

J.P.Morgan

Registration Document

for retail non-equity securities

dated 8 June 2021

of

J.P. Morgan AG

(incorporated with limited liability in the Federal Republic of Germany)

This document constitutes the registration document for retail non-equity securities (the "**Registration Document**") in relation to J.P. Morgan AG, Frankfurt am Main, Federal Republic of Germany ("**JPMAG**") and supersedes the Registration Document of JPMAG as of 10 June 2020.

The Registration Document has been drawn up in accordance with the requirements of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 as amended from time to time (the "**Prospectus Regulation**") in conjunction with Article 7 and Annex 6 of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 as amended from time to time (the "**Delegated Regulation**") and contains the information in relation to JPMAG required by the Prospectus Regulation and the Delegated Regulation.

The Registration Document should be read together with all relevant supplements, potentially approved and published after the date of the Registration Document.

The validity of this Registration Document expires on 8 June 2022. The obligation to supplement this Registration Document in the event of significant new factors, material mistakes or material inaccuracies does not apply when this Registration Document is no longer valid.

I. TABLE OF CONTENTS

	Page
I. TABLE OF CONTENTS	2
II. RISK FACTORS	3
1. Risks affecting JPMAG as an affiliate of JPMorgan Chase	4
2. Credit and Investment Risks.....	7
3. Market Risks	7
4. Operational Risks	8
5. Strategic Risks	9
6. Regulatory Risks	10
III. GENERAL INFORMATION ON THE REGISTRATION DOCUMENT	14
1. The Registration Document as a part of one or more prospectuses or base prospectuses	14
2. Supplements	14
3. Persons Responsible	15
4. Competent Authority Approval	15
5. Cautionary Note regarding Forward-Looking Statements.....	15
IV. J.P. MORGAN AG.....	18
1. History and Development.....	18
2. Principal Activities	18
3. Principal Markets	20
4. Business Overview	21
5. Organisational Structure.....	21
6. Trend Information	21
7. Directors and Officers	23
8. Financial information	24
9. Capital Structure.....	25
10. Memorandum and Articles of Association	25
11. Legal and arbitration proceedings	25
12. No significant change in JPMAG's financial position.....	25
13. Information incorporated by reference	25
V. DOCUMENTS AVAILABLE.....	28

II. RISK FACTORS

The risk factors listed below are divided into categories (see the table below). If more than one risk factor is included in a category, the risks in each category are classified according to their materiality. The most material risks are mentioned first.

The materiality of the risk factors is based on the probability of their occurrence and the expected extent of their negative effects.

Only those risk factors are presented in the following which are specific to JPMAG and material for taking an informed investment decision. Potential investors should bear in mind that all the risks described may interact and thereby reinforce each other.

Investors could lose some or all of their investment.

Contents of the Risk Factors

- 1. Risks affecting JPMAG as an affiliate of JPMorgan Chase**
- 2. Credit and Investment Risks**
- 3. Market Risks**
- 4. Operational Risks**
- 5. Strategic Risks**
- 6. Regulatory Risks**

1. **Risks affecting JPMAG as an affiliate of JPMorgan Chase**

Risks affecting JPMAG's parent company and other J.P. Morgan affiliates which may also affect JPMAG.

JPMAG is an indirect, wholly-owned subsidiary of JPMorgan Chase Bank, N.A. JPMorgan Chase Bank, N.A. is one of the principal bank subsidiaries of JPMorgan Chase & Co. (the "**holding company**") and, JPMorgan Chase & Co. together with its consolidated subsidiaries "**JPMorgan Chase**"). JPMAG may act as issuer of securities and as guarantor of securities issued by J.P. Morgan Structured Products B.V. Investors in such securities are exposed to the creditworthiness of JPMAG as issuer or guarantor of such securities (as the case may be). Risks that affect JPMorgan Chase & Co. can also affect JPMorgan Chase Bank, N.A. and its subsidiary JPMAG as there is substantial overlap in the businesses of JPMorgan Chase Bank, N.A. and JPMAG on the one hand and JPMorgan Chase & Co. on the other hand. Further, in case JPMAG acts as an issuer it may, for each issuance, enter into hedging arrangements with other J.P. Morgan affiliates, and that such arrangements will be sufficient to hedge its respective market risk for each such issuance. Accordingly, the ability of JPMAG 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.

JPMorgan Chase is a major, global financial services group and, as such, faces a variety of risks that are substantial and inherent in its businesses, and which may affect JPMAG's ability to fulfil its respective payment, delivery or other obligations under the securities issued or guaranteed by it.

These risks in relation to JPMorgan Chase are set out in more detail in the registration document of J.P. Morgan Structured Products B.V. dated 21 April 2021 which has been approved by the Commission de Surveillance de Secteur Finance in Luxembourg (the "**JPMSP Registration Document**"). The information contained in subsections 1. to 5. in the section "Risk Factors" at pages 5 to 41 of the JPMSP Registration Document are hereby incorporated by reference into this Registration Document. The risks affecting JPMorgan Chase include:

Regulatory, Legal and Reputation Risks

- JPMorgan Chase's businesses are highly regulated, and existing, new or changed laws, rules and regulations that apply to JPMorgan Chase have a significant impact on its business and operations.
- Differences in financial services regulation can be disadvantageous for JPMorgan Chase's business.
- Heightened regulatory scrutiny of JPMorgan Chase's businesses could result in higher compliance costs and restrictions on its operations.
- Complying with economic sanctions and anti-corruption and anti-money laundering laws, rules and regulations can increase JPMorgan Chase's operational and compliance costs and risks.
- JPMorgan Chase's operations and financial results can be negatively impacted in countries with less predictable legal and regulatory frameworks.
- Requirements for the orderly resolution of JPMorgan Chase could result in JPMorgan Chase having to restructure or reorganise its businesses and could increase its funding or operational costs or curtail its business.
- Holders of JPMorgan Chase & Co.'s debt and equity securities will absorb losses if it were to enter into a resolution.
- Regulatory uncertainties associated with the U.K.'s departure from the EU could negatively affect JPMorgan Chase's business, results of operations and operating model.

- JPMorgan Chase faces significant legal risks from litigation and formal and informal regulatory and government investigations.
- Damage to JPMorgan Chase's reputation could harm its businesses.

Political and Country Risks

- Economic uncertainty or instability caused by political developments can hurt JPMorgan Chase's businesses.
- An outbreak of hostilities between countries or within a country or region could have a material adverse effect on the global economy and on JPMorgan Chase's businesses within the affected region or globally.
- JPMorgan Chase's business and operations in certain countries can be adversely affected by local economic, political, regulatory and social factors.

Market and Credit Risks

- Economic and market events and conditions can materially affect JPMorgan Chase's businesses and investment and market-making positions.
- JPMorgan Chase's consumer businesses can be negatively affected by adverse economic conditions.
- Unfavourable market and economic conditions can have an adverse effect on JPMorgan Chase's wholesale businesses.
- Changes in interest rates and credit spreads can adversely affect certain of JPMorgan Chase's revenue and income streams related to JPMorgan Chase's traditional banking and funding activities.
- JPMorgan Chase's results may be materially affected by market fluctuations and significant changes in the value of financial instruments.
- The COVID-19 pandemic has caused and is causing significant harm to the global economy and could further negatively affect certain of JPMorgan Chase's businesses.
- JPMorgan Chase can be negatively affected by adverse changes in the financial condition of clients, counterparties, custodians and CCPs.
- JPMorgan Chase may suffer losses if the value of collateral declines in stressed market conditions.
- JPMorgan Chase could incur significant losses arising from concentrations of credit and market risk.

Liquidity and Capital Risks

- JPMorgan Chase's ability to operate its businesses could be impaired if its liquidity is constrained.
- JPMorgan Chase & Co. is a holding company and depends on the cash flows of its subsidiaries to make payments on its outstanding securities.
- Reductions in JPMorgan Chase's credit ratings may adversely affect its liquidity and cost of funding.
- The reform and replacement of benchmark rates could adversely affect JPMorgan Chase's funding, investments and financial products, and expose it to litigation and other disputes.

