

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 UK 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 UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (as amended, the "**UK Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK 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.

Final Terms dated 5 March 2024

JPMorgan Chase Financial Company LLC

Legal Entity Identifier (LEI): 549300NJFDJOFYVV6789

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

Guaranteed by

JPMorgan Chase & Co.

Issue of EUR 30,000,000 Six-Year Three-Month Autocallable Barrier Reverse Convertible Notes linked to the Ordinary Shares of TotalEnergies SE, due June 2030 (the "Securities")

PART A - CONTRACTUAL TERMS

Terms used herein shall have the same meaning as in the General Conditions, the Payout Conditions and the applicable Reference Asset Linked Conditions (as may be amended and/or supplemented up to, and including, 7 March 2024) set forth in the Base Prospectus dated 20 April 2023 (the "**Base Prospectus**") and the supplements dated 17 May 2023, 26 May 2023, 13 July 2023, 27 July 2023, 17 August 2023, 21 September 2023, 26 October 2023, 16 November 2023, 25 January 2024 and 29 February 2024 to the Base Prospectus which together constitute a base prospectus for the purposes of the EU Prospectus Regulation (as defined below). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"), and must be read in conjunction with the Base Prospectus. A Summary of the Securities is annexed to these Final Terms. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus (as supplemented). The Base Prospectus and any supplements to the Base Prospectus are 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 in electronic form on the Luxembourg Stock Exchange's website (www.luxse.com).

The Base Prospectus expires on 20 April 2024. The new base prospectus (the "**2024 Base Prospectus**") will be valid from and including on or around 20 April 2024 and will be published on Luxembourg Stock Exchange's website (www.luxse.com) and the J.P. Morgan Retail Derivative Products web portal (<https://sp.jpmorgan.com/spweb/index.html>). Following expiry of the Base Prospectus the offering of the Securities will continue under the 2024 Base Prospectus. The terms and conditions of the Securities from

the Base Prospectus will be incorporated by reference into the 2024 Base Prospectus and will continue to apply to the Securities.

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| 1. | (i) | Series Number: | Not Applicable |
| | (ii) | Tranche Number: | One |
| 2. | | Specified Currency or Currencies: | EUR, as defined in General Condition 31.1 (<i>Definitions</i>) |
| 3. | | Notes, Warrants or Certificates: | Notes |
| 4. | | Aggregate Nominal Amount: | EUR 30,000,000 |
| | (i) | Series: | EUR 30,000,000 |
| | (ii) | Tranche: | EUR 30,000,000 |
| 5. | | Issue Price: | 100.00 per cent. (100.00%) of the Aggregate Nominal Amount |
| | (i) | Specified Denomination: | EUR 1,000 |
| | (ii) | Calculation Amount: | EUR 1,000 |
| | (iii) | Trading in Units (Notes): | Not Applicable |
| | (iv) | Trading in Notional (Certificates): | Not Applicable |
| | (v) | Minimum trading size: | The Securities may only be traded in a minimum initial amount of one Security (corresponding to a nominal amount of EUR 1,000) and, thereafter, in multiples of one Security (corresponding to a nominal amount of EUR 1,000) |
| 6. | | Issue Date: | 7 March 2024 |
| | | Trade Date: | 15 February 2024 |
| 7. | | Maturity Date: | 14 June 2030 |

PROVISIONS APPLICABLE TO NOTES

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 8. | Fixed-to-Floating Rate Notes: | Not Applicable |
| 9. | Floating-to-Fixed Rate Notes: | Not Applicable |
| 10. | Interest Commencement Date: | Not Applicable |
| 11. | Fixed Rate Accrual Provisions (General Condition 4.1(a): | Not Applicable |
| 12. | Fixed Coupon Amount Provisions (General Condition 4.1(b)): | Not Applicable |
| 13. | Floating Rate Note Provisions (General Condition 4.2): | Not Applicable |

PROVISIONS APPLICABLE TO WARRANTS (General Condition 11)

14.	European, American or Bermudan Style:	Not Applicable
15.	Automatic Exercise:	Not Applicable
16.	Expiration Date:	Not Applicable
17.	Expiration Date subject to Valuation Date adjustment:	Not Applicable
18.	Potential Exercise Date(s):	Not Applicable
19.	Potential Exercise Date subject to Valuation Date adjustment:	Not Applicable
20.	Exercise Amount:	Not Applicable
21.	Exercise Period:	Not Applicable
22.	Minimum Exercise Number:	Not Applicable
23.	Maximum Exercise Number:	Not Applicable
24.	Cash Settlement/Issuer Physical Settlement:	Not Applicable
25.	Settlement Amount:	Not Applicable

PROVISIONS APPLICABLE TO CERTIFICATES

26.	Exercise applicable to Certificates (General Condition 10):	Not Applicable
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CERTIFICATE COUPON PROVISIONS

27.	Fixed-to-Floating Rate Certificate:	Not Applicable
28.	Floating-to-Fixed Rate Certificate:	Not Applicable
29.	Fixed Rate Coupon Certificate Provisions and Fixed Rate Coupon Accrual Provisions (General Condition 8.1(a)):	Not Applicable
30.	Fixed Rate Coupon Certificate Provisions and Certificate Fixed Coupon Amount Provisions (General Condition 8.1(b)):	Not Applicable
31.	Certificate Floating Rate Coupon Provisions (General Condition 8.2):	Not Applicable

REFERENCE ASSET LINKED COUPON PROVISIONS

32.	Reference Asset Linked Coupon Provisions (Payout Condition 1):	Applicable
(i)	Coupon Reference Asset(s):	The Share as specified below in paragraph 38
(ii)	Contingent Coupon (Payout Condition 1(a)):	Applicable
-	Specified Coupon Amount:	In respect of each Coupon Payment Date, the amount set forth in the Coupon Payment Table in the column entitled "Specified

		Coupon Amount" in the row corresponding to such Coupon Payment Date
	- Coupon Averaging:	Not Applicable
(iii)	Memory Coupon (Payout Condition 1(b)):	Not Applicable
(iv)	Factor Coupon (Single Reference Asset) (Payout Condition 1(c)):	Not Applicable
	Factor Coupon (Basket of Reference Assets) (Payout Condition 1(d)):	Not Applicable
(v)	Lock-in Coupon (Payout Condition 1(e)):	Not Applicable
(vi)	Performance Coupon 1 (Payout Condition 1(f)):	Not Applicable
(vii)	Performance Coupon 2 (Payout Condition 1(g)):	Not Applicable
(viii)	Range Accrual Coupon (Single Reference Asset) (Payout Condition 1(h)):	Not Applicable
	Range Accrual Coupon (Worst of) (Payout Condition 1(i)):	Not Applicable
	Range Accrual Coupon (Basket of Reference Assets) (Payout Condition 1(j)):	Not Applicable
(ix)	Enhanced Coupon (Payout Condition 1(k)):	Not Applicable
	Memory Enhanced Coupon (Payout Condition 1(l)):	Not Applicable
(x)	Contingent Floating Rate Coupon (Payout Condition 1(m)):	Not Applicable
	Memory Contingent Floating Rate Coupon (Payout Condition 1(n)):	Not Applicable
(xi)	In Fine Coupon (Payout Condition 1(o)):	Not Applicable
(xii)	In Fine Memory Coupon (Payout Condition 1(p)):	Not Applicable
(xiii)	Daily Coupon (Payout Condition 1(q)):	Not Applicable
	Daily Coupon 2 (Payout Condition 1(u)):	Not Applicable
(xiv)	Fixed, Worst-of, Weighted and / or Best-of Basket Coupon (Payout Condition 1(r)):	Not Applicable

- (xv) Drop Back Coupon (Payout Condition 1(s)): Not Applicable
- (xvi) Coupon Valuation Date(s): Each date set forth in the Coupon Payment Table in the column entitled "Coupon Valuation Date(s)"
- (xvii) Coupon Payment Date(s): Each date set forth in the Coupon Payment Table in the column entitled "Coupon Payment Date(s)"
- (xviii) Coupon Barrier Event: Applicable
- (a) Coupon Observation Period Closing: Not Applicable
- (b) Coupon Observation Period Intra-Day: Not Applicable
- (c) Coupon Valuation Date Closing: Applicable: (a) the Reference Asset and (b) less than the Coupon Barrier Level
- (xix) Coupon Barrier Level: In respect of each Coupon Valuation Date and the Reference Asset, 100.00 per cent (100%) of the Initial Value of such Reference Asset
- (xx) Coupon Event: Not Applicable
- (xxi) Coupon Level: Not Applicable
- (xxii) Coupon Observation Period: Not Applicable
- (xxiii) Provisions for determining Coupon Amount where calculation by reference to Share and/or Index and/or Commodity and/or Commodity Index and/or FX Rate and/or Fund is impossible or impracticable or otherwise disrupted: The Share Linked Provisions are applicable. See paragraph 38

Coupon Payment Table		
Coupon Valuation Date(s)	Coupon Payment Date(s)	Specified Coupon Amount
2 June 2025	16 June 2025	EUR 100.02
31 July 2025	14 August 2025	EUR 116.69
30 September 2025	14 October 2025	EUR 133.36
1 December 2025	15 December 2025	EUR 150.03
2 February 2026	16 February 2026	EUR 166.70
31 March 2026	14 April 2026	EUR 183.37
1 June 2026	15 June 2026	EUR 200.04
31 July 2026	14 August 2026	EUR 216.71
30 September 2026	14 October 2026	EUR 233.38

30 November 2026	14 December 2026	EUR 250.05
1 February 2027	15 February 2027	EUR 266.72
31 March 2027	14 April 2027	EUR 283.39
31 May 2027	14 June 2027	EUR 300.06
2 August 2027	16 August 2027	EUR 316.73
30 September 2027	14 October 2027	EUR 333.40
30 November 2027	14 December 2027	EUR 350.07
31 January 2028	14 February 2028	EUR 366.74
31 March 2028	14 April 2028	EUR 383.41
31 May 2028	14 June 2028	EUR 400.08
31 July 2028	14 August 2028	EUR 416.75
2 October 2028	16 October 2028	EUR 433.42
30 November 2028	14 December 2028	EUR 450.09
31 January 2029	14 February 2029	EUR 466.76
3 April 2029	17 April 2029	EUR 483.43
31 May 2029	14 June 2029	EUR 500.10
31 July 2029	14 August 2029	EUR 516.77
1 October 2029	15 October 2029	EUR 533.44
30 November 2029	14 December 2029	EUR 550.11
31 January 2030	14 February 2030	EUR 566.78
1 April 2030	15 April 2030	EUR 583.45
Valuation Date (the " Final Coupon Valuation Date ")	Maturity Date	EUR 600.12

