

SUPPLEMENT NO. 2 DATED 24 MARCH 2023
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 decision made on 8 March 2023 to update the risk factors in relation to JPMorgan Chase which are also set out in the Registration Document of J.P. Morgan Structured Products B.V. dated 20 April 2022 (the "**JPMSP Registration Document**") and in the Registration Document of J.P. Morgan SE dated 3 June 2022 (the "**JPMSE Registration Document**"). In connection with the decision to update the risk factors in relation to JPMorgan Chase (i) J.P. Morgan Structured Products B.V. has supplemented the JPMSP Registration Document by way of supplement no. 2 to the JPMSP Registration Document dated 8 March 2023 which has been approved by the Commission de Surveillance du Secteur Financier in Luxembourg ("**CSSF**") on 8 March 2023 and (ii) J.P. Morgan SE has supplemented the JPMSE Registration Document by way of supplement no. 1 to the JPMSE Registration Document dated 23 March 2023 which has been approved by the German Federal Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – "**BaFin**") on 24 March 2023. The information in the supplement no. 2 to the JPMSP Registration Document and the information in the supplement no. 1 to the JPMSE Registration Document is incorporated by reference into the Base Prospectus by way of this Supplement.

I. Amendments to section "II. RISK FACTORS"

- 1) *The information in subsection "A. Risks in connection with the Issuer" on page 12 of the Base Prospectus shall be replaced as follows:*

"The risk factors as set out on pages 4 to 36 of the second supplement dated 8 March 2023 to the JPMSP Registration Document dated 20 April 2022 which has been approved by the Commission de Surveillance du Secteur Financier in Luxembourg ("**CSSF**") are hereby incorporated by reference into this Base Prospectus (detailed information regarding the pages in the second supplement dated 8 March 2023 to the JPMSP Registration Document from which information is incorporated by reference, can be found in section "XIV. General Information" under "4. Information incorporated by reference")."

- 2) *The information in subsection "B. Risks in connection with the Guarantor" on page 12 of the Base Prospectus shall be replaced as follows:*

"The risk factors as set out on pages 3 to 13 of the JPMSE Registration Document dated 3 June 2022 (as lastly supplemented by the first supplement dated 23 March 2023 to the JPMSE Registration Document) which has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) and the risk factors as set out on pages 4 to 36 of the second supplement dated 8 March 2023 to the JPMSP Registration Document which has been approved by the CSSF are hereby incorporated by reference into this Base Prospectus (detailed information regarding the pages in the JPMSE Registration Document, in the first supplement dated 23 March 2023 to the JPMSE Registration Document and the second supplement dated 8 March 2023 to the JPMSP Registration Document from which information is incorporated by reference, can be found in section "XIV. General Information" under "4. Information incorporated by reference")."

II. Amendments 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**") and the second supplement dated 8 March 2023 to the JPMSP Registration Document (the "**Second 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 Second 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")."

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

The information in this section on page 263 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 3 June 2022 (the "**JPMSE Registration Document**"), the first supplement dated 23 March 2023 to the JPMSE Registration Document (the "**First Supplement to the JPMSE Registration Document**") and the Second Supplement to the JPMSP Registration Document which have been approved by the Competent Authority as well as the information in the audited annual report of JPMSE for the financial year ended 31 December 2021 (the "**JPMSE 2021 Annual Report**") and the audited annual report of JPMSE for the financial year ended 31 December 2020 (the "**JPMSE 2020 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 JPMSP Registration Document, the JPMSE 2021 Annual Report and the JPMSE 2020 Annual Report from which information is incorporated by reference can be found in section "XIV. General Information" under "4. Information incorporated by reference")."

IV. Amendments 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 Second Supplement to the JPMSP Registration Document (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/supplement-no.-2-to-the-2022-jpm-sp-registration-document.pdf>),
- the First Supplement to the JPMSE Registration Document (at: https://jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/230323_jpmse_regform_supplement_sv2.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 Second Supplement to the JPMSP Registration Document;

- the First Supplement to the JPMSE Registration Document."

3) *Under "B. Information" in the subsection "4. Information incorporated by reference" on page 265 of the Base Prospectus the line item "Risk Factors" under "JPMSP Registration Document dated 20 April 2022" shall be deleted.*

4) *Under "B. Information" in the subsection "4. Information incorporated by reference" on pages 265 et seq. of the Base Prospectus the information below are added:*

"

Second Supplement to the JPMSP Registration Document

Information contained in the Second Supplement to the JPMSP Registration Document pages 4 to 36 section II.A. / page 12

First Supplement to the JPMSE Registration Document

Information contained in the First Supplement to the JPMSE Registration Document pages 2 to 5 section II.B. / page 12

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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. 2 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.