

**SUPPLEMENT No. 13 DATED 16 APRIL 2020 TO THE
BASE PROSPECTUS DATED 24 APRIL 2019**

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 24 April 2019 (the "**Original Base Prospectus**") as supplemented by Supplement No. 1 dated 17 May 2019, Supplement No. 2 dated 11 June 2019, Supplement No. 3 dated 2 July 2019, Supplement No. 4 dated 29 July 2019, Supplement No. 5 dated 20 August 2019, Supplement No. 6 dated 19 September 2019, Supplement No. 7 dated 27 September 2019, Supplement No. 8 dated 17 October 2019, Supplement No. 9 dated 25 October 2019, Supplement No. 10 dated 13 November 2019, Supplement No. 11 dated 23 January 2020 and Supplement No. 12 dated 11 March 2020 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"), which constitutes three base prospectuses for the purposes of Article 5.4 of Directive 2003/71/EC (as amended or superseded): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**"), (ii) a base prospectus in respect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.

Status of Supplement

The Supplement is a supplement for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 and amended on 3 July 2012 on prospectuses for securities, which remains applicable pursuant to Article 64 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities (the "**Luxembourg Law**"). On 24 April 2019, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law. 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.

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, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything 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, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect its import.

Purpose of Supplement

The purpose of this Supplement is to (a) incorporate by reference into the Base Prospectus the JPMSP 2019 Annual Report, the JPMorgan Chase & Co. 2020 Proxy Statement and the JPMorgan Chase & Co. 14 April 2020 Form 8-K (each as defined below) and (b) amend and supplement the related information in the Base Prospectus.

Right to withdraw acceptances

In accordance with Article 13 paragraph 2 of the Luxembourg Law, 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 have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 20 April 2020.

Information being supplemented

I. Incorporation by reference of the JPMSP 2019 Annual Report, the JPMorgan Chase & Co. 2020 Proxy Statement and the JPMorgan Chase & Co. 14 April 2020 Form 8-K

This Supplement incorporates the following by reference into the Base Prospectus:

- a) the JPMSP Annual Report for the year ended 31 December 2019 (the "**JPMSP 2019 Annual Report**");
- b) the Proxy Statement on Schedule 14A of JPMorgan Chase & Co. dated 6 April 2020, as filed with the U.S. Securities and Exchange Commission (the "**SEC**") (the "**JPMorgan Chase & Co. 2020 Proxy Statement**"); and
- c) the Current Report on Form 8-K of JPMorgan Chase & Co. dated 14 April 2020 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 31 March 2020, as filed with the SEC (the "**JPMorgan Chase & Co. 14 April 2020 Form 8-K**").

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* The page numbers referenced above in relation to the JPMSP 2019 Annual Report and JPMorgan Chase & Co. 14 April 2020 Form 8-K relate to the PDF versions of such documents, copies of which are available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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 Directive and is either (a) covered elsewhere in the Base Prospectus; or (b) not relevant for the investor.

II. Supplemental information in regard to the Summary in the Base Prospectus

- The third column of section B.12 (*Selected historical key financial information of the Issuer, no material adverse change statement and description of significant changes in the financial or trading position of the Issuer*) of the Summary on pages 11 to 12 of the Original Base Prospectus shall be updated to read as follows:

"[JPMorgan Chase & Co.		
Selected income statement data		
(in USD millions)	Year ended 31 December	
	2019	2018
Total net revenue:	115,627	109,029

Provision for credit losses:	5,585	4,871
Total noninterest expense:	65,497	63,394
Income before income tax expense:	44,545	40,764
Net income:	36,431	32,474
Selected balance sheet data		
(in USD millions)	As at 31 December	
	2019	2018
Trading assets:	411,103	413,714
Investment securities:	398,239	261,828
Loans, net of allowance for loan losses:	946,646	971,109
Total assets:	2,687,379	2,622,532
Deposits:	1,562,431	1,470,666
Long-term debt:	291,498	282,031
Total stockholders' equity:	261,330	256,515]

[JPMorgan Chase Bank, N.A.]		
Selected income statement data	Year ended 31 December	
(in USD millions)		
	2019	2018
Total net revenue:	105,583	99,884
Net income:	31,339	28,953
Selected balance sheet data		
(in USD millions)	As at 31 December	
	2019	2018
Loans, net of allowance for loan losses:	945,109	969,708
Total assets:	2,337,646	2,291,480
Deposits:	1,650,488	1,557,411
Total stockholders' equity:	246,097	250,829

[JPMSP]		
Selected income statement data	Year ended 31 December	
(in USD)		
	2019	2018
Profit before income tax:	30,072,000	7,319,000
Profit for the year attributable to equity shareholders of the Company:	22,588,000	5,416,000

Selected balance sheet data		
(in USD)		As at 31 December
	2019	2018
Total assets:	35,843,118,000	26,818,651,000
Total liabilities:	35,280,248,000	26,278,369,000
Total equity:	562,870,000	540,282,000]

There has been no material adverse change in the prospects of the Issuer since 31 December 2019.

