

**NOTICE DATED 27 FEBRUARY 2024 RELATING TO THE
AMENDED AND RESTATED PRICING SUPPLEMENT
DATED 26 FEBRUARY 2024 (WHICH AMENDED AND
RESTATED THE PRICING SUPPLEMENT DATED 11
DECEMBER 2023)**

Execution version

J.P.Morgan

JPMorgan Chase Financial Company LLC

Legal Entity Identifier (LEI): 549300NJFDJOFYVV6789

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

Guaranteed by

JPMorgan Chase & Co.

GBP 5,000,000 Notes linked to a Basket of Indices, due December 2026 (the "Securities")

ISIN: XS2653475843

Notice

We refer to the Pricing Supplement dated 11 December 2023 in respect of the Securities (the "**Pricing Supplement**").

We hereby notify you that the Pricing Supplement which was submitted to the Luxembourg Stock Exchange for the Securities to be listed and admitted to trading on the Luxembourg Stock Exchange's Euro MTF has been amended by way of an Amended and Restated Pricing Supplement dated 26 February 2024, which is attached as a Schedule hereto.

Capitalised terms not defined herein shall bear the meaning ascribed to them in the relevant Pricing Supplement.

SCHEDULE

AMENDED AND RESTATED PRICING SUPPLEMENT

AMENDED AND RESTATED PRICING SUPPLEMENT

PROHIBITION OF SALES TO EEA 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 European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the EU Prospectus Regulation (as defined below). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation. Notwithstanding the above, if the Dealer subsequently prepares and publishes a key information document under the EU 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 EEA as described above shall no longer apply.

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 the UK Prospectus Regulation (as defined below). 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 Pricing Supplement dated 26 February 2024
(Original Pricing Supplement dated 11 December 2023)

JPMorgan Chase Financial Company LLC

Legal Entity Identifier (LEI): 549300NJFDJOFYVV6789

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

Guaranteed by

JPMorgan Chase & Co.

GBP 5,000,000 Notes linked to a Basket of Indices, due December 2026 (the "Securities")

The offering circular dated 20 April 2023 and the Supplement(s) to the offering circular listed in the Annex hereto (as so supplemented, the "**Offering Circular**") (as completed and (if applicable) amended by this Pricing Supplement) has been prepared on the basis that:

- (a) any offer of Securities in any Member State of the EEA will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to publish a prospectus for offers of the Securities. The expression "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended. Accordingly any person making or intending to make an offer in that Member State of the Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer; and
- (b) any offer of Securities in the United Kingdom will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the Securities. The expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Accordingly any person making or intending to make an offer in the United Kingdom of the Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to section 85 of FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

The Securities may only be offered and the Offering Circular and this Pricing Supplement as well as any other offering or marketing material relating to the Securities may only be offered to investors in Switzerland pursuant to an exception from the prospectus requirement under the Swiss Financial Services Act ("**FinSA**"), as such terms are defined under the FinSA. Neither this document nor the Offering Circular nor any other document related to the Securities constitutes a prospectus within the meaning of the FinSA and no prospectus pursuant to the FinSA will be prepared in connection with such offering of the Securities.

If you purchase the Securities described in this Pricing Supplement after the date hereof, you should review the most recent version (if any) of the Offering Circular and each supplement thereafter up to (and including) the date of purchase to ensure that you have the most up to date information on the Issuer and (if applicable) the Guarantor on which to base your investment decision (note that the terms and conditions of the Securities will remain as described in this Pricing Supplement and the version of the Offering Circular described above, subject to any amendments notified to Holders). Each supplement and replacement version (if any) to the Offering Circular can be found on (www.luxse.com) and (<https://www.euronext.com/en/markets/dublin>).

RISK FACTORS

Purchase of these Securities involves substantial risks

Investors should ensure that they understand the nature of the risks posed by, and the extent of their exposure under, the Securities. Investors should make all pertinent inquiries they deem necessary without relying on the Issuer, the Guarantor or the Dealer. Investors should consider the suitability of the Securities as an investment in light of their own circumstances, investment objectives, tax position and financial condition. Investors should consider carefully all the information set forth in this Pricing Supplement along with all the information set forth in the Offering Circular. Investors should pay particular attention to the section entitled "Risk Factors" in the Offering Circular (pages 36 to 146 inclusive).

