

NOTICE DATED 13 SEPTEMBER 2019  
RELATING TO THE AMENDED AND  
RESTATED PRICING SUPPLEMENT DATED 5  
SEPTEMBER 2019 (WHICH AMENDED AND  
RESTATED THE PRICING SUPPLEMENT  
DATED 8 AUGUST 2019)

# 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.

USD 5,000,000 Phoenix Autocall Notes linked to Brent Crude Oil, due August 2020 (the "Securities")

ISIN: XS2019806400

## Notice

We refer to the Amended and Restated Pricing Supplement dated 5 September 2019 (which amended and restated the Pricing Supplement dated 8 August 2019) relating to the Securities (the "**Pricing Supplement**").

We hereby notify you that the Terms and Conditions of the Securities have been amended by the following:

- (a) sub-paragraph (ii) of line item (iv) (*Pricing Date*) of paragraph 45 (*Commodity Linked Provisions*) in Part A (*Contractual Terms*) of the Pricing Supplement has been deleted and the following substituted therefor:

"(ii) 28 January 2020;" ;

- (b) the formula in paragraph 1 (*Coupon Amounts*) in Part C (*Other Applicable Terms*) of the Pricing Supplement has been deleted after the words "with the following formula" and before the words "If the Calculation Agent determines" and the following substituted therefor:

"**SD x (Coupon Rate x t) – APCA**" ;

- (c) the following definitions has been inserted in section 4 (*Definitions*) in Part C (*Other Applicable Terms*) of the Pricing Supplement:

""**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 Specified Denomination) 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." ; and

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

- (i) 12 November 2019, one;
- (ii) 11 February 2020, two;
- (iii) 11 May 2020, three; and
- (iv) the Redemption Date, four."; and

(d) sub-paragraph (ii) of the definition of "Coupon Payment Date" in section 4 in Part C (*Other Applicable Terms*) of the Pricing Supplement has been deleted and the following substituted therefor:

"(ii) in respect of the Pricing Date scheduled to fall on 28 January 2020, 11 February 2020;"

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 dated 5 September 2019 and attached in the Schedule hereto.

**SCHEDULE**

**AMENDED AND RESTATED PRICING SUPPLEMENT**

**AMENDED AND RESTATED PRICING SUPPLEMENT DATED 5 SEPTEMBER 2019**

(Original Pricing Supplement dated 8 August 2019)

**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 Directive 2014/65/EU (as may be amended or replaced from time to time, "**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC, 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 Directive (as defined below). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as may be amended or replaced from time to time, the "**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 PRIIPs Regulation. Notwithstanding the above, if the Issuer 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.**

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

**Guaranteed by**

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

**USD 5,000,000 Phoenix Autocall Notes linked to Brent Crude Oil, due August 2020 (the "Securities")**

The offering circular dated 24 April 2019 and the Supplements 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 which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Securities. The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended or superseded), and includes any relevant implementing measure in the Relevant Member State. Accordingly any person making or intending to make an offer in that Relevant 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 Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, 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.

**If you purchase the Securities described in this Pricing Supplement after the date hereof, you should review the most recent restatement (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 restatement (if any) to the Offering Circular can be found on ([www.bourse.lu](http://www.bourse.lu)) and ([www.ise.ie](http://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 30 to 115 inclusive).

**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 and are not subject to supervision by the Swiss Financial Market Supervisory Authority FINMA.**

None of the Securities constitutes a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and none of the Securities is subject to approval, registration or supervision by the Swiss Financial Market Supervisory Authority FINMA or any other regulatory authority in Switzerland. Accordingly, investors do not have the benefit of the specific investor protection provided under the Swiss Federal Act on Collective Investment Schemes and are exposed to the credit risk of the Issuer and Guarantor.

## 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, 9 August 2019) 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](http://www.bourse.lu).