- Maintaining the required level and composition of capital may impact JPMorgan Chase's ability to support business activities, meet evolving regulatory requirements and distribute capital to shareholders.

Operational, Strategic, Conduct and People Risks

- JPMorgan Chase's businesses are dependent on the effectiveness of its operational systems and those of other market participants.
- A successful cyber attack affecting JPMorgan Chase could cause significant harm to JPMorgan Chase and its clients and customers.
- JPMorgan Chase can be negatively affected if it fails to identify and address operational risks associated with the introduction of or changes to products, services and delivery platforms.
- JPMorgan Chase's operational costs and customer satisfaction could be adversely affected by the failure of an external operational system.
- JPMorgan Chase's operations could be impaired if its employees, or those of external parties, are not competent and trustworthy, or if measures to protect their health and safety are ineffective.
- JPMorgan Chase faces substantial legal and operational risks in safeguarding personal information.
- JPMorgan Chase's operations, results and reputation could be harmed by catastrophes or other events.
- Enhanced regulatory and other standards for the oversight of vendors and other service providers can result in higher costs and other potential exposures.
- JPMorgan Chase's risk management framework may not be effective in identifying and mitigating every risk to JPMorgan Chase.
- JPMorgan Chase could recognise unexpected losses, its capital levels could be reduced and it could face greater regulatory scrutiny if its models, estimations or judgments, including those used in its financial statements, prove to be inadequate or incorrect.
- Lapses in controls over disclosure or financial reporting could materially affect JPMorgan Chase's profitability or reputation.
- JPMorgan Chase could be adversely affected by changes in accounting standards or policies.
- If JPMorgan Chase's management fails to develop and execute effective business strategies, and to anticipate changes affecting those strategies, JPMorgan Chase's competitive standing and results could suffer.
- JPMorgan Chase faces significant and increasing competition in the rapidly evolving financial services industry.
- Climate change manifesting as physical or transition risks could have a material adverse impact on JPMorgan Chase's business operations, clients and customers.
- Conduct failure by JPMorgan Chase employees can harm clients and customers, impact market integrity, damage JPMorgan Chase's reputation and trigger litigation and regulatory action.
- JPMorgan Chase's ability to attract and retain qualified and diverse employees is critical to its success.

- Unfavourable changes in immigration or travel policies could adversely affect JPMorgan Chase's businesses and operations."

2. Credit and Investment Risks

JPMAG is exposed to the risk associated with the default or change in credit profile of a client, counterparty or customer.

JPMAG is exposed to credit risk which is the risk associated with the default or change in credit profile of a client, counterparty or customer. JPMAG is exposed to credit risk through its underwriting, lending, market-making, capital markets and hedging activities with and for clients and counterparties, as well as through its operating services activities (such as clearing), securities financing activities, investment securities portfolio, and cash placed with banks. In connection with the credit risk, country risk is also relevant. Country risk results from financial, economic, political or other significant developments which adversely affect the value of the entity's exposures related to a particular country or set of countries. If one of those exposures fails this might affect JPMAG's ability to fulfil its obligations under the securities issued or guaranteed by JPMAG and investors could lose some or all of their investment. In 2020, the effects of the COVID-19 pandemic led to a deterioration in credit risks and an increase in the allowance for losses on loans and advances. Both, the persistence and a further intensification of the COVID 19 pandemic with negative consequences for the macroeconomic environment could lead to a further increase in credit risks in JPMAG's credit portfolio.

JPMAG is subject to pension risk.

A subcategory of credit risk is the pension risk which is the risk caused by contractual or other liabilities to or with respect to a pension scheme (whether established for its employees or those of a related company or otherwise). Pension risk is driven by market and demographic risk where the pension scheme may be unable to meet future expected benefit payments. Pension risk therefore represents the potential necessity for increased pension risk provisions. If such risk materializes it might affect JPMAG's ability to fulfil its obligations under the securities issued or guaranteed by JPMAG.

3. Market Risks

JPMAG is subject to market risk.

Market risk is the risk associated with the effect of changes in market factors such as interest and foreign exchange rates, equity and commodity prices, credit spreads or implied volatilities, on the value of assets and liabilities held for both the short and long term.

For JPMAG there may be also a mismatch between the currency in which risk weighted assets are denominated and the functional currency (Euro). This means that changes in exchange rates may affect the value of the assets, or liabilities of JPMAG or on future results. This means that changes in exchange rates can impact the capital ratios of JPMAG.

Market risk includes the Structural Interest Rate Risk ("**IRR**"), or Interest Rate Risk in the Banking Book ("**IRRBB**"). IRR is defined as the risk stemming from interest rate exposure resulting from traditional banking activities (accrual accounted positions); these include the extension of loans and credit facilities, taking deposits and issuing debt (collectively referred to as 'non-trading' activities) and also the impact from the Treasury and Chief Investment Office ("**T/CIO**") investment portfolio and other related T/CIO activities. IRR from non-trading activities can occur due to a variety of factors, including but not limited to:

- Differences in timing among the maturity or repricing of assets, liabilities and off-balance sheet instruments;

- Differences in the amounts of assets, liabilities and off-balance sheet instruments that are maturing or repricing at the same time;
- Differences in the amounts by which short-term and long-term market interest rates change (for example, changes in the slope of the yield curve); and
- The impact of changes in maturity of various assets, liabilities or off-balance sheet instruments as interest rates changes.

If one of those effects occurs this might affect JPMAG's ability to fulfil its obligations under the securities issued or guaranteed by JPMAG.

JPMAG is subject to concentration risk.

Concentration risk refers to any significant concentration of factors. This risk is measured, monitored and managed as part of market risk management and related controls. JPMAG's market risk profile is primarily driven by credit, interest rate risk and equity-related exposures. If there is a concentration of significant factors this may result in financial loss to JPMAG this might affect the financial position of JPMAG and its ability to fulfil its obligations it has under securities issued or guaranteed by it.

4. **Operational Risks**

JPMAG is exposed to risks in connection with its employees.

JPMAG is exposed to employee risk which describes the risks associated with the employment of staff for example, the cost of employment, health and safety issues; over-reliance on key individuals and inadequate succession planning; the cost and reputational damage of litigation by employees and/ or arising from employee misconduct; and the risks associated with inappropriate compensation practices. JPMAG tries to minimize operational risks through established oversight and control processes and the implementation of key controls. Employee risk could result in financial losses, litigation and regulatory fines, as well as other damages to JPMorgan Chase and JPMAG. As a consequence, financial losses of JPMAG could arise and materially negatively affect the financial position of JPMAG and, in turn, its ability to meet its obligations under the securities issued or guaranteed by JPMAG.

JPMAG faces risks related to the technical infrastructure that it is using and the risk of cyberattacks.

JPMAG faces IT-related risks. The systems used in JPMAG are part of JPMorgan Chase's IT infrastructure. As such JPMAG utilizes a number of critical applications to access market infrastructure (e. g. for the Euro-Clearing) or to service internal and external clients. One of the core requirements for JPMAG's business is a functioning IT infrastructure. Therefore, operational risks, such as breach of JPMorgan Chase information technology systems, cyberattacks or the operational failure of affiliate companies that provide finance or operational support, can result from the outsourcing to JPMorgan Chase entities and in case such operational risks materialize, financial losses of JPMAG could arise and materially negatively affect the financial position of JPMAG and its ability to fulfil its obligations it has under securities issued or guaranteed by it.

JPMAG is exposed to risks resulting from inadequate or failed internal processes.

JPMAG is also exposed to process risk. Process risk means the risk of loss resulting from inadequate or failed internal processes. Core activities in JPMAG, such as payment services and custody services define the entity as a transactional bank, process risk is highly relevant. JPMAG tries to minimize operational risks through established oversight and control processes and the implementation of key controls. Losses may be incurred when a force of nature or an individual(s) causes damage or injury to JPMAG's employees, clients, and/ or physical assets.