Investors should also take note of the Index Disclaimer set forth in the Schedule to this Pricing Supplement.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions and the Specific Product Provisions (as may be amended and/or supplemented up to, and including, 13 December 2023) set forth in the Offering Circular. Full information on the Issuer, the Guarantor and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement and the Offering Circular (including all documents incorporated by reference). The Offering Circular (including all documents incorporated by reference) is 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 The Bank of New York Mellon S.A./N.V., Dublin Branch, at Riverside 2, Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2, Ireland and in electronic form on the Luxembourg Stock Exchange's website (www.luxse.com).

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|----|------|--|--|
| 1. | (i) | Issuer: | JPMorgan Chase Financial Company LLC |
| | (ii) | Guarantor: | JPMorgan Chase & Co. |
| 2. | (i) | Series Number: | 2023-06239 |
| | (ii) | Tranche Number: | One |
| 3. | | Specified Currency or Currencies: | Pound Sterling (" GBP ") |
| 4. | | Notes, Warrants or Certificates: | Notes |
| 5. | | Aggregate Nominal Amount: | |
| | (i) | Series: | GBP 5,000,000 |
| | (ii) | Tranche | GBP 5,000,000 |
| 6. | | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |

The Issue Price specified above may be more than the market value of the Securities as at the Issue Date, and the price, if any, at which the Dealer or any other person is willing to purchase the Securities in secondary market transactions is likely to be lower than the Issue Price. In particular, where permitted by applicable law and subject to any additional ex ante cost disclosure required by such, the Issue Price may take into account amounts with respect to commissions relating to the issue and sale of the Securities as well as amounts relating to the hedging of the Issuer's obligations under the Securities and secondary market prices may exclude such amounts.

If any commissions or fees relating to the issue and sale of the Securities have been paid or are payable by the Dealer to an intermediary, then such intermediary may be obliged to fully disclose to its clients the existence, nature and amount of any such commissions or fees (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to such intermediary, including

any legislation, regulation and/or rule implementing the Markets in Financial Instruments Directive (Directive 2014/65/EU, as amended), or as otherwise may apply in any non-EEA jurisdictions

Investors in the Securities intending to invest in Securities through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof

- (i) Specified Denomination: GBP 1.00 per Security
 - (ii) Trading in Units (Notes): Not Applicable
 - (iii) Minimum trading size: The Securities may only be traded in a minimum initial amount of one Security (corresponding to a nominal amount of GBP 1.00) and, thereafter, in multiples of one Security (corresponding to a nominal amount of GBP 1.00)
7. **Issue Date:** 13 December 2023
- Trade Date:** 29 November 2023
8. **Maturity Date:** 14 December 2026

PROVISIONS APPLICABLE TO NOTES

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 9. **Interest Commencement Date:** Not Applicable
- 10. **Fixed Rate Note Provisions:** Not Applicable
- 11. **Floating Rate Note Provisions:** Not Applicable
- 12. **Zero Coupon Note Provisions:** Not Applicable
- 13. **Variable Linked Interest Provisions:** Not Applicable
- 14. **Dual Currency Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION OF NOTES

- 15. **Call Option:** Not Applicable
- 16. **Put Option** Not Applicable
- 17. **Final Redemption Amount:**

In cases where the Final Redemption Amount is Share Linked, Index Linked, Commodity Linked, FX Linked, Fund Linked, Bond Linked or other variable See Part C below

linked:

- | | | |
|-------|--|-----------------------------------|
| (i) | Reference Asset(s): | The Indices |
| (ii) | Provisions for determining Final Redemption Amount where calculated by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Fund and/or Bond and/or other variable: | As specified in Part C below |
| (iii) | Provisions for determining Final Redemption Amount where calculation by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Fund and/or Bond and/or other variable is impossible or impracticable or otherwise disrupted: | See paragraph 44 and Part C below |
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- | | | |
|-----|--|--------------------------------------|
| 18. | Early Payment Amount: | Early Payment Amount 1 is applicable |
| 19. | Credit Linked Note Provisions: | Not Applicable |
| 20. | Details relating to Instalment Notes: | Not Applicable |
| 21. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |

PROVISIONS APPLICABLE TO WARRANTS

Paragraphs 22-34 are intentionally deleted

PROVISIONS APPLICABLE TO CERTIFICATES

Paragraphs 35-42 are intentionally deleted

SPECIFIC PRODUCT PROVISIONS APPLICABLE TO THE SECURITIES

SHARE LINKED PROVISIONS

- | | | |
|-----|---------------------------------|----------------|
| 43. | Share Linked Provisions: | Not Applicable |
|-----|---------------------------------|----------------|

INDEX LINKED PROVISIONS

- | | | |
|-----|------------------------------------|-------------------|
| 44. | Index Linked Provisions: | Applicable |
| (i) | Single Index or basket of Indices: | Basket of Indices |

- (ii) Index/Indices: A basket of Indices comprising:
- (i) the S&P 500[®] Index (Price Index) (*Bloomberg Code: SPX <Index>*) (the "**SPX Index**");
 - (ii) the FTSE 100 Index (*Bloomberg Code: UKX <Index>*) (the "**UKX Index**");
 - (iii) the EURO STOXX 50 (Price) Index (*Bloomberg Code: SX5E <Index>*) (the "**SX5E Index**"); and
 - (iv) the Tokyo Stock Price Index (*Bloomberg Code: TPX <Index>*) (the "**TPX Index**")
- (iii) Type of Index: In respect of:
- (i) the UKX Index, the SPX and the TPX Index, Unitary Index; and
 - (ii) the SX5E Index, Multi-Exchange Index
- (iv) Exchange(s): In respect of:
- (i) the SPX Index, each of the New York Stock Exchange and the National Association of Securities Dealers Automated Quotations;
 - (ii) the UKX Index, the London Stock Exchange plc;
 - (iii) the SX5E Index, as specified for a Multi-Exchange Index in paragraph (b) of the definition of "Exchange" in Index Linked Provision 9 (Definitions); and
 - (iv) the TPX Index, the Tokyo Stock Exchange Inc.
- (v) Related Exchange(s): In respect of:
- (i) the SPX Index, the UKX Index and the SX5E Index, All Exchanges; and
 - (ii) the TPX Index, Osaka Exchange
- (vi) Index Sponsor: In respect of:
- (i) the SPX Index, S&P Dow Jones Indices LLC;
 - (ii) the UKX Index, FTSE International Limited;
 - (iii) the SX5E Index, STOXX Limited; and
 - (iv) the TPX Index, Tokyo Stock Exchange, Inc

(vii)	Index Level:	Not Applicable
(viii)	Initial Valuation Date(s):	In respect of: <ul style="list-style-type: none"> (i) the SPX Index, UKX Index and SX5E Index, 29 November 2023; and (ii) the TPX Index, 30 November 2023
(ix)	Interest Valuation Date(s):	Not Applicable
(x)	Coupon Valuation Date(s):	Not Applicable
(xi)	Periodic Valuation Date(s):	Not Applicable
(xii)	Valuation Date(s):	In respect of each Index, 30 November 2026
(xiii)	Initial Averaging Date(s):	Not Applicable
(xiv)	Averaging Date(s):	Not Applicable
(xv)	Valuation Time:	In respect of each Index, as specified in Index Linked Provision 9 (<i>Definitions</i>)
(xvi)	Maximum Days of Disruption:	In respect of each Index, eight Scheduled Trading Days, as specified in Index Linked Provision 9 (<i>Definitions</i>)
(xvii)	Averaging Reference Dates (Disrupted Day consequences):	Not Applicable
(xviii)	Fallback Valuation Date:	Applicable: the second Business Day prior to the Maturity Date, as specified in Index Linked Provision 9 (<i>Definitions</i>)
(xix)	Observation Period:	Not Applicable
(xx)	Change in Law – Increased Cost:	Not Applicable
(xxi)	Hedging Disruption:	Not Applicable
(xxii)	Consequences of the occurrence of a Market Disruption Event (VWC) (Index Linked Provision 7):	Not Applicable