- |    |      |  |                                      |
|----|------|--|--------------------------------------|
| 1. | (i)  | Issuer:                                  | J.P. Morgan Structured Products B.V. |
|    | (ii) | Guarantor:                               | JPMorgan Chase Bank, N.A.            |
| 2. | (i)  | Series Number:                           | 2019-10799                           |
|    | (ii) | Tranche Number:                          | One                                  |
| 3. |      | <b>Specified Currency or Currencies:</b> | United States dollars ("USD")        |
| 4. |      | <b>Notes, Warrants or Certificates:</b>  | Notes                                |
| 5. |      | <b>Aggregate Nominal Amount</b>          |                                      |
|    | (i)  | Series:                                  | USD 5,000,000                        |

- (ii) Tranche: USD 5,000,000
6. **Issue Price:** 100 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 may be amended or replaced from time to time), 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: USD 1,000 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 USD 1,000) and, thereafter, in multiples of one Security (corresponding to a nominal amount of USD 1,000)

7. **Issue Date:** 9 August 2019
8. **Maturity Date:** 10 August 2020

**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 other variable linked:

- (i) **Reference Asset(s):** The Commodity
- (ii) **Provisions for determining Final 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:** As specified in Part C below
- (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 other variable is impossible or impracticable or otherwise disrupted:** See paragraph 45 and Part C below
18. **Early Payment Amount:** Early Payment Amount 1 is applicable
19. **Credit Linked Note Provisions:** Not Applicable

- |     |  |                |
|-----|--|----------------|
| 20. | <b>Details relating to Instalment Notes:</b>   | Not Applicable |
| 21. | <b>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:</b> | 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**

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|-----|---------------------------------|----------------|
| 43. | <b>Share Linked Provisions:</b> | Not Applicable |
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**INDEX LINKED PROVISIONS**

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

- |     |  |  |
|-----|--|--|
| 45. | <b>Commodity Linked Provisions:</b>                    | Applicable   |
|     | (i) Commodity/ies or Commodity Index/ices:             | Commodity  |
|     | (ii) Securities are linked to one or more Commodities: | Yes  |
|     | (a) Name of Commodity(ies):                            | Brent Crude Oil  |
|     | (b) Commodity Reference Price(s):                      | In respect of any day, the Specified Price per barrel of Brent Crude Oil on the Exchange of the Futures Contract for the Delivery Date, stated in USD, as made public by the Exchange on such day and displayed on the Price Source that displays prices effective on that day ("OIL-BRENT-IPE"), subject to adjustment in accordance with the Commodity Linked Provisions |
|     | (c) Futures Contract:                                  | The contract for future delivery in respect of the relevant Delivery Date relating to Brent Crude Oil  |



- Futures Contract - Expiry Date Roll: Applicable
- Futures Contract - Delivery Date Roll: Not Applicable
- (d) Exchange(s): Intercontinental Exchange ("ICE"), or its successor, as determined by the Calculation Agent
- (e) Specified Price(s): The official settlement price
- (f) Unit(s): Not Applicable
- (g) Delivery Date(s): In respect of a Pricing Date and any other relevant day, as specified in proviso (a) to the definition of "Delivery Date" in Commodity Linked Provision 14 (*Definitions*)
- (h) Price Source(s): The Exchange and the relevant Screen Page
- (i) Screen Page: Bloomberg Screen *COI* <Comdty> (or *CO2* <Comdty> if applicable, as determined by the Calculation Agent, on the relevant date and at the relevant time in order to reference the relevant Futures Contract as set forth pursuant to proviso (a) in the definition of "Delivery Date" in Commodity Linked Provision 14 (*Definitions*))
- (j) Commodity Business Day Convention: Following
- (iii) Initial Pricing Date(s): 26 July 2019
- (iv) Pricing Date(s): Each of:
  - (i) 28 October 2019;
  - (ii) 28 January 2020;
  - (iii) 27 April 2020; and
  - (iv) 27 July 2020.