JPMAG is subject to the risk of non-compliance with laws, rules, regulations or codes of conduct and other standards that apply to the business activities.

Compliance risk, a subcategory of operational risk, is the risk of failing to comply with laws, rules, regulations or codes of conduct and standards of self-regulatory organizations applicable to the business activities of the group and JPMAG. Compliance risks relate to a wide variety of legal and regulatory obligations, depending on the business and the jurisdiction, and include those related to products and services, relationships and interactions with clients and customers, and employee activities. For example, compliance risks include those associated with anti-money laundering compliance, trading activities, market conduct, and complying with the rules and regulations relating to the offering of products and services across jurisdictional borders. Compliance risk is inherent in the activities of the group and JPMAG, including the risk of failure to exercise an applicable standard of care, to act in the best interests of clients and customers or to treat clients and customers fairly. If such risks materialize this might affect the rights of investors in the securities issued or guaranteed by JPMAG.

JPMAG is subject to conduct risk.

Conduct risk, a subcategory of operational risk, is the risk that any action by an employee or employees could lead to unfair client or customer outcomes, impact the integrity of the markets in which JPMAG operates or compromise the reputation of JPMAG and the group.

JPMAG's employees interact with clients, customers and counterparties, and with each other, every day. All employees are expected to demonstrate values and exhibit the behaviours that are an integral part of JPMorgan Chase's How We Do Business Principles, including JPMorgan Chase's commitment to "do first class business in a first class way". Notwithstanding that all employees are expected to demonstrate values and exhibit the behaviours of those principles, respective policies and practices, there is no assurance that further inappropriate or unlawful actions by employees will not occur or that any such actions will always be detected, deterred or prevented.

JPMAG's reputation could be harmed, and collateral consequences could result, from a failure by one or more employees. The consequences of any failure by employees to act consistently with expectations, policies or practices could include litigation, or regulatory or other governmental investigations or enforcement actions. Any of these proceedings or actions could result in judgments, settlements, fines, penalties or other sanctions, or lead to financial losses, increased operational and compliance costs, greater scrutiny by regulators and other parties, regulatory actions that require to restructure, curtail or cease certain activities, the need for significant oversight by management, loss of clients or customers and harm to JPMAG's and the group's reputation. If such risks materialize this might affect the rights of investors in the securities issued or guaranteed by JPMAG.

JPMAG faces legal risks.

One of the risks JPMAG is facing is legal risk. Legal risk, a subcategory of operational risk, is the risk of loss primarily caused by the actual or alleged failure to meet legal obligations that arise from the rule of law in jurisdictions in which JPMorgan Chase operates, agreements with clients and customers, and products and services offered by JPMorgan Chase and JPMAG. If such risk of loss materialize this might affect JPMAG's ability to fulfill its obligations vis-a-vis investors in the securities issued or guaranteed by JPMAG.

JPMAG is subject to estimation and model risk.

Estimation and model risk, a subcategory of operational risk, is the potential for adverse consequences from decisions based on incorrect or misused estimation outputs. If such risks materialize this might affect the rights of investors in the securities issued or guaranteed by JPMAG.

5. **Strategic Risks**

JPMAG is subject to capital risk.

JPMAG is exposed to the risk that it has an insufficient level and composition of capital to support its business activities and associated risks during both normal economic environments and under stressed conditions. JPMAG is subject to various regulatory capital requirements, and although many of these requirements have been finalised, prudential regulators have recently issued new regulatory capital proposals, and continued uncertainty remains as to the manner in which these requirements ultimately will apply to JPMAG. As a result, it is possible that these requirements could limit JPMAG's ability to support its businesses and make capital distributions to its shareholders. These events could result in financial losses and regulatory fines, as well as other damages to JPMAG and JPMorgan Chase. The effect of those consequences might also affect JPMAG's ability to fulfil its obligations under the securities issued or guaranteed by JPMAG.

JPMAG is exposed to risks related to its business activities.

JPMAG defines business risk as that risk arising from the current and future business plans and objectives of the objectives of JPMAG. Business risk includes the risk of a negative development of current and future liquidity, current and future capital, goodwill or reputation and future capital, goodwill or reputation resulting from adverse business decisions, poor implementation of business decisions, or a lack of or a too slow response to changes in the industry or external conditions. These risks could result in financial losses, litigation and regulatory fines, as well as other damages to JPMAG. The effect of those consequences might also affect JPMAG's ability to fulfil its obligations under the securities issued or guaranteed by JPMAG.

JPMAG is subject to liquidity risk.

Investors should note the risk that JPMAG will be unable to meet its contractual and contingent financial obligations as they arise or that it does not have the appropriate amount, composition and tenor of funding and liquidity to support its assets and liabilities. The contractual and contingent obligations can be split into end-of-day ("eod") obligations and obligations required to be met prior to eod. JPMAG may be exposed to concentration risk insofar as it relates to important sources of funding and liquidity, e.g., deposits. The materiality of this risk is considered at customer, counterparty and/or sector level as part of a quarterly sensitivity analysis of liquidity assumptions. The management board of JPMAG has ultimate responsibility for liquidity and associated risks within the entity. The management board reviews and establishes an appropriate level of liquidity risk appetite, and it also reviews and approves the entity's liquidity risk management framework. A lack of liquidity may limit JPMAG's ability to meet its obligations under any securities or to buy securities which might adversely affect the rights of investors in securities issued or guaranteed by JPMAG and the possibility of JPMAG to quote prices and to purchase securities from investors.

6. Regulatory Risks

JPMAG is subject to particular risks in relation to European and German regulation of the banking and financial service industry.

JPMAG is subject to regulation of the banking and financial service industry in Europe and Germany. The regulatory framework, regulatory initiatives, changes and/or enforcement actions could have a material adverse effect on the reputation, the business, the results of operations or the financial condition of JPMAG. In the event one of the following risks materializes, financial losses of JPMAG could arise and materially negatively affect the financial position of JPMAG and its ability to fulfil its obligations it has under securities issued or guaranteed by it.

Risks resulting from regulatory regime, its enforcement and changes

JPMAG operates under an extensive regulatory regime. It is subject to laws and regulations, administrative actions and policies as well as related oversight from the local regulators in each of the jurisdictions in which it has operations (in particular, but not limited to, Germany). JPMAG is under the direct supervision, and subject to the regulations, of the European Central Bank (the "ECB") in the context of the single supervisory mechanism ("SSM"), which is based, inter alia, on the Council Regulation (EU) No. 1024/2013 of 15 October 2013 conferring

specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions ("**SSM Regulation**"). The laws and regulations, administrative actions and policies that apply to or could impact JPMAG, are subject to change and may lead to additional regulatory requirements, increased cost of compliance and reporting for JPMAG. Furthermore, they may require re-adjustment of JPMAG's business plan or have other material adverse effects on its business, results from normal operations or financial condition.

Risks resulting from increasing capital requirements

There is an extensive and complex program of final and proposed regulatory enhancements which reflects, in part, the EU's commitment to the G20 policy framework. These proposed or adopted numerous market reforms that have impacted and may continue to impact JPMAG's businesses. These include stricter capital and liquidity requirements, including legislation (in the form of EU Directive 2013/36/EU, as amended or replaced from time to time, the "**CRD IV**" and a Regulation (EU) No 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 646/2012 (as amended, supplemented or replaced from time to time, the "**CRR**", together with the CRD IV, the "**CRD IV/CRR-package**") to implement the Basel Committee's December 2010 final capital framework for strengthening international capital standards (the "**Basel III**" capital requirements) for JPMAG.

