

**SUPPLEMENT No. 9 DATED 25 JANUARY 2024 TO THE  
BASE PROSPECTUS DATED 20 APRIL 2023**

# J.P.Morgan

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

as Issuer

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

as Issuer

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

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

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

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

**Structured Securities Programme for the issuance**

**of**

**Notes, Warrants and Certificates**

*Arranger and Dealer for the Programme*

**J.P. Morgan**

## Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 20 April 2023 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 17 May 2023, Supplement No. 2 dated 26 May 2023, Supplement No. 3 dated 13 July 2023, Supplement No. 4 dated 27 July 2023, Supplement No. 5 dated 17 August 2023, Supplement No. 6 dated 21 September 2023, Supplement No. 7 dated 26 October 2023 and Supplement No. 8 dated 16 November 2023 (the Original Base Prospectus, as so supplemented, the "**Base Prospectus**"), which constitutes four base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**") and (iv) a base prospectus in respect of JPMorgan Chase Financial Company LLC ("**JPMCFC**") (the "**JPMCFC Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP, JPMorgan Chase Bank, N.A., JPMorgan Chase & Co. and JPMCFC, irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. and in respect of Securities issued by JPMCFC as to payment, delivery and other obligations by JPMorgan Chase & Co. Terms defined in the Base Prospectus have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the JPMSP Base Prospectus, the JPMorgan Chase Bank, N.A. Base Prospectus, the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus.

## Purpose of Supplement

The purpose of this Supplement is to (i) incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 12 January 2024 Form 8-K (as defined below) and (ii) make certain amendments and corrections to the information in the sections entitled "General Conditions", "Form of Final Terms" and "Form of Pricing Supplement" in the Base Prospectus.

## Right to withdraw acceptances

**In accordance with Article 23(2) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 29 January 2024. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.**

## Status of Supplement

The Supplement is a supplement for the purposes of Article 23(1) of the Prospectus Regulation. On 20 April 2023, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities. The amendments included in this Supplement to the terms and conditions of the Securities shall only apply to Final Terms, the date of which falls on or after the approval of this Supplement (save where the Final Terms provide that the terms and conditions of the Securities are to be incorporated from an earlier base prospectus).

## Responsibility

In relation to the JPMSP Base Prospectus and the JPMorgan Chase Bank, N.A. Base Prospectus, JPMorgan Chase Bank, N.A. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance

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

## Information being supplemented

### I. Incorporation by reference

This Supplement incorporates by reference into the Base Prospectus:

- (a) the Current Report on Form 8-K of JPMorgan Chase & Co. dated 12 January 2024 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 31 December 2023, as filed with the United States Securities and Exchange Commission (the "**JPMorgan Chase & Co. 12 January 2024 Form 8-K**") (available at <https://dl.luxse.com/dlp/10f7ef7e81021c457a90199a65c8a78430>).

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

Information incorporated by reference	Page Number
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*From the JPMorgan Chase & Co. 12 January 2024 Form 8-K\**

Item 2.02	Results of Operations and Financial Condition	Page 2
Item 9.01	Financial Statements and Exhibits	Page 2
Exhibit 99.1	JPMorgan Chase & Co. Earnings Release – Fourth Quarter 2023 Results	Pages 4 to 11
Exhibit 99.2	JPMorgan Chase & Co. Earnings Release Financial Supplement – Fourth Quarter 2023	Pages 12 to 43

\* The page numbers set out above are references to the PDF pages included in the JPMorgan Chase & Co. 12 January 2024 Form 8-K.

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

### II. Amendments to the information in the Base Prospectus

#### (a) Amendments to the section entitled General Conditions

The section entitled "General Conditions" on pages 131 to 267 of the Original Base Prospectus shall be amended as follows:

- (i) the definition entitled "Final Redemption Amount" on page 245 of the Original Base Prospectus shall be deleted and replaced with the following:

**"Final Redemption Amount"** means:

- (a) if "Minimum Redemption Amount (Notes)" is not specified to be applicable in the relevant Issue Terms, the Security Redemption Amount determined in accordance with the Payout Conditions; or
- (b) if "Minimum Redemption Amount (Notes)" is specified to be applicable in the relevant Issue Terms, the greater of (i) the Security Redemption Amount determined in accordance with the Payout Conditions and (ii) the Minimum Redemption Amount (Notes), as determined by the Calculation Agent."

- (ii) a new definition of "Minimum Redemption Amount (Notes)" shall be inserted immediately after the existing definition entitled "Minimum Redemption Amount" on page 254 of the Original Base Prospectus as follows:

""**Minimum Redemption Amount (Notes)**" means the amount specified as such in the relevant Issue Terms."

- (iii) the definition of "Minimum Redemption Amount" on page 253 of the Original Base Prospectus shall be amended by including the following sentence at the end of the definition (immediately following the words "...will amend the "Minimum Redemption Amount" accordingly."):

"For the avoidance of doubt, where "Minimum Redemption Amount (Notes)" is specified to be applicable in the relevant Issue Terms, such amount shall comprise the "Minimum Redemption Amount" save that if the "Minimum Redemption Amount" would otherwise comprise a greater amount than the "Minimum Redemption Amount (Notes)" such greater amount shall be deemed to be the "Minimum Redemption Amount"."

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

Line item 36 (Security Redemption Amount (Payout Condition 3)) in Part A (Contractual Terms) of the Form of Final Terms at page 587 of the Original Base Prospectus is deleted and replaced with the following:

- |        |  |  |
|--------|--|--|
| 36.    | <b>Security Redemption Amount (Payout Condition 3):</b>  | [Applicable/Not Applicable]  |
| (i)    | Security Redemption Reference Asset(s):  | [[The/Each][Share [and]/Index [and]/Commodity [and]/Commodity Index [and]/FX Rate [and]/Fund] as specified below in paragraph[s] [38/39/40/41/43]]/[Each Reference Asset specified as such in the Reference Asset Table below in the column entitled "Reference Asset Category"/[●] (Specify each relevant Reference Asset)] |
| (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 [and]/Index Linked Provisions [and]/Commodity Linked Provisions [and]/FX Linked Provisions [and]/Fund Linked Provisions] are applicable. See paragraph[s] [38/39/40/41/43]/[Not Applicable]   |
| [(iii) | Minimum Redemption Amount (Notes):   | [Applicable: [●]/Not Applicable]]  |

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

Line item 36 (Security Redemption Amount (Payout Condition 3)) in Part A (Contractual Terms) of the Form of Pricing Supplement at page 732 of the Original Base Prospectus is deleted and replaced with the following:

- |       |   |  |
|-------|---|--|
| 36.   | <b>Security Redemption Amount (Payout Condition 3):</b> | [Applicable/Not Applicable]  |
| (iii) | Security Redemption Reference Asset(s):                 | [[The/Each][Share [and]/Index [and]/Commodity [and]/Commodity Index [and]/FX Rate [and]/Fund] as specified below in paragraph[s] |

[38/39/40/41/43]/[Each Reference Asset specified as such in the Reference Asset Table below in the column entitled "Reference Asset Category"/[●] (Specify each relevant Reference Asset)]

- (iv) 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 [and]/Index Linked Provisions [and]/Commodity Linked Provisions [and]/FX Linked Provisions [and]/Fund Linked Provisions] are applicable. See paragraph[s] [38/39/40/41/43]/[Not Applicable]
- [(iii) Minimum Redemption Amount (Notes): [Applicable: [●]/Not Applicable]]

## **General**

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

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

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

**Registered Office of JPMSP**

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

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

**Principal Executive Office of JPMCFC**

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

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

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

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

**Dealer and Arranger**

**J.P. Morgan Securities plc**  
25 Bank Street  
Canary Wharf  
London, E14 5JP  
United Kingdom

**Dealers**

**J.P. Morgan Securities  
LLC**  
383 Madison Avenue  
5th Floor  
New York, New York 10179  
United States of America

**J.P. Morgan SE**  
TaunusTurm  
Taunustor 1  
60310 Frankfurt am Main  
Germany

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

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

**JPMorgan Securities  
Japan Co., Ltd.**  
Tokyo Building  
7-3 Marunouchi 2-Chome  
Chiyoda-ku  
Tokyo 100-6432  
Japan

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

**Paying Agent, Registrar and Transfer Agent**

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

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

**Calculation Agents and Delivery Agents**

**J.P. Morgan Securities plc**  
25 Bank Street  
Canary Wharf  
London, E14 5JP  
United Kingdom

**J.P. Morgan SE**  
TaunusTurm  
Taunustor 1  
60310 Frankfurt am Main  
Germany

**J.P. Morgan Securities  
LLC**  
383 Madison Avenue  
5th Floor  
New York, New York  
10179



United States of America

**Luxembourg Listing Agent**

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

**Independent Auditors of  
JPMSP**

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

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

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

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

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

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

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

**Legal Advisers**

**To the Arranger and Dealer**

*in respect of English law*

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

*in respect of U.S. law*

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

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

*in respect of Dutch law*

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

*In respect of Norwegian Securities:*

**Norwegian Programme Agent**

**Skandinaviska Enskilda Banken  
AB (publ)**  
Oslo Branch  
Investor Services  
Filipstad Brygge 1

**Norwegian Registrar**

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

**Legal Adviser to the Issuers**

*in respect of Norwegian law*

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

N-0252 Oslo  
Norway

Norway

Vika  
N-0114 Oslo  
Norway

*In respect of Swedish Securities:*

**Swedish Programme Agent**

**Swedish Registrar**

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

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

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

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

*In respect of Finnish Securities*

**Finnish Programme Agent**

**Finnish Registrar**

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

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

**Euroclear Finland Oy**  
Urho Kekkosen katu 5 C  
00100 Helsinki  
Finland

**Waselius & Wist**  
Eteläesplanadi 24 A  
00130 Helsinki  
Finland

*In respect of Danish Notes:*

**Danish Programme Agent**

**Danish Registrar**

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

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

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

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

*In respect of French Securities:*

**French Programme Agent**

**Dutch Listing Agent**

**Legal Advisers to the  
Arranger and the Dealers  
in respect of French law**

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

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

**Ashurst LLP**  
Avocats au Barreau de Paris  
18, square Edouard VII  
75009 Paris  
France

*In respect of Swiss Securities:*

**Swiss Programme Agent**

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

**Credit Suisse AG**  
Paradeplatz 8  
8001 Zürich  
Switzerland

**Homburger AG**  
Prime Tower  
Hardstrasse 201  
8005 Zurich

Switzerland

*In respect of German Securities:*

**German Programme Agent**

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

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

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