PROVISIONS RELATING TO REDEMPTION OF SECURITIES

33. **Call Option (General Condition 5.1 in respect of Notes and General Condition 9.1 in respect of Certificates):** Not Applicable
- Details relating to Instalment Notes (General Condition 5.3):** Not Applicable
34. **Early Payment Amount:** Early Payment Amount 1 is applicable
35. **Early Redemption (Payout Condition 2):** Applicable
- (i) **Early Redemption Reference Asset(s):** The Share as specified below in paragraph 38

	(ii)	Early Redemption Event 1:	Applicable
	–	Early Redemption Barrier:	In respect of each Early Redemption Valuation Date and the Reference Asset, 100 per cent. (100%) of the Initial Value of such Reference Asset
	–	ER Averaging:	Not Applicable
	–	Early Redemption Barrier Observation:	Greater than or equal to the Early Redemption Barrier
	(iii)	Early Redemption Event 2:	Not Applicable
	(iv)	Early Redemption Event 3:	Not Applicable
	(v)	Early Redemption Valuation Date:	Each Coupon Valuation Date other than the Final Coupon Valuation Date
36.	(vi)	Early Redemption Date:	Each Coupon Payment Date other than the Maturity Date
	(vii)	Early Redemption Amount:	EUR 1,000
		Daily Observation Early Redemption (Payout Condition 2):	Not Applicable
		Fast Autocall Early Redemption (Payout Condition 2):	Not Applicable
		Security Redemption Amount (Payout Condition 3):	Applicable
	(i)	Security Redemption Reference Asset(s):	The Share as specified below in paragraph 38
	(ii)	Provisions for determining Security Redemption Amount where calculation by reference to Share and/or Index and/or Commodity/Commodity Index and/or Fund is impossible or impracticable or otherwise disrupted:	The Share Linked Provisions are applicable. See paragraph 38

PAYOUT CONDITIONS APPLICABLE TO THE SECURITIES

37.	Payout Conditions:	Applicable
(i)	Redemption Amount 1 (Single Reference Asset) (Payout Conditions 3(a) and 3(b)):	Applicable
(a)	Cash Settlement/Physical Settlement:	Cash Settlement is applicable
(b)	Calculation Amount (CA):	EUR 1,000
(c)	Averaging:	Not Applicable
(d)	Initial Value:	Initial Reference Asset Closing Value

(e)	Redemption Barrier:	In respect of the Valuation Date and the Reference Asset, 60 per cent. (60%) of the Initial Value of such Reference Asset
(f)	Cap:	1.00
(g)	Floor:	0.0001
(h)	Barrier Event:	Not Applicable
(i)	Barrier Observation Period:	Not Applicable
(j)	Observation Date (Closing Valuation):	Not Applicable
(k)	Observation Date (Intra-Day Valuation):	Not Applicable
(ii)	Redemption Amount 2 (Payout Conditions 3(c) and 3(d)):	Not Applicable
(iii)	Redemption Amount 3 (Payout Conditions 3(e) and 3(f)):	Not Applicable
(iv)	Redemption Amount 4 (Payout Conditions 3(g) and 3(h)):	Not Applicable
(v)	Redemption Amount 5 (Payout Condition 3(i)):	Not Applicable
(vi)	Bonus Securities (Payout Conditions 3(j) and 3(k)):	Not Applicable
(vii)	Capped Bonus Securities (Payout Conditions 3(l) and 3(m)):	Not Applicable
(viii)	Barrier Reverse Convertible Securities (Payout Conditions 3(n) and 3(o)):	Not Applicable
(ix)	Reverse Convertible Securities (Payout Conditions 3(p) and 3(q)):	Not Applicable
(x)	Discount Securities (Payout Condition 3(r)):	Not Applicable
(xi)	Twin Win with Cap (Single Reference Asset) (Payout Condition 3(s)):	Not Applicable
	Twin Win with no Cap (Single Reference Asset) (Payout Condition 3(t)):	Not Applicable
(xii)	Barrier Event Redemption Amount (Single Reference Asset) (Payout Condition 3(u)):	Not Applicable
	Barrier Event Redemption Amount with Instalment Feature (Single Reference Asset) (Payout Condition 3(kkk)):	Not Applicable

(xiii)	ELIOS Redemption Amount (Payout Condition 3(v)):	Not Applicable
(xiv)	Best-of Bonus (Payout Condition 3(w)):	Not Applicable
(xv)	Capped Booster 1 (Payout Condition 3(x)):	Not Applicable
(xvi)	Capped Booster 2 (Payout Condition 3(y)):	Not Applicable
(xvii)	Redemption Amount 6 (Payout Condition 3(z)):	Not Applicable
(xviii)	Bullish Securities (Payout Condition 3(aa)):	Not Applicable
(xix)	Redemption at par (Payout Condition 3(bb)):	Not Applicable
(xx)	Redemption Amount 7 (Single Reference Asset) (Payout Condition 3(cc)):	Not Applicable
(xxi)	Redemption Amount 7 (Basket of Reference Assets) (Payout Condition 3(dd)):	Not Applicable
(xxii)	Call Warrants (Single Reference Asset) (Payout Condition 3(ee)):	Not Applicable
	Call Warrants (Basket of Reference Assets) (Payout Condition 3(ff)):	Not Applicable
	Put Warrants (Single Reference Asset) (Payout Condition 3(gg)):	Not Applicable
	Put Warrants (Basket of Reference Assets) (Payout Condition 3(hh)):	Not Applicable
(xxiii)	Delta One (Single Reference Asset) (Payout Condition 3(ii)):	Not Applicable
	Delta One (Basket of Reference Assets) (Payout Condition 3(jj)):	Not Applicable
(xxiv)	Twin Win II with Cap (Payout Condition 3(kk)):	Not Applicable
	Twin Win II with no Cap (Payout Condition 3(ll)):	Not Applicable
(xxv)	Outperformance with Cap (Payout Condition 3(mm)):	Not Applicable
	Outperformance with no Cap (Payout Condition 3(nn)):	Not Applicable
(xxvi)	Redemption Amount 1 (Basket of Reference Assets) (Payout Condition 3(oo)):	Not Applicable

(xxvii)	Twin Win with Cap (Basket of Reference Assets) (Payout Condition 3(pp)):	Not Applicable
	Twin Win with no Cap (Basket of Reference Assets) (Payout Condition 3(qq)):	Not Applicable
(xxviii)	Barrier Event Redemption Amount (Basket of Reference Assets) (Payout Condition 3(rr)):	Not Applicable
(xxix)	Downside Performance (Payout Condition 3(ss)):	Not Applicable
(xxx)	Redemption Amount 8 (Payout Condition 3(tt)):	Not Applicable
(xxxi)	Olympus Redemption Amount 1 (Payout Condition 3(uu)):	Not Applicable
(xxxii)	Olympus Redemption Amount 2 (Payout Condition 3(vv)):	Not Applicable
(xxxiii)	Hydra Redemption Amount (Payout Condition 3(ww)):	Not Applicable
(xxxiv)	Leveraged Put (Single Reference Asset) (Payout Condition 3(xx)):	Not Applicable
(xxxv)	Leveraged Put (Basket of Reference Assets) (Payout Condition 3(yy)):	Not Applicable
(xxxvi)	Market Participation (Payout Condition 3(zz)):	Not Applicable
(xxxvii)	Outperformance II with Cap (Payout Condition 3(aaa)):	Not Applicable
(xxxviii)	Outperformance II with no Cap (Payout Condition 3(bbb)):	Not Applicable
(xxxix)	Double Barrier without Rebate (Payout Condition 3(ccc)):	Not Applicable
(xl)	Double Barrier with Rebate (Payout Condition 3(ddd)):	Not Applicable
(xli)	Lock-in Event Redemption (Payout Condition 3(eee)):	Not Applicable
(xlii)	Reverse Trigger (Payout Condition 3(fff)):	Not Applicable
(xliii)	Buffered Return Enhanced (Single Reference Asset) (Payout Condition 3(ggg)):	Not Applicable
(xliv)	Barrier Event Redemption Amount (Basket of Reference Assets with Single Reference Asset Knock-In) (Payout Condition 3(hhh)):	Not Applicable

(xlv)	Barrier Performance Event Redemption Amount (Basket of Reference Assets with Single Reference Asset Knock-In) (Payout Condition 3(iii)):	Not Applicable
(xlvi)	Drop Back Redemption Amount (Payout Condition 3(jjj)):	Not Applicable
(xlvii)	Currency Conversion (Payout Condition 3(III)):	Not Applicable

REFERENCE ASSET LINKED CONDITIONS

SHARE LINKED PROVISIONS

38.	Share Linked Provisions:	Applicable in respect of the Share
(i)	Single Share or basket of Shares:	Single Share
(ii)	Share(s):	Ordinary shares of TotalEnergies SE Bloomberg Code: TTE FP <Equity>; ISIN: FR0000120271
(iii)	Exchange Traded Fund(s):	Not Applicable
(iv)	Exchange(s):	Euronext (Paris)
(v)	Related Exchange(s):	All Exchanges
(vi)	Initial Share Price:	Not Applicable
(vii)	Initial Closing Share Price:	Applicable
(viii)	Lowest Initial Closing Share Price:	Not Applicable
(ix)	Initial Valuation Date(s):	31 May 2024
(x)	Coupon Valuation Date(s):	Each date set forth in the Coupon Payment Table in the column entitled "Coupon Valuation Date(s)"
(xi)	Periodic Valuation Date(s):	Not Applicable
(xii)	Valuation Date(s):	31 May 2030
(xiii)	Averaging Dates:	Not Applicable
(xiv)	Final Averaging Date:	Not Applicable
(xv)	Valuation Time:	As specified in Share Linked Provision 10 (<i>Definitions</i>)
(xvi)	Single Share and Reference Dates:	Applicable: as specified in Share Linked Provision 1.1 in respect of the Initial Valuation Date, each Coupon Valuation Date and the Valuation Date
(xvii)	Single Share and Averaging Dates:	Not Applicable
(xviii)	Share Basket and Reference Dates:	Not Applicable

