

PROHIBITION OF SALES TO UK RETAIL INVESTORS: The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation. Notwithstanding the above, if the Dealer subsequently prepares and publishes a key information document under the UK PRIIPs Regulation in respect of the Securities, then the prohibition on the offering, sale or otherwise making available the Securities to a retail investor in the United Kingdom as described above shall no longer apply.

Amended and Restated Final Terms dated 15 April 2024 (amending and restating the Final Terms dated 25 March 2024)

JPMorgan Chase Financial Company LLC

Legal Entity Identifier (LEI): 549300NJFDJOFYVV6789

Structured Securities Programme for the issuance of Notes, Warrants and Certificates

Guaranteed by

JPMorgan Chase & Co.

Issue of EUR 30,000,000 Ten-Year Two-Month Autocallable Barrier Reverse Convertible Notes linked to the Solactive Transatlantique 5% AR Index, due June 2034 (the "Securities")

PART A - CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Conditions, the Payout Conditions and the applicable Reference Asset Linked Conditions (as may be amended and/or supplemented up to, and including, 27 March 2024) set forth in the Base Prospectus dated 20 April 2023 (the "**Base Prospectus**") and the supplements dated 17 May 2023, 26 May 2023, 13 July 2023, 27 July 2023, 17 August 2023, 21 September 2023, 26 October 2023, 16 November 2023, 25 January 2024 ~~and~~, 29 February 2024 and 11 April 2024 to the Base Prospectus which together constitute a base prospectus for the purposes of the EU Prospectus Regulation (as defined below). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"), and must be read in conjunction with the Base Prospectus. A Summary of the Securities is annexed to these Final Terms. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus (as supplemented). The Base Prospectus and any supplements to the Base Prospectus are available from The Bank of New York Mellon S.A./N.V., Luxembourg Branch, at Vertigo Building, Polaris, 2-4 rue Eugène Ruppert, L-2453, Luxembourg and in electronic form on the Luxembourg Stock Exchange's website (www.luxse.com).

The Base Prospectus expires on 20 April 2024. The new base prospectus (the "**2024 Base Prospectus**") will be valid from and including on or around 17 April 2024 and will be published on Luxembourg Stock Exchange's website (www.luxse.com) and the J.P. Morgan Retail Derivative Products web portal (<https://sp.jpmorgan.com/spweb/index.html>). Following expiry of the Base Prospectus the offering of the Securities will continue under the 2024 Base Prospectus. The terms and

conditions of the Securities from the Base Prospectus will be incorporated by reference into the 2024 Base Prospectus and will continue to apply to the Securities.

1.
 - (i) Series Number: 2023-19716
 - (ii) Tranche Number: One
2. **Specified Currency or Currencies:** EUR, as defined in General Condition 31.1 (*Definitions*)
3. **Notes, Warrants or Certificates:** Notes
4. **Aggregate Nominal Amount:** EUR 30,000,000
 - (i) Series: EUR 30,000,000
 - (ii) Tranche: EUR 30,000,000
5. **Issue Price:** 100.00 per cent. (100.00%) of the Aggregate Nominal Amount
 - (i) Specified Denomination: EUR 1,000
 - (ii) Calculation Amount: EUR 1,000
 - (iii) Trading in Units (Notes): Not Applicable
 - (iv) Trading in Notional (Certificates): Not Applicable
 - (v) Minimum trading size: The Securities may only be traded in a minimum initial amount of one Security (corresponding to a nominal amount of EUR 1,000) and, thereafter, in multiples of one Security (corresponding to a nominal amount of EUR 1,000)
6. **Issue Date:** 27 March 2024
Trade Date: 13 March 2024
7. **Maturity Date:** 14 June 2034

PROVISIONS APPLICABLE TO NOTES

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

8. **Fixed-to-Floating Rate Notes:** Not Applicable
9. **Floating-to-Fixed Rate Notes:** Not Applicable
10. **Interest Commencement Date:** Not Applicable
11. **Fixed Rate Accrual Provisions (General Condition 4.1(a):** Not Applicable
12. **Fixed Coupon Amount Provisions (General Condition 4.1(b)):** Not Applicable
13. **Floating Rate Note Provisions (General Condition 4.2):** Not Applicable

PROVISIONS APPLICABLE TO WARRANTS (General Condition 11)

14.	European, American or Bermudan Style:	Not Applicable
15.	Automatic Exercise:	Not Applicable
16.	Expiration Date:	Not Applicable
17.	Expiration Date subject to Valuation Date adjustment:	Not Applicable
18.	Potential Exercise Date(s):	Not Applicable
19.	Potential Exercise Date subject to Valuation Date adjustment:	Not Applicable
20.	Exercise Amount:	Not Applicable
21.	Exercise Period:	Not Applicable
22.	Minimum Exercise Number:	Not Applicable
23.	Maximum Exercise Number:	Not Applicable
24.	Cash Settlement/Issuer Physical Settlement:	Not Applicable
25.	Settlement Amount:	Not Applicable

PROVISIONS APPLICABLE TO CERTIFICATES

26.	Exercise applicable to Certificates (General Condition 10):	Not Applicable
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CERTIFICATE COUPON PROVISIONS

27.	Fixed-to-Floating Rate Certificate:	Not Applicable
28.	Floating-to-Fixed Rate Certificate:	Not Applicable
29.	Fixed Rate Coupon Certificate Provisions and Fixed Rate Coupon Accrual Provisions (General Condition 8.1(a)):	Not Applicable
30.	Fixed Rate Coupon Certificate Provisions and Certificate Fixed Coupon Amount Provisions (General Condition 8.1(b)):	Not Applicable
31.	Certificate Floating Rate Coupon Provisions (General Condition 8.2):	Not Applicable

