

**SUPPLEMENT No. 5 DATED 9 MARCH 2023 TO THE PROGRAMME
MEMORANDUM DATED 9 AUGUST 2022**



J.P. Morgan Structured Products B.V.
(incorporated with limited liability in The Netherlands)

as Issuer

JPMorgan Chase Bank, N.A.
(a national banking association organised under the laws of the United States of America)

as Issuer and as Guarantor in respect of Securities
issued by
J.P. Morgan Structured Products B.V.

**Unlisted Secured Structured Securities Programme for the issuance
of
Notes, Warrants and Certificates**

Arranger and Dealer for the Programme

J.P. Morgan

Supplement to the Programme Memorandum

This supplement (the "**Supplement**") constitutes a supplement to the programme memorandum dated 9 August 2022 (the "**Original Programme Memorandum**"), as supplemented by Supplement No. 1 dated 29 September 2022, Supplement No. 2 dated 27 October 2022, Supplement No. 3 dated 17 November 2022 and Supplement No. 4 dated 19 January 2023 (the Original Programme Memorandum as so supplemented, the "**Programme Memorandum**"), prepared in connection with the issue of non-equity securities under the Unlisted Secured Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by J.P. Morgan Structured Products B.V. ("**JPMSP**") and JPMorgan Chase Bank, N.A., irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A.

Status of Supplement

The Supplement is supplemental to, and shall be read in conjunction with, the Programme Memorandum. Unless otherwise defined in this Supplement, terms defined in the Programme Memorandum have the same meaning when used in this Supplement.

Responsibility

Each of JPMSP and JPMorgan Chase Bank, N.A. accepts responsibility for the information contained in this Supplement and to the best of the knowledge of JPMSP and JPMorgan Chase Bank, N.A. (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of Supplement

The purpose of this Supplement is to incorporate by reference into the Programme Memorandum the JPMorgan Chase & Co. 2022 Form 10-K, the JPMorgan Chase Bank, N.A. 2022 Audited Financial Statements, the Supplement No. 7 to the Registration Document of JPMorgan Chase Bank, N.A. and the Supplement No. 2 to the Registration Document of JPMSP (each as defined below).

Information being supplemented

I. Incorporation by reference

This Supplement incorporates the following documents by reference into the Programme Memorandum:

- (a) the Annual Report on Form 10-K of JPMorgan Chase & Co. for the year ended 31 December 2022 as filed with the U.S. Securities and Exchange Commission (the "**JPMorgan Chase & Co. 2022 Form 10-K**");
- (b) the audited consolidated financial statements of JPMorgan Chase Bank, N.A. as at 31 December 2022 and 2021 and for each of the three years in the period ended 31 December 2022 (the "**JPMorgan Chase Bank, N.A. 2022 Audited Financial Statements**");
- (c) Supplement No. 7 dated 8 March 2023 to the Registration Document dated 20 April 2022 of JPMorgan Chase Bank, N.A. ("**Supplement No. 7 to the Registration Document of JPMorgan Chase Bank, N.A.**"); and
- (d) Supplement No. 2 dated 8 March 2023 to the Registration Document dated 20 April 2022 of J.P. Morgan Structured Products B.V. ("**Supplement No. 2 to the Registration Document of JPMSP**").

Information incorporated by reference

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General

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

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

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

By virtue of this Supplement, the documents incorporated by reference and contained in this Supplement form a part of the Programme Memorandum.