

**SUPPLEMENT No. 4 DATED 14 AUGUST 2024 TO THE BASE  
PROSPECTUS DATED 18 APRIL 2024 AND TO EACH OF  
THE FINAL TERMS DATED 25 JUNE 2024, 28 JUNE 2024, 1  
AUGUST 2024, 2 AUGUST 2024 AND 7 AUGUST 2024**

# J.P.Morgan

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

as Issuer

**JPMorgan Chase Financial Company LLC**  
*(incorporated with limited liability in the State of Delaware, United States of America)*

as Issuer

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

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

**JPMorgan Chase & Co.**  
*(incorporated in the State of Delaware, United States of America)*

as Issuer and as Guarantor in respect of Securities  
issued by  
JPMorgan Chase Financial Company LLC

**Structured Securities Programme for the issuance**

**of**

**Notes, Warrants and Certificates**

***Arranger and Dealer for the Programme***

**J.P. Morgan**

## Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 18 April 2024 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 16 May 2024, Supplement No. 2 dated 4 June 2024 and Supplement No. 3 dated 25 July 2024 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"), which constitutes four base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**") and (iv) a base prospectus in respect of JPMorgan Chase Financial Company LLC ("**JPMCFC**") (the "**JPMCFC Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP, JPMorgan Chase Bank, N.A., JPMorgan Chase & Co. and JPMCFC, irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. and in respect of Securities issued by JPMCFC as to payment, delivery and other obligations by JPMorgan Chase & Co. Terms defined in the Base Prospectus have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the JPMSP Base Prospectus, the JPMorgan Chase Bank, N.A. Base Prospectus, the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus.

This Supplement also constitutes a supplement to:

- the Final Terms dated 25 June 2024 relating to the issue of up to EUR 7,000,000 7-Year Autocallable Barrier Reverse Convertible Notes linked to the Solactive NESTE EOD Decrement 1.30 Index, due August 2031 (ISIN: XS2381736474) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 25 June 2024 (ISIN: XS2381736474)**");
- the Final Terms dated 28 June 2024 relating to the issue of up to EUR 20,000,000 5-Year Memory Coupon with Instalments Notes linked to the EURO STOXX® Banks (Price) EUR Index, due September 2029 (ISIN: XS2381741631) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 28 June 2024 (ISIN: XS2381741631)**");
- the Final Terms dated 1 August 2024 relating to the issue of up to EUR 25,000,000 1.5-Year Autocallable Barrier Reverse Convertible Notes, linked to the EURO STOXX 50® Index (Price Index), due at the latest on 23 February 2026 (ISIN: DE000JT6LND8) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 1 August 2024 (ISIN: DE000JT6LND8)**");
- the Final Terms dated 2 August 2024 relating to the issue of up to HUF 6,000,000,000 3-Year Autocallable Notes linked to a Basket of Shares, due September 2027 (ISIN: XS2823722157) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 2 August 2024 (ISIN: XS2823722157)**"); and
- the Final Terms dated 7 August 2024 relating to the issue of up to CHF 10,000,000 1-Year 3-Month 8.50% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the ordinary share of BP p.l.c., the ordinary share of Shell plc and the ordinary share of TotalEnergies SE, due at the latest on 5 December 2025 (ISIN: DE000JT5NHB2) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 7 August 2024 (ISIN: DE000JT5NHB2)**").

## Purpose of Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 30 June 2024 Form 10-Q, the JPMorgan Chase Bank, N.A. 2024 Interim Financial Statements, the Supplement No. 3 to the Registration Document of JPMorgan Chase & Co and the Supplement No. 3 to the Registration Document of JPMorgan Chase Bank, N.A. (each as defined below);
- (b) make certain amendments and changes to correct certain errors or omissions in the sections entitled "Payout Conditions" and "Form of Final Terms" in the Base Prospectus; and
- (c) amend and supplement the information in the Summary of each of the JPMSP Final Terms dated 25 June 2024 (ISIN: XS2381736474), the JPMSP Final Terms dated 28 June 2024 (ISIN: XS2381741631), the JPMSP Final Terms dated 1 August 2024 (ISIN: DE000JT6LND8), the JPMSP Final Terms dated 2 August 2024 (ISIN: XS2823722157) and the JPMSP Final Terms dated 7 August 2024 (ISIN: DE000JT5NHB2).