REFERENCE ASSET LINKED COUPON PROVISIONS

32.	Reference Asset Linked Coupon Provisions (Payout Condition 1):	Applicable
(i)	Coupon Reference Asset(s):	The Index as specified below in paragraph 39
(ii)	Contingent Coupon (Payout Condition 1(a)):	Applicable
-	Specified Coupon Amount:	In respect of each Coupon Payment Date, the amount set forth in the Coupon Payment Table in the column entitled "Specified Coupon Amount" in the row corresponding

		to such Coupon Payment Date
	- Coupon Averaging:	Not Applicable
(iii)	Memory Coupon (Payout Condition 1(b)):	Not Applicable
(iv)	Factor Coupon (Single Reference Asset) (Payout Condition 1(c)):	Not Applicable
	Factor Coupon (Basket of Reference Assets) (Payout Condition 1(d)):	Not Applicable
(v)	Lock-in Coupon (Payout Condition 1(e)):	Not Applicable
(vi)	Performance Coupon 1 (Payout Condition 1(f)):	Not Applicable
(vii)	Performance Coupon 2 (Payout Condition 1(g)):	Not Applicable
(viii)	Range Accrual Coupon (Single Reference Asset) (Payout Condition 1(h)):	Not Applicable
	Range Accrual Coupon (Worst of) (Payout Condition 1(i)):	Not Applicable
	Range Accrual Coupon (Basket of Reference Assets) (Payout Condition 1(j)):	Not Applicable
(ix)	Enhanced Coupon (Payout Condition 1(k)):	Not Applicable
	Memory Enhanced Coupon (Payout Condition 1(l)):	Not Applicable
(x)	Contingent Floating Rate Coupon (Payout Condition 1(m)):	Not Applicable
	Memory Contingent Floating Rate Coupon (Payout Condition 1(n)):	Not Applicable
(xi)	In Fine Coupon (Payout Condition 1(o)):	Not Applicable
(xii)	In Fine Memory Coupon (Payout Condition 1(p)):	Not Applicable
(xiii)	Daily Coupon (Payout Condition 1(q)):	Not Applicable
	Daily Coupon 2 (Payout Condition 1(u)):	Not Applicable
(xiv)	Fixed, Worst-of, Weighted and / or Best-of Basket Coupon (Payout Condition 1(r)):	Not Applicable
(xv)	Drop Back Coupon (Payout	Not Applicable

Condition 1(s):

- (xvi) Coupon Valuation Date(s): Each date set forth in the Coupon Payment Table in the column entitled "Coupon Valuation Date(s)"
- (xvii) Coupon Payment Date(s): Each date set forth in the Coupon Payment Table in the column entitled "Coupon Payment Date(s)"
- (xviii) Coupon Barrier Event: Applicable
- (a) Coupon Observation Period Closing: Not Applicable
- (b) Coupon Observation Period Intra-Day: Not Applicable
- (c) Coupon Valuation Date Closing: Applicable: (a) the Reference Asset and (b) less than the Coupon Barrier Level
- (xix) Coupon Barrier Level: As set forth in the Coupon Payment Table in the column entitled "Coupon Barrier Level" corresponding to the relevant Coupon Valuation Date
- (xx) Coupon Event: Not Applicable
- (xxi) Coupon Level: Not Applicable
- (xxii) Coupon Observation Period: Not Applicable
- (xxiii) Provisions for determining Coupon Amount where calculation by reference to Share and/or Index and/or Commodity and/or Commodity Index and/or FX Rate and/or Fund is impossible or impracticable or otherwise disrupted: The Index Linked Provisions are applicable. See paragraph 39

Coupon Payment Table			
Coupon Valuation Date(s)	Coupon Barrier Level	Coupon Payment Date(s)	Specified Coupon Amount
1 June 2026	100.00 per cent. (100%) of the Initial Value of the Reference Asset	15 June 2026	EUR 180.00
30 November 2026	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 December 2026	EUR 225.00
1 June 2027	100.00 per cent. (100%) of the Initial Value of the Reference Asset	15 June 2027	EUR 270.00
30 November 2027	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 December 2027	EUR 315.00
31 May 2028	100.00 per cent. (100%) of the Initial	14 June 2028	EUR 360.00

	Value of the Reference Asset		
30 November 2028	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 December 2028	EUR 405.00
31 May 2029	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 June 2029	EUR 450.00
30 November 2029	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 December 2029	EUR 495.00
31 May 2030	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 June 2030	EUR 540.00
2 December 2030	100.00 per cent. (100%) of the Initial Value of the Reference Asset	16 December 2030	EUR 585.00
2 June 2031	100.00 per cent. (100%) of the Initial Value of the Reference Asset	16 June 2031	EUR 630.00
1 December 2031	100.00 per cent. (100%) of the Initial Value of the Reference Asset	15 December 2031	EUR 675.00
1 June 2032	100.00 per cent. (100%) of the Initial Value of the Reference Asset	15 June 2032	EUR 720.00
30 November 2032	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 December 2032	EUR 765.00
31 May 2033	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 June 2033	EUR 810.00
30 November 2033	100.00 per cent. (100%) of the Initial Value of the Reference Asset	14 December 2033	EUR 855.00
Valuation Date (the "Final Coupon Valuation Date")	80.00 per cent. (80%) of the Initial Value of the Reference Asset	Maturity Date	EUR 900.00

PROVISIONS RELATING TO REDEMPTION OF SECURITIES

33. **Call Option (General Condition 5.1 in respect of Notes and General Condition 9.1 in respect of Certificates):** Not Applicable

Details relating to Instalment Notes: (General Condition 5.3): Not Applicable

34.	Early Payment Amount:	Early Payment Amount 1 is applicable
35.	Early Redemption (Payout Condition 2):	Applicable
(i)	Early Redemption Reference Asset(s):	The Index as specified below in paragraph 39
(ii)	Early Redemption Event 1:	Applicable
	– Early Redemption Barrier:	In respect of each Early Redemption Valuation Date and the Reference Asset, 100 per cent. (100%) of the Initial Value of such Reference Asset
	– ER Averaging:	Not Applicable
	– Early Redemption Barrier Observation:	Greater than or equal to the Early Redemption Barrier
(iii)	Early Redemption Event 2:	Not Applicable
(iv)	Early Redemption Event 3:	Not Applicable
(v)	Early Redemption Valuation Date:	Each Coupon Valuation Date other than the Final Coupon Valuation Date
(vi)	Early Redemption Date:	Each Coupon Payment Date other than the Maturity Date
(vii)	Early Redemption Amount:	EUR 1,000
	Daily Observation Early Redemption (Payout Condition 2):	Not Applicable
	Fast Autocall Early Redemption (Payout Condition 2):	Not Applicable
36.	Security Redemption Amount (Payout Condition 3):	Applicable
(i)	Security Redemption Reference Asset(s):	The Index as specified below in paragraph 39
(ii)	Provisions for determining Security Redemption Amount where calculation by reference to Share and/or Index and/or Commodity/Commodity Index and/or Fund is impossible or impracticable or otherwise disrupted:	The Index Linked Provisions are applicable. See paragraph 39

PAYOUT CONDITIONS APPLICABLE TO THE SECURITIES

37.	Payout Conditions:	Applicable
(i)	Redemption Amount 1 (Single Reference Asset) (Payout Conditions 3(a) and 3(b)):	Applicable
(a)	Cash Settlement/Physical Settlement:	Cash Settlement is applicable

