

**SUPPLEMENT No. 5 DATED 13 APRIL 2022 TO THE
REGISTRATION DOCUMENT DATED 21 APRIL 2021**



J.P. Morgan Structured Products B.V.

(incorporated with limited liability in the Netherlands)

Supplement to the Registration Document

This supplement (the "**Supplement**") constitutes a supplement to the Registration Document of J.P. Morgan Structured Products B.V. dated 21 April 2021 (the "**Original Registration Document**"), as supplemented by Supplement No. 1 dated 26 July 2021, Supplement No. 2 dated 17 September 2021, Supplement No. 3 dated 17 November 2021 and Supplement No. 4 dated 9 March 2022 (the Original Registration Document as so supplemented, "**Registration Document**"), prepared in connection with the issue of non-equity securities for the issuance of Notes, Warrants and Certificates. The Registration Document and this Supplement are to be read in conjunction with each applicable Securities Note, each applicable Summary (if any) and all information which is deemed to be incorporated by reference therein.

Status of Supplement

The Supplement is a supplement for the purposes of Article 10(1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Unless otherwise defined in this Supplement, terms defined in the Registration Document have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the Registration Document.

Responsibility

J.P. Morgan Structured Products B.V. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Purpose of Supplement

The purpose of this Supplement is to (a) incorporate by reference into the Registration Document the JPMSP 2021 Annual Report (as defined below) and (b) amend and supplement the related information in the Registration Document.

Information being supplemented

I. Incorporation by reference of the JPMSP 2021 Annual Report

This Supplement incorporates by reference into the Registration Document the JPMSP Annual Report for the year ended 31 December 2021 (the "**JPMSP 2021 Annual Report**") (available at <http://dl.bourse.lu/dlp/108160a0021a234ec9afcac34ecf191a9f>).

A copy of this document has been filed with the CSSF in its capacity as competent authority under Article 31(1) of the Prospectus Regulation and, by virtue of this Supplement, the information set out in the sections of the document referred to below is incorporated by reference into and forms part of the Registration Document.

Information incorporated by reference <i>From the JPMSP 2021 Annual Report*</i>	Page Reference
Directors' Report	3 to 8
Financial Statements:	
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* The page numbers referenced above in relation to the JPMSP 2021 Annual Report relate to the PDF version of such document, a copy of which is available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

II. Amendments to the information contained in the Registration Document

- (a) The second and third paragraphs under the heading "Financial Information" of the section entitled "J.P. Morgan Structured Products B.V." on pages 44 to 45 of the Original Registration Document shall be deleted and replaced with the following:

"JPMSP's audited financial statements as at and for the financial year ended 31 December 2021, which form part of JPMSP's 2021 Annual Report, are incorporated by reference into this Registration Document. PricewaterhouseCoopers Accountants N.V., who are members of the Royal Netherlands Institute of Chartered Accountants (*Koninklijke Nederlandse Beroepsorganisatie van Accountants*), have audited without qualification JPMSP's audited financial statements as at and for the financial year ended 31 December 2021. A copy of the auditor's report appears at page 35 (pages 37 to 47 of the PDF) of the JPMSP 2021 Annual Report and is incorporated by reference into this Registration Document. PricewaterhouseCoopers Accountants N.V., has no material interest in JPMSP.

The address of PricewaterhouseCoopers Accountants N.V. is Thomas R. Malthusstraat 5, 1066 JR Amsterdam, the Netherlands.

JPMSP's audited financial statements as at and for the financial year ended 31 December 2020, which form part of JPMSP's 2020 Annual Report, are incorporated by reference into this Registration Document. Mazars Accountants N.V., who are members of the Royal Netherlands Institute of Chartered Accountants (*Koninklijke Nederlandse Beroepsorganisatie van Accountants*), have audited without qualification JPMSP's audited financial statements as at and for the financial year ended 31 December 2020. A copy of the auditor's report appears at page 32 (pages 34 to 40 of the PDF) of the JPMSP 2020 Annual Report and is incorporated by reference into this Registration Document. Mazars Accountants N.V. has no material interest in JPMSP."

- (b) The two paragraphs under the sub-heading "Operating Profit and Loss" of the section entitled "J.P. Morgan Structured Products B.V." on page 46 of the Original Registration Document shall be deleted and replaced with the following:

" The operating profit of JPMSP for the year ended 31 December 2021 was U.S.\$ 48,000.

The operating loss of JPMSP for the year ended 31 December 2020 was U.S.\$ 539,000."

- (c) The two paragraphs of section 1. (*No material adverse change in prospects or significant change in financial or trading position or financial performance*) of the section entitled "General Information" on page 47 of the Original Registration Document shall be deleted and replaced with the following:

"There has been no material adverse change in the prospects of JPMSP since 31 December 2021.

There has been no significant change in the financial or trading position or financial performance of JPMSP since 31 December 2021."

- (d) The auditor of JPMSP on page 48 of the Original Registration Document shall be deleted and replaced with the following:

"PricewaterhouseCoopers Accountants N.V.

Thomas R. Malthusstraat 5

1066 JR Amsterdam

The Netherlands"

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference into the Registration Document, the statements in (a) above will prevail.

Investors who have not previously reviewed the information contained in the document incorporated by reference above should do so in connection with their evaluation of the Securities.

This Supplement and the document incorporated by reference into it will be published on the Luxembourg Stock Exchange's website at www.bourse.lu. In addition, any person receiving a copy of this Supplement may obtain, without charge, upon written or oral request, copies of the document incorporated by reference herein. Copies of the document incorporated by reference into this Supplement will be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), in physical or electronic form, at the office of the Principal Programme Agent (The Bank of New York Mellon, One Canada Square, London E14 5AL, United Kingdom) and the office of the Paying Agent in Luxembourg (The Bank of New York Mellon S.A./N.V., Luxembourg Branch, Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg).

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