### **Right to withdraw acceptances**

**In accordance with Article 23(2) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 19 August 2024. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.**

### **Status of Supplement**

The Supplement is a supplement for the purposes of Article 23(1) of the Prospectus Regulation. On 18 April 2024, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities. The amendments included in this Supplement to the terms and conditions of the Securities shall only apply to Final Terms, the date of which falls on or after the approval of this Supplement (save where the Final Terms provide that the terms and conditions of the Securities are to be incorporated from an earlier base prospectus).

### **Responsibility**

In relation to the JPMSP Base Prospectus and the JPMorgan Chase Bank, N.A. Base Prospectus, JPMorgan Chase Bank, N.A. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import. In relation to the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus, JPMorgan Chase & Co. accepts responsibility for the information given in this Supplement and confirms that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

## Information being supplemented

### I. Incorporation by reference

This Supplement incorporates by reference into the Base Prospectus:

- (a) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 June 2024, containing the unaudited consolidated financial statements of JPMorgan Chase & Co. for the six months ended 30 June 2024, as filed with the United States Securities and Exchange Commission on 2 August 2024 (the "**JPMorgan Chase & Co. 30 June 2024 Form 10-Q**") (available at <https://dl.luxse.com/dlp/10b5c34d2352ac4893840688bac2ceceae>);
- (b) the unaudited Consolidated Financial Statements of JPMorgan Chase Bank, N.A. for the six months ended 30 June 2024 (the "**JPMorgan Chase Bank, N.A. 2024 Interim Financial Statements**") (available at <https://dl.luxse.com/dlp/10919cefb0d8bd4501999e3d9385f4990d>);
- (c) Supplement No. 3 dated 13 August 2024 to the Registration Document dated 17 April 2024 of JPMorgan Chase & Co. ("**Supplement No. 3 to the Registration Document of JPMorgan Chase & Co.**") (available at <https://dl.luxse.com/dlp/109bada6ae1666452f8b65283fa159cd30>); and
- (d) Supplement No. 3 dated 13 August 2024 to the Registration Document dated 17 April 2024 of JPMorgan Chase Bank, N.A. ("**Supplement No. 3 to the Registration Document of JPMorgan Chase Bank, N.A.**") (available at <https://dl.luxse.com/dlp/106803dd466b964acd93907e3536021696>).

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

#### Information incorporated by reference

#### Page Number

##### *From the JPMorgan Chase & Co. 30 June 2024 Form 10-Q*

##### Part I - Financial Information

##### Item 1. Financial Statements.

##### Consolidated Financial Statements – JPMorgan Chase & Co.:

Consolidated statements of income (unaudited) for the three and six months ended June 30, 2024 and 2023 Page 91

Consolidated statements of comprehensive income (unaudited) for the three and six months ended June 30, 2024 and 2023 Page 92

Consolidated balance sheets (unaudited) at June 30, 2024 and December 31, 2023 Page 93

Consolidated statements of changes in stockholders' equity (unaudited) for the three and six months ended June 30, 2024 and 2023 Page 94

Consolidated statements of cash flows (unaudited) for the six months ended June 30, 2024 and 2023 Page 95

Notes to Consolidated Financial Statements (unaudited) Pages 96 to 190

Report of Independent Registered Public Accounting Firm Page 191

Consolidated Average Balance Sheets, Interest and Rates (unaudited) for the three months ended June 30, 2024 and 2023 Pages 192 to 193

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##### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

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***From the JPMorgan Chase Bank, N.A. 2024 Interim Financial Statements***

Consolidated Financial Statements – JPMorgan Chase Bank, National Association

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Consolidated Balance Sheets (unaudited) at June 30, 2024 and December 31, 2023	Page 5
Consolidated Statements of Changes in Stockholder's Equity (unaudited) for the six months ended June 30, 2024 and 2023	Page 6
Consolidated Statements of Cash Flows (unaudited) for the six months ended June 30, 2024 and 2023	Page 7
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***From Supplement No. 3 to the Registration Document of JPMorgan Chase & Co.***

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Any information not listed in the above cross-reference table but included in the documents referred to in the above cross-reference table is not incorporated herein by reference for the purposes of the Prospectus Regulation and is either (a) covered elsewhere in the Base Prospectus; or (b) not relevant for the investor.