(b)	Calculation Amount (CA):	EUR 1,000
(c)	Averaging:	Not Applicable
(d)	Initial Value:	Initial Reference Asset Closing Value
(e)	Redemption Barrier:	In respect of the Valuation Date and the Reference Asset, 60 per cent. (60%) of the Initial Value of such Reference Asset
(f)	Cap:	1.00
(g)	Floor:	0.0001
(h)	Barrier Event:	Not Applicable
(i)	Barrier Observation Period:	Not Applicable
(j)	Observation Date (Closing Valuation):	Not Applicable
(k)	Observation Date (Intra-Day Valuation):	Not Applicable
(ii)	Redemption Amount 2 (Payout Conditions 3(c) and 3(d)):	Not Applicable
(iii)	Redemption Amount 3 (Payout Conditions 3(e) and 3(f)):	Not Applicable
(iv)	Redemption Amount 4 (Payout Conditions 3(g) and 3(h)):	Not Applicable
(v)	Redemption Amount 5 (Payout Condition 3(i)):	Not Applicable
(vi)	Bonus Securities (Payout Conditions 3(j) and 3(k)):	Not Applicable
(vii)	Capped Bonus Securities (Payout Conditions 3(l) and 3(m)):	Not Applicable
(viii)	Barrier Reverse Convertible Securities (Payout Conditions 3(n) and 3(o)):	Not Applicable
(ix)	Reverse Convertible Securities (Payout Conditions 3(p) and 3(q)):	Not Applicable
(x)	Discount Securities (Payout Condition 3(r)):	Not Applicable
(xi)	Twin Win with Cap (Single Reference Asset) (Payout Condition 3(s)):	Not Applicable
	Twin Win with no Cap (Single Reference Asset) (Payout Condition 3(t)):	Not Applicable
(xii)	Barrier Event Redemption Amount (Single Reference Asset) (Payout	Not Applicable

Condition 3(u)):

	Barrier Event Redemption Amount with Instalment Feature (Single Reference Asset) (Payout Condition 3(kkk)):	Not Applicable
(xiii)	ELIOS Redemption Amount (Payout Condition 3(v)):	Not Applicable
(xiv)	Best-of Bonus (Payout Condition 3(w)):	Not Applicable
(xv)	Capped Booster 1 (Payout Condition 3(x)):	Not Applicable
(xvi)	Capped Booster 2 (Payout Condition 3(y)):	Not Applicable
(xvii)	Redemption Amount 6 (Payout Condition 3(z)):	Not Applicable
(xviii)	Bullish Securities (Payout Condition 3(aa)):	Not Applicable
(xix)	Redemption at par (Payout Condition 3(bb)):	Not Applicable
(xx)	Redemption Amount 7 (Single Reference Asset) (Payout Condition 3(cc)):	Not Applicable
(xxi)	Redemption Amount 7 (Basket of Reference Assets) (Payout Condition 3(dd)):	Not Applicable
(xxii)	Call Warrants (Single Reference Asset) (Payout Condition 3(ee)):	Not Applicable
	Call Warrants (Basket of Reference Assets) (Payout Condition 3(ff)):	Not Applicable
	Put Warrants (Single Reference Asset) (Payout Condition 3(gg)):	Not Applicable
	Put Warrants (Basket of Reference Assets) (Payout Condition 3(hh)):	Not Applicable
(xxiii)	Delta One (Single Reference Asset) (Payout Condition 3(ii)):	Not Applicable
	Delta One (Basket of Reference Assets) (Payout Condition 3(jj)):	Not Applicable
(xxiv)	Twin Win II with Cap (Payout Condition 3(kk)):	Not Applicable
	Twin Win II with no Cap (Payout Condition 3(ll)):	Not Applicable
(xxv)	Outperformance with Cap (Payout Condition 3(mm)):	Not Applicable

	Outperformance with no Cap (Payout Condition 3(nn)):	Not Applicable
(xxvi)	Redemption Amount 1 (Basket of Reference Assets) (Payout Condition 3(oo)):	Not Applicable
(xxvii)	Twin Win with Cap (Basket of Reference Assets) (Payout Condition 3(pp)):	Not Applicable
	Twin Win with no Cap (Basket of Reference Assets) (Payout Condition 3(qq)):	Not Applicable
(xxviii)	Barrier Event Redemption Amount (Basket of Reference Assets) (Payout Condition 3(rr)):	Not Applicable
(xxix)	Downside Performance (Payout Condition 3(ss)):	Not Applicable
(xxx)	Redemption Amount 8 (Payout Condition 3(tt)):	Not Applicable
(xxxi)	Olympus Redemption Amount 1 (Payout Condition 3(uu)):	Not Applicable
(xxxii)	Olympus Redemption Amount 2 (Payout Condition 3(vv)):	Not Applicable
(xxxiii)	Hydra Redemption Amount (Payout Condition 3(ww)):	Not Applicable
(xxxiv)	Leveraged Put (Single Reference Asset) (Payout Condition 3(xx)):	Not Applicable
(xxxv)	Leveraged Put (Basket of Reference Assets) (Payout Condition 3(yy)):	Not Applicable
(xxxvi)	Market Participation (Payout Condition 3(zz)):	Not Applicable
(xxxvii)	Outperformance II with Cap (Payout Condition 3(aaa)):	Not Applicable
(xxxviii)	Outperformance II with no Cap (Payout Condition 3(bbb)):	Not Applicable
(xxxix)	Double Barrier without Rebate (Payout Condition 3(ccc)):	Not Applicable
(xl)	Double Barrier with Rebate (Payout Condition 3(ddd)):	Not Applicable
(xli)	Lock-in Event Redemption (Payout Condition 3(eee)):	Not Applicable
(xlii)	Reverse Trigger (Payout Condition 3(fff)):	Not Applicable
(xliii)	Buffered Return Enhanced (Single Reference Asset) (Payout Condition	Not Applicable

3(ggg)):

(xliv) Barrier Event Redemption Amount (Basket of Reference Assets with Single Reference Asset Knock-In) (Payout Condition 3(hhh)): Not Applicable

(xliv) Barrier Performance Event Redemption Amount (Basket of Reference Assets with Single Reference Asset Knock-In) (Payout Condition 3(iii)): Not Applicable

(xlvi) Drop Back Redemption Amount (Payout Condition 3(jjj)): Not Applicable

(xlvi) Currency Conversion (Payout Condition 3(III)): Not Applicable

REFERENCE ASSET LINKED CONDITIONS

SHARE LINKED PROVISIONS

38. **Share Linked Provisions:** Not Applicable

INDEX LINKED PROVISIONS

39. **Index Linked Provisions:** Applicable in respect of the Index

(i) Single Index or basket of Indices: Single Index

(ii) Index/Indices: Solactive Transatlantique 5% AR Index (Bloomberg Code: SOKTRANS <Index>; ISIN: DE000SLA8PK3)