COMMODITY LINKED PROVISIONS

45. **Commodity Linked Provisions:** Not Applicable

FX LINKED PROVISIONS

46. **FX Linked Provisions:** Not Applicable

FUND LINKED PROVISIONS

47. **Fund Linked Provisions:** Not Applicable

MARKET ACCESS PARTICIPATION PROVISIONS

48. **Market Access Participation Provisions:** Not Applicable

LOW EXERCISE PRICE WARRANT PROVISIONS

49. **Low Exercise Price Warrant Provisions:** Not Applicable

ADDITIONAL RATES FALLBACK PROVISIONS

50. **Additional Rates Fallback Provisions:** Not Applicable

BOND LINKED PROVISIONS

51. **Bond Linked Provisions:** Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

52. **New Safekeeping Structure (in respect of Registered Notes) or New Global Note: (in respect of Bearer Notes):** Not Applicable

53. **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 of obligations under French law? No

(iii) Name of French Registration Agent: Not Applicable

(iv) Representation of Holders of Notes/Masse: Not Applicable

(v) Regulation S/Rule 144A Securities: Not Applicable

54. **Record Date:** As set out in the General Conditions

55. **Additional Financial Centre(s) (General Condition 12.2) or other special provisions relating to payment dates:** Not Applicable

56. **Payment Disruption Event (General Condition 13):**

	Relevant Currency:	Specified Currency
57.	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
58.	Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4(b)):	Not Applicable
59.	Disruption Event (General Condition 19):	Not Applicable
60.	Physical Settlement:	Not Applicable
61.	Calculation Agent:	J.P. Morgan Securities plc
62.	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
63.	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
	(ii) Exclude U.S. Withholding Taxes other than Section 871(m) Taxes from Gross Up (General Condition 18):	Not Applicable
	(iii) 871(m) Securities:	Section 871(m) and the regulations promulgated thereunder will not apply to the Securities
64.	Rounding:	General Condition 23 applies
65.	Other terms or special conditions:	Applicable – see Part C below

DISTRIBUTION

66.	If non-syndicated, name and address of Dealer:	J.P. Morgan Securities plc of 25 Bank Street, Canary Wharf, London E14 5JP
		J.P. Morgan Securities plc will only act as Dealer, under the Structured Products Programme for the issuance of Notes, Warrants and Certificates, in relation to jurisdictions where it is permitted to carry out such activity.

J.P. Morgan Securities plc will not act as Dealer, under the Structured Products Programme for the issuance of Notes, Warrants and Certificates, for EEA-based investors (save for where J.P. Morgan Securities plc has separately agreed with the investor(s) to do so).

67. **Stabilising Manager(s) (if any):** Not Applicable
68. **Total commission and concession:** See paragraph 6
69. **U.S. selling restrictions:** Regulation S

ERISA Restrictions for all Securities (including Rule 144A Securities and Securities subject to Regulation S)

JPMCFC Standard Restrictions apply: The Securities may not be acquired by, on behalf of, or with the assets of any plans subject to ERISA or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, other than certain insurance company general accounts. See "Subscription and Sale – United States" and "Purchaser representations and requirements and transfer restrictions – ERISA Legends and ERISA Restrictions – (b) JPMCFC/JPMSP Standard Restrictions" in the Offering Circular.

70. **ECI Holder Restrictions:** Not Applicable
71. **Additional Selling Restrictions:** Not Applicable
72. **Swiss Non-Exempt Public Offer:** No
73. **Prohibition of Sales to EEA Retail Investors:** Applicable
74. **Prohibition of Sales to UK Retail Investors:** Applicable

GENERAL

75. The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of GBP 1 = U.S.\$ 1.25683 producing a sum of (for Notes not denominated in U.S. dollars): U.S.\$ 6,284,150

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the pricing supplement required for the issue, and listing and admission to trading on the Luxembourg Stock Exchange's Euro MTF, of the Securities described herein pursuant to the Structured Products Programme for the issuance of Notes, Warrants and Certificates of JPMorgan Chase Financial Company LLC, J.P. Morgan Structured Products B.V., JPMorgan Chase Bank N.A. and JPMorgan Chase & Co.

GOVERNING LAW AND JURISDICTION

Securities: English Law/Courts of England

Guarantee: State of New York / Courts located in the Borough of Manhattan in the State of New York

RESPONSIBILITY

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Pricing Supplement. Information on the Reference Asset has been extracted from publicly available sources. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from the relevant information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

An investor intending to acquire or acquiring any Securities from an offeror will do so, and offers and sales of the Securities to an investor by an offeror will be made, in accordance with any terms and other arrangements in place between such offeror and such investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with investors (other than the Dealer(s)), in connection with the offer or sale of the Securities and, accordingly, this Pricing Supplement will not contain such information. The investor must look to the offeror at the time of such offer for the provision of such information. The Issuer has no responsibility to an investor in respect of such information.

Signed on behalf of the Issuer:

By: _____

Duly authorised

Signed on behalf of the Guarantor:

By: _____

Duly authorised

PART B – OTHER INFORMATION

LISTING AND ADMISSION TO TRADING

Application will be made for the Securities to be listed and admitted to trading on the Luxembourg Stock Exchange's Euro MTF with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and 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 (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.

RATINGS Not Applicable

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the section of the Offering Circular entitled "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

REASONS FOR THE ISSUE AND ESTIMATED NET PROCEEDS

(i) Reasons for the issue: Not Applicable

(ii) Estimated net proceeds: Not Applicable

POST-ISSUANCE INFORMATION

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

OPERATIONAL INFORMATION

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

ISIN: XS2653475843

RIC: XS2653475843=JPML

Common Code: 265347584

Relevant Clearing System(s) and the relevant identification number(s): Euroclear/Clearstream, Luxembourg

Delivery: Delivery against payment

The Agents appointed in respect of the Securities are: As set out in the Agency Agreement

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

PART C – OTHER APPLICABLE TERMS

1. Final Redemption Amount

For the purposes of General Condition 5.6(b) (*Final Redemption*) and paragraph 17 above, unless the Securities have previously been redeemed or purchased and cancelled in accordance with the Conditions, the Final Redemption Amount in respect of each Security (of the Specified Denomination) shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with paragraph (i) or (ii) below (as applicable):

- (i) if the Final Basket Level is greater than or equal to the Initial Basket Level, as determined by the Calculation Agent, an amount in the Specified Currency calculated by the Calculation Agent in accordance with the following formula:

$$\text{SD} \times [1 + \text{Upside Gearing} \times \text{Basket Return}]; \text{ or}$$

- (ii) if the Final Basket Level is less than the Initial Basket Level, as determined by the Calculation Agent, an amount in the Specified Currency calculated by the Calculation Agent in accordance with the following formula:

$$\text{SD} \times [\text{MAX} (0.90, 1.00 + \text{Basket Return})]$$

Provided That the Final Redemption Amount in respect of each Security (of the Specified Denomination) shall not be less than GBP 0.01.

2. Definitions

The following words and expressions shall have the following meanings:

" \sum " or "sigma", means the sum of, such that, for example, $\sum_{j=0}^N X_j$ is defined by $X_0 + X_1 + \dots + X_N$.

"**Basket Return**" means an amount determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Final Basket Level} - \text{Initial Basket Level}}{\text{Initial Basket Level}}$$

"**Final Basket Level**" means an amount determined by the Calculation Agent in accordance with the following formula:

$$100 \times \left[\sum_{n=1}^4 \text{Index Return} \times \text{Weight} \right]$$

"**Final Index Level**" means, in respect of an Index, the Closing Index Level in respect of such Index in respect of the Valuation Date in respect of such Index, as determined by the Calculation Agent and subject to adjustment and/or correction in accordance with the Conditions.

"**Index Return**" means, in respect of an Index, an amount determined by the Calculation Agent in accordance with the following formula:

Final Index Level
Initial Index Level

"**Initial Basket Level**" means 100.

"**Initial Index Level**" means, in respect of an Index, the Closing Index Level in respect of such Index in respect of the Initial Valuation Date in respect of such Index, as determined by the Calculation Agent and subject to adjustment and/or correction in accordance with the Conditions being, as of the date of this Pricing Supplement, in respect of:

- (i) the SPX Index, 4,550.58;
- (ii) the UKX Index, 7,423.46;
- (iii) the SX5E Index, 4,370.53; and
- (iv) the TPX Index, 2,374.93.

"**MAX**" followed by a series of amounts (or values) inside brackets, means whichever is the greater of the amounts (or values) separated by comma inside such brackets.

"**SD**" means, in respect of each Security, the Specified Denomination, being GBP 1.00 (or, if less, its outstanding nominal amount).

"**Upside Gearing**" means 154.00 per cent. (expressed as 1.54).

"**Weight**" means, in respect of an Index, 0.25.

SCHEDULE
INDEX DISCLAIMERS

S&P 500® INDEX (PRICE INDEX)

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ANNEX

The Offering Circular dated 20 April 2023 has been supplemented by the following Supplement(s):

Supplement(s)	Description	Date
Supplement No. 1	In respect of (i) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 31 March 2023, (ii) Supplement No. 1 dated 16 May 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase & Co., (iii) Supplement No. 1 dated 16 May 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase Bank, N.A. and (iv) Supplement No. 1 dated 16 May 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase Financial Company LLC.	17 May 2023
Supplement No. 2	In respect of (i) Supplement No. 2 to the Registration Document of JPMorgan Chase & Co., Supplement No. 2 to the Registration Document of JPMorgan Chase Bank, N.A., Supplement No. 2 to the Registration Document of JPMorgan Chase Financial Company LLC and Supplement No. 1 to the Registration Document of J.P. Morgan Structured Products B.V. and (ii) amendments to the sections entitled "Risk Factors", "General Conditions", "Form of Pricing Supplement", "Use of Proceeds", "Information relating to Sustainable Securities", "Purchaser Representations and Requirements and Transfer Restrictions", "Taxation" and "General Information".	13 July 2023
Supplement No. 3	In respect of the Current Report on Form 8-K of JPMorgan Chase & Co. dated 14 July 2023 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 June 2023.	27 July 2023
Supplement No. 4	In respect of (i) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 June 2023, (ii) the unaudited Consolidated Financial Statements of JPMorgan Chase Bank, N.A. for the six months ended 30 June 2023, (iii) Supplement No. 4 dated 16 August 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase & Co., (iv) Supplement No. 4 dated 16 August 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase Bank, N.A. and (v) amendments to the sections entitled "Summary of the Programme", "Risk Factors", "General Conditions", "General Description of the Programme", "Form of Pricing Supplement" and "Information Relating to	17 August 2023

	Sustainable Securities".	
Supplement No. 5	In respect of (i) the unaudited interim financial statements of J.P. Morgan Structured Products B.V. for the six months ended 30 June 2023, (ii) the unaudited financial statements of JPMCFC for the six month period ended 30 June 2023, (iii) Supplement No. 2 dated 20 September 2023 to the Registration Document dated 19 April 2023 of J.P. Morgan Structured Products B.V., (iv) Supplement No. 5 dated 20 September 2023 to the Registration Document dated 19 April 2023 of JPMCFC and (v) amendments to the section entitled "Information Relating to Sustainable Securities".	21 September 2023
Supplement No. 6	In respect of amendments to the sections entitled (i) "General Description of the Programme", (ii) "Limitations of the JPMorgan Chase & Co. Guarantee and Form of JPMorgan Chase & Co. Guarantee" and (iii) "General Information".	9 October 2023
Supplement No. 7	In respect of the Current Report on Form 8-K of JPMorgan Chase & Co. dated 13 October 2023 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 September 2023.	26 October 2023
Supplement No. 8	In respect of (i) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 September 2023, (ii) Supplement No. 6 dated 15 November 2023 to the Registration Document dated 19 April 2023 of JPMorgan Chase & Co. and (iii) amendments to the sections entitled "General Conditions", "Form of Pricing Supplement" and "General Information".	16 November 2023