(xix)	Share Basket and Averaging Dates:	Not Applicable
(xx)	Maximum Days of Disruption:	Eight Scheduled Trading Days as specified in Share Linked Provision 10 (<i>Definitions</i>)
(xxi)	Fallback Valuation Date:	Applicable: Default Fallback Valuation Date as specified in Share Linked Provision 10 (<i>Definitions</i>)
(xxii)	Share Substitution:	Applicable
(xxiii)	Hedging Disruption:	Not Applicable
(xxiv)	Change in Law - Increased Cost:	Not Applicable
(xxv)	Insolvency Filing:	Not Applicable
(xxvi)	Partial Lookthrough Depository Receipts Provisions:	Not Applicable
(xxvii)	Full Lookthrough Depository Receipts Provisions:	Not Applicable
(xxviii)	Market Disruption Event – NAV Temporary Publication Suspension (ETF):	Not Applicable
(xxix)	Extraordinary Events – NAV Publication Suspension (ETF):	Not Applicable
(xxx)	Extraordinary Events – Underlying Index Cancellation (ETF):	Not Applicable
(xxxi)	Extraordinary Events – Underlying Index Modification (ETF):	Not Applicable
(xxxii)	ETF – Successor Index Event Provision:	Not Applicable
(xxxiii)	Extraordinary Events – Delisting:	As specified in Share Linked Provision 10 (<i>Definitions</i>)

INDEX LINKED PROVISIONS

39.	Index Linked Provisions:	Not Applicable
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COMMODITY LINKED PROVISIONS

40.	Commodity Linked Provisions:	Not Applicable
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FX LINKED PROVISIONS

41.	FX Linked Provisions:	Not Applicable
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CREDIT LINKED PROVISIONS

42.	Credit Linked Provisions:	Not Applicable
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FUND LINKED PROVISIONS

43.	Fund Linked Provisions:	Not Applicable
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GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

44.	New Safekeeping Structure (in respect of Registered Notes) or New Global Note (in respect of Bearer Notes):	Not Applicable
45.	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?	Not Applicable
	(iii) Name of French Registration Agent (only if French Securities are in registered form (<i>au nominatif</i>) and if the Notes are not inscribed with the Issuer):	Not Applicable
	(iv) Representation of Holders of Notes / Masse:	Not Applicable
	Identification information of Holders in relation to French Securities (General Condition 1.1)	Not Applicable
	(v) Appointment of Holders' Joint Representative:	Not Applicable
	(vi) Are the Securities New York Law Notes?	No
46.	Record Date:	As set out in General Condition 6.2
47.	Additional Financial Centre(s) (General Condition 12.2) or other special provisions relating to payment dates:	For the avoidance of doubt, TARGET2
	– Default Business Day:	Applicable
48.	Payment Disruption Event (General Condition 13):	Applicable
	– Relevant Currency(ies):	Specified Currency
49.	Termination Event Notice Period (General Condition 16):	As specified in General Condition 16

50.	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
51.	Tax Termination Event Notice Period (General Condition 18.3):	As specified in General Condition 18.3
52.	Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4):	Not Applicable
53.	Physical Settlement (General Condition 14):	Not Applicable
54.	Calculation Agent:	J.P. Morgan Securities plc
55.	Redenomination, Renominalisation and Reconventioning Provisions (General Condition 21.1):	Not Applicable
56.	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):	Not Applicable
	(ii) Exclude U.S. Withholding Taxes other than Section 871(m) Taxes from Gross Up (General Condition 18):	Not Applicable
	(iii) 871(m) Securities:	Section 871(m) and the regulations promulgated thereunder will not apply to the Securities
57.	Rounding (General Condition 22):	
	(i) Percentages – Default Rounding:	Applicable – as specified in General Condition 22.1(a)
	(ii) Figures – Default Rounding:	Applicable – as specified in General Condition 22.1(b)
	(iii) Currency amounts due and payable – Default Rounding:	Applicable – as specified in General Condition 22.1(c)
	(iv) Yen currency amounts due and payable – Default Rounding:	Not Applicable
	(v) Specified Fraction:	Not Applicable
	(vi) Specified Unit:	Not Applicable
	(vii) Specified Decimal Place:	Not Applicable

DISTRIBUTION

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| 58. | If non-syndicated, name and address of Dealer: | J.P. Morgan SE of TaunusTurm, Taunustor 1, 60310 Frankfurt am Main, Germany |
| | (i) If syndicated, names of Managers: | Not Applicable |
| | (ii) Date of Subscription Agreement: | Not Applicable |
| 59. | JPMSP ERISA (Purchaser representations and requirements and transfer restrictions): | JPMCFC Standard Restrictions apply |
| 60. | ECI Holder Restrictions: | Not Applicable |
| 61. | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| 62. | Prohibition of Sales to UK Retail Investors: | Applicable |
| 63. | Belgian Securities Annex: | Not Applicable |
| 64. | Swiss Non-Exempt Public Offer: | No |
| 65. | Additional Selling Restrictions: | Not Applicable |

Signed on behalf of the Issuer:

By: _____

Duly authorised

Signed on behalf of the Guarantor:

By: _____

Duly authorised

PART B - OTHER INFORMATION

- 1. LISTING AND ADMISSION TO TRADING** Application will be made for the Securities to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and/or 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 and/or admission to trading (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.

- 2. RATINGS** Not Applicable

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in the section of the Base Prospectus entitled "Conflicts of Interest", so far as the Issuer is aware, no person involved in the Offer of the Securities has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | | |
|-------|---------------------------|----------------|
| (i) | Reasons for the offer: | Not Applicable |
| (ii) | Estimated net proceeds: | Not Applicable |
| (iii) | Estimated total expenses: | Not Applicable |

5. PERFORMANCE OF REFERENCE ASSET(S) AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S)

Details of the past and future performance and the volatility of the Reference Assets may be obtained at a charge from Bloomberg®.

6. 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.

7. OPERATIONAL INFORMATION

Intended to be held in a manner which would allow Eurosystem eligibility: No

ISIN: XS2729036462

RIC: XS2729036462=JPML

Common Code: 272903646

Relevant Clearing System(s): Euroclear/Clearstream, Luxembourg

Delivery: Delivery against payment

The Agents appointed in respect of the Securities are: The Bank of New York Mellon, London Branch
160 Queen Victoria Street
London
EC4V 4LA

United Kingdom

The Bank of New York Mellon S.A./N.V.,
Luxembourg Branch
Vertigo Building
Polaris
2-4 rue Eugène Ruppert
L-2453
Luxembourg

Registrar: The Bank of New York Mellon S.A./N.V.,
Luxembourg Branch

8. TERMS AND CONDITIONS OF THE OFFER

Non-exempt Offer: An offer of the Securities may be made by Kepler Cheuvreux SA, 112 avenue Kléber, 75116 Paris, France (the "**Distributor**") other than pursuant to Article 1(4) of the EU Prospectus Regulation in France during the period from (and including) 7 March 2024 to (and including) 31 May 2024 (the "**Offer Period**").

Offer Price: Issue Price

Conditions to which the offer is subject: The offer of the Securities is conditional on their issue.

The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations. Any adjustments to such Offer Period will be set out in one or more notices to be made available on the websites of the Issuer (<https://sp.jpmorgan.com/spweb/index.html>) and the Luxembourg Stock Exchange (www.luxse.com) respectively, and through the Distributor (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The offer of the Securities may be withdrawn in whole or in part at any time before the end of the Offer Period at the discretion of the Issuer by giving at least two Business Days' notice, and notification of such withdrawal will be published on the websites of the Issuer (<https://sp.jpmorgan.com/spweb/index.html>) and the Luxembourg Stock Exchange (www.luxse.com) respectively, and through the Distributor (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, if any application has been made by a potential purchaser and the Issuer exercises such a right, each such potential purchaser shall not be entitled to subscribe or otherwise acquire the Securities.

The Securities will be offered in France on the basis of a public offer.

Description of the application process:	Investors may apply to subscribe for Securities during the Offer Period. The Offer Period may be discontinued at any time. In such a case, the Issuer shall give immediate notice to the public before the end of the Offer Period by means of a notice published on the websites of the Issuer (https://sp.jpmorgan.com/spweb/index.html) and the Luxembourg Stock Exchange (www.luxse.com) respectively, and through the Distributor (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto). Any application shall be made in France to the Distributor. Investors shall not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for any Securities. A potential purchaser should contact the Distributor prior to the end of the Offer Period. A purchaser will subscribe for Securities in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally. There is no pre-identified allotment criteria. The Distributor will adopt allotment criteria that ensures equal treatment of potential purchasers. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the offer. In the event that during the Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests. In such a case, the Issuer shall give immediate notice to the public before the end of the Offer Period by means of a notice published on the websites of the Issuer (https://sp.jpmorgan.com/spweb/index.html) and the Luxembourg Stock Exchange (www.luxse.com) respectively, and through the Distributor (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).
Description of possibility to reduce subscription and manner for refunding excess amount paid by applicant:	Not Applicable
Details of the minimum and/or maximum amount of application:	The maximum Aggregate Nominal Amount of Securities to be issued is EUR 30,000,000. The minimum amount of application per investor will be one Security (corresponding to a nominal amount of EUR 1,000). The maximum amount of application will be subject only to availability at the time of application.

Details of the method and time limits for paying up and delivering the Securities:	Securities will be available on a delivery versus payment basis.		
	Applicants will be notified directly by the Distributor of the success of their application.		
	The settlement and the delivery of the Securities will be executed through the Dealer for technical reasons only.		
Manner and date in which results of the offer are to be made public:	Applicants will be notified directly by the Distributor of the success of their application.		
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Applicants will be notified directly by the Distributor of the success of their application.		
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Apart from the Offer Price, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.		
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	Kepler Cheuvreux SA, 112 avenue Kléber, 75116 Paris, France		
Consent:	The Issuer consents to the use of the Base Prospectus by the financial intermediary/ies ("Authorised Offeror(s)"), during the Offer Period and subject to the conditions, as provided as follows: <table> <tr> <td>Name, legal entity identifier, domicile, legal form and law and country of incorporation of Authorised Offeror(s):</td><td>Kepler Cheuvreux SA, a <i>société anonyme</i> incorporated in France and governed by the laws of France. Its address is 112 avenue Kléber, 75116 Paris, France, and its Legal Entity Identifier is 9695005EOZG9X8IRJD84</td></tr> </table> Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s): The Offer Period Conditions to the use of the Base Prospectus by the Authorised Offeror(s): The Base Prospectus may only be used by the relevant Authorised Offeror(s) in connection with the making of an offer of the Securities to the public requiring the prior publication of a prospectus under the EU Prospectus Regulation (a "Non-exempt Offer") in the jurisdiction in which the Non-exempt Offer is to take place.	Name, legal entity identifier, domicile, legal form and law and country of incorporation of Authorised Offeror(s):	Kepler Cheuvreux SA, a <i>société anonyme</i> incorporated in France and governed by the laws of France. Its address is 112 avenue Kléber, 75116 Paris, France, and its Legal Entity Identifier is 9695005EOZG9X8IRJD84
Name, legal entity identifier, domicile, legal form and law and country of incorporation of Authorised Offeror(s):	Kepler Cheuvreux SA, a <i>société anonyme</i> incorporated in France and governed by the laws of France. Its address is 112 avenue Kléber, 75116 Paris, France, and its Legal Entity Identifier is 9695005EOZG9X8IRJD84		

If you intend to purchase Securities from an Authorised Offeror, you will do so, and such offer and sale will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and you, including as to price and settlement arrangements. The Issuer will not be a party to any such arrangements and, accordingly, this Base Prospectus does not contain such information. The terms and conditions of such offer should be provided to you by that Authorised Offeror at the time the offer is made. Neither the Issuer nor any Dealer has any responsibility or liability for such information.