(iii) Type of Index: Multi-Exchange Index

(iv) Exchange(s): As specified in Index Linked Provision 8 (Definitions)

(v) Related Exchange(s): All Exchanges

(vi) Index Sponsor(s): Solactive AG

(vii) Initial Index Level: Not Applicable

(viii) Initial Closing Index Level: Applicable

(ix) Lowest Initial Closing Index Level: Not Applicable

(x) Initial Valuation Date(s): 31 May 2024

(xi) Coupon Valuation Date(s): Each date set forth in the Coupon Payment Table in the column entitled "Coupon Valuation Date(s)"

(xii) Periodic Valuation Date(s): Not Applicable

(xiii) Valuation Date(s): 31 May 2034

(xiv) Averaging Dates: Not Applicable

(xv) Final Averaging Date: Not Applicable

(xvi)	Valuation Time:	As specified in Index Linked Provision 8 (<i>Definitions</i>)
(xvii)	Single Index and Reference Dates:	Applicable: as specified in Index Linked Provision 1.1
(xviii)	Single Index and Averaging Dates:	Not Applicable
(xi)	Index Basket and Reference Dates:	Not Applicable
(xx)	Index Basket and Averaging Dates:	Not Applicable
(xxi)	Maximum Days of Disruption:	Eight Scheduled Trading Days
(xxii)	Fallback Valuation Date:	Applicable: Default Fallback Valuation Date as specified in Index Linked Provision 8 (<i>Definitions</i>)
(xxiii)	Change– in Law - Increased Cost:	Not Applicable
(xxiv)	Hedging Disruption:	Not Applicable

COMMODITY LINKED PROVISIONS

40.	Commodity Linked Provisions:	Not Applicable
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FX LINKED PROVISIONS

41.	FX Linked Provisions:	Not Applicable
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CREDIT LINKED PROVISIONS

42.	Credit Linked Provisions:	Not Applicable
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FUND LINKED PROVISIONS

43.	Fund Linked Provisions:	Not Applicable
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GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

44.	New Safekeeping Structure (in respect of Registered Notes) or New Global Note (in respect of Bearer Notes):	Not Applicable
45.	Form of Securities:	Registered Securities
(i)	Temporary or Permanent Bearer Global Security / Registered Global Security:	Temporary Registered Global Security which is exchangeable for a Permanent Registered Global Security, each of which is exchangeable for Registered Definitive Securities (i) automatically in the limited circumstances specified in the relevant Registered Global Security or (ii) in the case of a Permanent Registered Global Security only, at any time at the option of the Issuer by giving notice to the Holders and the Registrar of its intention to effect such exchange on the terms as set forth in the relevant Permanent Registered Global Security
(ii)	Are the Notes to be issued in the form	Not Applicable

	of obligations under French law?	
(iii)	Name of French Registration Agent (only if French Securities are in registered form (<i>au nominatif</i>) and if the Notes are not inscribed with the Issuer):	Not Applicable
(iv)	Representation of Holders of Notes / Masse:	Not Applicable
	Identification information of Holders in relation to French Securities (General Condition 1.1)	Not Applicable
(v)	Appointment of Holders' Joint Representative:	Not Applicable
(vi)	Are the Securities New York Law Notes?	No
46.	Record Date:	As set out in General Condition 6.2
47.	Additional Financial Centre(s) (General Condition 12.2) or other special provisions relating to payment dates:	For the avoidance of doubt, TARGET2
	– Default Business Day:	Applicable
48.	Payment Disruption Event (General Condition 13):	Applicable
	– Relevant Currency(ies):	Specified Currency
49.	Termination Event Notice Period (General Condition 16):	As specified in General Condition 16
50.	Extraordinary Hedge Disruption Event (General Condition 17):	Applicable
	(i) Extraordinary Hedge Sanctions Event:	Applicable
	(ii) Extraordinary Hedge Bail-in Event:	Applicable
	(iii) Extraordinary Hedge Currency Disruption Event:	Applicable
51.	Tax Termination Event Notice Period (General Condition 18.3):	As specified in General Condition 18.3
52.	Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4):	Not Applicable
53.	Physical Settlement (General Condition 14):	Not Applicable
54.	Calculation Agent:	J.P. Morgan Securities plc
55.	Redenomination, Renominalisation and Reconventioning Provisions (General Condition 21.1):	Not Applicable

56.	Gross Up (General Condition 18):	Applicable – as specified in General Condition 18.1
	(i) Exclude Section 871(m) Taxes from Gross Up (General Condition 18):	Applicable – as specified in General Condition 18.1
	(ii) Exclude U.S. Withholding Taxes other than Section 871(m) Taxes from Gross Up (General Condition 18):	Applicable – as specified in General Condition 18.1
	(iii) 871(m) Securities:	Section 871(m) and the regulations promulgated thereunder will not apply to the Securities
57.	Rounding (General Condition 22):	
	(i) Percentages – Default Rounding:	Applicable – as specified in General Condition 22.1(a)
	(ii) Figures – Default Rounding:	Applicable – as specified in General Condition 22.1(b)
	(iii) Currency amounts due and payable – Default Rounding:	Applicable – as specified in General Condition 22.1(c)
	(iv) Yen currency amounts due and payable – Default Rounding:	Not Applicable
	(v) Specified Fraction:	Not Applicable
	(vi) Specified Unit:	Not Applicable
	(vii) Specified Decimal Place:	Not Applicable

DISTRIBUTION

58.	If non-syndicated, name and address of Dealer:	J.P. Morgan SE of TaunusTurm, Taunustor 1, 60310 Frankfurt am Main, Germany
	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
59.	JPMSP ERISA (Purchaser representations and requirements and transfer restrictions):	JPMCFC Standard Restrictions apply
60.	ECI Holder Restrictions:	Not Applicable
61.	Prohibition of Sales to EEA Retail Investors:	Not Applicable
62.	Prohibition of Sales to UK Retail Investors:	Applicable
63.	Belgian Securities Annex:	Not Applicable
64.	Swiss Non-Exempt Public Offer:	No
65.	Additional Selling Restrictions:	Not Applicable

Signed on behalf of the Issuer:

By: _____

Duly authorised

Signed on behalf of the Guarantor:

By: _____

Duly authorised

PART B - OTHER INFORMATION

- 1. LISTING AND ADMISSION TO TRADING** Application will be made for the Securities to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and/or admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing and/or admission to trading (if any) of the Securities on the relevant stock exchange over their entire lifetime. Securities may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange.

- 2. RATINGS** Not Applicable

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in the section of the Base Prospectus entitled "Conflicts of Interest", so far as the Issuer is aware, no person involved in the Offer of the Securities has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: Not Applicable
- (ii) Estimated net proceeds: Not Applicable
- (iii) Estimated total expenses: Not Applicable

5. PERFORMANCE OF REFERENCE ASSET(S) AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S)

Details of the past and future performance and the volatility of the Reference Assets may be obtained at a charge from Bloomberg®.

