottaa positioita kohde-etuudessa/kohde-etuuksissa tai ryhtyä kaupankäyntiin kohde-etuudella; laskenta-asiamiehellä, joka on yleensä JPMorgan Chase:n tytäryhtiö, on laaja päätäntävalta, eikä se välttämättä ota huomioon arvopaperien haltijoiden intressiä; JPMorgan Chase:lla voi olla kohde-etuutta/kohde-etuuksia ja/tai arvopapereita koskevaa luottamuksellista tietoa; ja JPMorgan Chase:n tytäryhtiö on suojausvastapuoli liikkeeseenlaskijan arvopapereista johtuvien velvoitteiden osalta.