9. EU BENCHMARKS REGULATION

EU Benchmarks Regulation: Article 29(2) Not Applicable
statement on benchmarks:

SUMMARY

INTRODUCTION AND WARNINGS				
This Summary should be read as an introduction to the Base Prospectus (which includes the documents incorporated by reference therein). Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities. You are about to purchase a product that is not simple and may be difficult to understand. The Securities: Issue of EUR 30,000,000 Six-Year Three-Month Autocallable Barrier Reverse Convertible Notes linked to the Ordinary Shares of TotalEnergies SE, due June 2030 under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (ISIN: XS2729036462) (the "Securities") The Issuer: JPMorgan Chase Financial Company LLC ("JPMCFC"). Its registered office is at 383 Madison Avenue, New York, New York 10179, U.S.A. and its Legal Entity Identifier (LEI) is 549300NJFDJOFYVV6789. The Authorised Offeror(s): Kepler Cheuvreux SA (the "Distributor"), a <i>société anonyme</i> incorporated in France and governed by the laws of France. Its address is 112 avenue Kléber, 75116 Paris, France, and its Legal Entity Identifier (LEI) is 9695005EOZG9X8IRJD84. Competent authority: The Base Prospectus was approved on 20 April 2023 by the Luxembourg <i>Commission de Surveillance du Secteur Financier</i> of 283, route d'Arlon, L-1150 Luxembourg (Telephone number: (+352) 26 25 1-1; Fax number: (+352) 26 25 1-2601; Email: direction@cssf.lu).				
KEY INFORMATION ON THE ISSUER				
Who is the Issuer of the Securities?				
Domicile and legal form of the Issuer, law under which the Issuer operates and country of incorporation: JPMCFC was formed as a limited liability company in Delaware, United States of America on 30 September 2015 pursuant to and in accordance with the Delaware Limited Liability Company Act with file number 5838642. JPMCFC's LEI is 549300NJFDJOFYVV6789. Issuer's principal activities: JPMCFC's business principally consists of issuing securities designed to meet investor needs for products that reflect certain risk-return profiles and specific market exposure. Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: JPMCFC is an indirect, wholly-owned finance subsidiary of JPMorgan Chase & Co. Key managing directors: The current directors of JPMCFC are: Brandon P. Igyarto, Bin Yu, Patrick Dempsey, Michael O. Kurd and Daniel T. Roose. Statutory auditors: PricewaterhouseCoopers LLP are the independent auditors of JPMCFC and have audited the historical financial information of JPMCFC for the financial years ended 31 December 2022 and 31 December 2021 and have issued an unmodified opinion in each case.				
What is the key financial information regarding the Issuer?				
The following key financial information has been extracted from the audited consolidated financial statements of JPMCFC for the years ended 31 December 2022 and 2021 and from the unaudited interim financial statements of JPMCFC for the six month period ended 30 June 2023. JPMCFC's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").				
Summary information – income statement				
(in USD thousands)	Year ended 31 December 2022 (audited)	Year ended 31 December 2021 (audited)	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Selected income statement data				
Net income/(loss)	(88,918)	53,122	(22,181)	(219,520)
Summary information – balance sheet				

(in USD thousands)	As at 31 December 2022 (audited)	As at 31 December 2021 (audited)	As at 30 June 2023 (unaudited)	
Total assets	30,388,733	18,191,513	37,431,479	
Long-term debt, at fair value	29,227,790	17,548,917	35,895,296	
Total members' equity	228,651	245,638	226,874	
Summary information – cash flow				
(in USD thousands)	As at 31 December 2022 (audited)	As at 31 December 2021 (audited)	As at 30 June 2023 (unaudited)	As at 30 June 2022 (unaudited)
Net cash provided by/(used in) operating activities	(15,039,330)	(1,271,534)	(4,393,649)	(5,760,474)
Net cash provided by/(used in) investing activities	Zero	Zero	Zero	Zero
Net cash provided by/(used in) financing activities	15,000,165	1,236,439	4,473,349	5,621,882
Qualifications in audit report on historical financial information: There were no qualifications in the audit report with respect to the Issuer's historical financial information included herein.				
What are the key risks that are specific to the Issuer?				
The Issuer is subject to the following key risks:				
• The payments owing to investors under the Securities is subject to the credit risk of the Issuer. The Securities are unsecured and unsubordinated general obligations of the Issuer. They are not deposits and they are not protected under any deposit protection insurance scheme. Therefore, if the Issuer and the Guarantor fail or are otherwise unable to meet their respective payment obligations under the Securities or the guarantee (as applicable), investors will lose some or all of their investment. • JPMorgan Chase is a major, global financial services group and faces a variety of risks that are substantial and inherent in its businesses, and which may affect the Issuer's and the Guarantor's ability to fulfil their respective payment obligations under the Securities, including regulatory, legal and reputation risks, political and country risks, market and credit risks, liquidity and capital risks and operational, strategic, conduct and people risks. • As a finance subsidiary of JPMorgan Chase & Co., JPMCFC has no independent operations beyond the issuance and administration of its securities. JPMCFC's ability to make payments in respect of the Securities is limited and dependent upon payments from one or more of its affiliates under intercompany loans and other intercompany agreements to meet its obligations under the Securities it issues. If these affiliates do not make payments to JPMCFC and JPMCFC fails to make payments on the Securities, Holders of the Securities issued by JPMCFC may have to seek payment under the related guarantee by JPMorgan Chase & Co. and that guarantee will rank pari passu with all other unsecured and unsubordinated obligations of JPMorgan Chase & Co.				
KEY INFORMATION ON THE SECURITIES				
What are the main features of the Securities?				
Type and class of Securities being offered and/or admitted to trading, including security identification numbers				
The Securities are cash settled derivative securities in the form of notes. The Securities are share-linked Securities.				
The Securities will be cleared and settled through Euroclear Bank SA/NV and Clearstream Banking, société anonyme.				
Issue Date: 7 March 2024.				
Issue Price: 100.00 per cent. (100.00%) of the aggregate nominal amount.				
Security identification numbers: ISIN: XS2729036462; RIC: XS2729036462=JPML; Common Code: 272903646.				
Currency, denomination, issue size and term of the Securities				
The currency of the Securities will be Euro ("EUR") (the "Settlement Currency").				
The nominal amount per Security is EUR 1,000.				
The issue size is EUR 30,000,000.				

Maturity Date: 14 June 2030. This is the date on which the Securities are scheduled to redeem. The Securities may redeem earlier if an Early Redemption Event occurs.

Rights attached to the Securities

The Securities will give each investor the right to receive a return, together with certain ancillary rights such as the right to receive notice of certain determinations and events. The return on the Securities will comprise the Coupon Amount(s) (if any), the Early Redemption Amount(s) (if an Early Redemption Event occurs) and (unless otherwise early redeemed) the Final Redemption Amount payable on the Maturity Date, and the amount(s) payable and whether or not an Early Redemption Event occurs will depend on the performance of the Underlying.

Coupon Amount: If the Securities have not been redeemed early, on each Coupon Payment Date you will receive the applicable Coupon Amount if the Reference Price is at or above the Coupon Barrier Price on the immediately preceding Coupon Observation Date. If this condition is not met, you will receive no coupon payment on such Coupon Payment Date. The relevant dates and Coupon Amounts are shown in the table(s) below.

Coupon Observation Date(s)	Coupon Payment Date(s)	Coupon Amount(s)
2 June 2025	16 June 2025	EUR 100.02
31 July 2025	14 August 2025	EUR 116.69
30 September 2025	14 October 2025	EUR 133.36
1 December 2025	15 December 2025	EUR 150.03
2 February 2026	16 February 2026	EUR 166.70
31 March 2026	14 April 2026	EUR 183.37
1 June 2026	15 June 2026	EUR 200.04
31 July 2026	14 August 2026	EUR 216.71
30 September 2026	14 October 2026	EUR 233.38
30 November 2026	14 December 2026	EUR 250.05
1 February 2027	15 February 2027	EUR 266.72
31 March 2027	14 April 2027	EUR 283.39
31 May 2027	14 June 2027	EUR 300.06
2 August 2027	16 August 2027	EUR 316.73
30 September 2027	14 October 2027	EUR 333.40
30 November 2027	14 December 2027	EUR 350.07
31 January 2028	14 February 2028	EUR 366.74
31 March 2028	14 April 2028	EUR 383.41
31 May 2028	14 June 2028	EUR 400.08
31 July 2028	14 August 2028	EUR 416.75
2 October 2028	16 October 2028	EUR 433.42
30 November 2028	14 December 2028	EUR 450.09
31 January 2029	14 February 2029	EUR 466.76
3 April 2029	17 April 2029	EUR 483.43
31 May 2029	14 June 2029	EUR 500.10
31 July 2029	14 August 2029	EUR 516.77

	1 October 2029	15 October 2029	EUR 533.44
	30 November 2029	14 December 2029	EUR 550.11
	31 January 2030	14 February 2030	EUR 566.78
	1 April 2030	15 April 2030	EUR 583.45
	Final Valuation Date	Maturity Date	EUR 600.12

Early Redemption Amount: The Securities will redeem on an Autocall Payment Date if, on the immediately preceding Autocall Observation Date, the Reference Price is at or above the Autocall Barrier Price (an "**Early Redemption Event**"). On such Autocall Payment Date you will receive, in addition to any final coupon payment, a cash payment equal to the autocall payment of EUR 1,000.00. No coupon payments will be made on any date after such Autocall Payment Date.

Final Redemption Amount: If the Securities have not redeemed early, on the Maturity Date, you will receive:

(a) if the Final Reference Price is at or above the Redemption Barrier Price, a cash payment equal to EUR 1,000.00; or

(b) if the Final Reference Price is below the Redemption Barrier Price, a cash payment directly linked to the performance of the Underlying. The cash payment will equal (i) the Calculation Amount multiplied by (ii) (A) the Final Reference Price divided by (B) the Initial Reference Price. However, if this cash payment is less than EUR 0.10, you will receive EUR 0.10 (the minimum payment).