6. POST-ISSUANCE INFORMATION

The Issuer will not provide any post-issuance information with respect to the Reference Assets, unless required to do so by applicable law or regulation.

7. OPERATIONAL INFORMATION

Intended to be held in a manner which would allow Eurosystem eligibility: No

ISIN: XS2728986261

RIC: XS2728986261=JPML

Common Code: 272898626

Relevant Clearing System(s): Euroclear/Clearstream, Luxembourg

Delivery: Delivery against payment

The Agents appointed in respect of the Securities are: The Bank of New York Mellon, London Branch
160 Queen Victoria Street
London

EC4V 4LA
United Kingdom

The Bank of New York Mellon S.A./N.V.,
Luxembourg Branch
Vertigo Building
Polaris
2-4 rue Eugène Ruppert
L-2453
Luxembourg

Registrar: The Bank of New York Mellon S.A./N.V.,
Luxembourg Branch

8. TERMS AND CONDITIONS OF THE OFFER

Non-exempt Offer: An offer of the Securities may be made by Kepler Cheuvreux SA, 112 avenue Kléber, 75116 Paris, France (the "**Distributor**") other than pursuant to Article 1(4) of the EU Prospectus Regulation in France during the period from (and including) 27 March 2024 to (and including) 31 May 2024 (the "**Offer Period**").

Offer Price: Issue Price

Conditions to which the offer is subject: The offer of the Securities is conditional on their issue.

The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations. Any adjustments to such Offer Period will be set out in one or more notices to be made available on the websites of the Issuer (<https://sp.jpmorgan.com/spweb/index.html>) and the Luxembourg Stock Exchange (www.luxse.com) respectively, and through the Distributor (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The offer of the Securities may be withdrawn in whole or in part at any time before the end of the Offer Period at the discretion of the Issuer by giving at least two Business Days' notice, and notification of such withdrawal will be published on the websites of the Issuer (<https://sp.jpmorgan.com/spweb/index.html>) and the Luxembourg Stock Exchange (www.luxse.com) respectively, and through the Distributor (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, if any application has been made by a potential purchaser and the Issuer exercises such a right, each such potential purchaser shall not be entitled to subscribe or otherwise acquire the Securities.

The Securities will be offered in France on the

basis of a public offer.

Description of the application process:

Investors may apply to subscribe for Securities during the Offer Period. The Offer Period may be discontinued at any time. In such a case, the Issuer shall give immediate notice to the public before the end of the Offer Period by means of a notice published on the websites of the Issuer (<https://sp.jpmorgan.com/spweb/index.html>) and the Luxembourg Stock Exchange (www.luxse.com) respectively, and through the Distributor (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

Any application shall be made in France to the Distributor. Investors shall not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for any Securities.

A potential purchaser should contact the Distributor prior to the end of the Offer Period. A purchaser will subscribe for Securities in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally.

There is no pre-identified allotment criteria. The Distributor will adopt allotment criteria that ensures equal treatment of potential purchasers. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the offer. In the event that during the Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests. In such a case, the Issuer shall give immediate notice to the public before the end of the Offer Period by means of a notice published on the websites of the Issuer (<https://sp.jpmorgan.com/spweb/index.html>) and the Luxembourg Stock Exchange (www.luxse.com) respectively, and through the Distributor (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant:

Not Applicable

Details of the minimum and/or maximum amount of application:

The maximum Aggregate Nominal Amount of Securities to be issued is EUR 30,000,000.

The minimum amount of application per investor will be one Security (corresponding to a nominal amount of EUR 1,000). The maximum amount of application will be subject only to availability at

	the time of application.
Details of the method and time limits for paying up and delivering the Securities:	<p>Securities will be available on a delivery versus payment basis.</p> <p>Applicants will be notified directly by the Distributor of the success of their application.</p> <p>The settlement and the delivery of the Securities will be executed through the Dealer for technical reasons only.</p>
Manner and date in which results of the offer are to be made public:	Applicants will be notified directly by the Distributor of the success of their application.
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants will be notified directly by the Distributor of the success of their application.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Apart from the Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Kepler Cheuvreux SA, 112 avenue Kléber, 75116 Paris, France
Consent:	<p>The Issuer consents to the use of the Base Prospectus by the financial intermediary/ies ("Authorised Offeror(s)"), during the Offer Period and subject to the conditions, as provided as follows:</p> <p>Name, address, legal entity identifier, domicile, legal form and law and country of incorporation of Authorised Offeror(s): Kepler Cheuvreux SA, a <i>société anonyme</i> incorporated in France and governed by the laws of France. Its address is 112 avenue Kléber, 75116 Paris, France, and its Legal Entity Identifier is 9695005EOZG9X8IRJD84</p> <p>Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s): The Offer Period</p> <p>Conditions to the use of the Base Prospectus by the Authorised Offeror(s): The Base Prospectus may only be used by the relevant Authorised Offeror(s) in connection with the making of an offer of the Securities to the public requiring the prior publication of a prospectus under the EU Prospectus Regulation (a "Non-exempt Offer") in the jurisdiction in which the Non-exempt Offer is to take</p>

place.

If you intend to purchase Securities from an Authorised Offeror, you will do so, and such offer and sale will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and you, including as to price and settlement arrangements. The Issuer will not be a party to any such arrangements and, accordingly, this Base Prospectus does not contain such information. The terms and conditions of such offer should be provided to you by that Authorised Offeror at the time the offer is made. Neither the Issuer nor any Dealer has any responsibility or liability for such information.

9. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) Not Applicable
statement on benchmarks:

