

**NOTICE DATED 8 JUNE 2021 RELATING TO  
THE AMENDED AND RESTATED PRICING  
SUPPLEMENT DATED 7 JUNE 2021 (WHICH  
AMENDED AND RESTATED THE PRICING  
SUPPLEMENT DATED 4 MAY 2021)**



**J.P. Morgan Structured Products B.V.**

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

**Guaranteed by**

**JPMorgan Chase Bank, N.A.**

**USD 457,000 Certificates linked to a Worst-of Basket of Shares, due April 2026 (the "Securities")**

**ISIN: XS2309857154**

**Notice**

We refer to the Pricing Supplement dated 4 May 2021 relating to 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 Amended and Restated Pricing Supplement, which is attached as the Schedule hereto, such that Paragraph (ii) of the definition of "Initial Share Price" in Paragraph 3 (*Definitions*) of Part C (*Other Applicable Terms*) of the Pricing Supplement has been amended by the deletion of the following "(ii) the GOLD Shares, USD 22.4;" and the substitution of the following therefor: "(ii) the GOLD Shares, USD 22.41".

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

The amendments to the Pricing Supplement shall take effect by way of an amended and restated Pricing Supplement in respect of the Securities dated 7 June 2021 attached as the Schedule hereto.

**SCHEDULE**

**AMENDED AND RESTATED PRICING SUPPLEMENT**

## AMENDED AND RESTATED PRICING SUPPLEMENT

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, "**UK MiFIR**"); and (ii) all channels for distribution of the Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**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 **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 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 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 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 7 June 2021  
(Original Pricing Supplement dated 4 May 2021)

**J.P. Morgan Structured Products B.V.**

**Legal Entity Identifier (LEI): XZYUUT6IYN31D9K77X08**

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

**Guaranteed by**

**JPMorgan Chase Bank, N.A.**

**USD 457,000 Certificates linked to a Worst-of Basket of Shares, due April 2026 (the "Securities")**

The offering circular dated 22 April 2021 (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 Prospectus Regulation, in each case, in relation to such offer. 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 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.

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 constitute 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.bourse.lu](http://www.bourse.lu)) and ([www.euronext.com/en/markets/dublin](http://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 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 34 to 131 inclusive).

## 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 set forth in the offering circular dated 30 October 2020 and the supplements dated 14 January 2021 and 11 March 2021 (as so supplemented, the "**Original Offering Circular**"). This document constitutes the Pricing Supplement of the Securities described herein and must be read in conjunction with the Offering Circular, save in respect of the General Conditions and the Specific Product Provisions which are extracted from the Original Offering Circular and which are incorporated by reference into the Offering Circular. Full information on the Issuer, the Guarantor (if applicable) and the offer of the Securities is only available on the basis of the combination of this Pricing Supplement, the Offering Circular and the Original Offering Circular incorporated by reference therein. 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.bourse.lu](http://www.bourse.lu)).

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|----|--|---|
| 1. | (i) Issuer:                              | J.P. Morgan Structured Products B.V.      |
|    | (ii) Guarantor:                          | JPMorgan Chase Bank, N.A.                 |
| 2. | (i) Series Number:                       | 2021-16133                                |
|    | (ii) Tranche Number:                     | One                                       |
| 3. | <b>Specified Currency or Currencies:</b> | United States dollars ("USD" or "U.S.\$") |
| 4. | <b>Notes, Warrants or Certificates:</b>  | Certificates                              |
| 5. | <b>Aggregate Notional Amount:</b>        |   |
|    | (i) Series:                              | USD 457,000                               |
|    | (ii) Tranche:                            | USD 457,000                               |

6.	<b>Issue Price:</b>	9.20 per cent. of the Aggregate Notional Amount
		<p>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</p> <p>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</p> <p>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</p>
(i) Notional Amount per Certificate:		USD 1,000 per Security
(ii) Trading in Units (Notes):		Not Applicable
(iii) Minimum trading size:		<p>The Securities may only be traded in a minimum initial amount of one Security (corresponding to a Notional Amount of USD 1,000) and, thereafter, in multiples of one Security (corresponding to a Notional Amount of USD 1,000)</p>
7.	<b>Issue Date:</b>	6 May 2021
8.	<b>Settlement Date and Redemption Date:</b>	30 April 2026

## PROVISIONS APPLICABLE TO NOTES

Paragraphs 9-21 are intentionally deleted

## PROVISIONS APPLICABLE TO WARRANTS

Paragraphs 22-34 are intentionally deleted

## PROVISIONS APPLICABLE TO CERTIFICATES

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|-----|---|-------------------------------|
| 35. | <b>Cash Settlement/Physical Settlement:</b> | Cash Settlement is applicable |
| 36. | <b>Call Option:</b>                         | Not Applicable                |
| 37. | <b>Put Option:</b>                          | Not Applicable                |
| 38. | <b>Redemption Amount:</b>                   | See Part C below              |