The Pricing Date scheduled to fall on 27 July 2020 shall be the "**Final Pricing Date**".
- (v) Market Disruption Events for Securities linked to one or more Commodities:
  - (a) Disappearance of Commodity Reference Price: Applicable
  - (b) Material Change in Content: Applicable

- (c) Material Change in Formula: Applicable
  - (d) Price Source Disruption: Applicable
  - (e) Price Materiality Percentage: Not Applicable
  - (f) Trading Disruption: Applicable
  - (g) Tax Disruption: Not Applicable
  - (h) Other: An Administrator/Benchmark Event
- (vi) Disruption Fallbacks for Securities linked to one or more Commodities:
- (a) Fallback Reference Price: Applicable – to be applied first
  - (b) Delayed Publication or Announcement: Applicable – to be applied second
  - (c) Postponement: Applicable in respect of each Pricing Date – to be applied third: Maximum Days of Disruption – Eight Commodity Business Days, as specified in Commodity Linked Provision 14 (Definitions)
  - (d) Fallback Reference Dealers: Applicable – to be applied fourth
  - (e) Calculation Agent Determination: Applicable – to be applied fifth
  - (f) Other: Not Applicable
- (vii) Common Pricing: Not Applicable
- (viii) Fallback Pricing Date: Applicable in respect of:
- (i) each Pricing Date (other than the Final Pricing Date), the second Business Day prior to the Coupon Payment Date (as defined in Part C below), in respect of such Pricing Date; and
  - (ii) the Final Pricing Date, the second Business Day prior to the Maturity Date,
- in each case, as specified in Commodity Linked Provision 14 (*Definitions*)
- (ix) Commodity Hedging Disruption: Applicable
- The Trade Date is 26 July 2019
- (a) Early redemption following Commodity Hedging Disruption – Redemption Period: Not Applicable

- |       |  |                |
|-------|--|----------------|
| (b)   | Commodity Hedging<br>Disruption – Hedging Entity:          | Applicable     |
| (x)   | Change in Law - Increased Cost:                            | Not Applicable |
| (xi)  | Hedging Disruption:  | Not Applicable |
| (xii) | Securities are linked to one or more<br>Commodity Indices: | Not Applicable |

**FX LINKED PROVISIONS**

- |     |                              |                |
|-----|------------------------------|----------------|
| 46. | <b>FX Linked Provisions:</b> | Not Applicable |
|-----|------------------------------|----------------|

**FUND LINKED PROVISIONS**

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

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|-----|--|----------------|
| 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 |
|-----|---|----------------|

**ADDITIONAL RATES FALLBACK PROVISIONS**

- |     |  |                |
|-----|--|----------------|
| 50. | <b>Additional Rates Fallback Provisions:</b> | Not Applicable |
|-----|--|----------------|

**GENERAL PROVISIONS APPLICABLE TO THE SECURITIES**

- |      |  |   |
|------|--|---|
| 51.  | <b>New Safekeeping Structure (in respect of Registered Notes) or New Global Note (in respect of Bearer Notes):</b> | Not Applicable  |
| 52.  | <b>Form of Securities:</b>   | 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
53.		<b>Record Date:</b>	As set out in the General Conditions
54.		<b>Additional Financial Centre(s) (General Condition 12.2) or other special provisions relating to payment dates:</b>	Not Applicable
55.		<b>Payment Disruption Event (General Condition 13):</b>	
		Relevant Currency:	Specified Currency
56.		<b>Extraordinary Hedge Disruption Event (General Condition 17):</b>	Applicable
	(i)	Extraordinary Hedge Sanctions Event:	Applicable
	(ii)	Extraordinary Hedge Bail-in Event:	Applicable
	(iii)	Extraordinary Hedge Currency Disruption Event:	Applicable
57.		<b>Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4(b)):</b>	Not Applicable
58.		<b>Disruption Event (General Condition 19):</b>	Not Applicable
59.		<b>Physical Settlement:</b>	Not Applicable
60.		<b>Calculation Agent:</b>	J.P. Morgan Securities plc
61.		<b>Redenomination, renominatisation and reconventioning provisions:</b>	Not Applicable
62.		<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
63.		<b>Rounding:</b>	General Condition 23 applies
64.		<b>Other terms or special conditions:</b>	Applicable – see Part C below

## DISTRIBUTION

65. **If non-syndicated, name and address of Dealer:** J.P. Morgan Securities plc of 25 Bank Street, Canary Wharf, London E14 5JP
66. **Stabilising Manager(s) (if any):** Not Applicable
67. **Total commission and concession:** See paragraph 6
68. **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) JPMCFC/JPMSP Standard Restrictions" in the Offering Circular.

69. **ECI Holder Restrictions:** Not Applicable
70. **Additional Selling Restrictions:** Not Applicable
71. **Swiss Distribution:** Yes
72. **Prohibition of Sales to EEA Retail Investors:** Applicable

## GENERAL

73. 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 Asset 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

UK - 626637224.1/CMS(WJD/CRSS)/BY

## 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.

## ADDITIONAL INFORMATION FOR SWISS DISTRIBUTIONS

**Publications:** For Global Securities representing the Securities that are held in their entirety on behalf of Euroclear and/or Clearstream Luxembourg, any notices or publications to be made to Holders will be made by publishing the relevant notice, publication or, in case of amendments or corrections in accordance with General Condition 24, the amended or corrected Pricing Supplement in accordance with General Condition 27.2 (Notices to Holders of interests in Global Securities).

**No Material Change:** There has been no material change, nor any event involving a prospective material change, in the assets and liabilities, financial position or profits and losses of the Issuer or the Guarantor since 31 December 2018 save for the completion of the merger of Chase Bank USA, N.A. into JPMorgan Chase Bank N.A. on 18 May 2019 as described in the section entitled "JPMorgan Chase Bank, N.A." on page 466 of the Offering Circular.

**RATINGS** Not Applicable

## INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

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 offer of the Securities has an interest material to the offer.

## REASONS FOR THE OFFER 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: XS2019806400

RIC: CH48963991=JPML

Common Code: 201980640

Swiss Securities Number (Valorenummer): 48963991

Relevant Clearing System(s) and the relevant identification number(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 (including pursuant to an Early Redemption Event in accordance with paragraph 2 (*Early Redemption*) of this Part C below), if the Calculation Agent determines that a Coupon Event has occurred in respect of a Pricing Date, the Issuer shall pay on the Coupon Payment Date in respect of such Pricing Date, in respect of each Security (of the Specified Denomination), an amount (such amount, the "**Coupon Amount**") in the Specified Currency calculated by the Calculation Agent in accordance with the following formula:

$$SD \times (\text{Coupon Rate} \times t) - APCA$$

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

If the Securities are redeemed prior to the Maturity Date on a day other than an Early Redemption Date, and other than owing to the occurrence of an Early Redemption Event, then there shall be no accrued amount payable in respect of any Security (of the Specified Denomination) in respect of any Coupon Amount.

### 2. Early Redemption

If, in respect of any Pricing Date (other than the Final Pricing Date), the Calculation Agent determines that the Commodity Reference Price of the Commodity in respect of such Pricing Date is greater than the Initial Commodity Price (such event being an "**Early Redemption Event**" in respect of such Pricing Date) then, unless the Securities have previously been redeemed or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem each Security (of the Specified Denomination) on the Early Redemption Date in respect of such Pricing Date and, in such case, the Final Redemption Amount in respect of each Security (of the Specified Denomination) shall be an amount in the Specified Currency equal to SD.

For the avoidance of doubt, if an Early Redemption Event occurs in respect of a Pricing Date, the Coupon Amount payable on the Coupon Payment Date corresponding to the Early Redemption Date in respect of such Pricing Date shall be payable in addition to the Final Redemption Amount.

### 3. Final Redemption

For the purposes of General Condition 5.6(b) (*Final Redemption*) and paragraph 17 above, unless the Securities have previously been redeemed or purchased and cancelled in accordance with the Conditions, or as a result of an Early Redemption Event pursuant to paragraph 2 (*Early Redemption*) of this Part C above, the Final Redemption Amount in respect of each Security 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 no Knock-In Event has occurred, an amount in the Specified Currency equal to SD; or
- (ii) if a Knock-In Event has occurred, an amount in the Specified Currency calculated by the Calculation Agent in accordance with the following formula:

$$SD \times (\text{Final Commodity Price} / \text{Put Strike}),$$

Provided That the Final Redemption Amount in respect of each Security (of the Specified Denomination) shall not be less than USD 0.10.

For the avoidance of doubt, the Coupon Amount payable on the Coupon Payment Date falling on the Maturity Date shall be payable in addition to the Final Redemption Amount.

#### 4. **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 Specified Denomination) 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.

**"Coupon Event"** means, in respect of a Pricing Date, the Commodity Reference Price in respect of the Commodity in respect of such Pricing Date is greater than or equal to the Knock-In Strike, as determined by the Calculation Agent.

**"Coupon Payment Date"** means:

- (i) in respect of the Pricing Date scheduled to fall on 28 October 2019, 12 November 2019;
- (ii) in respect of the Pricing Date scheduled to fall on 28 January 2020, 11 February 2020;
- (iii) in respect of the Pricing Date scheduled to fall on 27 April 2020, 11 May 2020; and
- (iv) in respect of the Final Pricing Date, the Maturity Date,

Provided That if the Calculation Agent determines that an Early Redemption Event has occurred in respect of an Early Redemption Date, the Coupon Payment Date falling on such Early Redemption Date shall be the final Coupon Payment Date (and there shall be no further Coupon Payment Dates).

**"Coupon Rate"** means 2.00 per cent. (expressed as 0.02).

**"Early Redemption Date"** means each Coupon Payment Date other than the Coupon Payment Date falling on the Maturity Date.

**"Final Commodity Price"** means the Commodity Reference Price of the Commodity in respect of the Final Pricing Date, as determined by the Calculation Agent, and subject to adjustment and/or correction in accordance with the Conditions.

**"Initial Commodity Price"** means the Commodity Reference Price of the Commodity in respect of the Initial Pricing Date, 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, USD 63.46.

**"Knock-In Event"** means the Final Commodity Price is less than the Knock-In Strike, as determined by the Calculation Agent.

**"Knock-In Strike"** means 63.50 per cent. of the Initial Commodity Price (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, USD 40.30.

"**Put Strike**" means 100.00 per cent. of the Initial Commodity Price, 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, USD 63.46.

"**SD**" means, in respect of each Security, the Specified Denomination, being USD 1,000 (or, if less, its outstanding nominal amount).

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

- (i) 12 November 2019, one;
- (ii) 11 February 2020, two;
- (iii) 11 May 2020, three; and
- (iv) the Redemption Date, four.

## ANNEX

The Offering Circular dated 24 April 2019 has been supplemented by the following Supplement(s):

<b>Supplement(s)</b>	<b>Description</b>	<b>Date</b>
Supplement No. 1	In respect of (i) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 31 March 2019 and (ii) amendments and supplemental information to the Offering Circular.	17 May 2019
Supplement No. 2	In respect of (i) the recast audited Consolidated Financial Statements of JPMorgan Chase Bank, N.A., following the merger with Chase Bank USA, N.A., as of 31 December 2018 and 2017 and for each of the two years in the period ended 31 December 2018 and (ii) amendments and supplemental information to the Offering Circular.	11 June 2019
Supplement No. 3	In respect of (i) supplemental terms and conditions of the Securities to cater for a benchmark transition event in respect of USD LIBOR and (ii) amendments and supplemental information to the Offering Circular	2 July 2019
Supplement No. 4	In respect of Current Report on Form 8-K of JPMorgan Chase & Co. dated 16 July 2019, containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 June 2019	29 July 2019