SUMMARY

INTRODUCTION AND WARNINGS					
<p>This Summary should be read as an introduction to the Base Prospectus (which includes the documents incorporated by reference therein). Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p>You are about to purchase a product that is not simple and may be difficult to understand.</p> <p>The Securities: Issue of EUR 30,000,000 Ten-Year Two-Month Autocallable Barrier Reverse Convertible Notes linked to the Solactive Transatlantique 5% AR Index, due June 2034 under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (ISIN: XS2728986261) (the "Securities")</p> <p>The Issuer: JPMorgan Chase Financial Company LLC ("JPMCFC"). Its registered office is at 383 Madison Avenue, New York, New York 10179, U.S.A. and its Legal Entity Identifier (LEI) is 549300NJFDJOFYVV6789.</p> <p>The Authorised Offeror(s): Kepler Cheuvreux SA (the "Distributor"), a <i>société anonyme</i> incorporated in France and governed by the laws of France. Its address is 112 avenue Kléber, 75116 Paris, France, and its Legal Entity Identifier (LEI) is 9695005EOZG9X8IRJD84.</p> <p>Competent authority: The Base Prospectus was approved on 20 April 2023 by the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> of 283, route d'Arlon, L-1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1-2601; Email: direction@cssf.lu).</p>					
KEY INFORMATION ON THE ISSUER					
Who is the Issuer of the Securities?					
<p>Domicile and legal form of the Issuer, law under which the Issuer operates and country of incorporation: JPMCFC was formed as a limited liability company in Delaware, United States of America on 30 September 2015 pursuant to and in accordance with the Delaware Limited Liability Company Act with file number 5838642. JPMCFC's LEI is 549300NJFDJOFYVV6789.</p> <p>Issuer's principal activities: JPMCFC's business principally consists of issuing securities designed to meet investor needs for products that reflect certain risk-return profiles and specific market exposure.</p> <p>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: JPMCFC is an indirect, wholly-owned finance subsidiary of JPMorgan Chase & Co.</p> <p>Key managing directors: The current directors of JPMCFC are: Brandon P. Igyarto, Bin Yu, Patrick Dempsey, Michael O. Kurd and Daniel T. Roose.</p> <p>Statutory auditors: PricewaterhouseCoopers LLP are the independent auditors of JPMCFC and have audited the historical financial information of JPMCFC for the financial years ended 31 December 2022<u>2023</u> and 31 December 2021<u>2022</u> and have issued an unmodified opinion in each case.</p>					
What is the key financial information regarding the Issuer?					
<p>The following key financial information has been extracted from the audited consolidated financial statements of JPMCFC for the years ended 31 December 2022 and 2021<u>2023</u> and from the unaudited interim financial statements of JPMCFC for the six month period ended 30 June 2023<u>2022</u>. JPMCFC's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").</p>					
Summary information – income statement					
(in USD thousands)	<u>Year ended 31 December 2023 (audited)</u>	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Selected income statement data					
Net income/(loss)	<u>75,019</u>	(88,918)	53,122	(22,181)	(219,520)
Summary information – balance sheet					
(in USD thousands)	<u>As at 31 December 2023 (audited)</u>	As at 31 December 2022 (audited)	As at 31 December 2021 (audited)	As at 30 June 2023 (unaudited)	
Total assets	<u>44,433,520</u>	30,388,733	18,191,5	37,431,479	

			13		
Long-term debt, at fair value	42,817,105	29,227,790	17,548,917	35,895,296	
Total members' equity	225,962	228,651	245,638	226,874	
Summary information – cash flow					
(in USD thousands)	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)	As at 31 December 2021 (audited)	As at 30 June 2023 (unaudited)	As at 30 June 2022 (unaudited)
Net cash provided by/(used in) operating activities	(9,037,414)	(15,039,330)	(1,271,534)	(4,393,649)	(5,760,474)
Net cash provided by/(used in) investing activities	Zero	Zero	Zero	Zero	Zero
Net cash provided by/(used in) financing activities	9,124,045	15,000,165	1,236,439	4,473,349	5,621,882

Qualifications in audit report on historical financial information: There were no qualifications in the audit report with respect to the Issuer's historical financial information included herein.

What are the key risks that are specific to the Issuer?

The Issuer is subject to the following key risks:

- The payments owing to investors under the Securities is subject to the credit risk of the Issuer. The Securities are unsecured and unsubordinated general obligations of the Issuer. They are not deposits and they are not protected under any deposit protection insurance scheme. Therefore, if the Issuer and the Guarantor fail or are otherwise unable to meet their respective payment obligations under the Securities or the guarantee (as applicable), investors will lose some or all of their investment.
- JPMorgan Chase is a major, global financial services group and faces a variety of risks that are substantial and inherent in its businesses, and which may affect the Issuer's and the Guarantor's ability to fulfil their respective payment obligations under the Securities, including regulatory, legal and reputation risks, political and country risks, market and credit risks, liquidity and capital risks and operational, strategic, conduct and people risks.
- As a finance subsidiary of JPMorgan Chase & Co., JPMCFC has no independent operations beyond the issuance and administration of its securities. JPMCFC's ability to make payments in respect of the Securities is limited and dependent upon payments from one or more of its affiliates under intercompany loans and other intercompany agreements to meet its obligations under the Securities it issues. If these affiliates do not make payments to JPMCFC and JPMCFC fails to make payments on the Securities, Holders of the Securities issued by JPMCFC may have to seek payment under the related guarantee by JPMorgan Chase & Co. and that guarantee will rank pari passu with all other unsecured and unsubordinated obligations of JPMorgan Chase & Co.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type and class of Securities being offered and/or admitted to trading, including security identification numbers

The Securities are cash settled derivative securities in the form of notes. The Securities are index-linked Securities.

The Securities will be cleared and settled through Euroclear Bank SA/NV and Clearstream Banking, société anonyme.

Issue Date: 27 March 2024.

Issue Price: 100.00 per cent. (100.00%) of the aggregate nominal amount.

Security identification numbers: ISIN: XS2728986261; RIC: XS2728986261=JPML; Common Code: 272898626.

Currency, denomination, issue size and term of the Securities

The currency of the Securities will be Euro ("EUR") (the "Settlement Currency").

The nominal amount per Security is EUR 1,000.

The issue size is EUR 30,000,000.

Maturity Date: 14 June 2034. This is the date on which the Securities are scheduled to redeem. The Securities may redeem earlier if an Early Redemption Event occurs.

Rights attached to the Securities

The Securities will give each investor the right to receive a return, together with certain ancillary rights such as the right to receive notice of certain determinations and events. The return on the Securities will comprise the Coupon Amount(s) (if any), the Early Redemption Amount(s) (if an Early Redemption Event occurs) and (unless otherwise early redeemed) the Final Redemption Amount payable on the Maturity Date, and the amount(s) payable and whether or not an Early Redemption Event occurs will depend on the performance of the Underlying.

Coupon Amount: If the Securities have not been redeemed early, on each Coupon Payment Date you will receive the applicable Coupon Amount if the Reference Level is at or above the Coupon Barrier Level on the immediately preceding Coupon Observation Date. If this condition is not met, you will receive no coupon payment on such Coupon Payment Date. The relevant dates and Coupon Amounts are shown in the table(s) below.

