

**SUPPLEMENT No. 3 DATED 19 AUGUST 2021 TO THE BASE PROSPECTUS DATED 22 APRIL 2021 AND TO EACH OF THE FINAL TERMS DATED 4 AUGUST 2021, 6 AUGUST 2021 AND 13 AUGUST 2021**

# J.P.Morgan

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

as Issuer

**JPMorgan Chase Bank, N.A.**  
*(a national banking association organised under the laws of the United States of America)*

as Issuer and as Guarantor in respect of Securities  
issued by  
J.P. Morgan Structured Products B.V.

**JPMorgan Chase & Co.**  
*(incorporated in the State of Delaware, United States of America)*

as Issuer

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

*Arranger and Dealer for the Programme*

**J.P. Morgan**

## Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 22 April 2021 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 20 May 2021 and Supplement No. 2 dated 27 July 2021 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"), which constitutes three base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), and (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP, JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co., irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. Terms defined in the Base Prospectus have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the JPMSP Base Prospectus, the JPMorgan Chase Bank, N.A. Base Prospectus and the JPMorgan Chase & Co. Base Prospectus.

This Supplement also constitutes a supplement to:

- the Final Terms dated 4 August 2021 relating to the issue of up to 3,000 4-Year 5.00% p.a. Autocallable Barrier Reverse Convertible Certificates, linked to the EURO STOXX® Banks Index (EUR Price Index), the STOXX® Europe 600 Health Care Index (EUR Price Index), the STOXX® Europe 600 Basic Resources Index (EUR Price Index) and the STOXX® Europe 600 Telecommunications Index (EUR Price Index), due at the latest on 10 September 2025 (ISIN: DE000JN4AGH7) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 4 August 2021 (ISIN: DE000JN4AGH7)**");
- the Final Terms dated 6 August 2021 relating to the issue of up to USD 10,000,000 1.5-Year 4.00% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the Swiss Market Index (Price Index), the S&P 500® Index (Price Index) and the EURO STOXX 50® Index (Price Index), due at the latest on 2 March 2023 (ISIN: DE000JN4N661) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 6 August 2021 (ISIN: DE000JN4N661)**");
- the Final Terms dated 6 August 2021 relating to the issue of up to EUR 10,000,000 1.5-Year 3.50% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the Swiss Market Index (Price Index), the S&P 500® Index (Price Index) and the EURO STOXX 50® Index (Price Index), due at the latest on 2 March 2023 (ISIN: DE000JN4N679) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 6 August 2021 (ISIN: DE000JN4N679)**");
- the Final Terms dated 6 August 2021 relating to the issue of up to CHF 10,000,000 1.5-Year 3.50% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the Swiss Market Index (Price Index), the S&P 500® Index (Price Index) and the EURO STOXX 50® Index (Price Index), due at the latest on 2 March 2023 (ISIN: DE000JN4N687) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 6 August 2021 (ISIN: DE000JN4N687)**");
- the Final Terms dated 13 August 2021 relating to the issue of up to 10,000 Five-Year Phoenix Reverse Convertible Certificates linked to the FTSE MIB Index, due October 2026 (ISIN: XS2168930340) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 13 August 2021 (ISIN: XS2168930340)**"); and
- the Final Terms dated 13 August 2021 relating to the issue of up to EUR 10,000,000 1.5-Year 6.60% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the ordinary share of RWE AG, due at the latest on 7 March 2023 (ISIN: DE000JN48281) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus ("**JPMSP Final Terms dated 13 August 2021 (ISIN: DE000JN48281)**").

## **Purpose of Supplement**

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 30 June 2021 Form 10-Q, the JPMorgan Chase Bank, N.A. 2021 Interim Financial Statements, the Supplement No. 3 to the Registration Document of JPMorgan Chase & Co and the Supplement No. 3 to the Registration Document of JPMorgan Chase Bank, N.A.; and
- (b) amend and supplement the information in the Summary of each of the JPMSP Final Terms dated 4 August 2021 (ISIN: DE000JN4AGH7), JPMSP Final Terms dated 6 August 2021 (ISIN: DE000JN4N661), JPMSP Final Terms dated 6 August 2021 (ISIN: DE000JN4N679), JPMSP Final Terms dated 6 August 2021 (ISIN: DE000JN4N687), JPMSP Final Terms dated 13 August 2021 (ISIN: XS2168930340) and JPMSP Final Terms dated 13 August 2021 (ISIN: DE000JN48281).

## **Right to withdraw acceptances**

**In accordance with Article 23(2)(a) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Programme before this Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 24 August 2021. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.**

## **Status of Supplement**

The Supplement is a supplement for the purposes of Article 23(1) of the Prospectus Regulation. On 22 April 2021, the *Commission de Surveillance du Secteur Financier* (the "CSSF") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

## **Responsibility**

In relation to the JPMSP Base Prospectus and the JPMorgan Chase Bank, N.A. Base Prospectus, JPMorgan Chase Bank, N.A. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import. In relation to the JPMorgan Chase & Co. Base Prospectus, JPMorgan Chase & Co. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

## Information being supplemented

### I. Incorporation by reference

This Supplement incorporates by reference into the Base Prospectus:

