

**SUPPLEMENT NO. 2 DATED 26 APRIL 2019
TO THE REGISTRATION DOCUMENT DATED 29 JUNE 2018**

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 29 June 2018 (the "**Original Registration Document**") as supplemented by Supplement No. 1 dated 9 October 2018 (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 2018 (the "**JPMSP 2018 Annual Report**"). The JPMSP 2018 Annual Report has been published on 17 April 2019.

Amendments and supplemental information to Registration Document

I. Amendments to 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 44 of the Registration Document the following new item shall be added:

"(iv) The JPMSP Annual Report for the year ended 31 December 2018 (the "**JPMSP 2018 Annual Report**")."

In the subsection "Information incorporated by reference" on page 44 et seq. of the Registration Document the following information shall be added at the end of the table:

"

Information incorporated by reference	Page reference
<i>From the JPMSP 2018 Annual Report*</i>	
Directors' Report	Pages 3 to 5
Financial Statements:	
Balance sheet	Page 6
Income Statement	Page 7
Statement of changes in equity	Page 8
Statement of cash flows	Page 9
Notes to the financial statements	Pages 10 to 32
Other information:	
Profit appropriation according to the Articles of Association	Page 33
Independent auditors' report	Pages 34 to 39

"

The information contained in the last paragraph of the subsection "Information incorporated by reference" on pages 44 et seq. of the Registration Document shall be deleted and replaced by the following information:

"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 25/04/2018". The JPMSP 2017 Annual Report may be retrieved by clicking on "Document incorporated by reference – JPMSP – Annual Report 2017", the "JPMSP 2016 Annual Report" by clicking on "Document incorporated by reference – JPMSP – Annual Report 2016", the JPMSP 2018 Interim Financial Statements by clicking on "Document incorporated by reference – JPMSP 2018 Interim Financial Statements" and the JPMSP 2018 Annual Report by clicking on "Document incorporated by reference – JPMSP – Annual Report 2018"."

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

The information contained in the subsection "6. Trend Information" on page 47 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 2018.

JPMSP's primary objective in 2019 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 49 of the Registration Document shall be deleted and replaced by the following information:

"The JPMSP 2018 Annual Report and 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 year ended 31 December 2018, which forms part of JPMSP's 2018 Annual Report, for the fiscal year 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 49 of the Registration Document shall be deleted and replaced by the following information:

"Mazars Accountants N.V. (formerly 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 years ended 31 December 2018 and 31 December 2017. Copies of the auditor's reports appear at page 32 (pages 34 to 39 of the pdf) of the JPMSP 2018 Annual Report and 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 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 Accountants N.V. is Wilhelmina Tower, Delflandlaan 1, 1062 EA, Amsterdam, the Netherlands. The address of Mazars Paardekooper 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 49 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 2017 (JPMSP 2017 Annual Report) and 31 December 2018 (JPMSP 2018 Annual Report), each prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU:

Selected income statement data		
(in USD)	Year ended 31 December	
	2018	2017
Profit/(Loss) before income tax:	7,319,000	5,628,000
Profit/(Loss) for the year attributable to equity shareholders of the Company:	5,416,000	4,232,000
Selected balance sheet data		
(in USD)	As at 31 December	
	2018	2017
Total assets:	26,818,651,000	32,059,705,000
Total liabilities:	26,278,369,000	31,524,839,000
Total equity:	540,282,000	534,866,000

"

The information contained in the subsection "14. No significant change in Issuer's financial or trading position" on page 50 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 2018."

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 2018 Annual Report, the 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.