

**SUPPLEMENT NO. 5 DATED 25 JANUARY 2022
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 SE
(formerly: J.P. Morgan AG)
(incorporated as European 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 SE

The significant new factors 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**") are the merger of J.P. Morgan Bank Luxembourg S.A. and J.P. Morgan Bank (Ireland) PLC into J.P. Morgan AG and the conversion of J.P. Morgan AG into a Societas Europaea (*Europäische Gesellschaft*) and its name change to J.P. Morgan SE, each of which took effect on 22 January 2022.

I. Overall amendments

In the Base Prospectus (as supplemented), all references to the "J.P. Morgan AG" and/or "JPMAG" shall be read as references to the "J.P. Morgan SE" and/or "JPMSE" from 22 January 2022 (unless the context otherwise requires).

II. Amendments to section "XIII. INFORMATION ABOUT THE GUARANTOR"

The information in this section on page 261 of the Base Prospectus shall be replaced as follows:

"With respect to the information about J.P. Morgan SE (formerly J.P. Morgan AG) as Guarantor of the Securities, the information contained in the Registration Document of J.P. Morgan SE dated 8 June 2021 (the "**JPMSE Registration Document**"), the first supplement dated 25 November 2021 to the JPMSE Registration Document (the "**First Supplement to the JPMSE Registration Document**") and the second supplement dated 22 January 2022 to the JPMSE Registration Document (the "**Second Supplement to the JPMSE Registration Document**"), which have been approved by the Competent Authority as well as the information in the audited annual report of JPMAG for the financial year ended 31 December 2020 (the "**JPMAG 2020 Annual Report**") and the audited annual report of JPMAG for the financial year ended 31 December 2019 (the "**JPMAG 2019 Annual Report**") are incorporated by reference pursuant to Article 19 paragraph 1 of the Prospectus Regulation into this Base Prospectus (detailed information regarding the pages in the JPMSE Registration Document, the First Supplement to the JPMSE Registration Document, the Second Supplement to the JPMSE Registration Document, the JPMAG 2020 Annual Report and the JPMAG 2019 Annual Report from which information is incorporated by reference can be found in section "XIV. General Information" under "4. Information incorporated by reference")."

III. Amendments to section "XIV. GENERAL INFORMATION"

1) *In the subsection "2. Availability of Base Prospectus" on page 262 of the Base Prospectus the following bullet point shall be added at the end of the list contained in the third paragraph:*

"- the Second Supplement to the JPMSE Registration Document (at: https://jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/220124_jpmag_regform_supplement_name_change_sv2.pdf).

2) *Under "A. Documents" in the subsection "4. Information incorporated by reference" on page 263 of the Base Prospectus the following bullet point shall be added at the end of the list:*

"- the Second Supplement to the JPMSE Registration Document."

- 3) *Under "B. Information" in the subsection "4. Information incorporated by reference" on pages 263 et seq. of the Base Prospectus the following information shall be added at the end of the list:*

"

Second Supplement to the JPMSE Registration Document

Information contained in the Second Supplement to the
JPMSE Registration Document

pages 2-4 section XIII. / page 261

"

The Supplement, the Base Prospectus and any further supplements are published on the website <https://www.jpmmorgan-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.