Under the terms of the Securities, certain dates specified above and below will be adjusted if the respective date is either not a business day or not a trading day (as applicable). Any adjustments may affect the return, if any, you receive.

The terms of the Securities also provide that if certain exceptional events occur (1) adjustments may be made to the Securities and/or (2) the Issuer may redeem the Securities early. These events are specified in the terms of the Securities and principally relate to the Underlying, the Securities and the Issuer. The return (if any) you receive on such early redemption is likely to be different from the scenarios described above and may be less than the amount you invested.

When purchasing this product during its lifetime, the purchase price may include accrued interest on a *pro rata* basis.

You do not have any entitlement to a dividend from the Underlying and you have no right to any further entitlement resulting from the Underlying (e.g., voting rights).

Defined terms used above:

- **Autocall Barrier Price:** In respect of each Autocall Observation Date and the Underlying, 100 per cent. (100%) of the Initial Reference Price of such Underlying.
- **Autocall Observation Dates:** Each Coupon Observation Date other than the last Coupon Observation Date.
- **Autocall Payment Dates:** Each Coupon Payment Date other than the last Coupon Payment Date.
- **Calculation Amount:** EUR 1,000.
- **Coupon Barrier Price:** In respect of each Coupon Observation Date and the Underlying, 100 per cent. (100%) of the Initial Reference Price of such Underlying.
- **Final Reference Price:** The Reference Price on the Final Valuation Date.
- **Final Valuation Date:** 31 May 2030.
- **Initial Reference Price:** The Reference Price on the Initial Valuation Date.
- **Initial Valuation Date:** 31 May 2024.
- **Redemption Barrier Price:** In respect of the Final Valuation Date and the Underlying, 60 per cent. (60%) of the Initial Reference Price of such Underlying.
- **Reference Price:** The closing price of the Underlying as per the Reference Source.
- **Reference Source:** Euronext (Paris).

<i>Underlying</i>	<i>Bloomberg Ticker</i>
Ordinary shares of TotalEnergies SE (ISIN: FR0000120271)	TTE FP <Equity>

Governing law: The terms and conditions of the Securities are governed under English law.		
Status of the Securities: The Securities are direct, unsecured and unsubordinated general obligations of the Issuer and rank equally among themselves and with all other direct, unsecured and unsubordinated general obligations of the Issuer.		
Description of restrictions on free transferability of the Securities The Securities may not be legally or beneficially owned by any U.S. person at any time nor offered, sold, transferred, pledged, assigned, delivered, exercised or redeemed at any time within the United States or to, or for the account or benefit of, any U.S. person; provided, however, that this restriction shall not apply to a U.S. person that is an affiliate (as defined in Rule 405 under the Securities Act) of the Issuer. Further, unless otherwise permitted, the Securities may not be acquired by, on behalf of, or with the assets of any plans subject to the U.S. Employee Retirement Income Security Act of 1974 or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, other than certain insurance company general accounts. Subject to the above, the Securities will be freely transferable.		
Where will the Securities be traded?		
Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from (on or around) the Issue Date. The Issuer does not assume any legal obligation in respect of the realisation of listing or admission to trading as of any particular date or the maintenance of any listing or admission to trading that is realised.		
Is there a guarantee attached to the Securities?		
Brief description of the Guarantor: The Guarantor is JPMorgan Chase & Co. JPMorgan Chase & Co. was incorporated as a corporation under the General Corporation Law of the State of Delaware, U.S.A. on 28 October 1968 with file number 0691011. JPMorgan Chase & Co.'s LEI is 815DZWZKVSZ11NUHU748. The Guarantor is a holding company with bank and non-bank subsidiaries operating throughout the United States as well as globally (together with its consolidated subsidiaries, " JPMorgan Chase ").		
Nature and scope of guarantee: The Guarantor unconditionally and irrevocably guarantees the Issuer's payment obligations under the Securities. The guarantee is limited to a guarantee of the payment and other obligations which the Issuer has under the terms and conditions of the Securities.		
Key financial information of the Guarantor: The following key financial information has been extracted from the audited consolidated financial statements of JPMorgan Chase & Co. for the years ended 31 December 2023 and 2022. JPMorgan Chase & Co.'s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (" U.S. GAAP ").		
Summary information – income statement		
(in USD millions)	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Selected income statement data		
Net income	49,552	37,676
Summary information – balance sheet		
(in USD millions)	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Total assets	3,875,393	3,665,743
Deposits	2,400,688	2,340,179
Long-term debt	391,825	295,865
Total stockholders' equity	327,878	292,332
Summary information – cash flow		
(in USD millions)	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Net cash provided by/(used in) operating activities	12,974	107,119
Net cash provided by/(used in) investing activities	67,643	(137,819)
Net cash provided by/(used in) financing activities	(25,571)	(126,257)

Qualifications in audit report on historical financial information: There were no qualifications in the audit report with respect to the Guarantor's historical financial information included herein.
Risk factors associated with the Guarantor: The Guarantor is subject to the following key risks: JPMorgan Chase is a major, global financial services group and faces a variety of risks that are substantial and inherent in its businesses, and which may affect the Guarantor's ability to fulfil its obligations under the guarantee, including regulatory, legal and reputation risks, political and country risks, market and credit risks, liquidity and capital risks and operational, strategic, conduct and people risks. Failure to appropriately manage these risks could have a material adverse effect on JPMorgan Chase's results of operations and financial condition.
What are the key risks that are specific to the Securities?
Risk factors associated with the Securities: The Securities are subject to the following key risks: At maturity, the Securities do not provide for the full scheduled payment of the face value of the Securities: Depending on the performance of the Underlying, you may lose some or all of your investment. Risks relating to certain features of the Securities: - The ability to participate in any positive change in the value of the Underlying is limited, no matter how much the level, price or other value of the Underlying rises above the cap level over the life of the Securities. Accordingly, the value of or return on the Securities may be significantly less than if you had purchased the Underlying directly. - The Coupon Amount will only be paid if the level, price or other applicable value of the Underlying on the relevant valuation date(s) either reaches or crosses one or more specific barrier(s). It is possible that such level, price or other applicable value of the Underlying on the relevant valuation date(s) will not either reach or cross the barrier(s) (as applicable), and therefore, no coupon will be payable on the relevant Coupon Payment Date. This means that the amount of coupon payable over the term of the Securities will vary and may be zero. - The Final Redemption Amount is determined based on the performance of the Underlying on the Final Valuation Date only (rather than in respect of multiple periods throughout the term of the Securities), and therefore investors in the Securities will not benefit from any movement in level of the Underlying during the term of the Securities that is not reflected in the performance of the Underlying on the Final Valuation Date. Risks relating to the Underlying: - Past performance of the Underlying is not indicative of future performance, and performance may be subject to unpredictable change over time. - Investors will not have any legal or beneficial rights of ownership in the Underlying, and no claim against the share issuer or any other third party in relation to the Underlying; such parties have no obligation to act in investors' interests. - The performance of the Underlying cannot be predicted and is determined by macroeconomic factors which may adversely affect the performance of the Underlying and the value and return on the Securities. The share issuer may not act in the interests of investors in the Securities and any of these actions could adversely affect the value and return on the Securities. Investors in the Securities will not have any voting rights or rights to dividends or other amounts or rights in respect of the Underlying. No or limited liquidity: The Securities may have no liquidity or the market for such Securities may be limited and this may adversely impact their value or your ability to dispose of them. Secondary market value: The market value of the Securities prior to maturity may be significantly lower than their original purchase price. Consequently, if you sell your Securities before their scheduled maturity (assuming you are able to), you may lose some of your original investment. Early redemption: The Securities may be redeemed prior to their scheduled maturity in certain extraordinary circumstances and in such case, the Early Redemption Amount paid to investors may be less than their original investment. In such case, you may only be able to reinvest the proceeds on less favourable market terms compared to when the Securities were purchased.
KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET
Under which conditions and timetable can I invest in this Security?
Terms and conditions of the offer The offer price for subscriptions during the subscription period and on the Issue Date: EUR 1,000 per Security. The Securities are offered for subscription in France during the period from and including 7 March 2024 to and including 31 May 2024 (the "Offer Period"). The Securities are offered subject to the following conditions: - the offer of the Securities is conditional on their issue; - the Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable regulations; and - the offer of the Securities may be withdrawn in whole or in part at any time before the end of the Offer Period at the discretion of the Issuer by giving at least two business days' notice.

Description of the application process: - investors may apply to subscribe for Securities during the Offer Period; - any application shall be made in France to the Distributor. Investors shall not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for any Securities; - a potential purchaser should contact the Distributor prior to the end of the Offer Period. A purchaser will subscribe for Securities in accordance with the arrangements agreed with the Distributor relating to the subscription of securities generally; and - there is no pre-identified allotment criteria. The Distributor will adopt allotment criteria that ensures equal treatment of potential purchasers. All of the Securities requested through the Distributor during the Offer Period will be assigned up to the maximum amount of the offer. If during the Offer Period, the requests exceed the amount of the offer to prospective investors, the Issuer will proceed to early terminate the Offer Period and will immediately suspend the acceptances of further requests. Description of possibility to reduce subscription and manner for refunding excess amount paid by applicants: Not applicable; it is not possible to reduce subscription. Details of the minimum and/or maximum amount of application: - maximum aggregate nominal amount of Securities to be issued is EUR 30,000,000; and - minimum amount of application per investor will be one Security (corresponding to a nominal amount of EUR 1,000). The maximum amount of application will be subject only to availability at the time of application. Details of method and time limits for paying up and delivering the Securities: - Securities will be available on a delivery versus payment basis; - Applicants will be notified directly by the Distributor of the success of their application; and - the settlement and the delivery of the Securities will be executed through the Dealer for technical reasons only. Manner in and date on which results of the offer are to be made public: Applicants will be notified directly by the Distributor of the success of their application. Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Distributor of the success of their application.
<i>Estimated expenses charged to investor by issuer/offoror</i> There are no estimated expenses charged to the investor by the Issuer.
Who is the offeror and/or the person asking for admission to trading?
See the item entitled "The Authorised Offeror(s)" above. The Issuer is the entity requesting for the admission to trading of the Securities.
Why is the Prospectus being produced?
<i>Use and estimated net amount of proceeds when different from making profit</i> The proceeds of the issue of the Securities will be used by the Issuer for its general corporate purposes (including hedging arrangements). The estimated net proceeds is the product of the Issue Price and the aggregate nominal amount of the Securities to be issued.
<i>Underwriting agreement on a firm commitment basis:</i> The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.
<i>Description of any interest material to the issue/offer, including conflicting interests</i> The interests relating to the issue/offer that may be material include the fees payable to the dealer and the fact that JPMorgan Chase affiliates (including the Issuer and the Guarantor) are subject to certain conflicts of interest between their own interests and those of holders of Securities, including: JPMorgan Chase affiliates may take positions in or deal with the Underlying; the calculation agent, which will generally be a JPMorgan Chase affiliate, has broad discretionary powers which may not take into account the interests of the holders of the Securities; JPMorgan Chase may have confidential information relating to the Underlying and/or the Securities; and a JPMorgan Chase affiliate is the hedge counterparty to the Issuer's obligations under the Securities.