In cases where the Redemption Amount is Share Linked, Index Linked, Commodity Linked, FX Linked, Fund Linked or other variable linked:

- |       |  |                                      |
|-------|--|--------------------------------------|
| (i)   | Reference Asset(s):  | Not Applicable                       |
| (ii)  | Provisions for determining Redemption Amount where calculated by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Fund and/or other variable:  | Not Applicable                       |
| (iii) | Provisions for determining Redemption Amount where calculation by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Fund and/or other variable is impossible or impracticable or otherwise disrupted: | Not Applicable                       |
| 39.   | <b>Early Payment Amount:</b>   | Early Payment Amount 2 is applicable |
| 40.   | <b>Exercise applicable to Certificates (General Condition 10):</b>   | Not Applicable                       |

## CERTIFICATE COUPON PROVISIONS

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|-----|---|--|
| 41. | <b>Certificate Coupon Provisions (General Condition 8):</b>                 | Not Applicable – the provisions of paragraph 1 ( <i>Coupon Amounts</i> ) of Part C below shall apply |
| 42. | <b>Certificate Floating Rate Coupon Provisions (General Condition 8.3):</b> | Not Applicable   |

## SPECIFIC PRODUCT PROVISIONS APPLICABLE TO THE SECURITIES

### SHARE LINKED PROVISIONS

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|-----|-----------------------------------|------------------|
| 43. | <b>Share Linked Provisions:</b>   | Applicable       |
| (i) | Single Share or basket of Shares: | Basket of Shares |

(ii) Share(s):	A basket of Shares comprising:
	<ul style="list-style-type: none"> <li>(i) the ordinary shares of Newcrest Mining Ltd (<i>Bloomberg Code: NCM AT &lt;Equity&gt;; ISIN: AU000000NCM7</i>) (the "<b>NCM Shares</b>");</li> <li>(ii) the common stock of Barrick Gold Corporation (<i>Bloomberg Code: GOLD UN &lt;Equity&gt;; ISIN: CA0679011084</i>) (the "<b>GOLD Shares</b>");</li> <li>(iii) the common stock of Agnico Eagle Mines Ltd (<i>Bloomberg Code: AEM UN &lt;Equity&gt;; ISIN: CA0084741085</i>) (the "<b>AEM Shares</b>");</li> <li>(iv) the common stock of Rio Tinto plc (<i>Bloomberg Code: RIO LN &lt;Equity&gt;; ISIN: GB0007188757</i>) (the "<b>RIO Shares</b>");</li> <li>(v) the common stock of BHP Billiton plc (<i>Bloomberg Code: BHP LN &lt;Equity&gt;; ISIN: GB00BH0P3Z91</i>) (the "<b>BHP Shares</b>"); and</li> <li>(vi) the Class H common stock of Zijin Mining Group Co Ltd (<i>Bloomberg Code: 2899 HK &lt;Equity&gt;; ISIN: CNE100000502</i>) (the "<b>2899 Shares</b>")</li> </ul>
(iii) Exchange Traded Fund(s):	Not Applicable
(iv) Exchange(s):	In respect of:
	<ul style="list-style-type: none"> <li>(i) the NCM Shares, the Australian Securities Exchange;</li> <li>(ii) each of the GOLD Shares and the AEM Shares, the New York Stock Exchange;</li> <li>(iii) each of the RIO Shares and the BHP Shares, the London Stock Exchange; and</li> <li>(iv) the 2899 Shares, the Hong Kong Stock Exchange</li> </ul>
(v) Related Exchange(s):	In respect of each Share, All Exchanges
(vi) Share Price:	Not Applicable
(vii) Initial Valuation Date(s):	In respect of:
	<ul style="list-style-type: none"> <li>(i) each of the GOLD Shares, the AEM</li> </ul>



