

**SUPPLEMENT No. 3 DATED 18 AUGUST 2020 TO THE  
BASE PROSPECTUS DATED 23 APRIL 2020**

**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 23 April 2020 (the "**Original Base Prospectus**") as supplemented by Supplement No. 1 dated 26 May 2020 and Supplement No. 2 dated 24 July 2020 (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.

## **Purpose of Supplement**

The purpose of this Supplement is to incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 30 June 2020 Form 10-Q, the JPMorgan Chase Bank, N.A. 2020 Interim Financial Statements, the Supplement No. 3 to the Registration Document of JPMorgan Chase & Co, the Supplement No. 3 to the Registration Document of JPMorgan Chase Bank, N.A. and the Supplement No. 1 to the Registration Document of JPMorgan Structured Products B.V. (each as defined below).

## **Right to withdraw acceptances**

**In accordance with Article 23(2) of the Prospectus Regulation, investors in the European Economic Area or the United Kingdom 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 two working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 20 August 2020. 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 23 April 2020, 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 the following documents by reference into the Base Prospectus:

- (a) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 June 2020, containing the unaudited consolidated financial statements of JPMorgan Chase & Co. for the six months ended 30 June 2020, as filed with the United States Securities and Exchange Commission on 4 August 2020 (the "**JPMorgan Chase & Co. 30 June 2020 Form 10-Q**") (available at <http://dl.bourse.lu/dlp/107545860ae1d341deb9b260718f17bdfa>);
- (b) the unaudited Consolidated Financial Statements of JPMorgan Chase Bank, N.A. for the six months ended 30 June 2020 (the "**JPMorgan Chase Bank, N.A. 2020 Interim Financial Statements**") (available at <http://dl.bourse.lu/dlp/1029441d4aed464318b950e717035f099a>);
- (c) Supplement No. 3 dated 17 August 2020 to the Registration Document dated 22 April 2020 of JPMorgan Chase & Co. ("**Supplement No. 3 to the Registration Document of JPMorgan Chase & Co.**") (available at <http://dl.bourse.lu/dlp/10818766681d584db896c052b9da0a3865>);
- (d) Supplement No. 3 dated 17 August 2020 to the Registration Document dated 22 April 2020 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/1060d3841d92464839951e5e9a3f4aba2d>); and
- (e) Supplement No. 1 dated 17 August 2020 to the Registration Document dated 22 April 2020 of JPMorgan Structured Products B.V. ("**Supplement No. 1 to the Registration Document of JPMSP**") (available at <http://dl.bourse.lu/dlp/108c8c755e478349c9b34254e82c13781d>).

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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Consolidated Financial Statements – JPMorgan Chase Bank, National Association

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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.

## **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).