

**SUPPLEMENT NO. 5 DATED 18 SEPTEMBER 2024**  
**PURSUANT TO ARTICLE 23 (1) OF THE REGULATION (EU)**  
**2017/1129 (AS AMENDED) (THE "PROSPECTUS REGULATION")**  
**TO THE BASE PROSPECTUS DATED 28 SEPTEMBER 2023**

# J.P.Morgan

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

as Issuer

and

**J.P. Morgan SE**  
*(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 SE**

*Dealer for the Programme*

**J.P. Morgan SE**

The significant new factor resulting in this supplement (the "**Supplement**") to the base prospectus dated 28 September 2023 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 2024. In this context, J.P. Morgan Structured Products B.V. published the supplement no. 1 dated 10 September 2024 to the Registration Document of J.P. Morgan Structured Products B.V. dated 17 April 2024 (the "**JPMSP Registration Document**") which has been approved by the Commission de Surveillance du Secteur Financier in Luxembourg ("CSSF") on 10 September 2024.

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

*The information in this section on page 283 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 17 April 2024 (the "**JPMSP Registration Document**") which has been approved by CSSF, the first supplement dated 10 September 2024 to the JPMSP Registration Document (the "**First Supplement to the JPMSP Registration Document**") as well as the unaudited and unreviewed interim financial statements of JPMSP for the six month period ended 30 June 2024 (the "**JPMSP 2024 Interim Financial Statements**"), as well as the information in the audited annual report of JPMSP for the financial year ended 31 December 2023 (the "**JPMSP 2023 Annual Report**") and the audited annual report of JPMSP for the financial year ended 31 December 2022 (the "**JPMSP 2022 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 2024 Interim Financial Statements, the JPMSP 2023 Annual Report and the JPMSP 2022 Annual Report 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 "XIV. GENERAL INFORMATION"**

1) *In the subsection "2. Availability of Base Prospectus" on page 286 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-17-april-2024-jpm-sp-bv-interim-final.pdf>);
- the JPMSP 2024 Interim Financial Statements (at: <https://jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/2024---jpm-sp-bv-interim-final.pdf>)."

2) *Under "A. Documents" in the subsection "4. Information incorporated by reference" on page 286 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 2024 Interim Financial Statements."

3) Under "B. Information" in the subsection "4. Information incorporated by reference" on page 288 of the Base Prospectus the following information shall be added at the end of the list:

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***First Supplement to the JPMSP Registration Document***

Information contained in the First Supplement to the JPMSP Registration Document page 2 section XII. / page 283

***JPMSP 2024 Interim Financial Statements\****

Directors' Report pages 3 to 9 section XII. / page 283

Financial Statements:

Balance Sheet page 10 section XII. / page 283

Income statement and statement of comprehensive income page 11 section XII. / page 283

Statement of changes in equity page 12 section XII. / page 283

Statements of cash flows page 13 section XII. / page 283

Notes to the financial statements pages 14 to 36 section XII. / page 283

Other information:

Profit appropriation according to the Articles of Association page 36 section XII. / page 283

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**The Supplement, the Base Prospectus and any further supplements are published on the website <https://www.jpmorgan-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 28 September 2023 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 S.A. Germany 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.**