On 7 June 2019 the following regulations and directives amending the CRD IV/CRR-package and the EU Bank Recovery and Resolution Directive (the "**BRRD**"), have been published in the Office Journal of the European Union and each of these legal acts came into force on 27 June 2019: (i) Regulation (EU) 2019/876, amending, inter alia, the CRR, (ii) Regulation (EU) 2019/877, amending the SRM Regulation, (iii) Directive (EU) 2019/878, amending CRD IV and (iv) Directive (EU) 2019/879, amending, inter alia, the BRRD (so-called "**CRD-V/CRR-II/BRRD-II-Package**"). Most of the provisions of the CRD-V/CRR-II/BRRD-II-Package have or will become applicable and/or had or have to be transposed into national law until 28 December 2020 or 28 June 2021. The CRD-V/CRR-II/BRRD-II-Package includes, among others, (i) adjustments to the leverage ratio requirement, (ii) the introduction of a binding detailed net stable funding ratio which will require credit institutions to finance their long-term activities (assets and off-balance sheet items) with stable sources of funding (liabilities), (iii) a requirement to have more risk-sensitive own funds (i.e. capital requirements) for institutions that trade in securities and derivatives, following Basel's work on the 'fundamental review of the trading book', and (iv) the implementation of new standards on the total loss absorbing capacity by which the TLAC Standard of global systemically important institutions is being implemented into binding European law.

These requirements and, in particular, any requests from regulators for higher capitalisation and higher capital ratios could have a material adverse effect on the business, results of operations or financial condition of JPMAG.

Risks resulting from obligations to contribute to a deposit guarantee scheme

Additionally, Directive 2014/49/EU on deposit guarantee schemes already requires that the financial means dedicated to the compensation of the depositors in times of stress will have to amount to 0.8 per cent of the amount of the covered deposits by 3 July 2024. The calculation of the contributions shall be made in due consideration of the individual bank's risk profile. Due to the Deposit Protection Act (Einlagensicherungsgesetz), which has implemented the Directive 2014/49/EU into German law, the associated systems of calculation of contributions have been updated, resulting in an additional financial burden because of new annual contributions for JPMAG from 2015 until 2024. Further, on 24 November 2015, the European Commission proposed to create a uniform Euro area wide deposit guarantee scheme for bank deposits ("**EDIS**"), which shall include the creation of the European Deposit Insurance Fund, to be financed through contributions from the banking industry. Subject to the final agreement and subsequent implementation, the creation of the EDIS may have material adverse effects on JPMAG's business, results of operations or financial condition which might, in turn, negatively affect its ability to fulfill its obligations under securities issued or guaranteed by it.

JPMAG is subject to risks related to resolution and recovery planning.

JPMAG is subject to resolution and recovery regulation and planning in Europe and Germany.

Resolution and recovery framework

At European level, the BRRD entered into force on 2 July 2014 which defines a framework for the recovery and resolution of credit institutions and investment firms. Its stated aim is to provide national "resolution authorities" with powers and tools to address banking crises pre-emptively in order to safeguard financial stability and minimise taxpayers' exposure to losses.

Further, the EU institutions have established a single resolution mechanism (the "**SRM**") which has been introduced by Regulation (EU) No. 806/2014 of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010 (the "**SRM Regulation**"). Under the SRM, a single resolution process applies to all banks established in EU member states participating in the SSM (that is, all member states in the Eurozone and other member states participating in the SSM). The SRM Regulation is closely connected with the bank recovery and resolution directive ("**BRRD**") which is implemented into German law by the Restructuring and Resolution Act (Sanierungs- und Abwicklungsgesetz – "**SAG**"). The resolution tools available to the SRB and the Commission under the SRM Regulation are intended to correspond to those set out in the BRRD, with the SRB having decision rights with regard to many of the functions assigned to national resolution authorities by the BRRD. As a result of the application of the resolution tools, creditors of JPMAG may already prior to the occurrence of insolvency or a liquidation of JPMAG be exposed to the risk of losing part or all of their invested capital.

Resolution tools available to authorities

The SAG and the SRM provide for a broad range of resolution measures, related effects and uncertainties. Such resolution tools and powers can be applied if, inter alia, the continued existence of JPMAG or its group is at risk (Bestandsgefährdung) and a resolution action is necessary in the public interest (Öffentliches Interesse). The resolution tools include the bail-in tool and the write down or conversion of capital instruments tool (collectively referred to as "**Resolution Measures**").

The bail-in tool and the write down or conversion of capital instruments tool empower the competent resolution authorities – besides other resolution powers and, under certain conditions and subject to certain exceptions – to permanently write down the value (including a write down to zero) of, in the case of the write down or conversion of capital instruments tool, own funds instruments and, in the case of the bail-in tool, unsubordinated liabilities and subordinated liabilities not qualifying as own funds instruments of the relevant financial institution, including bonds, or order their conversion into equity instruments (the "**Bail-in**") in order to recapitalise an institution that meets the requirements for resolution or to capitalise a bridge institution established to carry on parts of the business of the institution for a transitional period; the write down or conversion of capital instruments tool may also be applied if not JPMAG itself, but the group of JPMAG meets the resolution requirements. The application of the Resolution Measures may release JPMAG from its obligations under securities issued or guaranteed by it. Potential investors in securities issued or guaranteed by JPMAG should therefore take into consideration that, if JPMAG is failing or likely to fail and thus already prior to any liquidation or insolvency or such procedures being instigated, they will to a particular extent be exposed to a risk of default and that it is likely that they will suffer a partial or full loss of their invested capital.

Investors should be aware that the exercise of any such resolution power or even the suggestion of any such potential exercise in respect of JPMAG (or any member of its group) could have a material adverse effect on the rights of holders of Securities, and could lead to a loss of some or all of the investment. The resolution regime is designed to be triggered prior to insolvency of the relevant institution, and holders of securities issued or guaranteed by such institution may not be able to anticipate the exercise of any resolution power (including exercise of the "bail-in" tool) by the competent authority. Further, holders of securities issued or guaranteed by an institution which has been taken into a resolution regime will have very limited rights to

challenge the exercise of powers by the competent authority, even where such powers have resulted in the write down of the securities or conversion of the securities to equity.

Contributions to the single resolution fund

The single resolution Fund ("**SRF**") established by the SRM Regulation may in certain circumstances and subject to various conditions provide medium term funding for potential resolution measures in respect of any bank that is subject to the SRM. Credit institutions such as JPMAG are required to provide contributions to the SRF, including annual contributions and ex-post contributions. These contributions constitute a substantial financial burden for JPMAG. Should another bank be subject to resolution measures under the SRM, JPMAG could be obliged to provide further contributions. As a result, financial losses of JPMAG could arise and materially negatively affect the financial position of JPMAG and its ability to fulfil its obligations it has under securities issued or guaranteed by it.

III. GENERAL INFORMATION ON THE REGISTRATION DOCUMENT

1. The Registration Document as a part of one or more prospectuses or base prospectuses

Within the meaning of Article 8 paragraph 6 sentence 1 the Registration Document will either form a constituent part of one or more base prospectuses consisting of separate documents or the Registration Document will be incorporated by reference into a base prospectus drawn up as a single document on the basis of which securities may be offered to the public or admitted to trading on a regulated market. The end of the validity of this Registration Document shall not affect the validity of a prospectus of which it is a constituent part.

If the Registration Document is made a constituent part of a **prospectus**, the remaining separate documents of such prospectus in accordance with Article 6 paragraph 3 of the Prospectus Regulation are:

- a **securities note** containing the necessary information on the relevant securities to be offered to the public or admitted to trading on a regulated market; and
- a **summary** with key information which gives investors information about the nature and risks of the issuer and the securities offered or admitted to trading on a regulated market and which should be read together with the other parts of the relevant prospectus.

If the Registration Document **forms part of a base prospectus** within the meaning of Article 8 paragraph 6 sentence 1 Alt. 2 of the Prospectus Regulation, the **securities note** for the respective securities shall be the only other separate document of such base prospectus. In case of a base prospectus, the terms of each individual issue are set out in the **final terms**. In accordance with Article 8 paragraph 4 of the Prospectus Regulation, the final terms are generally set out in a separate document which is filed with the competent authority in accordance with the Prospectus Regulation. An **issue specific summary** will be prepared and will be annexed to the respective final terms.