Coupon Observation Date(s)	Coupon Payment Date(s)	Coupon Amount(s)
1 June 2026	15 June 2026	EUR 180.00
30 November 2026	14 December 2026	EUR 225.00
1 June 2027	15 June 2027	EUR 270.00
30 November 2027	14 December 2027	EUR 315.00
31 May 2028	14 June 2028	EUR 360.00
30 November 2028	14 December 2028	EUR 405.00
31 May 2029	14 June 2029	EUR 450.00
30 November 2029	14 December 2029	EUR 495.00
31 May 2030	14 June 2030	EUR 540.00
2 December 2030	16 December 2030	EUR 585.00
2 June 2031	16 June 2031	EUR 630.00
1 December 2031	15 December 2031	EUR 675.00
1 June 2032	15 June 2032	EUR 720.00
30 November 2032	14 December 2032	EUR 765.00
31 May 2033	14 June 2033	EUR 810.00
30 November 2033	14 December 2033	EUR 855.00
Final Valuation Date	Maturity Date	EUR 900.00

Early Redemption Amount: The Securities will redeem on an Autocall Payment Date if, on the immediately preceding Autocall Observation Date, the Reference Level is at or above the Autocall Barrier Level (an "Early Redemption Event"). On such Autocall Payment Date you will receive, in addition to any final coupon payment, a cash payment equal to the autocall payment of EUR 1,000.00. No coupon payments will be made on any date after such Autocall Payment Date.

Final Redemption Amount: If the Securities have not redeemed early, on the Maturity Date, you will receive:

- (a) if the Final Reference Level is at or above the Redemption Barrier Level, a cash payment equal to EUR 1,000.00; or
- (b) if the Final Reference Level is below the Redemption Barrier Level, a cash payment directly linked to the performance of the Underlying. The cash payment will equal (i) the Calculation Amount multiplied by (ii) (A) the Final Reference Level divided by (B) the Initial Reference Level. However, if this cash payment is less than EUR 0.10, you will receive EUR 0.10 (the minimum payment).

Under the terms of the Securities, certain dates specified above and below will be adjusted if the respective date is either not a business day or not a trading day (as applicable). Any adjustments may affect the return, if any, you receive.

The terms of the Securities also provide that if certain exceptional events occur (1) adjustments may be made to the Securities and/or (2) the Issuer may redeem the Securities early. These events are specified in the terms of the Securities and principally relate to the Underlying, the Securities and the Issuer. The return (if any) you receive on such early redemption is likely to be different from the scenarios described above and may be less than the amount you invested.

When purchasing this product during its lifetime, the purchase price may include accrued interest on a *pro rata* basis.

Defined terms used above:

- **Autocall Barrier Level:** In respect of each Autocall Observation Date and the Underlying, 100 per cent. (100%) of the Initial Reference Level of such Underlying.
- **Autocall Observation Dates:** Each Coupon Observation Date other than the last Coupon Observation Date.
- **Autocall Payment Dates:** Each Coupon Payment Date other than the last Coupon Payment Date.
- **Calculation Amount:** EUR 1,000.
- **Coupon Barrier Level:** In respect of (i) each Coupon Observation Date (excluding the Final Valuation Date) and the Underlying, 100 per cent. (100%) of the Initial Reference Level of such Underlying, and (ii) the Coupon Observation Date scheduled to fall on the Final Valuation Date and the Underlying, 80 per cent. (80%) of the Initial Reference Level of such Underlying.
- **Final Reference Level:** The Reference Level on the Final Valuation Date.
- **Final Valuation Date:** 31 May 2034.
- **Initial Reference Level:** The Reference Level on the Initial Valuation Date.
- **Initial Valuation Date:** 31 May 2024.
- **Redemption Barrier Level:** In respect of the Final Valuation Date and the Underlying, 60 per cent. (60%) of the Initial Reference Level of such Underlying.
- **Reference Level:** The closing level of the Underlying as per the Reference Source.
- **Reference Source:** The relevant index sponsor as shown in the table below.

<i>Underlying(s)</i>	<i>Index Sponsor</i>	<i>Bloomberg Ticker</i>
Solactive Transatlantique 5% AR Index (ISIN: DE000SLA8PK3)	Solactive AG	SOKTRANS <Index>

Governing law: The terms and conditions of the Securities are governed under English law.

Status of the Securities: The Securities are direct, unsecured and unsubordinated general obligations of the Issuer and rank equally among themselves and with all other direct, unsecured and unsubordinated general obligations of the Issuer.

Description of restrictions on free transferability of the Securities

The Securities may not be legally or beneficially owned by any U.S. person at any time nor offered, sold, transferred, pledged, assigned, delivered, exercised or redeemed at any time within the United States or to, or for the account or benefit of, any U.S. person; provided, however, that this restriction shall not apply to a U.S. person that is an affiliate (as defined in Rule 405 under the Securities Act) of the Issuer. Further, unless otherwise permitted, the Securities may not be acquired by, on behalf of, or with the assets of any plans subject to the U.S. Employee Retirement Income Security Act of 1974 or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, other than certain insurance company general accounts. Subject to the above, the Securities will be freely transferable.

Where will the Securities be traded?

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from (on or around) the Issue Date. The Issuer does not assume any legal obligation in respect of the realisation of listing or admission to trading as of any particular date or the maintenance of any listing or admission to trading that is realised.

Is there a guarantee attached to the Securities?

Brief description of the Guarantor: The Guarantor is JPMorgan Chase & Co. JPMorgan Chase & Co. was incorporated as a corporation under the General Corporation Law of the State of Delaware, U.S.A. on 28 October 1968 with file number 0691011. JPMorgan Chase &

Co.'s LEI is 815DZWZKVSZI1NUHU748. The Guarantor is a holding company with bank and non-bank subsidiaries operating throughout the United States as well as globally (together with its consolidated subsidiaries, "JPMorgan Chase").

Nature and scope of guarantee: The Guarantor unconditionally and irrevocably guarantees the Issuer's payment obligations under the Securities. The guarantee is limited to a guarantee of the payment and other obligations which the Issuer has under the terms and conditions of the Securities.

Key financial information of the Guarantor: The following key financial information has been extracted from the audited consolidated financial statements of JPMorgan Chase & Co. for the years ended 31 December 2023 and 2022. JPMorgan Chase & Co.'s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

Summary information – income statement		
(in USD millions)	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Selected income statement data		
Net income	49,552	37,676
Summary information – balance sheet		
(in USD millions)	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Total assets	3,875,393	3,665,743
Deposits	2,400,688	2,340,179
Long-term debt	391,825	295,865
Total stockholders' equity	327,878	292,332
Summary information – cash flow		
(in USD millions)	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Net cash provided by/(used in) operating activities	12,974	107,119
Net cash provided by/(used in) investing activities	67,643	(137,819)
Net cash provided by/(used in) financing activities	(25,571)	(126,257)

Qualifications in audit report on historical financial information: There were no qualifications in the audit report with respect to the Guarantor's historical financial information included herein.