RÉSUMÉ

INTRODUCTION ET AVERTISSEMENTS				
Le présent résumé doit être lu comme une introduction au Prospectus de Base (qui comprend les documents qui y sont incorporés par référence). Toute décision de l'investisseur visant à investir dans les Titres doit tenir compte du Prospectus de Base dans son intégralité. Dans certaines circonstances, l'investisseur peut perdre tout ou partie du capital investi. Lorsqu'une réclamation relative aux informations contenues dans le Prospectus de Base est présentée devant un tribunal, l'investisseur plaignant pourra, conformément à la législation nationale, avoir à supporter les coûts de traduction du Prospectus de Base avant le début des procédures juridiques. La responsabilité civile lie uniquement les personnes qui ont établi le Résumé, y compris toute traduction de celui-ci, mais uniquement si le Résumé est trompeur, inexact ou incohérent lorsqu'il est lu conjointement avec d'autres parties du Prospectus de Base ou s'il ne fournit pas, lorsqu'il est lu conjointement avec les autres parties du Prospectus de Base, des informations clés afin d'aider les investisseurs lors de leur décision visant à investir ou non dans ces Titres. <i>Vous êtes sur le point d'acheter un produit qui n'est pas simple et qui peut être difficile à comprendre.</i>				
Les Titres : Émission de 30 000 000 EUR de <i>Six-Year Three-Month Autocallable Barrier Reverse Convertible Notes</i> indexés sur les Actions Ordinaires de TotalEnergies SE, se terminant en juin 2030 en vertu du <i>Structured Securities Programme for the issuance of Notes, Warrants and Certificates</i> (ISIN: XS2729036462) (les "Titres")				
L'Émetteur : JPMorgan Chase Financial Company LLC ("JPMCFC"). Son siège social est situé à 383 Madison Avenue, New York, New York 10179, Etats-Unis et son Identifiant d'Entité Juridique (IEJ) est 549300NJFDJOFYVV6789.				
Le(s) Offrant(s) Autorisé(s) : Kepler Cheuvreux SA (le "Distributeur"), société anonyme constituée en France et régie par le droit français. Son adresse est 112 avenue Kléber, 75116 Paris, France, et son Identifiant d'Entité Juridique (IEJ) est 9695005EOZG9X8IRJD84.				
Autorité compétente : Le Prospectus de Base a été approuvé le 20 avril 2023 par la <i>Commission de Surveillance du Secteur Financier</i> du Luxembourg au 283, route d'Arlon, L-1150 Luxembourg (Numéro de téléphone : (+352) 26 25 1-1; Numéro de fax : (+352) 26 25 1-2601; Email : direction@cssf.lu).				
INFORMATIONS CLÉS SUR L'ÉMETTEUR				
Qui est l'Émetteur des Titres?				
Domicile et forme juridique de l'Émetteur, droit selon lequel l'Émetteur opère et pays de constitution : JPMCFC a été constituée comme une société à responsabilité limitée au Delaware, Etats-Unis, le 30 septembre 2015 en vertu et conformément au <i>Delaware Limited Liability Company Act</i> sous le numéro de dossier 5838642. L'IEJ de JPMCFC est 549300NJFDJOFYVV6789.				
Activités principales de l'Émetteur : L'activité de JPMCFC consiste principalement à émettre des titres conçus pour répondre aux besoins des investisseurs en matière de produits reflétant certains profils de risque et de rendement et une exposition au marché spécifique.				
Les principaux actionnaires, y compris s'ils sont directement ou indirectement détenus ou contrôlés et par qui : JPMCFC est une filiale financière indirecte détenue à 100 % par JPMorgan Chase & Co.				
Les principaux directeurs généraux : Les directeurs actuels de JPMCFC sont: Brandon P. Igyarto, Bin Yu, Patrick Dempsey, Michael O. Kurd et Daniel T. Roose.				
Commissaires aux comptes : PricewaterhouseCoopers LLP sont les auditeurs indépendants de JPMCFC et ont vérifié les informations financières historiques de JPMCFC pour les exercices clos le 31 décembre 2022 et le 31 décembre 2021 et ont émis une opinion non modifiée dans chaque cas.				
Quelles sont les informations financières clés concernant l'Émetteur ?				
Les informations financières clés suivantes ont été extraites des états financiers consolidés audités de JPMCFC pour les années se terminant le 31 décembre 2022 et 2021 et des états financiers intermédiaires non audités de JPMCFC pour la période de six mois se terminant le 30 juin 2023. Les états financiers consolidés de JPMCFC sont préparés conformément aux principes comptables généralement acceptés aux États-Unis ("U.S. GAAP").				
Résumé des informations – compte de résultat				
(en milliers de USD)	Exercice clos le 31 décembre 2022 (audité)	Exercice clos le 31 décembre 2021 (audité)	Six mois clos le 30 juin 2023 (non audité)	Six mois clos le 30 juin 2022 (non audité)
Données sélectionnées du compte de résultat				
Revenu net/(perte)	(88 918)	53 122	(22 181)	(219 520)
Résumé des informations – bilan				
(en milliers de USD)	Au 31 décembre 2022 (audité)	Au 31 décembre 2021 (audité)	Au 30 juin 2023 (non audité)	
Total des actifs	30 388 733	18 191 513	37 431 479	

Dette à long terme à la valeur du marché	29 227 790	17 548 917	35 895 296	
Total des fonds propres	228 651	245 638	226 874	
Résumé des informations – flux de trésorerie				
(en milliers de USD)	Au 31 décembre 2022 (audité)	Au 31 décembre 2021 (audité)	Au 30 juin 2023 (non audité)	Au 30 juin 2022 (non audité)
Trésorerie nette provenant des/(utilisée pour des) activités d'exploitation	(15 039 330)	(1 271 534)	(4 393 649)	(5 760 474)
Trésorerie nette provenant des/(utilisée pour des) activités d'investissement	Zéro	Zéro	Zéro	Zéro
Trésorerie nette provenant des/(utilisée pour des) activités de financement	15 000 165	1 236 439	4 473 349	5 621 882
Qualifications dans le rapport d'audit sur les informations financières historiques : Le rapport d'audit ne contient aucune réserve concernant les informations financières historiques de l'Émetteur qui y figurent.				
Quels sont les risques clés spécifiques à l'Émetteur?				
L'Émetteur est soumis aux risques clés suivants :				
- Les paiements dus aux investisseurs en vertu des Titres sont soumis au risque de crédit de l'Émetteur. Les Titres sont des obligations générales non garanties et non subordonnées de l'Émetteur. Ce ne sont pas des dépôts et ne sont pas protégés par un système de protection des dépôts. Par conséquent, si l'Émetteur et le Garant échouent ou sont autrement incapables de remplir leurs obligations respectives de paiement en vertu des Titres ou de la garantie (le cas échéant), les investisseurs perdront tout ou partie de leur investissement. - JPMorgan Chase est un grand groupe mondial de services financiers et est confronté à divers risques substantiels et inhérents à ses activités, qui peuvent affecter la capacité de l'Émetteur et du Garant à remplir leurs obligations de paiement en vertu des Titres, y compris les risques réglementaires, juridiques et réputationnels, les risques politiques et nationaux, les risques de marché et de crédit, les risques de liquidité et de capital et les risques opérationnels, stratégiques, de conduite et humains. - En tant que filiale financière de JPMorgan Chase & Co., JPMCFC n'a pas d'autres activités indépendantes que l'émission et l'administration de ses titres. La capacité de JPMCFC à effectuer des paiements en vertu des Titres est limitée et dépend des paiements effectués par une ou plusieurs de ses sociétés affiliées dans le cadre de prêts interentreprises et d'autres accords interentreprises afin de remplir ses obligations au titre des Titres qu'elle émet. Si ces sociétés affiliées n'effectuent pas de paiements à JPMCFC et que JPMCFC n'effectue pas de paiements sur les Titres, les Détenteurs des Titres émis par JPMCFC peuvent être amenés à demander un paiement au titre de la garantie correspondante de JPMorgan Chase & Co. et cette garantie sera de même rang que toutes les autres obligations non garanties et non subordonnées de JPMorgan Chase & Co.				
INFORMATIONS CLÉS SUR LES TITRES				
Quelles sont les principales caractéristiques pour les Titres?				
Type et catégorie des Titres offerts et/ou admis à la négociation, y compris les numéros d'identification du titre				
Les Titres sont réglés en devise (cash) et sont des titres dérivés sous forme de titres de dette (notes). Les Titres sont indexés sur action.				
Les Titres seront réglés et compensés par Euroclear Bank SA/NV et Clearstream Banking, société anonyme.				
Date d'Émission : 7 mars 2024.				
Prix d'Émission: 100,00 pour cent (100,00%) du montant nominal total.				
Numéros d'identification du Titre : ISIN : XS2729036462 ; RIC: XS2729036462=JPML ; Code Commun: 272903646.				
Devise, dénomination, taille de l'émission et durée des Titres				
La devise des Titres sera l'Euro ("EUR") (la "Devise de Règlement").				
Le montant nominal par Titre est de 1 000 EUR.				
La taille d'émission est de 30 000 000 EUR.				
Date d'Échéance : 14 juin 2030. C'est la date à laquelle il est prévu de rembourser les Titres. Les Titres peuvent être remboursés plus tôt si un Événement de Remboursement Anticipé se produit.				
Droits attachés aux Titres				
Les Titres donneront à chaque investisseur le droit de recevoir un rendement, ainsi que certains droits accessoires tels que le droit de recevoir une notification de certaines déterminations et de certains événements. Le rendement des Titres comprendra le(s) Montant(s) des Coupons (le cas échéant), le(s) Montant(s) de Remboursement Anticipé (si un Événement de Remboursement Anticipé se produit) et (sauf remboursement anticipé) le Montant de Remboursement Final payable à la Date d'Échéance, et le(s) montant(s) payable(s) ainsi que la survenance ou non d'un Événement de Remboursement Anticipé dépendront de la performance de l'Actif Sous-Jacent.				

