

**SUPPLEMENT NO. 1 DATED 7 OCTOBER 2022**  
**PURSUANT TO ARTICLE 23 (1) OF THE REGULATION (EU)**  
**2017/1129 (AS AMENDED) (THE "PROSPECTUS REGULATION")**  
**TO THE BASE PROSPECTUS DATED 7 JUNE 2022**

# 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 factor resulting in this supplement (the "**Supplement**") to the base prospectus dated 7 June 2022 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 SE (the "**Base Prospectus**") is the publication of the unaudited interim financial statements of J.P. Morgan Structured Products B.V. for the six month period ended 30 June 2022. In this context, J.P. Morgan Structured Products B.V. published the supplement no. 1 dated 28 September 2022 to the Registration Document of J.P. Morgan Structured Products B.V. dated 20 April 2022 (the "**JPMSP Registration Document**") which has been approved by the Commission de Surveillance du Secteur Financier in Luxembourg ("**CSSF**") on 28 September 2022.

## **I. Changes to section "XII. INFORMATION ABOUT THE ISSUER"**

*The information in this section on page 262 of the Base Prospectus shall be replaced as follows:*

"With respect to the information about J.P. Morgan Structured Products B.V. as Issuer of the Securities, the information contained in the Registration Document of J.P. Morgan Structured Products B.V. dated 20 April 2022 (the "**JPMSP Registration Document**") which has been approved by CSSF, the first supplement dated 28 September 2022 to the JPMSP Registration Document (the "**First Supplement to the JPMSP Registration Document**") as well as the unaudited interim financial statements of JPMSP for the six month period ended 30 June 2022 (the "**JPMSP 2022 Interim Financial Statements**"), the information in the audited annual report of JPMSP for the financial year ended 31 December 2021 (the "**JPMSP 2021 Annual Report**") and the audited annual report of JPMSP for the financial year ended 31 December 2020 (the "**JPMSP 2020 Annual Report**") is incorporated by reference pursuant to Article 19 paragraph 1 of the Prospectus Regulation into this Base Prospectus (detailed information regarding the pages in the JPMSP Registration Document, the First Supplement to the JPMSP Registration Document, the JPMSP 2022 Interim Financial Statements, the JPMSP 2021 Annual Report and the JPMSP 2020 Annual Report from which information is incorporated by reference, can be found in section "XIV. General Information" under "4. Information incorporated by reference")."

## **II. Changes to section "XIV. GENERAL INFORMATION"**

1) *In the subsection "2. Availability of Base Prospectus" on page 264 of the Base Prospectus the following bullet points shall be added at the end of the list contained in the third paragraph:*

- "- the First Supplement to the JPMSP Registration Document (at: <https://jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/supplement-no.-1-to-the-2022-jpm-sp-registration-document.pdf>);
- the JPMSP 2022 Interim Financial Statements (at: <https://jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/jpm-sp-2022-interim-financial-statements.pdf>)."

2) *Under "A. Documents" in the subsection "4. Information incorporated by reference" on page 265 of the Base Prospectus the following bullet points shall be added at the end of the list:*

- "- the First Supplement to the JPMSP Registration Document;
- the JPMSP 2022 Interim Financial Statements."

- 3) *Under "B. Information" in the subsection "4. Information incorporated by reference" on pages 265 et seqq. of the Base Prospectus the following information shall be added at the end of the list:*

"

**First Supplement to the JPMSP Registration Document**

Information contained in the First Supplement to the JPMSP Registration Document      pages 2 to 3      Section XII. / page 262

**JPMSP 2022 Interim Financial Statements\***

Directors' Report      pages 3 to 8      Section XII. / page 262

Financial Statements:

    Balance Sheet      page 9      Section XII. / page 262

    Income statements and statement of comprehensive income      page 10      Section XII. / page 262

    Statement of changes in equity      page 11      Section XII. / page 262

    Statement of cash flows      page 12      Section XII. / page 262

    Notes to the financial statements      pages 13 to 33      Section XII. / page 262

Other information:

    Profit appropriation according to the Articles of Association      page 33      Section XII. / page 262

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- 4) *Under "B. Information" in the subsection "4. Information incorporated by reference" on pages 265 et seqq. of the Base Prospectus under "JPMSP 2021 Annual Report\*" the information contained in line item "Independent auditor's report" shall be replaced as follows:*

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**JPMSP 2021 Annual Report\***

    Independent auditor's report\*\*      pages 37 to 47      section XII. / page 262

\*\* The auditor's report contained in the JPMSP 2021 Annual Report incorporated by reference into this Base Prospectus is the original auditor's report that was issued on 13 April 2022 with respect to the JPMSP 2021 Annual Report. The paragraph headed "European Single Electronic Format (ESEF)" on page 8 of the auditor's report (PDF page 44 of the JPMSP 2021 Annual Report) relates to the official 2021 annual report of JPMSP (as prepared in XHTML format) in accordance with the applicable Regulatory Technical Standards (RTS) on ESEF, and is not applicable for the financial information and format as set out in this Base Prospectus."

**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 7 June 2022 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, Senckenberganlage 19, 60325 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.**