The Registration Document as well as all other separate documents of the (base) prospectuses, of which the Registration Document is a constituent part or into which it has been incorporated by reference, are available on the website www.jpmorgan-zertifikate.de in the section "Dokumente" under "Basisprospekte".

2. Supplements

The information in the Registration Document is supplemented, corrected or clarified ("**updated**") by way of future supplements under the conditions as laid out in Article 23 of the Prospectus Regulation.

All supplements will be published on the website www.jpmorgan-zertifikate.de in the section "Dokumente" under "Basisprospekte".

A supplement to the Registration Document will be published if there is a significant new factor or a material mistake or a material inaccuracy relating to the information included in the Registration Document which may affect the assessment of the securities. Such supplement will be published without undue delay if the significant new factor, material mistake or inaccuracy relating to the information included in the Registration Document arises between the time when the relevant (base) prospectus is approved and the closing of the offer period for the relevant securities or the time when trading on a regulated market begins, whichever occurs later. The obligation to supplement this Registration Document in the event of significant new factors, material mistakes or material inaccuracies does not apply when this Registration Document is no longer valid.

3. **Persons Responsible**

J.P. Morgan AG, Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany accepts responsibility for the information provided in the Registration Document. It furthermore declares that the information contained in the Registration Document is, to the best of its knowledge, in accordance with the facts and that the Registration Document makes no omission likely to affect its import.

4. **Competent Authority Approval**

In connection with the approval of the Registration Document the following should be noted:

- a) the Registration Document has been approved by the German Federal Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht – "**BaFin**"), as competent authority (the "**Competent Authority**") under Regulation (EU) 2017/1129;
- b) BaFin only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129; and
- c) the approval should not be considered as an endorsement of J.P. Morgan AG, Frankfurt am Main, Germany that is the subject of this Registration Document.

5. **Cautionary Note regarding Forward-Looking Statements**

Certain statements in this Registration Document, including the documents incorporated by reference herein, are forward-looking statements. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "intend", "plan" or "goal". Forward-looking statements provide JPMorgan Chase's ("**JPMorgan Chase**" being JPMorgan Chase & Co. together with its consolidated subsidiaries, including JPMAG) current expectations or forecasts of future events, circumstances, results or aspirations. JPMorgan Chase also may make forward-looking statements in its other documents filed or furnished with the SEC. In addition, JPMorgan Chase's senior management may make forward-looking statements orally to analysts, investors, representatives of the media and others.

All forward-looking statements are, by their nature, subject to uncertainties, many of which are beyond JPMorgan Chase's control. JPMorgan Chase's actual future results may differ materially from those set forth in its forward-looking statements.

While there is no assurance that any list of uncertainties is complete, below are certain factors which could cause actual results to differ from those in the forward-looking statements:

- economic, financial, reputational and other impacts of the COVID-19 pandemic;
- local, regional and global business, economic and political conditions and geopolitical events;
- changes in laws and regulatory requirements, including capital and liquidity requirements affecting the businesses of JPMorgan Chase, and the ability of JPMorgan Chase to address those requirements;
- heightened regulatory and governmental oversight and scrutiny of JPMorgan Chase's business practices, including dealings with retail customers
- changes in trade, monetary and fiscal policies and laws;
- changes in income tax laws and regulations;
- securities and capital markets behaviour, including changes in market liquidity and volatility;

- changes in investor sentiment or consumer spending or savings behaviour;
- ability of JPMorgan Chase to manage effectively its capital and liquidity;
- changes in credit ratings assigned to JPMorgan Chase & Co. or its subsidiaries;
- damage to JPMorgan Chase's reputation;
- ability of JPMorgan Chase to appropriately address social, environmental and sustainability concerns that may arise from its business activities;
- ability of JPMorgan Chase to deal effectively with an economic slowdown or other economic or market disruption, including, but not limited to, in the interest rate environment;
- technology changes instituted by JPMorgan Chase, its counterparties or competitors;
- the effectiveness of JPMorgan Chase's control agenda;
- ability of JPMorgan Chase to develop or discontinue products and services, and the extent to which products or services previously sold by JPMorgan Chase require JPMorgan Chase to incur liabilities or absorb losses not contemplated at their initiation or origination;
- acceptance of JPMorgan Chase's new and existing products and services by the marketplace and the ability of JPMorgan Chase to innovate and to increase market share;
- ability of JPMorgan Chase to attract and retain qualified employees;
- ability of JPMorgan Chase to control expenses;
- competitive pressures;
- changes in the credit quality of JPMorgan Chase's clients, customers and counterparties;
- adequacy of JPMorgan Chase's risk management framework, disclosure controls and procedures and internal control over financial reporting;
- adverse judicial or regulatory proceedings;
- changes in applicable accounting policies, including the introduction of new accounting standards;
- ability of JPMorgan Chase to determine accurate values of certain assets and liabilities;
- occurrence of natural or man-made disasters or calamities, including health emergencies, the spread of infectious diseases, pandemics or outbreaks of hostilities, or the effects of climate change, and JPMorgan Chase's ability to deal effectively with disruptions caused by the foregoing;
- ability of JPMorgan Chase to maintain the security of its financial, accounting, technology, data processing and other operational systems and facilities;
- ability of JPMorgan Chase to withstand disruptions that may be caused by any failure of its operational systems or those of third parties;
- ability of JPMorgan Chase to effectively defend itself against cyberattacks and other attempts by unauthorised parties to access information of JPMorgan Chase or its customers or to disrupt JPMorgan Chase's systems; and

- the other risks and uncertainties detailed in the section entitled "II. Risk Factors" of this Registration Document.

Any forward-looking statements made by or on behalf of JPMorgan Chase & Co. speak only as of the date they are made and JPMorgan Chase & Co. does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements were made. In the future, investors should, consult any further disclosures of a forward-looking nature which JPMorgan Chase & Co. may make in any subsequent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, or Current Reports on Form 8-K filed with the SEC. Those reports will be available on the SEC website at www.sec.gov. If those reports contain significant new information which is relevant for JPMAG then JPMAG will file a supplement to the Registration Document to the extent required pursuant to Art. 23 of the Prospectus Regulation.

IV. J.P. MORGAN AG

1. History and Development

JPMAG is acting under the legal and the commercial name "J.P. Morgan AG" and was incorporated as a stock corporation (Aktiengesellschaft) domiciled in Germany on 4 November 1977. JPMAG was and remains registered at the commercial register at the local court of Frankfurt am Main under registered number HRB 16861 and has its registered offices at Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany (telephone number +49 69 7124 0). The Legal Entity Identifier of JPMAG is 549300ZK53CNGEEI6A29.

JPMAG has a full banking license in accordance with section 1 paragraph 1 of the German Banking Act (Kreditwesengesetz – "**KWG**") and is supervised by the European Central Bank ("**ECB**") and the German Federal Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht – "**BaFin**").

2. Principal Activities

JPMAG is an indirect principal subsidiary of JPMorgan Chase & Co. in Germany which is within the European Economic Area ("**EEA**"). It has branches in Amsterdam, Brussels, Copenhagen, London, Madrid, Milan, Oslo, Paris, Stockholm and Warsaw. It has outwards services and branch passport across the EEA.

JPMAG conducts banking business with institutional clients, banks, corporate clients and clients from the public sector.

JPMAG is an integral part of JPMorgan Chase and, together with J.P. Morgan Bank Luxembourg S.A., is one of the two strategic group companies for the successful implementation of the Brexit strategy. Over the past three years, JPMAG has evolved into the primary business unit for the Corporate & Investment Bank's Investment Banking and Markets business activities for clients domiciled in the EEA as well as for the management of material risks in the euro area. In 2020, the focus was on a controlled expansion of JPMAG with regard to the implementation of its organizational and operational structure, smooth customer migration, transfer of customer portfolios, transfer of risk assets, capital planning and adequate staffing. In addition, JPMAG will continue to be the central unit for euro payment transactions and as a depository and global custodian of JPMorgan Chase for the German investment market.

The activities are divided into the segments "Banking", "Markets", "Securities Services" and "Commercial Banking".

Banking

The segment Banking comprises Global Investment Banking, Wholesale Payments and Lending.

JPMAG became active in the "Global Investment Banking" business area in 2020 and processed the first pilot transactions for the "Debt Capital Markets" (DCM) and "Equity Capital Markets" (ECM) products in the fourth quarter of 2020. These pilot transactions were primarily executed in preparation for the acquisition of the Mergers and Acquisition (M&A), ECM and DCM activities for clients domiciled in the EEA effective January 1, 2021. In addition, corresponding active client mandates that were still with London-based J.P. Morgan Securities plc ("**JPMS plc**") in 2020 were novated and transferred to JPMAG.

The clients served by Global Investment Banking include corporates, governments, insurance companies and other financial institutions, private equity companies, and family/start-up companies.

Wholesale Payments is the business division within JPMorgan Chase, covering Treasury Services and Global Trade. This allows JPMAG to offer its customers solutions for payment services, working capital management and liquidity management as well as financing and hedging solutions along the whole value creation chain across different industry segments and markets. Following the expansion of the product and service offering in Treasury Services over

the past two years, the provision of accounts and payment processing in 38 currencies, and the launch of SEPA Instant, the business area is focusing on providing open banking solutions and coordinating distribution channels more efficiently. JPMAG continues to bear global responsibility for high-value payment transactions in euros throughout the group. In Global Trade, JPMAG continues to expand its product offering. In particular, it was able to integrate ESG-compliant sustainability components into its customers' supply chain financing programs for the first time in 2020.

The product range of Lending included bilateral loans, syndicated loans and bridging loans, club deals and asset-based lending. In addition, since Q4 2020, JPMAG has also offered services as a facility agent and collateral trustee. The size of the credit portfolio in JPMAG is expected to grow in 2021 as JPMAG plans to gradually take over the existing loan portfolio for EEA customers that currently still exists in JPMS plc.

Markets

The United Kingdom's exit from the EU ("**Brexit**") has resulted in and will require significant adjustments to the business model in order to maintain the JPMorgan Chase's current product offering and EEA customer base. As a result, the Bank's focus in 2020 was on consistently implementing the necessary adjustments to its organizational structure and workflows in order to ensure an uninterrupted service offering for its customers also after 1 January 2021. These changes mainly consisted of adjusting contracts with affected customers, operational activation of customers, establishing contractual and operational business relationships with all market infrastructure providers required for normal business operations, setting up JPMAG as a primary dealer in selected EU markets, taking over trading books, and relocating front office and support staff. Full implementation of the Brexit program is expected to be completed in December 2021. It is planned that JPMAG will take over central risk management within the JPMorgan Chase for products with a strong EU connection.

At the end of 2020, JPMAG employed 61 employees in the "Markets" segment in trading in Frankfurt, Paris and London and 103 employees in sales in Brussels, Frankfurt, London, Madrid, Milan, Paris and Stockholm.

The various business areas in the "Markets" segment are: Rates, Fixed Income Financing, Securitized Product Group, Global Credit, Commodities, Currency & Emerging Markets and Equities (Cash Equities, EDG, Prime Finance, Global Clearing).

Securities Services

Within the JPMorgan Chase's global Securities Services business unit, JPMAG acts as a regulated custodian in Germany and has been offering global custody and custodian services for institutional customers since 1995.

For its institutional clients (direct investors and investment funds managed by capital management companies), JPMAG currently holds a total volume of EUR 353 billion in custody and, according to the German Federal Association of Investment and Asset Management e.V. (Bundesverband Investment und Asset Management e.V.), is one of the leading custodians in Germany with net fund assets of EUR 206 billion at the end of 2020, JPMAG is once again one of the largest custodians in Germany.

The custodian bank as defined by the German Investment Code (KAGB) plays a special role in the investment triangle in protecting investors and fund assets. In addition to holding assets in custody and maintaining an up-to-date list of holdings (in relation to assets not held in custody) and processing customer transactions, one of the depositary's core functions is to perform various control functions to protect assets and investors. As part of these control functions, JPMAG is responsible for ensuring that it effectively monitors the ongoing activities of the capital management company and verifies their compliance with legal requirements, regulatory standards and contractual provisions. In addition to supervisory control functions and services related to the custody of securities and the settlement of trades, JPMAG also offers its clients other services, such as comprehensive reporting.

Commercial Bank

The Commercial Bank ("CB") segment within JPMAG focuses on the following two customer segments: MMBSI (Middle Market Banking & Specialized Industries) focuses on subsidiaries of foreign multinational companies headquartered in the EEA region with revenues generally between USD 20 million and USD 500 million, while CCBSI (Corporate Client Banking & Specialized Industries) maintains relationships with companies headquartered in Europe with revenues between USD 500 million and USD 2 billion.

Product offerings include the provision of wholesale payments, FX, credit and trading solutions, as well as traditional corporate and investment banking products, including DCM, ECM, M&A and corporate derivatives.

New Product Areas

As part of the implementation of the group-wide Brexit strategy to establish JPMAG as the future group unit for the "Banking" and "Markets" segments within the Corporate & Investment Bank for customers in the European Union, JPMAG had already begun to significantly expand its product offering in 2019. Efforts continued in 2020 to complete the rollout of all product and service offerings for the two segments as described above.

In 2020, JPMAG also began trading iron ore futures on the Dalian Commodities Exchange in China, thereby offering global customers of JPMorgan Chase's access to these hedging instruments.

The Wholesale Payments business unit continued to add to its treasury services product range, which had already been expanded in 2019, in 2020, for example with open banking services. Global Trade, in turn, has added ESG-compliant sustainability components to its product offering in Sales Finance and Supply Chain Financing.

There have been no material changes in the borrowing and funding structure of JPMAG since the last financial year.

3. **Principal Markets**

In the Investment Banking segment, which comprises the M&A, ECM and DCM products, J.P. Morgan succeeded in 2020 with a market share of 9.0% according to Dealogic in the face of strong competition from European as well as U.S. investment banks and achieved first place among customers based in the European Union.

Thanks to the expanded product range in the Wholesale Payments segment, Treasury Services was able to increase its market share (by revenue) in Germany/Austria/Switzerland from 1.8% to 2.5%, according to Coalition. With regard to the euro clearing business, JPMAG achieved a third place in the Trans-European Automated Real-time Gross Settlement Express Transfer System (TARGET2) (according to Bundesbank) in January 2021 in terms of value and volume. The competitive landscape did not change significantly in 2020.

With respect to the "Markets" segment, over the last five years, the JPMorgan Chase has built up its leading position with customers in the European Union and currently holds top 3 positions in the various business areas Rates, Credit and Equities - based on external league tables.

The strategic focus remains unchanged and aims to continuously gain market share as a full-service provider in Markets products and services. In general, competition consists of other U.S. investment banks as well as some of the major European banks from Germany, France, Switzerland and the United Kingdom.

In the segment "Securities Services" and according to the German Investment Funds Association (BVI), JPMAG is one of the top 5 custodian banks in terms of assets under custody and has a share of approximately 8% of the total German fund market in terms of assets under custody and even a market share of 11% in the segment of special funds under custody, which corresponds to a third place.

4. **Business Overview**

JPMAG is a German bank and a credit institution within the meaning of the EU Directive 2013/13/EU ("CRD IV"), legally defined as an undertaking whose business is to receive deposits or other repayable funds from the public and to grant credits for its own account.

JPMAG's primary source of liquidity is driven by customer deposits.

5. **Organisational Structure**

The shares of JPMAG are held directly by J.P. Morgan International Finance Limited with its registered office in Newark, United States of America. JPMAG is an indirect subsidiary undertaking of its ultimate parent company JPMorgan Chase & Co., a company incorporated in the United States of America. JPMAG is a principal subsidiary of JPMorgan Chase & Co. JPMorgan Chase is a financial holding company incorporated under Delaware law in 1968, is a leading global financial services firm and is one of the largest banking institutions in the U.S. with operations worldwide. As a consequence of the respective ownerships JPMAG is dependent on its sole shareholder J.P. Morgan International Finance Limited and its ultimate parent company JPMorgan Chase & Co. and thus on the business strategy for JPMorgan Chase.

6. **Trend Information**

There have been no material adverse changes in the prospects of JPMAG since 31 December 2020.

There have been no significant changes in the financial performance of JPMAG since 31 December 2020.

Information on any known trends and uncertainties.

One year after the outbreak of the COVID-19 pandemic at the beginning of 2020, JPMAG and the group continue to take a prudent view in the light of continued incremental uncertainty with regard to inconsistent development of infection rates across Europe, the risk of a 3rd wave and its severity and duration, the effective distribution of vaccine as well as the efficacy of the vaccine in the line of emerging new virus variants and finally with regard to the inconsistent political responses across Europe balancing the need of increased mobility and the risk of rising virus reproduction ratios. In the light of these uncertainties, JPMAG is not in a position to issue a statement about the medium-term effects of the pandemic over the 2nd half of 2021 and beyond. Essential conditions for an ongoing and sustainable economic recovery are on one hand a swift and effective execution of a vaccination strategy globally and on the other hand the ongoing effectiveness of the monetary and financial policy measures of central banks and governments to provide financial support to the economy, supporting global gross domestic product growth which JPMAG could observe in the first two months of 2021, while keeping inflation under control.

As far as JPMAG's loan portfolio is concerned, JPMAG still expects only slight growth in loan commitments with JPMAG's existing customers. Due to the loan loss provisions already recognized in the amount of EUR 176.6 million, JPMAG only plans to increase these by around 10% and does not anticipate any significant loan defaults that could have a sustained negative impact on earnings.

JPMAG continues to closely monitor the spread of the virus and its impact with the prime objective to protect its own staff and its ability to service its clients. JPMAG is confident that it has implemented a robust concept globally which JPMAG will continuously adapt in line with the recommendations of the health authorities and government agencies.

The unresolved trade disputes between the United States and China remain on JPMAG's radar. While it expects adequate foreign policy changes under the new U.S. administration, tensions between the U.S.A. and China will remain and could therefore potentially pose the greatest geopolitical risk in the medium to long term, although JPMAG does not see any immediate negative impact for 2021.

Climate change is a global challenge that has presented – and will continue to present – risks for businesses and communities around the world. Since the Paris Agreement in 2015, climate change has been one of the most important drivers of the market impacts of ESG factors. The impact will be manifold: Activities of businesses could be disrupted by the physical risks from climate change. In addition, these physical changes may prompt changes in regulations or consumer preferences which in turn could have significant consequences for the business models of JPMAG's clients but also for the business activities of the group and more specifically for the business activities of JPMAG. While greenhouse gas emissions are increasingly being regulated and taxed by governments, JPMAG sees and expects to continue to see a trend of most major economies committing to net-zero targets. As a consequence, companies with higher emissions might see their cost of doing business rising and other companies which do not credibly integrate climate change into their business strategy might also have impact on their competitive advantage. Climate change impacts every industry sector, including the financial industry. JPMAG sees, on the one hand, new business opportunities for JPMAG to support companies that are thinking strategically about this transition and that are positioning themselves to adapt to sustainably focused trends over time. Also within JPMAG this transformation process has already started. For this purpose, a separate coordination office has been created that reports directly to the Chairman of the Board of JPMAG .

The UK's exit from the European Union at the end of 2020 happened with little disruptions to markets. However, JPMAG does not expect this to be the end of the Brexit negotiations, since most of the trade agreements are subject to periodic review and many aspects of the future EU-UK relationship remain to be settled. Especially the absence of "equivalence" rules not just for the manufacturing industry, but also for the financial industry, where, for example, the clearing of Euro-denominated derivatives is one the unresolved matters as the majority of European clearing activity takes place on London-based exchanges. During 2021, JPMAG expects the EU to continue to develop the Capital Markets Union. Considering UK's exit from the European Union and the expectation for the financial sector to support the European Member States in dealing with the economic consequences of the COVID-19 pandemic by creating effective funding opportunities, JPMAG expects new business opportunities to arise for JPMAG.

The cybersecurity outlook for JPMAG and the financial sector for 2021 is determined, in large part, by the continued socioeconomic volatility that businesses continue to face as a result of the pandemic. Throughout 2021, it is expected that nation-state threat actors will continue to conduct cyber espionage campaigns, while advanced cybercriminal groups will continue to evolve and adapt in order to maximize their returns. This includes ransomware attacks which have significantly increased and have resulted in higher pay-outs for threat actors. In addition, JPMAG expects attacks on and via third parties, such as suppliers, to continue. As long as no adequate security measures are operated there, this threat will persist in 2021. While JPMAG and the financial sector are not a priority target for these attacks, suppliers could act as a conduit to systems and data. While JPMAG sees these as a true risk for JPMAG, it also sees this as an opportunity to work with its clients, suppliers and the industry to mitigate cybersecurity threats.

Due to the impact of the COVID-19 pandemic, JPMAG has also increased the use of remote access and video conferencing solutions operated by third parties to enable increased work in the home office. Additional precautions have been implemented to mitigate associated cybersecurity risks.

JPMAG plans to have completed full implementation of the Brexit program by the end of 2021. This includes, on the one hand, the further transfer of risk positions for which JPMAG is to become the group's central risk management unit in the future, and, on the other hand, the assumption of trading positions of its existing customers that they still hold with JPMAG entities in the UK and which are to be reconsolidated in JPMAG. Together with the expansion of its existing business activities, JPMAG expects that its total assets could increase by the end of 2021 in a similar way to the previous year.

As a result, it also expects risk-weighted assets (RWA) to increase by up to 75%, driven primarily by newly established market risk positions as well as the further expansion of customer relationships in the Markets segment and the associated increase in credit risk. Through further planned capital increases in 2021, JPMAG will be able to underpin these business activities with the necessary capital in line with requirements. The target is a core capital ratio of at least 20%

and a total capital ratio of at least 25%. With regard to its liquidity position, JPMAG also considers itself to be comfortably positioned with a liquidity coverage ratio above 150% for 2021.

With regard to the 2021 earnings situation of JPMAG and due to the implementation of the group-wide Brexit strategy and the strategic role of the bank as the primary business unit of the Corporate & Investment Bank for customers domiciled in the EEA, JPMAG expects a significant increase in its interest and commission income, with 29% of the contribution to be made by the "Banking" segment and 69% by the "Markets" business. At the same time, given a headcount of approximately 1,300 towards the end of the fiscal year, and given the expansion of business activities that has taken place, it expects a significant increase in its total expenses of over 300%.

7. **Directors and Officers**

The administrative, management and supervisory bodies of JPMAG comprise its Management Board and its Supervisory Board. Set forth below are the names and positions of JPMAG's Directors at the date of this Registration Document. The business address of each of the members of the Management Board and the Supervisory Board is Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany.

Members of the Management Board

Name	Function	Principal Outside Activities
Stefan Behr	Chairperson of the Management Board, Managing Director	N/A
Cindyrella Amistadi	Head of Outsourcing, Operations and Technology, Managing Director	Head of Operations and Outsourcing for J.P. Morgan Bank Luxembourg S.A.
Nicholas Conron	Managing Director	N/A
Burkhard Kübel-Sorger	Managing Director	N/A
Gunnar Regier	Managing Director	Executive management body J.P. Morgan Securities plc Frankfurt Branch

Members of the Supervisory Board

Name	Function	Principal Outside Activities
Mark S. Garvin	Chairperson of the Supervisory Board, Member of the Supervisory Board	Supervisory body J.P. Morgan Bank Luxembourg S.A. (Chairman of the Board)
Guy J. America	Deputy Chairperson of the Supervisory Board, Member of the Supervisory Board	N/A

Christoph Fickel	Member of the Supervisory Board (Employee Representative)	N/A
Thomas Freise	Member of the Supervisory Board (Employee Representative)	N/A
Marco Kistner	Member of the Supervisory Board	N/A
Wanda Eriksen	Member of the Supervisory Board	Supervisory body Axa Switzerland; AXA-ARAG Legal Protection Ltd (affiliate of AXA); Catlin Re Switzerland Ltd (affiliate of AXA); Aquila AG; Arnold AG (Vice Chair)

There are no material potential conflicts of interest between any duties owed to JPMAG by the members of the Management Board or the Supervisory Board of JPMAG identified above and their private interests and/or outside duties.