Risk factors associated with the Guarantor: The Guarantor is subject to the following key risks:

- JPMorgan Chase is a major, global financial services group and faces a variety of risks that are substantial and inherent in its businesses, and which may affect the Guarantor's ability to fulfil its obligations under the guarantee, including regulatory, legal and reputation risks, political and country risks, market and credit risks, liquidity and capital risks and operational, strategic, conduct and people risks. Failure to appropriately manage these risks could have a material adverse effect on JPMorgan Chase's results of operations and financial condition.

What are the key risks that are specific to the Securities?

Risk factors associated with the Securities: The Securities are subject to the following key risks:

- **At maturity, the Securities do not provide for the full scheduled payment of the face value of the Securities:** Depending on the performance of the Underlying, you may lose some or all of your investment.
- **Risks relating to certain features of the Securities:**
 - The ability to participate in any positive change in the value of the Underlying is limited, no matter how much the level, price or other value of the Underlying rises above the cap level over the life of the Securities. Accordingly, the value of or return on the Securities may be significantly less than if you had purchased the Underlying directly.
 - The Coupon Amount will only be paid if the level, price or other applicable value of the Underlying on the relevant valuation date(s) either reaches or crosses one or more specific barrier(s). It is possible that such level, price or other applicable value of the Underlying on the relevant valuation date(s) will not either reach or cross the barrier(s) (as applicable), and therefore, no coupon will be payable on the relevant Coupon Payment Date. This means that the amount of coupon payable over the term of the Securities will vary and may be zero.
 - The Final Redemption Amount is determined based on the performance of the Underlying on the Final Valuation Date only (rather than in respect of multiple periods throughout the term of the Securities), and therefore investors in

the Securities will not benefit from any movement in level of the Underlying during the term of the Securities that is not reflected in the performance of the Underlying on the Final Valuation Date.

• **Risks relating to the Underlying:**

- Past performance of the Underlying is not indicative of future performance, and performance may be subject to unpredictable change over time.
- Investors will not have any legal or beneficial rights of ownership in the Underlying, and no claim against the index sponsor or any other third party in relation to the Underlying; such parties have no obligation to act in investors' interests.
- The market value of and the return on the Securities depends on the performance of the Underlying and its components and other macroeconomic factors. The index sponsor (and the Issuer of the Securities) may be subject to regulatory changes regarding the publication and use of the Underlying during the life of the Securities which may negatively impact the performance of the Underlying. The Issuer and/or the Calculation Agent may adjust the terms of the Securities in respect of the Underlying referenced in order to comply with statutory requirements and such adjustments may affect the value of and return on the Securities and may even result in the early redemption of the Securities (the early redemption amount of which may be less than the initial investment amount or zero). Where the Underlying is a price return index, investors will not participate in dividends paid on the components comprising the Underlying(s) and such Securities may not perform as well as if the holder had invested directly in such components or in a "total return" version of the Underlying or in another product.
- **No or limited liquidity:** The Securities may have no liquidity or the market for such Securities may be limited and this may adversely impact their value or your ability to dispose of them.
- **Secondary market value:** The market value of the Securities prior to maturity may be significantly lower than their original purchase price. Consequently, if you sell your Securities before their scheduled maturity (assuming you are able to), you may lose some of your original investment.
- **Early redemption:** The Securities may be redeemed prior to their scheduled maturity in certain extraordinary circumstances and in such case, the Early Redemption Amount paid to investors may be less than their original investment. In such case, you may only be able to reinvest the proceeds on less favourable market terms compared to when the Securities were purchased.

KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this Security?

Terms and conditions of the offer

The offer price for subscriptions during the subscription period and on the Issue Date: EUR 1,000 per Security.

The Securities are offered for subscription in France during the period from and including 27 March 2024 to and including 31 May 2024 (the "Offer Period").

The Securities are offered subject to the following conditions:

- the offer of the Securities is conditional on their issue;
- the Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations; and
- the offer of the Securities may be withdrawn in whole or in part at any time before the end of the Offer Period at the discretion of the Issuer by giving at least two business days' notice.

Description of the application process:

- investors may apply to subscribe for Securities during the Offer Period;
- any application shall be made in France to the Distributor. Investors shall not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for any Securities;
- a potential purchaser should contact the Distributor prior to the end of the Offer Period. A purchaser will subscribe for Securities in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally; and
- there is no pre-identified allotment criteria. The Distributor will adopt allotment criteria that ensures equal treatment of potential purchasers. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the offer. If during the Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests.

Description of possibility to reduce subscription and manner for refunding excess amount paid by applicants: Not applicable; it is not possible to reduce subscription.

Details of the minimum and/or maximum amount of application:

- maximum aggregate nominal amount of Securities to be issued is EUR 30,000,000; and
- minimum amount of application per investor will be one Security (corresponding to a nominal amount of EUR 1,000). The maximum amount of application will be subject only to availability at the time of application.

Details of method and time limits for paying up and delivering the Securities:

- Securities will be available on a delivery versus payment basis;
- Applicants will be notified directly by the Distributor of the success of their application; and
- the settlement and the delivery of the Securities will be executed through the Dealer for technical reasons only.

<p>Manner in and date on which results of the offer are to be made public: Applicants will be notified directly by the Distributor of the success of their application.</p> <p>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Distributor of the success of their application.</p>
<p><i>Estimated expenses charged to investor by issuer/offeror</i></p> <p>There are no estimated expenses charged to the investor by the Issuer.</p>
<p>Who is the offeror and/or the person asking for admission to trading?</p>
<p>See the item entitled "The Authorised Offeror(s)" above.</p> <p>The Issuer is the entity requesting for the admission to trading of the Securities.</p>
<p>Why is the Prospectus being produced?</p>
<p><i>Use and estimated net amount of proceeds when different from making profit</i></p> <p>The proceeds of the issue of the Securities will be used by the Issuer for its general corporate purposes (including hedging arrangements).</p> <p>The estimated net proceeds is the product of the Issue Price and the aggregate nominal amount of the Securities to be issued.</p>
<p><i>Underwriting agreement on a firm commitment basis:</i> The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.</p>
<p><i>Description of any interest material to the issue/offer, including conflicting interests</i></p> <p>The interests relating to the issue/offer that may be material include the fees payable to the dealer and the fact that JPMorgan Chase affiliates (including the Issuer and the Guarantor) are subject to certain conflicts of interest between their own interests and those of holders of Securities, including: JPMorgan Chase affiliates may take positions in or deal with the Underlying; the calculation agent, which will generally be a JPMorgan Chase affiliate, has broad discretionary powers which may not take into account the interests of the holders of the Securities; JPMorgan Chase may have confidential information relating to the Underlying and/or the Securities; and a JPMorgan Chase affiliate is the hedge counterparty to the Issuer's obligations under the Securities.</p>