

**SUPPLEMENT No. 2 DATED 20 SEPTEMBER 2023 TO
THE REGISTRATION DOCUMENT DATED 19 APRIL
2023**



J.P. Morgan Structured Products B.V.

(incorporated with limited liability in the Netherlands)

Supplement to the Registration Document

This supplement (the "**Supplement**") constitutes a supplement to the Registration Document of J.P. Morgan Structured Products B.V. dated 19 April 2023 (the "**Original Registration Document**"), as supplemented by Supplement No. 1 dated 12 July 2023 (the Original Registration Document as so supplemented, the "**Registration Document**"), prepared in connection with the issue of non-equity securities for the issuance of Notes, Warrants and Certificates. The Registration Document and this Supplement are to be read in conjunction with each applicable Securities Note, each applicable Summary (if any) and all information which is deemed to be incorporated by reference therein.

Status of Supplement

The Supplement is a supplement for the purposes of Article 10(1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Unless otherwise defined in this Supplement, terms defined in the Registration Document have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the Registration Document.

Responsibility

J.P. Morgan Structured Products B.V. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Purpose of Supplement

The purpose of this Supplement is to (i) incorporate by reference into the Registration Document the JPMSF 2023 Interim Financial Statements (as defined below) and (ii) amend and supplement the information in the sections entitled "General Information" in the Registration Document.

Information being supplemented

I. Incorporation by reference

This Supplement incorporates by reference into the Registration Document the unaudited J.P. Morgan Structured Products B.V. Financial Statements for the six month period ended 30 June 2023 (the "**JPMSP 2023 Interim Financial Statements**") (available at <https://dl.luxse.com/dlp/1088ce471431264cd3bb6ed3aea35b1e29>).

A copy of the JPMSP 2023 Interim Financial Statements has been filed with the CSSF in its capacity as competent authority under Article 31(1) of the Prospectus Regulation and, by virtue of this Supplement, the information set out in the sections of the JPMSP 2023 Interim Financial Statements referred to below is incorporated by reference into and forms part of the Registration Document.

Information incorporated by reference	Page Number
<i>From the JPMSP 2023 Interim Financial Statements</i>	
Directors' Report	Pages 1 to 6
Financial Statements:	
Balance Sheet	Page 7
Income statement and statement of comprehensive income	Page 8
Statement of changes in equity	Page 9
Statements of cash flows	Page 10
Notes to the financial statements	Pages 11 to 35
Other information:	
Profit appropriation according to the Articles of Association	Page 35

II. Amendments to the section entitled General Information

The second paragraph of section 1. (*No material adverse change in prospects or significant change in financial or trading position or financial performance*) of the section entitled "General Information" on page 46 of the Original Registration Document shall be deleted and replaced with the following:

"There has been no significant change in the financial or trading position or financial performance of JPMSP since 30 June 2023."

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference into the Registration Document, the statements in (a) above will prevail.

Investors who have not previously reviewed the information contained in the document incorporated by reference above should do so in connection with their evaluation of the Securities.

This Supplement and the document incorporated by reference into it will be published on the Luxembourg Stock Exchange's website at *www.luxse.com*. In addition, any person receiving a copy of this Supplement may obtain, without charge, upon written or oral request, copies of the document incorporated by reference herein. Copies of the document incorporated by reference into this Supplement will be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), in physical or electronic form, at the office of the Principal Programme Agent (The Bank of New York Mellon, London Branch, 160 Queen Victoria Street, London EC4V 4LA, United Kingdom) and the office of the Paying Agent in Luxembourg (The Bank of New York Mellon S.A./N.V., Luxembourg Branch, Vertigo Building - Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg).

**Registered Office of J.P. Morgan Structured
Products B.V.**

**J.P. Morgan Structured
Products B.V.**

Luna ArenA
Herikerbergweg 238
1101 CM Amsterdam
The Netherlands

Dealer and Arranger

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London, E14 5JP
United Kingdom

Independent Auditor of JPMSP

PricewaterhouseCoopers Accountants N.V.

Thomas R. Malthusstraat 5,
1066 JR Amsterdam,
the Netherlands