

**SUPPLEMENT NO. 1 DATED 10 JUNE 2021**  
**PURSUANT TO ARTICLE 23 (1) OF THE REGULATION (EU)**  
**2017/1129 (AS AMENDED) (THE "PROSPECTUS REGULATION")**  
**TO THE BASE PROSPECTUS DATED 8 JUNE 2021**

# J.P.Morgan

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

as Issuer

and

**J.P. Morgan AG**  
*(incorporated as stock company in Germany)*

as Guarantor in respect of the Securities

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

*Arranger for the Programme*

**J.P. Morgan Securities plc**

*Dealer for the Programme*

**J.P. Morgan AG**

The reason resulting in this supplement (the "**Supplement**") to the base prospectus dated 8 June 2021 in connection with the issue of non-equity securities under the Programme for the issuance of Notes, Warrants and Certificates by J.P. Morgan Structured Products B.V. and guaranteed by J.P. Morgan AG (the "**Base Prospectus**") is a material mistake in the presentation of the guarantee of J.P. Morgan AG. J.P. Morgan Structured Products B.V. became aware of this circumstance giving rise to this Supplement on 8 June 2021.

#### **Changes to section "XI. GUARANTEE"**

*The information contained in the 2<sup>nd</sup> paragraph (starting with "WHEREAS:") in the "J.P. MORGAN AG GUARANTEE" on page 254 of the Base Prospectus shall be replaced as follows:*

#### **"WHEREAS:**

J.P. Morgan Structured Products B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands (the "**Obligor**"), may from time to time issue Notes, Warrants and Certificates (each as defined in the Agency Agreement described below) up to an aggregate programme limit of U.S.\$5,000,000,000 under the Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**" and such Notes, Warrants and Certificates, the "**Securities**" and each a "**Security**") (each holder of Securities issued by the Obligor, a "**Beneficiary**" and together, the "**Beneficiaries**"), pursuant to an agency agreement dated 8 June 2021 among the Obligor, the Guarantor, J.P. Morgan Securities plc and BNP Paribas Securities Services S.C.A., Frankfurt Branch (the "**Programme Agent**") as may be amended and/or restated and/or replaced from time to time (the "**Agency Agreement**"), with the benefit of this guarantee (the "**Guarantee**") and under the terms and conditions set out in the Agency Agreement as completed and/or amended by a Final Terms (as defined in the Agency Agreement) , and such Securities may be subscribed by Dealers as defined in, and in accordance with a programme agreement dated 8 June 2021 between, amongst others, the Obligor and JPMAG as dealer as may be amended and/or restated and/or replaced from time to time (the foregoing, together the "**Programme Documents**") and "**Conditions**" means the terms and conditions applicable to the Securities of each series, which shall be the General Conditions (as defined in the Agency Agreement), as completed and/or amended by the issue specific provisions which are specified to be applicable in the Final Terms (as defined in the Agency Agreement) relating to the Securities of that series (or the relevant tranche of such series, as applicable)."

**The Supplement and the Base Prospectus are published on the website <https://www.jpmorgan-zertifikate.de> under the section "Dokumente".**

**Pursuant to article 23 para. 2a of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted shall have the right, exercisable within a time period of three working days after the publication of this Supplement, to withdraw their acceptances.**

**The right to withdraw the acceptance only applies to securities that have been offered under the Base Prospectus of J.P. Morgan Structured Products B.V. dated 8 June 2021 and which relate to this Supplement.**

**If the acceptance to purchase or subscribe for the securities has been made to the Issuer, the addressee of a withdrawal is BNP Paribas Securities Services S.C.A., Frankfurt Branch, Europa-Allee 12, 60327 Frankfurt am Main, Germany. If the acceptance to purchase or subscribe for the securities has been made to someone else than the Issuer (the "Third Party"), the withdrawal must be addressed to this Third Party.**