	Shares, the RIO Shares and the BHP Shares, 22 April 2021; and
	(ii) each of the NCM Shares and the 2899 Shares, 23 April 2021
(viii) Interest Valuation Date(s):	Not Applicable
(ix) Coupon Valuation Date(s):	Not Applicable
(x) Periodic Valuation Date(s):	Not Applicable
(xi) Valuation Date(s):	In respect of each Share, each of: <ul style="list-style-type: none"> <li>(i) 22 April 2022;</li> <li>(ii) 24 April 2023;</li> <li>(iii) 22 April 2024;</li> <li>(iv) 22 April 2025; and</li> <li>(v) 22 April 2026.</li> </ul> <p>The Valuation Date in respect of each Share scheduled to fall on 22 April 2026 shall be the "<b>Final Valuation Date</b>" in respect of such Share.</p>
(xii) Initial Averaging Date(s):	Not Applicable
(xiii) Averaging Date(s):	Not Applicable
(xiv) Valuation Time:	In respect of each Share and the Valuation Date in respect of such Share, as specified in Share Linked Provision 10 ( <i>Definitions</i> )
(xv) Maximum Days of Disruption:	In respect of each Share and the Valuation Date in respect of such Share, four Scheduled Trading Days
(xvi) Averaging Reference Dates (Disrupted Day consequences):	Not Applicable
(xvii) Fallback Valuation Date:	Applicable. In respect of each Share and: <ul style="list-style-type: none"> <li>(i) each Valuation Date (other than the Final Valuation Date) in respect of such Share, the second Business Day prior to the Coupon Payment Date (as defined in Part C below) immediately following the Scheduled Valuation Date in respect of such Valuation Date; and</li> <li>(ii) the Final Valuation Date in respect of such Share, the second Business Day prior to the Redemption Date,</li> </ul>

	in each case, as specified in Share Linked Provision 10 ( <i>Definitions</i> )
(xviii) Observation Period:	Not Applicable
(xix) Share Substitution:	Applicable in respect of each Share
(xx) Hedging Disruption:	Not Applicable
(xxi) Change in Law - Increased Cost:	Not Applicable
(xxii) Insolvency Filing:	Not Applicable
(xxiii) Partial Lookthrough Depositary Receipts Provisions:	Not Applicable
(xxiv) Full Lookthrough Depositary Receipts Provisions:	Not Applicable
(xxv) Market Disruption Event – NAV Temporary Publication Suspension (ETF):	Not Applicable
(xxvi) Extraordinary Events – NAV Publication Suspension (ETF):	Not Applicable
(xxvii) Extraordinary Events – Underlying Index Cancellation (ETF):	Not Applicable
(xxviii) Extraordinary Events – Underlying Index Modification (ETF):	Not Applicable
(xxix) ETF – Successor Index Event Provision:	Not Applicable

#### **INDEX LINKED PROVISIONS**

44. <b>Index Linked Provisions:</b>	Not Applicable
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#### **COMMODITY LINKED PROVISIONS**

45. <b>Commodity Linked Provisions:</b>	Not Applicable
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#### **FX LINKED PROVISIONS**

46. <b>FX Linked Provisions:</b>	Not Applicable
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#### **FUND LINKED PROVISIONS**

47. <b>Fund Linked Provisions:</b>	Not Applicable
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#### **MARKET ACCESS PARTICIPATION PROVISIONS**

48. <b>Market Access Participation Provisions:</b>	Not Applicable
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#### **LOW EXERCISE PRICE WARRANT PROVISIONS**

49. <b>Low Exercise Price Warrant Provisions:</b>	Not Applicable
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#### **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

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|-----|---|--|
| 58. | <b>Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4(b)):</b> | Not Applicable   |
| 59. | <b>Disruption Event (General Condition 19):</b>   | Not Applicable   |
| 60. | <b>Physical Settlement:</b>   | Not Applicable   |
| 61. | <b>Calculation Agent:</b>   | J.P. Morgan Securities plc   |
| 62. | <b>Redenomination, renominatisation and reconventioning provisions:</b>                       | Not Applicable   |
| 63. | <b>Gross Up (General Condition 18):</b>   | 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) 871(m) Securities:   | Section 871(m) and the regulations promulgated thereunder will not apply to the Securities |
| 64. | <b>Rounding:</b>  | General Condition 23 applies   |
| 65. | <b>Other terms or special conditions:</b>   | Applicable – see Part C below  |

## DISTRIBUTION

- |     |   |  |
|-----|---|--|
| 66. | <b>If non-syndicated, name and address of Dealer:</b> | 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, 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 EEA-based investors (save for where J.P. Morgan Securities plc has separately agreed with the investor(s) to do so). |
| 67. | <b>Stabilising Manager(s) (if any):</b>               | Not Applicable   |
| 68. | <b>Total commission and concession:</b>               | Not Applicable   |
| 69. | <b>U.S. selling restrictions:</b>                     | Regulation S   |

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

The Securities may not be acquired except subject to certain restrictions by, on behalf of, or with the assets of any plans subject to ERISA or Section

4975 of the U.S. Internal Revenue Code, as amended, subject to certain restrictions. See "Subscription and Sale – United States" and "Purchaser representations and requirements and transfer restrictions – ERISA Legends and ERISA Restrictions – (a) JPMorgan Chase Bank, N.A. or JPMorgan Chase & Co. issued Securities" in the Offering Circular.

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

#### **GENERAL**

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|-----|---|----------------|
| 74. | The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [●] 1 = U.S.\$ [●], producing a sum of (for Notes not denominated in U.S. dollars): | Not Applicable |
|-----|---|----------------|

## **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:** English law/Courts of England

## **RESPONSIBILITY**

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Pricing Supplement. Information on the Reference Assets 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 Assets, 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: XS2309857154

RIC: XS2309857154=JPML

Common Code: 230985715

CFI Code: DTZXFR

Relevant Clearing System(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. Coupon Amounts

Unless previously redeemed or purchased and cancelled in accordance with the Conditions, if the Calculation Agent determines that a Coupon Event has occurred in respect of a Coupon Payment Date, the Issuer shall pay on such Coupon Payment Date, in respect of each Security (of the Notional Amount), an amount (such amount, the "**Coupon Amount**") in the Specified Currency calculated by the Calculation Agent in accordance with the following formula:

$$(NA \times 0.10 \times t) - APCA$$

If the Calculation Agent determines that a Coupon Event has not occurred in respect of a Coupon Payment Date, then no Coupon Amount shall be payable on such Coupon Payment Date.

If the Securities are redeemed prior to the Redemption Date on a day other than a Coupon Payment Date, then there shall be no accrued amount payable under any Security (of the Notional Amount) in respect of any Coupon Amount.

### 2. Redemption Amount on the Redemption Date

Unless previously redeemed or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem each Security (of the Notional Amount) on the Redemption Date and no Redemption Amount shall be payable.

For the avoidance of doubt, the Coupon Amount (if any) payable on the Coupon Payment Date falling on the Redemption Date shall be payable.

### 3. Definitions

The following words and expressions shall have the following meanings:

"**APCA**" or "**Aggregate Preceding Coupon Amounts**" means, in respect of a Coupon Payment Date, an amount calculated by the Calculation Agent in respect of each Security (of the Notional Amount) as being equal to the aggregate amount of all Coupon Amounts (if any) paid in respect of all Coupon Payment Dates (if any) preceding such Coupon Payment Date for such Security, Provided That if there are no preceding Coupon Payment Dates and/or no Coupon Amount has been paid prior to such Coupon Payment Date, then the APCA in respect of such Coupon Payment Date shall be zero.

"**AUD**" means Australian dollar.

"**Coupon Event**" means, in respect of a Coupon Payment Date, the Share Performance in respect of the Share that is the Worst Performing Share in respect of such Coupon Payment Date is greater than or equal to 100.00 per cent. (expressed as 1.00) in respect of such Coupon Payment Date, as determined by the Calculation Agent.

"**Coupon Payment Date**" means, each of:

- (i) 2 May 2022;
- (ii) 2 May 2023;
- (iii) 30 April 2024;
- (iv) 30 April 2025; and



(v) the Redemption Date.

"**GBP**" means Pounds Sterling.

"**HKD**" means Hong Kong dollar.

"**Initial Share Price**" means, in respect of a Share, the Closing Share Price in respect of such Share in respect of the Initial Valuation Date in respect of such Share, 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 NCM Shares, AUD 28.38;
- (ii) the GOLD Shares, USD 22.41;
- (iii) the AEM Shares, USD 66.16;
- (iv) the RIO Shares, GBP 60.05;
- (v) the BHP Shares, GBP 21.865; and
- (vi) the 2899 Shares, HKD 11.26.

"**NA**" means, in respect of each Security, the Notional Amount being USD 1,000 (or, if less, its outstanding notional amount).

"**Share Price<sub>t</sub>**" means, in respect of a Share and a Coupon Payment Date, the Closing Share Price in respect of such Share in respect of the Valuation Date in respect of such Share immediately preceding such Coupon Payment Date.

"**Share Performance**" means, in respect of a Share and a Coupon Payment Date, an amount calculated by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Share Price}_t}{\text{Initial Share Price}}$$

"**t**" means, in respect of the Coupon Payment Date falling on:

- (i) 2 May 2022, one;
- (ii) 2 May 2023, two;
- (iii) 30 April 2024, three;
- (iv) 30 April 2025, four; and
- (v) the Redemption Date, five.

"**Worst Performing Share**" means, in respect of a Coupon Payment Date, the Share with the lowest Share Performance in respect of such Coupon Payment Date, as determined by the Calculation Agent (provided that if two or more Shares have the same lowest Share Performance in respect of a Coupon Payment Date, then the Calculation Agent shall determine which such Share shall be the Worst Performing Share in respect of such Coupon Payment Date in its sole and absolute discretion, and such Share shall be the Worst Performing Share in respect of such Coupon Payment Date).