## **II. Amendments to the information in the Base Prospectus**

### **(a) Amendments to the section entitled Payout Conditions**

- (i) The definition of "Investment Level (i)" in Payout Condition 4(a) (*Definitions*) on page 348 of the Original Base Prospectus shall be deleted and replaced with the following:

**"Investment Level (i)"** means, in respect of each "i":

- (a) if "Investment Level (i) - Trigger Level Determination" is not specified to be applicable in the relevant Issue Terms, the Reference Asset Closing Value of the Reference Asset in respect of the Trigger Date (i) in respect of such "i", as determined by the Calculation Agent and subject to adjustment and/or correction in accordance with the Conditions; or
  - (b) if "Investment Level (i) - Trigger Level Determination" is specified to be applicable in the relevant Issue Terms, the Trigger Level (i) in respect of such "i".
- (ii) The definition of "No Trigger Event" in Payout Condition 4(a) (*Definitions*) on page 353 of the Original Base Prospectus shall be deleted and replaced with the following:

**"No Trigger Event"** means that the Reference Asset Closing Value of the Reference Asset in respect of each Observation Date (Closing Valuation) is greater than the Trigger Level (i) in respect of each "i", as determined by the Calculation Agent."

### **(b) Amendments to the section entitled Form of Final Terms**

Paragraph 37(xlvi) (*Drop Back Redemption Amount (Payout Condition 3(jjj))*) shall be amended by inserting the following new line item (k) (*Investment Level (i) – Trigger Level Determination*) immediately after the existing line item (j) (*Observation Period (Drop Back)*) and immediately before paragraph 37(xlvii) (*Currency Conversion (Payout Condition 3(III))*) on page 650 of the Original Base Prospectus:

"[(k) Investment Level (i) – Trigger Level [Applicable/Not Applicable]]"  
Determination:

## **III. Amendments to the Summary of the relevant JPMSP Final Terms**

The subsection entitled "Key financial information of the Guarantor" under the section headed "Is there a guarantee attached to the Securities?" on each of:

- (i) page 27 of the JPMSP Final Terms dated 25 June 2024 (ISIN: XS2381736474);
- (ii) pages 25 to 26 of the JPMSP Final Terms dated 28 June 2024 (ISIN: XS2381741631);
- (iii) pages 21 to 22 of the JPMSP Final Terms dated 1 August 2024 (ISIN: DE000JT6LND8);
- (iv) pages 28 to 29 of the JPMSP Final Terms dated 2 August 2024 (ISIN: XS2823722157); and

(v) page 22 of the JPMSP Final Terms dated 7 August 2024 (ISIN: DE000JT5NHB2),

shall be deleted and replaced with the following:

<p><b>"Key financial information of the Guarantor:</b> The following key financial information has been extracted from the audited consolidated financial statements of JPMorgan Chase Bank, N.A. for the years ended 31 December 2023 and 2022 and from the unaudited consolidated interim financial statements of JPMorgan Chase Bank, N.A. for the six month period ended 30 June 2024. JPMorgan Chase Bank, N.A.'s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").</p>				
<b>Summary information – income statement</b>				
<b>(in USD millions)</b>	<b>Year ended 31 December 2023 (audited)</b>	<b>Year ended 31 December 2022 (audited)</b>	<b>Six months ended 30 June 2024 (unaudited)</b>	<b>Six months ended 30 June 2023 (unaudited)</b>
<b>Selected income statement data</b>				
Noninterest revenue	54,037	50,555	37,301	29,514
Net interest income	92,984	68,422	46,774	44,713
Provision for credit losses	8,996	6,347	4,837	5,103
Total noninterest expense	78,460	68,736	42,458	36,943
Income before income tax expense	59,565	43,894	36,780	32,181
Net income	47,496	34,342	28,392	25,713
<b>Summary information – balance sheet</b>				
<b>(in USD millions)</b>	<b>As at 31 December 2023 (audited)</b>	<b>As at 31 December 2022 (audited)</b>	<b>As at 30 June 2024 (unaudited)</b>	
Loans, net of allowance for loan losses	1,297,809	1,113,271	1,295,099	
Total assets	3,395,126	3,201,942	3,510,536	
Deposits	2,498,231	2,440,722	2,488,231	
Long-term debt	206,945	75,138	206,010	
Total stockholder's equity	299,279	303,620	314,186"	

## **General**

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

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

This Supplement and the documents incorporated by reference into it will be published on the Luxembourg Stock Exchange's website at *www.luxse.com*. In addition, any person receiving a copy of this Supplement may obtain, without charge, upon written or oral request, copies of the documents incorporated by reference herein. Copies of the documents incorporated by reference into this Supplement will be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), in physical or electronic form, at the office of the Principal Programme Agent (The Bank of New York Mellon, London Branch, 160 Queen Victoria Street, London EC4V 4LA, United Kingdom) and the office of the Paying Agent in Luxembourg (The Bank of New York Mellon S.A./N.V., Luxembourg Branch, Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg).