

**SUPPLEMENT NO. 2 DATED 3 MAY 2018  
TO THE REGISTRATION DOCUMENT DATED 30 JUNE 2017**

**J.P.Morgan**

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

and

**J.P. Morgan Securities plc**  
*(incorporated with limited liability in the United Kingdom)*

This supplement pursuant to section 16 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) (the "**Supplement**") constitutes a supplement to the registration document dated 30 June 2017 (the "**Original Registration Document**") as supplemented by Supplement No. 1 dated 13 October 2017 (the Original Registration Document as so supplemented, the "**Registration Document**") constituting two registration documents: (i) the registration document in relation to J.P. Morgan Structured Products B.V., Amsterdam, The Netherlands (the "**Issuer**" or "**JPMSP**") and (ii) the registration document in relation to J.P. Morgan Securities plc, London, United Kingdom as guarantor for certain securities issued by JPMSP ("**JPMS plc**" or, the "**Guarantor**").

Subject of this Supplement is the inclusion of new factors into the Registration Document by incorporation by reference following the publication of the audited JPMSP Annual Report for the year ended 31 December 2017 (the "**JPMSP 2017 Annual Report**"). The JPMSP 2017 Annual Report has been published on 20 April 2018.

## **Amendments and supplemental information to Registration Document**

### **I. Amendments to the section "IV. INFORMATION INCORPORATED BY REFERENCE"**

*In the section "VI. INFORMATION INCORPORATED BY REFERENCE" at the end of the list at the end of the first paragraph on page 30 of the Registration Document the following new item shall be added:*

"(iv) the JPMSP Annual Report for the year ended 31 December 2017 (the "**JPMSP 2017 Annual Report**")."

*The information contained in the subsection "Information incorporated by reference" on page 30 et seq. of the Registration Document shall be deleted and replaced by the following information:*

"

#### ***From the JPMSP 2017 Annual Report\****

Directors' Report	Pages 3 to 5
Financial Statements:	
Balance sheet	Page 6
Income Statement	Page 7
Statement of changes in equity	Page 8
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Notes to the financial statements	Pages 10 to 27
Other Information:	
Profit appropriation according to the Articles of Association	Page 28
Independent auditors' report	Pages 29 to 34

#### ***From the JPMSP 2016 Annual Report\****

Directors' Report	Pages 3 to 5
Financial Statements:	
Balance Sheet	Page 6
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***From the JPMSP 2015 Annual Report***

Directors' Report	Pages 1 to 3
Financial Statements:	
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Other Information:	
Profit appropriation according to the Articles of Association	Page 25
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Auditor's report	Pages 26 to 32

***From the JPMSP 2017 Interim Financial Statements***

Directors' Report	Pages 1 to 3
Financial Statements:	
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Statement of changes in equity	Page 6
Statement of cash flows	Page 7
Notes to the financial statements	Pages 8 to 22
Other information:	
Profit appropriation according to the Articles of Association	Page 23
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\*The page numbers referenced above in relation to the JPMSP 2016 Annual Report and the JPMSP 2017 Annual Report relate to the PDF version of such document, which is available as set out below.

Investors who have not previously reviewed the information contained in the above documents should do so in connection with their evaluation of any Securities. In case of any inconsistencies between any statement contained in such a document and a statement contained in this Registration Document as supplemented from time to time by any supplement filed under Article 16 of the Prospectus Directive, the statement in the Registration Document shall prevail. The documents from which information is incorporated by reference will be available in form of a pdf on the Luxembourg Stock Exchange's website (<https://www.bourse.lu/issuer/JPMorgStrucProd/59875>) under section "CSSF approvals" by clicking the sub-section "See all" and clicking then the subsection "document(s) incorporated by reference | supplement(s)" below "Base Prospectus 26/04/2017". The JPMSP 2016 Annual Report may be retrieved by clicking on "Document incorporated by reference – JPMSP – Annual Report 2016", the "JPMSP 2015 Annual Report" by clicking on "Document incorporated by reference – JPMSP – Annual Report 2015", the JPMSP 2017 Interim Financial Statements by clicking on "Document incorporated by reference – JPMSP 2017 Interim Financial Statements", and the JPMSP 2017 Annual Report by clicking on "Document incorporated by reference – JPMSP 2017 Annual Report".

**II. Amendments to the section "V. J.P. MORGAN STRUCTURED PRODUCTS B.V."**

*The information contained in the subsection "6. Trend Information" on page 33 of the Registration Document shall be deleted and replaced by the following information:*

"There has been no material adverse change in the prospects of JPMSP since 31 December 2017.

JPMSP's primary objective in 2018 will be the continued development of securitised products for their placement to retail, "high net worth" and institutional investors principally outside of the United States of America, linked to various reference assets including equity, credit, interest rates, commodities and so called "alternatives" such as funds and hedge funds."

*The information contained in the subsection "Historical financial information" in the subsection "9. Financial Information" on page 34 of the Registration Document shall be deleted and replaced by the following information:*

"The JPMSP 2017 Annual Report and the JPMSP 2016 Annual Report are prepared and filed in accordance with the laws of The Netherlands.

Audited historical financial information for the fiscal years ended 31 December 2017, which forms part of JPMSP's 2017 Annual Report, and for the fiscal year ended 31 December 2016, which forms part of JPMSP's 2016 Annual Report, are incorporated by reference into this Registration Document."

*The information contained in the subsection "Auditing of historical financial information" in the subsection "9. Financial Information" on page 34 of the Registration Document shall be deleted and replaced by the following information:*

"Mazars Paardekooper Hoffman Accountants N.V., who are members of the Royal Dutch Institute of Chartered Accountants (*Koninklijk Nederlands Instituut voor Registeraccountants*), have audited without qualification JPMSP's audited financial statements as at and for the financial year ended 31 December 2017. A copy of the auditor's report appears at page 27 (pages 29 to 34 of the pdf) of the JPMSP 2017 Annual Report and is incorporated by reference into this Registration Document. Mazars Paardekooper Hoffman Accountants N.V. has no material interest in JPMSP.

PricewaterhouseCoopers Accountants N.V., who are members of the Royal Dutch Institute of Chartered Accountants (*Koninklijk Nederlands Instituut voor Registeraccountants*), have audited without qualification JPMSP's audited financial statements as at and for the financial year ended 31 December 2016. A copy of the auditor's report appears at page 26 (pages 28 to 36 of the pdf) of the JPMSP's 2016 Annual Report, and is incorporated by reference into this Registration Document. PricewaterhouseCoopers Accountants N.V. has no material interest in JPMSP.

The address of Mazars Paadekooper Hoffman Accountants N.V. is Wilhelmina Tower, Delflandlaan 1, 1062 EA, Amsterdam, the Netherlands. The address of PricewaterhouseCoopers Accountants N.V. is: Thomas R. Malthusstraat 5, P.O. Box 90357, 1006 BJ Amsterdam, The Netherlands."

*The information contained in the subsection "10. Selected Financial Information" on page 35 of the Registration Document shall be deleted and replaced by the following information:*

"The following table shows selected financial information in relation to the Issuer which is derived from the audited financial statements as at and for the financial years ended 31 December 2016 (JPMSP 2016 Annual Report) and 31 December 2017 (JPMSP 2017 Annual Report), each prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU:

<b>Selected income statement data</b>		
<b>(in USD)</b>	<b>Year ended 31 December</b>	
	<b>2017</b>	<b>2016</b>
Profit/(Loss) before income tax:	5,628,000	2,177,000
Profit/(Loss) for the year attributable to equity shareholders of the Company:	4,232,000	1,703,000
<b>Selected balance sheet data</b>		
<b>(in USD)</b>	<b>As at 31 December</b>	
	<b>2017</b>	<b>2016</b>
Total assets:	32,059,705,000	19,961,720,000
Total liabilities:	31,524,839,000	19,431,086,000
Total equity:	534,866,000	530,634,000

*The information contained in the subsection "14. No significant change in Issuer's financial or trading position" on page 36 of the Registration Document shall be deleted and replaced by the following information:*

"There has been no significant change in the financial or trading position of JPMSP subsequent to 31 December 2017."

*The information contained in the subsection "15. Operating Profit and Loss" on page 36 of the Original Registration Document shall be deleted and replaced by the following information:*

"The operating profit of JPMSP for the year ended 31 December 2017 was U.S.\$ 3,182,000.

The operating profit of JPMSP for the year ended 31 December 2016 was U.S.\$ 245,000."

**III. Amendments to the section "VII. DOCUMENTS ON DISPLAY"**

*The information contained in item "(i)" in the list below the first paragraph of the subsection "VII. DOCUMENTS ON DISPLAY" of the Registration Document shall be deleted and replaced by the following information:*

"(i) JPMSP 2017 Annual Report and the JPMSP 2016 Annual Report;"

The Supplement and the Registration Document are available free of charge during normal business hours on any weekday (Saturdays and public holidays excepted) at the office of the Programme Agent (BNP Paribas Securities Services S.C.A., Frankfurt Branch, Europa-Allee 12, 60327 Frankfurt am Main, Germany) and furthermore are available on the website <https://www.jpmorgan-zertifikate.de/en/library/legal-documents/> under the section "Legal documents".

**Pursuant to article 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities offered under a prospectus referring to the Registration Document before this Supplement has been published shall have the right, exercisable within a time period of two working days after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities. No grounds must be stated for the withdrawal, which must be made in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.**

**Addressee of a withdrawal is BNP Paribas Securities Services S.C.A., Frankfurt Branch, Europa-Allee 12, 60327 Frankfurt am Main, Germany.**