8. Financial information

Historical financial information

Financial information of JPMAG for the financial year 2020 including comparison comparative figures for the financial year 2019 ("**JPMAG 2020 Annual Report**") prepared in accordance with International Financial Reporting Standards ("**IFRS**") as endorsed in the European Union are hereby incorporated by reference pursuant to Article 19 of the Prospectus Regulation. The information so incorporated by reference into this Registration Document is in each case identified in the table set out in subsection "13. Information incorporated by reference" below by designation of the document (including section and page number) in which the respective information is contained.

Financial information of JPMAG for the financial year 2019 ("**JPMAG 2019 Annual Report**") prepared in accordance with rules laid down in the German Commercial Code (HGB), the Companies Act (Aktiengesetz) and the Accounting Regulation for Credit Institutions and Financial Service Institutions (RechKredV) are hereby incorporated by reference pursuant to Article 19 of the Prospectus Regulation. The information so incorporated by reference into this Registration Document is in each case identified in the table set out in subsection "13. Information incorporated by reference" below by designation of the document (including section and page number) in which the respective information is contained.

Interim financial information

JPMAG produces unaudited interim financial statements in respect of the period ended 30 June in each year.

Auditing of financial information

PricewaterhouseCoopers GmbH, statutory auditors (Wirtschaftsprüfungsgesellschaft), have audited without qualification JPMAG's audited financial statements. The auditor's report appears on pages 162 to 170 of the JPMAG 2020 Annual Report and on page 82 to 89 of the JPMAG 2019 Annual Report and the information contained in such report is incorporated by reference into this Registration Document (see also the table set out in subsection "13 Information incorporated by reference" below by designation of the document (including section and page number).

The address of PricewaterhouseCoopers GmbH is: Friedrich-Ebert-Anlage 35-37, 60327 Frankfurt am Main, Germany.

9. **Capital Structure**

JPMAG is a wholly-owned subsidiary of J.P. Morgan International Finance Limited, a company incorporated in Newark/Delaware, USA.

The share capital of JPMAG amounts to EUR 1,867,200,000 and is divided into 160,000,000 registered shares (Namensaktien) with restricted transferability requiring JPMAG's consent (Vinkulierung).

10. **Memorandum and Articles of Association**

JPMAG's objects as set out in section 2 of its statutes (Satzung) are:

- to conduct all banking businesses in the meaning of section 1 (1) sentence 2 KWG (except for mortgage bond business (Pfandbriefgeschäft) in the meaning of section 1 (1) sentence 2 no. 1a KWG and the activity as a central counterparty in the meaning of section 1 (31) KWG (section 1 (1) sentence 2 no. 6 KWG));
- to conduct all other financial services in the meaning of section 1 (1a) sentence 2 and 3 KWG and section 32 (1a) KWG (except for the operating of a multilateral trading facility (section 1 1a sentence 2 no. 1b KWG), the operating of an organised trading facility (section 1 1a sentence 2 no. 1d KWG) and limited depositary business (eingeschränktes Verwahrgeschäft) (section 1 (1a) sentence 2 no. 12 KWG);
- to conduct all other banking businesses, financial services and payment services which do not require a separate license;
- to conduct any other activities which it deems appropriate to promote the company's objects; and
- it is allowed to purchase and sell real estate properties, to establish branches in Germany and abroad, to invest into companies of the same, a related or (in exceptional cases) a different kind and it may conclude inter-company and joint venture agreements.

11. **Legal and arbitration proceedings**

JPMAG is not and has not been involved in any governmental, legal or arbitration proceedings relating to claims or amounts that are material during the 12-month period ending on the date of this Registration Document which may have, or have had in the recent past, significant effects on the financial position or profitability of JPMAG nor, so far as JPMAG is aware, are any such governmental, legal or arbitration proceedings pending or threatened.

12. **No significant change in JPMAG's financial position**

There have been no significant changes in the financial position of JPMAG since 31 December 2020.

13. **Information incorporated by reference**

This document should be read and construed in conjunction with the information incorporated by reference into this Registration Document. The information set out in the table below and contained in the following documents is incorporated by reference into this Registration Document and deemed to be part of this Registration Document:

- (i) the audited annual report of JPMAG for the financial year ended 31 December 2020 (the "**JPMAG 2020 Annual Report**");

- (ii) the audited annual report of JPMAG for the financial year ended 31 December 2019 (the "**JPMAG 2019 Annual Report**"); and
- (iii) the registration document of J.P. Morgan Structured Products B.V. dated 22 April 2021 which has been approved by the Commission de Surveillance de Secteur Finance in Luxembourg (the "**JPMSP Registration Document**").

Any information incorporated by reference that is not included in the cross-reference list is considered to be additional information and is not required by the relevant schedules of the Prospectus Regulation.

The table below sets out the relevant page references for the information which is incorporated into this Registration Document by reference and the sections and pages where such information appears in this Registration Document.

Information incorporated by reference	Page reference of Document	Section / Page in the Registration Document
From the JPMAG 2020 Annual Report		
Management report	Pages 2 to 60	IV.8. / Pages 24 et seq.
Assurance by the Management Board	Page 62	IV.8. / Pages 24 et seq.
Financial statements:		
Income statement	Page 64	IV.8. / Pages 24 et seq.
Balance sheet	Page 65	IV.8. / Pages 24 et seq.
Changes in equity	Page 66	
Cash flow statement	Page 67	
Notes to the financial statements	Pages 68 to 160	IV.8. / Pages 24 et seq.
Independent auditors' report	Pages 162 to 170	IV.8. / Pages 24 et seq.
From the JPMAG 2019 Annual Report		
Management report	Pages 2 to 49	IV.8. / Pages 24 et seq.
Assurance by the Management Board	Page 50	IV.8. / Pages 24 et seq.
Financial statements:		
Balance sheet	Pages 52 to 53	IV.8. / Pages 24 et seq.
Income statement	Pages 54 to 55	IV.8. / Pages 24 et seq.
Notes to the financial statements	Pages 56 to 81	IV.8. / Pages 24 et seq.
Independent auditors' report	Pages 82 to 89	IV.8. / Pages 24 et seq.
From the JPMSP Registration Document		
Risk Factors / Subsections 1. to 5.	Pages 5 to 41	II.1. / page 4

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 23 of the Prospectus Regulation, the statement in the Registration Document shall prevail. The documents from which information is incorporated by reference will be available at the following websites:

- (i) The JPMAG 2020 Annual Report at: https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/2020_annual_report_english.pdf;

- (ii) The JPMAG 2019 Annual Report at: https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/jpmag_2019_annual_report_english.pdf; and
- (iii) the JPMSP Registration Document will be available at https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/jpmsp_rd_21_-_april_2021.pdf.

V. DOCUMENTS AVAILABLE

Throughout the life of this Registration Document and from the date hereof, the following documents may be inspected in electronic form on the website www.jpmorgan-zertifikate.de:

- (i) the JPMAG 2020 Annual Report and the JPMAG 2019 Annual Report;
- (ii) the JPMSP Registration Document;
- (iii) the Articles of Association of the JPMAG as amended from time to time;
- (iv) a copy of this Registration Document; and
- (v) a copy of any supplement to this Registration Document, including any document(s) incorporated by reference therein.