Not applicable; there has been no significant change in the financial or trading position of the Issuer subsequent to 31 December 2019."

III. Amendments to the information contained in the JPMSP Registration Document incorporated by reference into the Original Base Prospectus

- (a) The second and third paragraph under the heading "Financial Information" of the section entitled "J.P. Morgan Structured Products B.V." on pages 42 to 43 of the Registration Document of J.P. Morgan Structured Products B.V. dated 24 April 2019 (the "**Original JPMSP Registration Document**") incorporated by reference into the Original Base Prospectus shall be deleted and replaced with the following:

"JPMSP's audited financial statements as at and for the financial year ended 31 December 2019, which form part of JPMSP's 2019 Annual Report, are incorporated by reference into this Registration Document. Mazars Accountants N.V., who are members of the Royal Dutch Institute of Chartered Accountants (*Koninklijk Nederlands Instituut voor Registeraccountants*), have audited without qualification JPMSP's audited financial statements as at and for the financial year ended 31 December 2019. A copy of the auditor's report appears at page 31 (pages 33 to 38 of the PDF) of the JPMSP 2019 Annual Report and is incorporated by reference into this Registration Document. Mazars Accountants N.V. has no material interest in JPMSP.

JPMSP's audited financial statements as at and for the financial year ended 31 December 2018, which form part of JPMSP's 2018 Annual Report, are incorporated by reference into this Registration Document. Mazars Accountants N.V., who are members of the Royal Dutch Institute of Chartered Accountants (*Koninklijk Nederlands Instituut voor Registeraccountants*), have audited without qualification JPMSP's audited financial statements as at and for the financial year ended 31 December 2018. A copy of the auditor's report appears at page 32 (pages 34 to 39 of the PDF) of the JPMSP 2018 Annual Report and is incorporated by reference into this Registration Document. Mazars Accountants N.V. has no material interest in JPMSP."

- (b) The paragraph under the sub-heading "Selected financial information" of the section entitled "J.P. Morgan Structured Products B.V." on page 43 of the Original JPMSP Registration Document incorporated by reference into the Original Base Prospectus shall be deleted and replaced with the following:

"The Selected Financial Information set forth below has been extracted from the audited consolidated financial statements of J.P. Morgan Structured Products B.V. contained in the JPMSP 2019 Annual Report incorporated by reference into this Registration Document.

The profit after tax of JPMSP for the financial year ending 31 December 2019 was U.S.\$ 22,588,000 (a profit of U.S.\$ 5,416,000 for the financial year ended 31 December 2018). As at 31 December 2019 the

total shareholders' funds of JPMSP were U.S.\$ 562,870,000 (U.S.\$ 540,282,000 as at 31 December 2018). JPMSP's profit on ordinary activities before taxation for the year ended 31 December 2019 was U.S.\$ 30,072,000 (a profit of U.S.\$ 7,319,000 for the year ended 31 December 2018). JPMSP's total assets at 31 December 2019 were U.S.\$ 35,843,118,000 (U.S.\$ 26,818,651,000 as at 31 December 2018). JPMSP's total liabilities as at 31 December 2019 were U.S.\$ 35,280,248,000 (U.S.\$ 26,278,369,000 as at 31 December 2018)."

- (c) The two paragraphs under the sub-heading "Operating Profit and Loss" of the section entitled "J.P. Morgan Structured Products B.V." on page 44 of the Original JPMSP Registration Document incorporated by reference into the Original Base Prospectus shall be deleted and replaced with the following:

"The operating profit of JPMSP for the year ended 31 December 2019 was U.S.\$ 192,000.

The operating profit of JPMSP for the year ended 31 December 2018 was U.S.\$ 826,000."

- (d) The two paragraphs of section 1. (*No material adverse change in prospects or significant change in financial or trading position*) of the section entitled "General Information" on page 45 of the Original JPMSP Registration Document incorporated by reference into the Original Base Prospectus shall be deleted and replaced with the following:

"There has been no material adverse change in the prospects of JPMSP since 31 December 2019.

There has been no significant change in the financial or trading position of JPMSP since 31 December 2019."

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).