- (a) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 June 2021, containing the unaudited consolidated financial statements of JPMorgan Chase & Co. for the six months ended 30 June 2021, as filed with the United States Securities and Exchange Commission on 2 August 2021 (the "**JPMorgan Chase & Co. 30 June 2021 Form 10-Q**") (available at <http://dl.bourse.lu/dlp/10d910fd30f98d4ec49e17d29e2febf03d>);
- (b) the unaudited Consolidated Financial Statements of JPMorgan Chase Bank, N.A. for the six months ended 30 June 2021 (the "**JPMorgan Chase Bank, N.A. 2021 Interim Financial Statements**") (available at <http://dl.bourse.lu/dlp/1092ea1673d6a24f9faf5b4f82347c25b8>);
- (c) Supplement No. 3 dated 18 August 2021 to the Registration Document dated 21 April 2021 of JPMorgan Chase & Co. ("**Supplement No. 3 to the Registration Document of JPMorgan Chase & Co.**") (available at <http://dl.bourse.lu/dlp/1007ff064c139649828cdaf9abdc2d525e>); and
- (d) Supplement No. 3 dated 18 August 2021 to the Registration Document dated 21 April 2021 of JPMorgan Chase Bank, N.A. ("**Supplement No. 3 to the Registration Document of JPMorgan Chase Bank, N.A.**") (available at <http://dl.bourse.lu/dlp/10e0e3c428cdc142b1a54d5ae285676eca>).

A copy of each of these documents has been filed with the CSSF in its capacity as competent authority under Article 31(1) of the Prospectus Regulation and, by virtue of this Supplement, the information set out in the sections of each document referred to below is incorporated by reference into and forms part of the Base Prospectus.

#### Information incorporated by reference

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##### *From the JPMorgan Chase & Co. 30 June 2021 Form 10-Q*

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<b><i>From Supplement No. 3 to the Registration Document of JPMorgan Chase Bank, N.A.</i></b>	
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Any information not listed in the above cross-reference table but included in the documents referred to in the above cross-reference table is not incorporated herein by reference for the purposes of the Prospectus Regulation and is either (a) covered elsewhere in the Base Prospectus; or (b) not relevant for the investor.

## II. Amendments to the Summary of the relevant JPMSF Final Terms

The sub-section entitled "Key financial information of the Guarantor" under the section headed "Is there a guarantee attached to the Securities?" on each of:

- (i) page 21 of the JPMSF Final Terms dated 4 August 2021 (ISIN: DE000JN4AGH7);
- (ii) pages 22 to 23 of the JPMSF Final Terms dated 6 August 2021 (ISIN: DE000JN4N661);
- (iii) pages 22 to 23 of the JPMSF Final Terms dated 6 August 2021 (ISIN: DE000JN4N679);
- (iv) pages 22 to 23 of the JPMSF Final Terms dated 6 August 2021 (ISIN: DE000JN4N687);
- (v) page 25 of the JPMSF Final Terms dated 13 August 2021 (ISIN: XS2168930340); and
- (vi) pages 21 to 22 of the JPMSF Final Terms dated 13 August 2021 (ISIN: DE000JN48281),

shall be deleted and replaced with the following:

<b><i>"Key financial information of the Guarantor:</i></b> The following key financial information has been extracted from the audited consolidated financial statements of JPMorgan Chase Bank, N.A. for the years ended 31 December 2020 and 2019 and from the unaudited consolidated interim financial statements of JPMorgan Chase Bank, N.A. for the six month period ended 30 June 2021. JPMorgan Chase Bank, N.A.'s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").				
<b>Summary information – income statement</b>				
<b>(in USD millions)</b>	<b>Year ended 31 December 2020 (audited)</b>	<b>Year ended 31 December 2019 (audited)</b>	<b>Six months ended 30 June 2021 (unaudited)</b>	<b>Six months ended 30 June 2020 (unaudited)</b>
<b>Selected income statement data</b>				
Noninterest revenue	51,446	46,697	28,336	25,991
Net interest income	53,913	58,658	25,277	28,173
Provision for credit losses	17,483	5,593	(6,462)	18,744
Total noninterest expense	60,715	60,003	33,086	30,859

Income before income tax expense	27,161	39,759	26,989	4,561
Net income	21,032	31,339	20,415	3,679
<b>Summary information – balance sheet</b>				
<b>(in USD millions)</b>	<b>As at 31 December 2020 (audited)</b>	<b>As at 31 December 2019 (audited)</b>	<b>As at 30 June 2021 (unaudited)</b>	
Loans, net of allowance for loan losses	982,957	982,859	1,017,764	
Total assets	3,025,285	2,337,646	3,190,100	
Deposits	2,253,482	1,650,488	2,403,009	
Long-term debt	82,443	121,719	78,787	
Total stockholder's equity	270,060	246,097	288,130"	

## **General**

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

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

This Supplement and the documents incorporated by reference into it will be published on the Luxembourg Stock Exchange's website at *www.bourse.lu*. In addition, any person receiving a copy of this Supplement may obtain, without charge, upon written or oral request, copies of the documents incorporated by reference herein. Copies of the documents incorporated by reference into this Supplement will be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), in physical or electronic form, at the office of the Principal Programme Agent (The Bank of New York Mellon, One Canada Square, London E14 5AL, United Kingdom) and the office of the Paying Agent in Luxembourg (The Bank of New York Mellon S.A./N.V., Luxembourg Branch, Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg).