

**NOTICE DATED 8 JUNE 2021 RELATING TO
THE AMENDED AND RESTATED PRICING
SUPPLEMENT DATED 13 MAY 2021 (WHICH
AMENDED AND RESTATED THE PRICING
SUPPLEMENT DATED 4 MARCH 2021)**

J.P.Morgan

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.

**GBP 3,000,000 Range Accrual Notes linked to a Worst-of Basket of Indices, due March 2027 (the
"Securities")**

ISIN: XS2168743669

Notice

We refer to the Amended and Restated Pricing Supplement dated 13 May 2021 (which amended and restated the Pricing Supplement dated 4 March 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 the definition of "SD" in paragraph 3 (*Definitions*) of Part C (*Other Applicable Terms*) of the Pricing Supplement has been amended by the deletion of the words "GBP 100" and the substitution of the words "GBP 1.00" therefor.

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

The amendments to the Pricing Supplement shall take effect by way of an amended and restated Pricing Supplement in respect of the Securities dated 13 May 2021 attached as the Schedule hereto.

SCHEDULE

AMENDED AND RESTATED PRICING SUPPLEMENT

AMENDED AND RESTATED PRICING SUPPLEMENT DATED 13 MAY 2021

(Original Pricing Supplement dated 4 March 2021)

PROHIBITION OF SALES TO EEA AND 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 European Economic Area ("**EEA**") or 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 (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 Prospectus Regulation (as defined below). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA or the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA or the United Kingdom may be unlawful under the PRIIPs Regulation. Notwithstanding the above, if the Dealer subsequently prepares and publishes a key information document under the PRIIPs Regulation in respect of the Securities, then the prohibition on the offering, sale or otherwise making available the Securities to a retail investor as described above shall no longer apply.

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.

GBP 3,000,000 Range Accrual Notes linked to a Worst-of Basket of Indices, due March 2027 (the "Securities")

The offering circular dated 30 October 2020 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 any offer of Securities in any Member State of the EEA or the United Kingdom (each, a "**Relevant State**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the Securities. The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended. Accordingly any person making or intending to make an offer in that Relevant 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 Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the 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 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) and (www.ise.ie).

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 32 to 123 inclusive).

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

Unregulated Securities: The Securities do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA") and are not subject to authorisation or supervision by the Swiss Financial Market Supervisory Authority FINMA ("FINMA"). Accordingly, investors do not have the benefit of the specific investor protection provided under the CISA and are exposed to the credit risk of the Issuer and Guarantor (if applicable).

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, 8 March 2021) 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.bourse.lu).

1. (i) Issuer: J.P. Morgan Structured Products B.V.
- (ii) Guarantor: JPMorgan Chase Bank, N.A.
2. (i) Series Number: 2020-28422
- (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 3,000,000
 - (ii) Tranche: GBP 3,000,000
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:** 8 March 2021
8. **Maturity Date:** 8 March 2027

PROVISIONS APPLICABLE TO NOTES

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 9. **Interest Commencement Date:** Not Applicable
- 10. **Fixed Rate Note Provisions:** Not Applicable – the provisions of paragraph 1 (*Coupon Amounts*) of Part C below shall apply
- 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:** See Part C below

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

- (i) Reference Asset(s): The Indices
- (ii) Provisions for determining Final Redemption Amount where calculated As specified in Part C below

by reference to Share and/or Index and/or Commodity and/or FX Rate and/or Fund and/or Bond and/or other variable:

- (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
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 FTSE® 100 Index (*Bloomberg Code: UKX <Index>*) (the "**UKX Index**"); and
- (ii) the EURO STOXX 50 (Price) Index (*Bloomberg Code: SX5E <Index>*) (the "**SX5E Index**")

(iii)	Type of Index:	In respect of:
		(i) the UKX Index, Unitary Index; and
		(ii) the SX5E Index, Multi-Exchange Index
(iv)	Exchange(s):	In respect of:
		(i) the UKX Index, the London Stock Exchange plc; and
		(ii) the SX5E Index, as specified for a Multi-Exchange Index in paragraph (b) of the definition of "Exchange" in Index Linked Provision 9 (<i>Definitions</i>)
(v)	Related Exchange(s):	In respect of each Index, All Exchanges
(vi)	Index Sponsor:	In respect of:
		(i) the UKX Index, FTSE International Limited; and
		(ii) the SX5E Index, STOXX Limited
(vii)	Index Level:	Not Applicable
(viii)	Initial Valuation Date(s):	In respect of each Index, 22 February 2021
(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):	<p>In respect of each Index, each of:</p> <ul style="list-style-type: none"> (i) 24 May 2021; (ii) 23 August 2021; (iii) 22 November 2021; (iv) 22 February 2022; (v) 23 May 2022; (vi) 22 August 2022; (vii) 22 November 2022; (viii) 22 February 2023; (ix) 22 May 2023; (x) 22 August 2023; (xi) 22 November 2023; (xii) 22 February 2024; (xiii) 22 May 2024; (xiv) 22 August 2024; (xv) 22 November 2024; (xvi) 24 February 2025; (xvii) 22 May 2025; (xviii) 22 August 2025; (xix) 24 November 2025; (xx) 23 February 2026; (xxi) 22 May 2026; (xxii) 24 August 2026; (xxiii) 23 November 2026; and (xxiv) 22 February 2027. <p>The Valuation Date in respect of each Index scheduled to fall on 22 February 2027 shall be the "Final Valuation Date" in respect of such Index</p>
(xiii)	Initial Averaging Date(s):	Not Applicable
(xiv)	Averaging Date(s):	Not Applicable
(xv)	Valuation Time:	In respect of each Index and each Valuation Date in respect of such Index, as specified in Index Linked Provision 9 (<i>Definitions</i>)

- (xvi) Maximum Days of Disruption: In respect of each Index and each Valuation Date in respect of such Index, eight Scheduled Trading Days, as specified in Index Linked Provision 9 (*Definitions*)
- (xvii) Averaging Reference Dates (Disrupted Day consequences): Not Applicable
- (xviii) Fallback Valuation Date: Applicable: in respect of each Index and:
- (i) each Valuation Date (other than the Final Valuation Date) in respect of such Index, 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
- (ii) the Final Valuation Date in respect of such Index, the second Business Day prior to the Maturity Date,
- in each case, as specified in Index Linked Provision 9 (*Definitions*)
- (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 – 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. **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, 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. **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)

JPMSP 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) JPMCFE/JPMSP Standard Restrictions" in the Offering Circular.

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

GENERAL

- | | | |
|-----|---|------------------|
| 74. | The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of GBP 1 = U.S.\$ 1.40 producing a sum of (for Notes not denominated in U.S. dollars): | U.S.\$ 4,200,000 |
|-----|---|------------------|

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 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: XS2168743669

Common Code: 216874366

RIC: XS2168743669=JPML

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, the Issuer shall pay, in respect of each Coupon Period, on the Coupon Payment Date immediately following such Coupon Period, in respect of each Security (of the Specified Denomination), an amount (such amount, the "**Coupon Amount**") in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

$$SD \times \text{Coupon Rate}$$

If the Securities are redeemed prior to the Maturity Date, then there shall be no accrued amount payable in respect of any Security (of the Specified Denomination) in respect of any Coupon Amount.

2 Final Redemption Amount

For the purposes of General Condition 5.6(b) (*Final Redemption*) and paragraph 17 above, unless previously 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 Index Level of the Index that is the Worst Performing Final Level Reference Asset is greater than or equal to the Barrier Level in respect of such Index, as determined by the Calculation Agent, an amount in the Specified Currency equal to SD; or
- (ii) if the Final Index Level of the Index that is the Worst Performing Final Level Reference Asset is less than the Barrier Level in respect of such Index, as determined by the Calculation Agent, an amount in the Specified Currency calculated by the Calculation Agent in accordance with the following formula:

$$SD \times (\text{Worst}_F / \text{Worst}_I)$$

Provided That the Final Redemption Amount in respect of each Security (of the Specified Denomination) shall not be less than GBP 0.0001.

3. Definitions

The following words and expressions shall have the following meanings:

"**Barrier Level**" means, in respect of an Index, 65.00 per cent. of the Initial Index Level in respect of such Index (rounded to two decimal places, with 0.005 being rounded upwards), 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 UKX Index, 4,297.96; and
- (ii) the SX5E Index, 2,404.90.

"**Coupon Barrier Level**" means, in respect of an Index, 70.00 per cent. of the Initial Index Level in respect of such Index (rounded to two decimal places, with 0.005 being rounded upwards), 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 UKX Index, 4,628.57; and
- (ii) the SX5E Index, 2,589.90.

"Coupon Event" means, in respect of a Daily Coupon Observation Date, the Closing Index Level of the Index that is the Worst Performing Daily Review Reference Asset in respect of such Daily Coupon Observation Date is greater than or equal to the Coupon Barrier Level in respect of such Index, as determined by the Calculation Agent.

"Coupon Observation Date" means each of:

- (i) 24 May 2021;
- (ii) 23 August 2021;
- (iii) 22 November 2021;
- (iv) 22 February 2022;
- (v) 23 May 2022;
- (vi) 22 August 2022;
- (vii) 22 November 2022;
- (viii) 22 February 2023;
- (ix) 22 May 2023;
- (x) 22 August 2023;
- (xi) 22 November 2023;
- (xii) 22 February 2024;
- (xiii) 22 May 2024;
- (xiv) 22 August 2024;
- (xv) 22 November 2024;
- (xvi) 24 February 2025;
- (xvii) 22 May 2025;
- (xviii) 22 August 2025;
- (xix) 24 November 2025;
- (xx) 23 February 2026;
- (xxi) 22 May 2026;
- (xxii) 24 August 2026;
- (xxiii) 23 November 2026; and
- (xxiv) 22 February 2027.

"Coupon Payment Date" means each of:

- (i) 7 June 2021;
- (ii) 6 September 2021;
- (iii) 6 December 2021;
- (iv) 8 March 2022;
- (v) 6 June 2022;
- (vi) 5 September 2022;
- (vii) 6 December 2022;
- (viii) 8 March 2023;
- (ix) 5 June 2023;
- (x) 5 September 2023;
- (xi) 6 December 2023;
- (xii) 7 March 2024;
- (xiii) 5 June 2024;
- (xiv) 5 September 2024;
- (xv) 6 December 2024;
- (xvi) 10 March 2025;
- (xvii) 5 June 2025;
- (xviii) 5 September 2025;
- (xix) 8 December 2025;
- (xx) 9 March 2026;
- (xxi) 5 June 2026;
- (xxii) 7 September 2026;
- (xxiii) 7 December 2026; and;
- (xxiv) the Maturity Date.

"Coupon Period" means the period commencing on, and including, 22 February 2021 and ending on, but excluding, the first Coupon Observation Date and each successive period commencing on, and including, a Coupon Observation Date and ending on, but excluding, the next succeeding Coupon Observation Date.

"Coupon Rate" means, in respect of a Coupon Period, an amount determined by the Calculation Agent in accordance with the following formula:

$$0.0112 \times \frac{N}{M}$$

"**Daily Coupon Observation Date**" means, in respect of a Coupon Period, each day which is a Scheduled Trading Day in respect of each Index and which is not a Disrupted Day in respect of any Index falling in such Coupon Period, as determined by the Calculation Agent.

"**Daily Index Return**" means, in respect of a Daily Coupon Observation Date and an Index, an amount determined by the Calculation Agent in accordance with the following formula:

$$\frac{\text{Daily Review Index Level}}{\text{Initial Index Level}}$$

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

"**Final Index Level**" means, in respect of each Index, the Closing Index Level in respect of such Index in respect of the Final 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:

$$\frac{\text{Final Index Level}}{\text{Initial Index Level}}$$

"**Initial Index Level**" means, in respect of each 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 UKX Index, 6,612.24; and
- (ii) the SX5E Index, 3,699.85.

"**M**" means, in respect of a Coupon Period, the number of Daily Coupon Observation Dates falling in such Coupon Period, as determined by the Calculation Agent.

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

"**N**" means, in respect of a Coupon Period, the number of Daily Coupon Observation Dates falling in such Coupon Period in respect of which a Coupon Event has occurred, as determined by the Calculation Agent.

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

"**Worst_r**" means the Final Index Level in respect of the Index that is the Worst Performing Final Level Reference Asset.

"**Worst_i**" means the Initial Index Level in respect of the Index that is the Worst Performing Final Level Reference Asset.

"Worst Performing Daily Review Reference Asset" means, in respect of a Daily Coupon Observation Date, the Index with the lowest Daily Index Return in respect of such Daily Coupon Observation Date, as determined by the Calculation Agent (provided that if both Indices have the same lowest Daily Index Return in respect of such Daily Coupon Observation Date, then the Calculation Agent shall determine which Index shall be the Worst Performing Daily Review Reference Asset in respect of such Daily Coupon Observation Date in its sole and absolute discretion, and such Index shall be the Worst Performing Daily Review Reference Asset in respect of such Daily Coupon Observation Date).

"Worst Performing Final Level Reference Asset" means the Index with the lowest Index Return, as determined by the Calculation Agent (provided that if both Indices have the same lowest Index Return, then the Calculation Agent shall determine which Index shall be the Worst Performing Final Level Reference Asset in its sole and absolute discretion, and such Index shall be the Worst Performing Final Level Reference Asset).

SCHEDULE
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ANNEX

The Offering Circular dated 30 October 2020 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 30 September 2020, (ii) Supplement No. 5 dated 19 November 2020 to the Registration Document dated 22 April 2020 of JPMorgan Chase & Co., (iii) Supplement No. 5 dated 19 November 2020 to the Registration Document dated 22 April 2020 of JPMorgan Chase Bank, N.A. and (iv) Supplement No. 3 dated 19 November 2020 to the Registration Document dated 22 April 2020 of J.P. Morgan Structured Products B.V.	20 November 2020
Supplement No. 2	In respect of the Current Report on Form 8-K of JPMorgan Chase & Co. dated 24 November 2020 concerning a resolution with the U.S. Office of the Comptroller of the Currency relating to past deficiencies in internal controls and internal audit for certain fiduciary activities, as filed with the U.S. Securities and Exchange Commission	8 December 2020
Supplement No. 3	In respect of (i) supplemental terms and conditions of the Securities for "Swiss Certificates (UBS-cleared)" and (ii) related amendments and supplemental information to the Offering Circular	14 January 2021
Supplement No. 4	In respect of the Current Report on Form 8-K of JPMorgan Chase & Co. dated 15 January 2021 containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 31 December 2020, as filed with the United States Securities and Exchange Commission	28 January 2021