Montant du Coupon : Si les Titres n'ont pas été remboursés de façon anticipée, à chaque Date de Paiement du Coupon, vous recevrez le Montant du Coupon applicable si le Cours de Référence est égal ou supérieur au Niveau de la Barrière du Coupon à la Date d'Observation du Coupon qui précède immédiatement. Si cette condition n'est pas remplie, vous ne recevrez aucun coupon à cette Date de Paiement du Coupon. Les dates mentionnées et les Montants du Coupon sont indiqués dans le(s) tableau(x) ci-dessous.

Date(s) d'Observation du Coupon	Date(s) de Paiement du Coupon	Montant(s) du Coupon
2 juin 2025	16 juin 2025	100,02 EUR
31 juillet 2025	14 août 2025	116,69 EUR
30 septembre 2025	14 octobre 2025	133,36 EUR
1 décembre 2025	15 décembre 2025	150,03 EUR
2 février 2026	16 février 2026	166,70 EUR
31 mars 2026	14 avril 2026	183,37 EUR
1 juin 2026	15 juin 2026	200,04 EUR
31 juillet 2026	14 août 2026	216,71 EUR
30 septembre 2026	14 octobre 2026	233,38 EUR
30 novembre 2026	14 décembre 2026	250,05 EUR
1 février 2027	15 février 2027	266,72 EUR
31 mars 2027	14 avril 2027	283,39 EUR
31 mai 2027	14 juin 2027	300,06 EUR
2 août 2027	16 août 2027	316,73 EUR
30 septembre 2027	14 octobre 2027	333,40 EUR
30 novembre 2027	14 décembre 2027	350,07 EUR
31 janvier 2028	14 février 2028	366,74 EUR
31 mars 2028	14 avril 2028	383,41 EUR
31 mai 2028	14 juin 2028	400,08 EUR
31 juillet 2028	14 août 2028	416,75 EUR
2 octobre 2028	16 octobre 2028	433,42 EUR
30 novembre 2028	14 décembre 2028	450,09 EUR
31 janvier 2029	14 février 2029	466,76 EUR
3 avril 2029	17 avril 2029	483,43 EUR
31 mai 2029	14 juin 2029	500,10 EUR
31 juillet 2029	14 août 2029	516,77 EUR
1 octobre 2029	15 octobre 2029	533,44 EUR
30 novembre 2029	14 décembre 2029	550,11 EUR
31 janvier 2030	14 février 2030	566,78 EUR
1 avril 2030	15 avril 2030	583,45 EUR
Date d'Évaluation Finale	Date d'Échéance	600,12 EUR

Montant de Remboursement Anticipé : Les Titres seront remboursés à une Date de Paiement du Remboursement par Anticipation si, à la Date d'Observation du Remboursement par Anticipation qui précède immédiatement, le Cours de Référence est égal ou supérieur au Niveau de la Barrière de Remboursement par Anticipation (un "**Événement de Remboursement Anticipé**"). A cette Date de Paiement du Remboursement par Anticipation, vous recevrez, en plus de tout paiement de coupon final, un paiement en devises (*cash*) égal au paiement du remboursement par anticipation de 1 000,00 EUR. Aucun coupon ne sera versé après cette Date de Paiement du Remboursement par Anticipation.

Montant de Remboursement Final : Si les Titres n'ont pas été remboursés par anticipation, à la Date d'Échéance, vous recevrez:

- (a) si le Cours de Référence Final est égal ou supérieur au Niveau de la Barrière de Remboursement, un paiement en devises (*cash payment*) égal à 1 000,00 EUR ; ou
- (b) si le Cours de Référence Final est inférieur au Niveau de la Barrière de Remboursement, un paiement en devises (*cash payment*) directement lié à la performance de l'Actif Sous-Jacent. Le paiement en devises (*cash payment*) sera égal (i) au Montant de Calcul multiplié par (ii) (A) le Cours de Référence Final divisé par (B) le Cours de Référence Initial. Toutefois, si ce montant est inférieur à 0,10 EUR, vous recevrez 0,10 EUR (le paiement minimum).

Selon les modalités des Titres, certaines dates spécifiées ci-dessus et ci-dessous seront ajustées si la date concernée n'est pas un jour ouvré ou un jour de négociation (selon le cas). Tout ajustement peut affecter le rendement, le cas échéant, que vous recevrez.

Les modalités des Titres prévoient que, si certains événements exceptionnels se produisent (1) des ajustements peuvent être apportés aux Titres et/ou (2) l'Émetteur peut procéder au remboursement anticipé des Titres. Ces événements sont spécifiés dans les modalités des Titres et concernent principalement l'Actif Sous-Jacent, les Titres et l'Émetteur. Le rendement (le cas échéant) que vous recevrez en cas de remboursement anticipé est susceptible d'être différent du rendement dans les scénarios décrits ci-dessus et peut être inférieur au montant que vous avez investi.

Lors de l'achat de ce produit au cours de sa vie, le prix d'achat peut inclure des intérêts courus au *prorata*.

Vous ne bénéficierez d'aucun dividende ou de droits liés à la détention de l'Actif Sous-Jacent (par exemple, les droits de vote).

Termes définis utilisés ci-dessus :

- **Niveau de la Barrière de Remboursement par Anticipation :** Pour chaque Date d'Observation du Remboursement par Anticipation et pour l'Actif Sous-Jacent, 100 pour cent. (100%) du Cours de Référence Initial de cet Actif Sous-Jacent.
- **Dates d'Observation du Remboursement par Anticipation :** Chaque Date d'Observation du Coupon autre que la dernière Date d'Observation du Coupon.
- **Dates de Paiement du Remboursement par Anticipation :** Chaque Date de Paiement du Coupon autre que la dernière Date de Paiement du Coupon.
- **Montant de Calcul :** EUR 1 000.
- **Niveau de la Barrière du Coupon :** Pour chaque Date d'Observation du Coupon et pour l'Actif Sous-Jacent, 100 pour cent. (100%) du Cours de Référence Initial de cet Actif Sous-Jacent.
- **Cours de Référence Final :** Le Cours de Référence à la Date d'Évaluation Finale.
- **Date d'Évaluation Finale :** 31 mai 2030.
- **Cours de Référence Initial :** Le Cours de Référence à la Date d'Évaluation Initiale.
- **Date d'Évaluation Initiale :** 31 mai 2024.
- **Niveau de la Barrière de Remboursement :** Pour chaque Date d'Évaluation Finale et pour l'Actif Sous-Jacent, 60 pour cent. (60%) du Cours de Référence Initial de cet Actif Sous-Jacent.
- **Cours de Référence :** Le cours de clôture de l'Actif Sous-Jacent selon la Source de Référence.
- **Source de Référence :** Euronext (Paris).

<i>Actif Sous-Jacent</i>	<i>Bloomberg Ticker</i>
Les actions ordinaires de TotalEnergies SE (ISIN : FR0000120271)	TTE FP <Equity>

Droit applicable : Les modalités des Titres sont régies par le droit anglais.

Statut des Titres : Les Titres sont des obligations générales directes, non garanties et non subordonnées de l'Émetteur et ont le même rang entre eux et par rapport à toutes les autres obligations générales directes, non garanties et non subordonnées de l'Émetteur.

Description des restrictions à la libre transférabilité des Titres

Les Titres ne peuvent être détenus légalement ou à titre bénéficiaire par une personne américaine à quelque moment que ce soit, ni être offerts, vendus, transférés, mis en gage, cédés, livrés, exercés ou rachetés à quelque moment que ce soit aux États-Unis ou à une personne américaine, ou pour le compte ou au bénéfice de celle-ci ; toutefois, cette restriction ne s'applique pas à une personne américaine qui est une société affiliée (au sens de la Règle 405 du *Securities Act*) de l'Émetteur. En outre, sauf autorisation contraire, les Titres ne peuvent pas être acquis par, pour le compte de ou avec les actifs de tout régime soumis à l'*Employee Retirement Income*

Security Act américain de 1974 ou à la Section 4975 de l'*Internal Revenue Code* américain de 1986, tel que modifié, à l'exception de certains comptes généraux de compagnies d'assurance. Sous réserve de ce qui précède, les Titres seront librement transférables.

Où les Titres seront-ils négociés ?

Il est prévu que l'Émetteur (ou son représentant) demande que les Titres soient cotés et admis à la négociation sur le Marché Réglementé de la Bourse de Luxembourg avec effet à partir de (ou autour de) la Date d'Émission. L'Émetteur n'assume aucune obligation légale en ce qui concerne la réalisation de la cotation ou de l'admission à la négociation à une date donnée ou le maintien de toute cotation ou admission à la négociation qui est réalisée.

Y-a-t-il une garantie attachée aux Titres?

Brève description du Garant : Le Garant est JPMorgan Chase & Co.. JPMorgan Chase & Co. a été constituée comme une société en vertu de la *General Corporation Law* de l'État du Delaware, États-Unis, le 28 octobre 1968, sous le numéro de dossier 0691011. L'IEJ de JPMorgan Chase & Co. est 815DZWZKVSZI1NUHU748. Le Garant est une holding qui possède des filiales bancaires et non bancaires opérant aux États-Unis et dans le monde entier (avec ses filiales consolidées, "**JPMorgan Chase**").

Nature et étendue de la garantie: Le Garant garantit inconditionnellement et irrévocablement les obligations de paiement de l'Émetteur en vertu des Titres. La garantie est limitée à la garantie de paiement et autres obligations de l'Émetteur selon les modalités des Titres.

Informations financières clés du Garant: Les informations financières clés suivantes ont été extraites des états financiers consolidés audités de JPMorgan Chase & Co. pour les années se terminant le 31 décembre 2023 et 2022. Les états financiers consolidés de JPMorgan Chase & Co. sont préparés conformément aux principes comptables généralement acceptés aux États-Unis ("**U.S. GAAP**").

Résumé des informations – compte de résultat		
(en millions de USD)	Exercice clos le 31 décembre 2023 (audité)	Exercice clos le 31 décembre 2022 (audité)
Données sélectionnées du compte de résultat		
Revenu net	49 552	37 676
Résumé des informations – bilan		
(en millions de USD)	Au 31 décembre 2023 (audité)	Au 31 décembre 2022 (audité)
Total des actifs	3 875 393	3 665 743
Dépôts	2 400 688	2 340 179
Dette à long terme	391 825	295 865
Total des fonds propres	327 878	292 332
Résumé des informations – flux de trésorerie		
(en millions de USD)	Au 31 décembre 2023 (audité)	Au 31 décembre 2022 (audité)
Trésorerie nette provenant des/(utilisée pour des) activités d'exploitation	12 974	107 119
Trésorerie nette provenant des/(utilisée pour des) activités d'investissement	67 643	(137 819)
Trésorerie nette provenant des/(utilisée pour des) activités de financement	(25 571)	(126 257)

Qualifications dans le rapport d'audit sur les informations financières historiques : Le rapport d'audit ne contient aucune réserve concernant les informations financières historiques du Garant qui y figurent.

Facteurs de risque associés au Garant : Le Garant est soumis aux principaux risques suivants :

- JPMorgan Chase est un grand groupe mondial de services financiers et est confronté à divers risques substantiels et inhérents à ses activités, qui peuvent affecter la capacité du Garant à remplir ses obligations en vertu de la garantie, notamment les risques réglementaires, juridiques et réputationnels, les risques politiques et les risques nationaux, les risques de marché et de crédit, les risques de liquidité et de capital et les risques opérationnels, stratégiques, de conduite et de ressources humaines. L'absence de gestion appropriée de ces risques pourrait avoir un effet négatif important sur les résultats d'exploitation et la situation financière de JPMorgan Chase.

Quels sont les risques clés spécifiques aux Titres?

Les facteurs de risque associés aux Titres : Les Titres sont soumis aux risques clés suivants :

- À l'échéance, les Titres ne prévoient pas le paiement intégral prévu de la valeur nominale des Titres:** Selon les performances de l'Actif Sous-Jacent, vous pouvez perdre une partie ou la totalité de votre investissement.
- Risques liés à certaines caractéristiques des Titres :**
 - La possibilité de participer à tout changement positif de la valeur de l'Actif Sous-Jacent est limitée, quel que soit le niveau, le prix ou toute autre valeur de l'Actif Sous-Jacent qui dépasse le niveau du plafond pendant la durée de vie des Titres. En

conséquence, la valeur ou le rendement des Titres peut être sensiblement inférieur à celui que vous auriez obtenu si vous aviez acheté directement l'Actif Sous-Jacent. - Le Montant du Coupon ne sera payé que si le niveau, le prix ou toute autre valeur applicable de l'Actif Sous-Jacent à la (aux) date(s) d'évaluation concernée(s) soit atteint ou franchit une ou plusieurs barrière(s) spécifique(s). Il est possible que ce niveau, prix ou toute autre valeur applicable de l'Actif Sous-Jacent à la (aux) date(s) d'évaluation concernée(s) n'atteindra ou ne franchira pas la ou les barrière(s) (selon le cas), et par conséquent, aucun coupon ne sera payable à la Date de Paiement du Coupon concernée. Cela signifie que le montant du coupon payable pendant la durée des Titres variera et pourra être nul. - Le Montant du Remboursement Final est déterminé sur la base de la performance de l'Actif Sous-Jacent à la Date d'Évaluation Finale uniquement (et non sur plusieurs périodes de la durée de vie des Titres), et par conséquent les investisseurs dans les Titres ne bénéficieront d'aucun mouvement du niveau de l'Actif Sous-Jacent pendant la durée de vie des Titres qui ne se reflète pas dans la performance de l'Actif Sous-Jacent à la Date d'Évaluation Finale. Risques liés à l'Actif Sous-Jacent : - Les performances passées de l'Actif Sous-Jacent ne sont pas indicatives des performances futures, et les performances peuvent être sujettes à des changements imprévisibles dans le temps. - Les investisseurs n'auront aucun droit de propriété légal ou effectif sur l'Actif Sous-Jacent, ni aucun droit à l'encontre de l'émetteur de l'action ou de tout autre tiers en relation avec l'Actif Sous-Jacent ; ces parties n'ont aucune obligation d'agir dans l'intérêt des investisseurs. - La performance de l'Actif Sous-Jacent ne peut pas être prédite et est déterminée par des facteurs macroéconomiques qui peuvent affecter négativement la performance de l'Actif Sous-Jacent ainsi que la valeur et le rendement des Titres. L'émetteur d'actions pourrait ne pas agir dans l'intérêt des investisseurs de Titres et l'une de ces actions pourrait avoir un effet négatif sur la valeur et le rendement des Titres. Les investisseurs de Titres n'auront aucun droit de vote ou droit aux dividendes ou autres montants ou droits concernant l'Actif Sous-Jacent. Pas de liquidité ou une liquidité limitée : Les Titres peuvent ne pas avoir de liquidité ou le marché de ces Titres peut être limité, ce qui peut avoir une incidence négative sur leur valeur ou sur votre capacité à les céder. Valeur sur le marché secondaire : La valeur marchande des Titres avant l'échéance peut être sensiblement inférieure à leur prix d'achat initial. Par conséquent, si vous vendez vos Titres avant leur échéance prévue (en supposant que vous en soyez capable), vous risquez de perdre une partie de votre investissement initial. Remboursement anticipé : Les Titres peuvent être remboursés avant leur échéance prévue dans certaines circonstances extraordinaires et, dans ce cas, le Montant du Remboursement Anticipé versé aux investisseurs peut être inférieur à leur investissement initial. Dans ce cas, vous ne pourrez réinvestir le produit que dans des conditions de marché moins favorables que celles qui prévalaient au moment de l'achat des Titres.
INFORMATIONS CLÉS SUR L'OFFRE DE TITRES AU PUBLIC ET/OU L'ADMISSION A LA NEGOCIATION SUR UN MARCHÉ RÉGLEMENTÉ
Dans quelles conditions et selon quel calendrier puis-je investir dans ce Titre?
Modalités de l'offre Le prix de l'offre pour les souscriptions pendant la période de souscription et à la Date d'Émission : 1 000 EUR par Titre. Les Titres sont offerts pour souscription en France durant la période courant du 7 mars 2024 (inclus) au 31 mai 2024 (inclus) (la "Période d'Offre"). Les Titres sont offerts sous réserve des conditions suivantes : - l'offre des Titres est conditionnée à leur émission ; - la Période d'Offre est susceptible d'être ajustée par ou pour le compte de l'Émetteur conformément aux réglementations applicables ; et - l'offre des Titres peut être annulée en tout ou partie à tout moment avant la fin de la Période d'Offre à la discrétion de l'Émetteur, moyennant un préavis d'au moins deux jours ouvrés. Description de la procédure de souscription: - les investisseurs peuvent demander à souscrire aux Titres durant la Période d'Offre ; - toute souscription doit être faite en France auprès du Distributeur. Les investisseurs ne sont pas tenus de conclure des accords contractuels directement avec l'Émetteur en ce qui concerne la souscription de Titres ; - un acheteur potentiel doit contacter le Distributeur avant la fin de la Période d'Offre. Un acheteur souscrira des Titres conformément aux accords convenus avec le Distributeur concernant la souscription de titres en général ; et - il n'y a pas de critères d'attribution pré-identifiés. Le Distributeur adoptera des critères d'attribution garantissant l'égalité de traitement des potentiels acheteurs. Tous les Titres demandés par l'intermédiaire du Distributeur pendant la Période d'Offre seront attribués jusqu'à atteindre le montant maximum de l'offre. Si, au cours de la Période d'Offre, les demandes dépassent

le montant de l'offre aux investisseurs potentiels, l'Émetteur mettra fin de manière anticipée à la Période d'Offre et suspendra immédiatement l'acceptation de nouvelles demandes. Description de la possibilité de réduire la souscription et des modalités de remboursement du montant excédentaire payé par les souscripteurs: Non applicable ; il n'est pas possible de réduire la souscription. Détails du montant minimum et/ou maximum de souscription: • le montant nominal total maximum de Titres qui seront émis est de 30 000 000 EUR ; et • le montant minimum de souscription par investisseur sera d'un Titre (correspondant à un montant nominal de 1 000 EUR). Le montant maximum de souscription sera soumis uniquement à la disponibilité au moment de la souscription. Détails du mode et des délais de paiement et de livraison des Titres : • les Titres seront disponibles sur la base d'une livraison contre paiement ; • les souscripteurs seront notifiés directement par le Distributeur du succès de leur souscription ; et • le règlement et la livraison des Titres seront exécutés par l'intermédiaire du Négociateur (<i>Dealer</i>) pour des raisons techniques uniquement. Modalités et date auxquelles les résultats de l'offre doivent être rendus publics: Les souscripteurs seront notifiés directement par le Distributeur du succès de leur souscription. Procédure de notification aux souscripteurs du montant alloué et indication du fait que la négociation peut commencer avant la notification : Les souscripteurs seront notifiés directement par le Distributeur du succès de leur souscription.
<i>Estimation des frais imputés à l'investisseur par l'émetteur/l'offreur</i> Il n'y a pas de frais estimés facturés à l'investisseur par l'Émetteur.
Qui est l'offrant et/ou la personne qui demande l'admission à la négociation ?
Voir le point intitulé "Le(s) Offrant(s) Autorisé(s)" ci-dessus. L'Émetteur est l'entité qui demande l'admission à la négociation des Titres.
Pourquoi le Prospectus est-il produit ?
<i>Utilisation et montant net estimé du produit lorsqu'il est différent de la réalisation d'un profit</i> Le résultat de l'émission des Titres sera utilisé par l'Émetteur pour ses besoins généraux (y compris les opérations de couverture). Le montant net estimé est le produit du Prix d'Émission et du montant nominal total des Titres à émettre.
<i>Accord de prise ferme sur une base d'engagement ferme</i> : L'offre des Titres n'est pas soumise à un contrat de prise ferme sur une base d'engagement ferme.
<i>Description de tout intérêt matériel lié à l'émission/l'offre, y compris les intérêts conflictuels</i> Les intérêts liés à l'émission/l'offre qui peuvent être importants comprennent les honoraires payables au négociateur (<i>dealer</i>) et le fait que les filiales de JPMorgan Chase (y compris l'Émetteur et le Garant) sont soumises à certains conflits d'intérêts entre leurs propres intérêts et ceux des détenteurs de Titres, notamment : les sociétés affiliées de JPMorgan Chase peuvent prendre des positions sur l'Actif Sous-Jacent ; l'agent de calcul, qui sera généralement une société affiliée de JPMorgan Chase, dispose de larges pouvoirs discrétionnaires qui peuvent ne pas tenir compte des intérêts des détenteurs de Titres ; JPMorgan Chase peut détenir des informations confidentielles relatives à l'Actif Sous-Jacent et/ou aux Titres ; et une société affiliée de JPMorgan Chase est la contrepartie de couverture des obligations de l'Émetteur en vertu des Titres.